

July 16,2025

The Manager
Corporate Relationship Department
BSE Limited
1st Floor, New Trading Wing,
Rotunda Building,
P J Towers, Dalal Street, Fort,
Mumbai - 400001
BSE Security Code: 538579

SUB: Outcome of Board Meeting held on July 16,2025

Respected Sir/Madam,

In continuation of our letter dated July 11, 2025, Pursuant to the Regulation 30 of the SEBI Listing Obligations and Disclosure Requirements) Regulations, 2015, we wish to inform you that the Board of Directors of the Company, at its meeting held today, has inter alia:

1. To consider and accept the Change the Designation of Mr. Sadasivam Anbazhagan from Non-Executive Director to Independent Director. **Brief Profile of the Director enclosed as Annexure-1**
2. To consider and accept Removal of Mr. Nilesh Kumar Banka from the Post of company secretary and appointment of Mrs. Raveena Agarwal in order to file the vacancy caused by such termination. **Brief Profile of the company Secretary enclosed as Annexure-1**
3. To consider and accept alteration the Memorandum of association by adding following objects
 - a. To carry on in India or outside India or elsewhere the business to develop create present, produce, arrange, manage, organize, conduct, sponsor, compose, edit, plan, design, exhibit, demonstrate, promote, operate, participate, collaborate and run at national and international level all sorts of shows and modelling, films, programmes of song, music, dance, film star, pop star, T.V. channels, entertainment web-sites and for the purpose to engage, book or hire artists, authors, story writers, musicians, models, performers, and other persons and agencies.
 - b. To Carry on the Business of Cinema Halls, to setup, lease and co-operate as own, leased, franchised or partnership across India & Globally. To carry on the Business of all allied business which may include, Real-estate, Infrastructure development, Shops and Establishment related to Cinema Halls and further carry on the business of establishing

ZINEMA MEDIA & ENTERTAINMENT LIMITED

Registered Office - Third Floor, B Block, Work EZ, 147, Pathari Road, Thousand Lights, Chennai -600006

CIN: L24241TN1984PLC096136

Email id: trivikramindustries@gmail.com; Tel: 044-48679669; Fax: 044-42134333

website: www.zinema.co.in

- sporting arena, Food courts, Restaurants Entertainment zones along with other recreation facilities along with retail and shopping facilities.
- c. To Carry on the Business of producing content but not limited to Films, Music and Sports, all formats of content that may have a wider reach to be exploited across traditional and new age mediums.
 - d. To Carry on the Business of content by establishing own or partner platform / networks which would cover all last mile access .To carry on the business to Create, Produce Distribute and monetize content through Traditional networks which may include Theatrical, Television ,Home Video , Satellite , Cable , Airline & Ship , Festival & Territorial including other languages apart from New Age mediums including SVOD (Subscription Video on Demand),TVOD (Transactional Video on Demand), AVOD (Ad-supported Video on Demand), OTT /IPTV, Digital Download , Mobile & App, Webcasting & Simulcasting, Social Media, Metaverse & VR To carry the business to establish a Broadcast networks which may include traditional TV & New Age TV (both Linear / Smart TV).
 - e. To carry on in India and Globally the business of sports to develop ,develop, create ,create, present, produce, arrange, manage, organize, conduct, sponsor, compose, edit, plan, design, exhibit, demonstrate, promote, operate, participate, collaborate and run at national and international level all sorts of sports and for the purpose to engage, book or hire sport personalities / Celebrities, Anchors, Commentators, Referees, Athletes, Performers, and other persons and agencies. To carry on the business of establishing / operating / running, sports facilities, training centres / academies own, leased, franchise, partnerships. To Carry on the Business of all allied business which may include manufacture / trade / sell Sporting goods, Real-estate, Infrastructure development, Shops and Establishment and further carry on the business of establishing, Spas, Health & Wellness centres, Food courts, Restaurants Entertainment zones along with other recreation facilities along with retail and shopping facilities
 - f. To carry on the Business of consulting in the areas of Media, Entertainment and sports in the areas of the Business and Technology. To Carry on the Business of the Technology which would include conceptualization, development and implementation of technology solutions in the areas of Media, Entertainment & sports which would cover Own products & solutions, Partnership with other Solution providers, providers, Franchise, Distribution and also act as system integrator.
4. To consider and accept the increase the Authorized Share Capital from Rs.31cr to Rs 50 cr.
 5. To consider and accept the Shifting the Registered Office to 3rd Floor, Right Wing, New Door number 57, Old Door No.57, Satyadev Avenue, MRC Nagar, Raja Annamalai Puram, Pin Code 600 028 from 1st September 2025.

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6. 41st Annual General Meeting of the company is going held on Saturday 23rd August 2025 at 01:00 pm at the Registered office of the company.
7. The Register of Members and Share Transfer Books of the Company will remain closed from 16th August 2025 to 23rd August 2025 (both days inclusive) for the purpose of the AGM and determining the eligibility of members for dividend, if declared at the AGM

The Company has fixed 16th August 2025 as the Record Date for the purpose of determining the entitlement of the members to the final dividend for the financial year ended March 31,2025, if approved at the AGM.

8. Pursuant to the provisions of Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in response to the communication received from BSE regarding the non-submission of the Structured Digital Database (SDD) Compliance Certificate for the year ended March 31, 2025, we wish to inform you as under:

The matter relating to the non-compliance with Regulation 3(5) and/or 3(6) of the SEBI (Prohibition of Insider Trading) Regulations, 2015 was placed before the Board of Directors of the Company at its meeting held on today.

The Board noted the following:

Acknowledgement of Non-compliance: The Company acknowledges the inadvertent delay/non-submission of the SDD Compliance Certificate for the financial year ended March 31, 2025.

Corrective Actions Taken:

The Company has implemented a system for maintaining the Structured Digital Database (SDD) with time-stamped audit trail and restricted access, in compliance with SEBI regulations. The SDD Compliance Certificate for the year ended March 31, 2025 has been duly submitted to the Exchange on 29.05.2025

Preventive Measures:

The Board has directed the Compliance Officer to ensure that timely submissions are made in the future.

Internal controls and compliance calendars are being strengthened to avoid recurrence.

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Board Comments:

The Board has taken serious note of the matter and advised the Compliance Officer to maintain strict oversight to ensure full and timely compliance with SEBI (PIT) Regulations going forward.

9. The meeting of the Board of Directors commenced at 15:00 hrs. and concluded at 16:00 hrs.

Please take the same on records and oblige

Thanking You,

Yours faithfully,

FOR ZINEMA MEDIA AND ENTERTAINMENT LIMITED

B. SATHYA PRAKASH
MANAGING DIRECTOR

DIN: 01786634

Enclosed: as stated above

'Annexure - 1'

Details required under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Para A of Part A of Schedule III to the said Regulations along with SEBI Circular CIR/CFD/CMD/4/2015 dated 9th September, 2015 read with SEBI Master Circular No.SEBI/HO/CFD/CFD-PoD1/P/CIR/2023/123 dated July 13, 2023, with regard to change in Directors and Key Managerial Personnel is given herein under: -

S. No	Particulars	Details		
1	Name of Directors / Key Managerial Personnel	Sadasivam Anbazhagan	Nilesh Kumar Banka	Raveena Agarwal
2	Reason for change viz. appointment, resignation, removal, death or otherwise	Change in Designation	Removal	Appointment
3	Date of appointment / cessation (as applicable) & term of appointment	01-07-2025	01-07-2025	01-07-2025
4	Brief Profile in case of Appointment	Mr. Sadasivam Anbazhagan is a highly accomplished entrepreneur with over 25 years of experience in the field of technology and business development. He holds a Diploma in Computer & Hardware Technology , which laid the foundation for his deep expertise in technology-driven	-	A dynamic and dedicated Company Secretary and Commerce Graduate (Accountancy Hons.), with over 9 years of professional experience in diverse areas such as Accounting, Income Tax, Secretarial Compliance, and Management . Proven expertise in Legal, Secretarial, Accounting, and Taxation functions, with a comprehensive understanding of

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		<p>solutions and systems. Over the past two decades, he has successfully built and led multiple ventures, showcasing exceptional leadership and innovation across various industries. His entrepreneurial journey is marked by his ability to identify market opportunities, establish strong business frameworks, and deliver sustainable growth. With a wealth of hands-on experience in both the technical and operational aspects of business, Sadasivam Anbazhagan has built a reputation for his strategic vision, business acumen, and ability to adapt to evolving market trends. Sadasivam Anbazhagan extensive experience and knowledge make him an invaluable asset to the leadership team, contributing valuable insights into both technical</p>		<p>corporate governance and regulatory compliance. Possessing a strong track record of working efficiently under pressure and adapting to evolving business environments.</p>
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		and business strategies.		
5	Disclosure of relationships between directors (in case of appointment of a director)	NIL	NIL	NIL
6	Detailed Reason of Resignation	-	Due to uninformed absence from work from 16 June 2025 upto 30 June 2025. frequent absences from the duties as a Company Secretary and late coming during your tenure from 1st May to 16th June has put a burden on other staff members and negatively affected productivity.	-
7	Confirmation required from Independent Director that there are no other material reasons other than those provided	Not Applicable	Not Applicable	Not Applicable
8	Information as required pursuant to BSE Circular with ref. no. LIST/COMP/14 /2018-19 and the	Not Applicable	Not Applicable	Not Applicable

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	National Stock Exchange of India Ltd. with ref. no. NSE/CML/2018 /24, both dated 20th June, 2018			
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Termination Letter due to unauthorized absence from duty

1 message

Zinema Media and Entertainment Limited <trivikramaindustries@gmail.com>

Tue, Jul 1, 2025 at 1:46 PM

To: Nilesh Banka <nileshbanka12@gmail.com>

Dear Nilesh ,

It is with regret that we inform you that your employment with this company has been terminated due to your uninformed absence from work from 16 June 2025 upto 30 June 2025. Your frequent absences from your duties as a Company Secretary and late coming during your tenure from 1st May to 16th June has put a burden on other staff members and negatively affected productivity.

Your continued absence from work has forced us to take the disciplinary action of termination of your service as a Company Secretary from Zinema Media and Entertainment Limited. w.e.f. 1st July 2025.

We request that you return any and all property that was generated or obtained during your employment with this company including any documents, computer passwords etc

For Zinema Media and Entertainment Limited
Compliance Team