

NOTICE

NOTICE IS HEREBY GIVEN THAT THE 41ST ANNUAL GENERAL MEETING OF THE MEMBERS OF ZINEMA MEDIA AND ENTERTAINMENT INDUSTRIES LIMITED WILL BE HELD ON 23RD AUGUST 2025 AT 01:00 PM, AT 3RD FLOOR, B BLOCK, WORK EZ, 147 PATHARI ROAD, THOUSAND LIGHTS, CHENNAI –600006 TO TRANSACT THE FOLLOWING BUSINESSES:

ORDINARY BUSINESS:**Item No 1: ADOPTION OF FINANCIAL STATEMENTS:**

To Receive, Consider and Adopt:

- A. The Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2025 together with the Reports of the Board of Directors and the Auditors thereon; and
- B. The Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2025, together with the Report of the Auditors thereon.

Item No 2: ADDENDUM TO THE MAIN OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION

“RESOLVED THAT pursuant to the provisions of Sections 4, 13 and other applicable provisions, if any, of the Companies Act, 2013, and subject to the approval of the Registrar of Companies and/or other competent authorities, Clause III (A) of the Memorandum of Association of the Company be amended to include the following new sub-clause related to sports:

To consider and if thought fit, to pass, the following resolution as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 13 and all other applicable provisions, if any, of the Companies Act 2013 including any amendment thereto or re-enactment thereof), and subject to necessary approval(s) if any, from the competent authorities, Main Object Clause of Memorandum of Association of the Company be altered by adding the same with the following new clauses

1. 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 modeling, 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.
2. 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 sporting arena, Food courts, Restaurants Entertainment zones along with other recreation facilities along with retail and shopping facilities.
3. 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.
4. 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).

5. To carry on in India and Globally the business of sports 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 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 centers / 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 centers, Food courts, Restaurants Entertainment zones along with other recreation facilities along with retail and shopping facilities
6. 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, Franchise, Distribution and also act as system integrator.

Item No .3: CHANGE IN DESIGNATION OF MR. SADASIVAM ANBAZHAGAN (DIN: 08965772) FROM DIRECTOR TO INDEPENDENT DIRECTOR

To consider and if thought fit, to pass, the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, and subject to such approvals as may be necessary, the consent of the members be and is hereby accorded for the change in designation of Mr. Sadasivam Anbazhagan (DIN: 08965772) from Director to **Independent Director**, not liable to retire by rotation, for a term of five consecutive years commencing from the date of this Annual General Meeting.

"RESOLVED FURTHER THAT the Board of Directors, Nomination and Remuneration Committee of the Board and the Company Secretary be and are hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary, proper, expedient, incidental or desirable to give effect to this Resolution

Item No. 4: INCREASE IN AUTHORISED SHARE CAPITAL AND ALTERATION OF MEMORANDUM OF ASSOCIATION

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 13, 61 and 64 and other applicable provisions, if any, of the Companies Act, 2013 and the rules framed thereunder, and subject to such approvals as may be necessary, the Authorised Share Capital of the Company be and is hereby increased from **₹31,00,00,000 to ₹ 50,00,00,000** divided into 5,00,00,000 equity shares of ₹10 each by creation of additional 1,90,00,000 equity shares of ₹10 each.

"RESOLVED FURTHER THAT Clause V of the Memorandum of Association of the Company be and is hereby substituted with the following:

"V. The Authorised Share Capital of the Company is ₹50,00,00,000 (Rupees Fifty Crore) divided into 5,00,00,000 Equity Shares of ₹10 each."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary to give effect to this resolution."

Item No 5: DECLARATION OF DIVIDEND

To confirm payment of final dividend for the financial year 2024-25 and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

Resolved that a final dividend @ 0.50% (Rs. 0.05 per equity share of Rs.10/-) as recommended by the Board of Directors be and is hereby declared out of the profits of the Company for the financial year 2025-26

Item No .6: APPOINTMENT OF M/s P B & ASSOCIATES AS A SECRETARIAL AUDITOR FOR A TERM OF FIVE CONSECUTIVE YEARS.

"RESOLVED THAT pursuant to the provisions of Section 204 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and other applicable rules and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the members of the Company do hereby approve the appointment of M/s PB & Associates, Company Secretaries (Firm Registration No.S2024WB972800, COP No. 25291), as the Secretarial Auditor of the Company for a term of five consecutive financial years commencing from the financial year 2024-25 to 2028-29, to conduct the Secretarial Audit of the Company as prescribed under the applicable provisions of the Act.

**BY ORDER OF THE BOARD OF DIRECTORS
FOR ZINEMA MEDIA AND ENTERTAINMENT
LIMITED**

Date: 16/07/2025

Place: Chennai

Sd/-

BASKARAN SATHYA PRAKASH

(DIN: 01786634)

MANAGING DIRECTOR

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 & 102(1) OF THE COMPANIES ACT, 2013

ITEM NO. 2 – ADDENDUM TO THE MAIN OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION

The existing Object Clause of the Memorandum of Association (MOA) of the Company is proposed to be altered by adding new clauses to enable the Company to diversify and expand its business activities in the fields of **media, entertainment, sports, content creation and distribution, digital platforms, infrastructure development, and consulting services in technology and allied areas.**

The proposed alteration is aligned with the long-term strategic vision of the Company to explore new business verticals and to capitalize on emerging opportunities in the entertainment and digital media space both in India and globally. The new objects will provide the Company flexibility to operate in the following areas:

1. 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 modeling, 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.
2. 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 sporting arena, Food courts, Restaurants Entertainment zones along with other recreation facilities along with retail and shopping facilities.
3. 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.
4. 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).
5. To carry on in India and Globally the business of sports 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 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 centers / 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 centers, Food courts, Restaurants Entertainment zones along with other recreation facilities along with retail and shopping facilities

6. 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, Franchise, Distribution and also act as system integrator.

The Board believes that the proposed object clauses would significantly enhance the Company's ability to undertake diversified operations, improve competitiveness, and offer long-term value to shareholders.

In terms of Section 13 of the Companies Act, 2013, any change in the Object Clause of the MOA requires the approval of the shareholders by way of a Special Resolution.

A copy of the existing and proposed MOA is available for inspection at the registered office of the Company during business hours on any working day until the date of the general meeting and will also be available at the meeting.

None of the Directors, Key Managerial Personnel, or their relatives is concerned or interested, financially or otherwise, in the resolution, except to the extent of their shareholding in the Company, if any.

The Board recommends the passing of the Special Resolution as set out in the accompanying Notice for approval of the members.

ITEM NO. 3 – CHANGE IN DESIGNATION OF MR. SADASIVAM ANBAZHAGAN (DIN: 08965772) FROM DIRECTOR TO INDEPENDENT DIRECTOR

The Board of Directors of the Company, on the recommendation of the Nomination and Remuneration Committee, has approved the change in designation of **Mr. Sadasivam Anbazhagan** (DIN: 08965772) from **Non-Executive Director** to **Independent Director**, subject to the approval of the shareholders.

Mr. Sadasivam Anbazhagan has submitted a declaration confirming that he meets the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013, and the rules made thereunder. In the opinion of the Board, he fulfills the conditions for appointment as an Independent Director and is independent of the management.

The Board considers that the appointment of Mr. Sadasivam Anbazhagan as an Independent Director would bring significant value and expertise to the Company and recommends the resolution for approval of the members. He is proposed to be appointed as an Independent Director for a term of five consecutive years, and he shall not be liable to retire by rotation.

A brief profile of Mr. Sadasivam Anbazhagan is provided in the annexure to the notice.

Except Mr. Sadasivam Anbazhagan and his relatives, none of the other Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution set out in the accompanying notice.

ITEM NO. 4 –INCREASE IN AUTHORISED SHARE CAPITAL AND ALTERATION OF MEMORANDUM OF ASSOCIATION

In order to support future growth plans and to facilitate fund-raising initiatives including issue of equity shares (as proposed in Item No. 3), it is proposed to increase the Authorised Share Capital of the Company from from **₹31,00,00,000 to ₹ 50,00,00,000** divided into 5,00,00,000 equity shares of ₹10 each

Consequently, Clause V of the Memorandum of Association (MOA) will require substitution to reflect the revised Authorised Share Capital.

Pursuant to Sections 13, 61 and 64 of the Companies Act, 2013, the approval of the members by way of an Ordinary Resolution is required for such increase and alteration.

None of the Directors, Key Managerial Personnel (KMPs) or their relatives are concerned or interested in this resolution financially or otherwise.

Item No 5: DECLARATION OF DIVIDEND

Board of Directors of the Company, at its meeting held on 29.05.2025, recommended the declaration of a final dividend of ₹0.05 per equity share i.e., 0.50 % on face value of ₹10 per share for the financial year ended 31.03.2025.

In terms of the provisions of Section 123 of the Companies Act, 2013 and the applicable rules made thereunder, dividend can be declared out of the profits of the Company for the relevant financial year or out of the accumulated profits of previous years, after providing for depreciation and fulfilling other conditions as specified.

The Company has earned sufficient profits during the financial year 2024-25, and after considering the operational requirements, working capital needs, future growth plans, and overall financial position, the Board has decided to recommend the said dividend.

The dividend, if approved by the shareholders at the Annual General Meeting, will be paid to those shareholders whose names appear in the Register of Members / beneficial owners as on the record date/book closure date as may be fixed by the Board.

None of the Directors, Key Managerial Personnel, or their relatives are in any way concerned or interested in the said resolution except to the extent of their shareholding in the Company, if any.

The Board recommends the resolution for approval of the members as an **Ordinary Resolution**.

ITEM NO .6: APPOINTMENT OF SECRETARIAL AUDITOR FOR A TERM OF 5 CONSECUTIVE YEARS

Pursuant to the provisions of Section 204 of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, mandate the appointment of a Secretarial Auditor by listed company to conduct a secretarial audit and submit a report in Form MR-3.

Accordingly, the Board of Directors of the Company, on the recommendation of the Audit Committee, has approved the appointment of M/s P B & Associates, Company Secretaries (Firm Registration No. S2024WB972800, COP No. 25291), as the Secretarial Auditor of the Company for a term of five (5) consecutive financial years commencing from FY 2024-25 to 2028-29, to conduct the Secretarial Audit of the Company pursuant to Section 204 of the Act, subject to approval of the Members

The appointment of Secretarial Auditors shall be in terms of the amended Regulation 24A of the SEBI Listing Regulations vide SEBI Notification dated December 12, 2024 and provisions of Section 204 of the Act and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

P B & Associates is a well-known firm of Practicing Company Secretaries founded in 2022 and based in Kolkata. Renowned for its commitment to quality and precision, the firm has been Peer Reviewed and Quality Reviewed by the Institute of Company Secretaries of India (ICSI), ensuring the highest standards in professional practices.

P B & Associates focused on providing comprehensive professional services in corporate law, SEBI regulations,

FEMA compliance, and allied fields, delivering strategic solutions to ensure regulatory adherence and operational efficiency. The firm provides its services to various prominent companies and their expertise has earned the trust of industry leaders across sectors like banking, manufacturing, pharmaceuticals, and public utilities.

P B & Associates has confirmed that the firm is not disqualified and is eligible to be appointed as Secretarial Auditors in terms of Regulation 24A of the SEBI Listing Regulations. The services to be rendered by P B & Associates as Secretarial Auditors is within the purview of the said regulation read with SEBI circular no. SEBI/HO/CFD/CFD-PoD-2/CIR/P/2024/185 dated December 31, 2024.

In addition to the secretarial audit, P B & Associates shall provide such other services in the nature of certifications and other professional work, as approved by the Board of Directors. The relevant fees will be determined by the Board, as recommended by the Audit Committee in consultation with the Secretarial Auditors.

The Board recommends the resolution for the approval of the members as an **Ordinary Resolution**.

None of the Directors, Key Managerial Personnel, or their relatives is in any way concerned or interested, financially or otherwise, in the resolution set out in the notice, except to the extent of their professional association (if any) with the proposed appointee.

Annexure –I

Disclosure required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard – 2

Name of Director	Sadasivam Anbazhagan
Directors' Identification No.	08965772
Date of Birth	16 th January 1976
Date of first Appointment on Board	20 th November 2020
Qualification	Diploma in Computer & hardware Technology
Experience	More than 25 yrs entrepreneur exp
Terms & Conditions of Appointment / Re-appointment	As mentioned in the explanatory statement
Sitting Fees	-
Shareholding in Company	NIL
Relationship with the Company & Other Directors	NIL
List of Directorships held in other Companies (excluding foreign, private and Section 8 Companies)	NIL
No. of Board Meeting attended during the year	SEVEN
Memberships / Chairmanships of Audit and Stakeholders' relationship Committees across Public Companies as on date including this company	Committee Chairmanship- Nil Committee Membership- 1
Listed entities from which resigned in the past Three years	NIL

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. SUCH A PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY.** A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company.

Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board resolution to the Company, authorizing their representative to attend and vote on their behalf at the meeting.

The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is sent herewith. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.

During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.

2. **Members / proxies** should bring the duly filled Attendance slip enclosed herewith to attend the meeting. Shareholders are requested to tender their attendance slips at the registration counters at the venue of the AGM and seek registration before entering the meeting hall. The shareholder needs to furnish the printed 'attendance slip' along with a valid identity proof such as the PAN card, passport, AADHAR card or driving license, to enter the AGM hall.
3. The Register of Members and the Share Transfer books of the Company will remain closed from 16th August 2025 to 23rd August 2025 (both days inclusive), for the purpose of Annual General Meeting.
4. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
5. The Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
6. Members holding shares in electronic form are hereby informed that bank particulars against their respective depository account will be used by the company for payment of dividend (declared if any). The company or its Registrars cannot act on any request received directly from the members holding share in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the Members. Members holding shares in physical form and desirous of either registering bank particulars or changing bank particulars already registered against their respective folios for payment of dividend are requested to write to the company.
7. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their Demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.

8. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their Demat accounts. Members holding shares in physical form can submit their PAN details to the Company.
9. Copies of the 41st Annual Report is being sent to all the members via the permitted mode.
10. Members may also note that 41st Annual Report will also be available on the Company's website www.zinema.co.in for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: trivikramindustries@gmail.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and the Notice shall also be available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. <https://www.evoting.nsdl.com/>

Shareholders of the Company are urged to opt for e-communication to help the company contribute to go-green initiative of this nation and the world for a better tomorrow.

11. All documents referred to in the accompanying Notice and the explanatory Statement shall be open for inspection at the Registered Office of the company during normal business hours (10.00 am to 6.00 pm) on all working days except Saturdays, up to and including the date of the Annual General Meeting of the company.
12. Dividend of Rs 0.05p per equity shares has been proposed by the Board of Directors for the year ended 31st March, 2025.
13. Members seeking any information with regard to accounts are requested to write to the undersigned at the Registered Office of the Company, at least 5 days in advance, so as to keep the information ready at the Meeting.
14. Voting through electronic means:

In compliance with provision of section 108 of the companies Act, 2013 and Rule 20 of the companies (Management and Administration) Rules, 2014, the company will provide its members facility to exercise their right to vote in the 41st Annual General Meeting (AGM) by electronic means and the business may be transacted through remote e-voting Services provided National Securities Depository Limited (NSDL). Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:

The remote e-voting period begins on Wednesday, 20th August 2025 at 09:00 A.M. and ends on Friday 23rd August 2025 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Friday 15th August 2025, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Friday 15th August 2025.

How do I vote electronically using NSDL e-Voting system?




The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system**A) Login method for e-Voting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 1. For OTP based login you can click on https://eservices.nsd.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period 2. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting

	<p>system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <div style="text-align: center;"> <p>NSDL Mobile App is available on</p>    </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in

	progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login Method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - How to retrieve your 'initial password'?
 - If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
- Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.**How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to P B & Associates at csbafnapayal@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 or send a request to Subhashish Sengupta at evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to trivikramaindustries@gmail.com
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to trivikramaindustries@gmail.com If you are an Individual shareholders holding securities in demat mode,

you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**

3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

**BY ORDER OF THE BOARD OF DIRECTORS
FOR ZINEMA MEDIA AND ENTERTAINMENT
LIMITED**

Date: 16/07/2025

Place: Chennai

Sd/-

BASKARAN SATHYA PRAKASH

(DIN: 01786634)

MANAGING DIRECTOR