

Date: 24.03.2026

To, Corporate Relationship Department  
BSE Limited,  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai - 400 001

**Sub: Covering Letter for Revision of Corrigendum I to the EGM Notice dated March 02, 2026**

Scrip Code: 538579 | ISIN: INE641Q01019

Dear Sirs/Madam,

This is with reference to the Notice of the Extraordinary General Meeting (EGM) of M/s **Zinema Media and Entertainment Limited** scheduled to be held on **Saturday, March 28, 2026, at 03.30 P.M.** through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM").

The Company is issuing the enclosed **Corrigendum I** to provide a necessary update to the original Notice. Specifically, please be advised that the name of Mr. C.R. Vasudevan has been **removed** from the list of proposed allottees under **Item No. 1** regarding the preferential issue of equity shares.

All other resolutions, including the issuance of sweat equity shares to Directors (Item No. 2), the acquisition of equity stake in M/s Beontyme Technologies Private Limited (Item No. 3), preferential issue of equity stake in M/s Tulsea Media Private Limited (Item No. 4), and the increase in authorized share capital (Item No. 5), remain unchanged and as stated in the original Notice.

- **Integration:** This Corrigendum should be read as an integral part of the EGM Notice dated March 02, 2026.
- **E-Voting:** The remote e-voting period remains from **Wednesday, March 25, 2026 (09:00 A.M.)** to **Friday, March 27, 2026 (05:00 P.M.)**.

The above documents are also available on the Company's website i.e. <https://zinema.co.in>, on the website of the Stock Exchanges i.e. BSE Limited (BSE) [www.bseindia.com](http://www.bseindia.com) respectively, and the website of National Securities Depository Limited (NSDL) <https://www.evoting.nsdl.com>. You are requested to kindly take the above information on your records.

ZINEMA MEDIA & ENTERTAINMENT LIMITED

Registered Office – New Door Number 57, Old Door No.57, Sathya dev Avenue MRC Nagar, Raja Annamalaipuram, Raja Annamalaipuram, Chennai: 600028

CIN: L24241TN1984PLC096136

Email id: [trivikramindustries@gmail.com](mailto:trivikramindustries@gmail.com); Tel: 044-48679669; Fax: 044-42134333

website: [www.zinema.co.in](http://www.zinema.co.in)

Thanking You,  
Yours Faithfully  
**For Zinema Media and Entertainment Limited**

**B. Sathya Prakash**  
**Managing Director**  
**Din: 01786634**

Encl:a/a

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**CORRIGENDUM I TO THE NOTICE OF THE EXTRAORDINARY GENERAL MEETING TO BE HELD ON Saturday, March 28, 2026, at 03.30 P.M**

**NOTICE** is hereby given that an Extra-Ordinary General Meeting (“EGM”) of the Members of M/S. Zinema Media and Entertainment Limited will be held on Saturday, March 28, 2026, at 03.30 P.M. through Video Conferencing (“VC”)/Other Audio Visual Means (“OAVM”), for which purpose the Registered Office of the Company shall be deemed as the venue and the proceedings of the EGM shall be deemed to be made thereat, to transact the following Special business:

**Item No. 1**

**Approval for issuance of 1,83,00,000 Equity Shares of face value of Rs. 10/- each of the Company on a preferential issue basis for cash consideration**

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

“**RESOLVED THAT** in accordance with the provisions of Sections 23(1)(b), 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with the rules made thereunder including the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory amendment(s), modification(s) or re-enactment(s) thereof), for the time being in force and the enabling provisions of the Memorandum of Association and Articles of Association of the Company and subject to and in accordance with any other applicable law or regulation, including without limitation, the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the “SEBI ICDR Regulations”), the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended (the “Takeover Regulations”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the “SEBI LODR Regulations”), and any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time to time by the Government of India, the Securities and Exchange Board of India (“SEBI”) and BSE Limited where the existing equity shares of the Company are listed (“Stock Exchanges”), to the extent applicable, and subject to such approvals, consents, permissions and sanctions as may be necessary or required and subject to such conditions as may be imposed or prescribed while granting such approvals, consents, permissions and sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board” (which term shall be deemed to include any Committee thereof duly constituted by the Board), and subject to any other alterations, modifications, corrections, changes and variations that may be decided by the Board in its absolute discretion, the approval of the Members of the Company be and is hereby accorded to the Board to create, offer, issue and allot in aggregate upto **1,83,00,000** (One Crore Eighty Three Lakh) fully paid-up equity shares of the face value of Rs. 10/- each of the Company (‘Equity Shares’), at a price of Rs. 10/- (Rupees Ten only) per Equity Share, aggregating upto **Rs. 18,30,00,000 /-** (Rupees Eighteen Crore Thirty Lakhs only) to the identified investors, as per the details herein mentioned below (“Proposed Allottees”), to the persons forming part of the list of allottees, which includes one allottee belonging to the Promoter category and the remaining allottees belonging to the non-promoter category, on a preferential issue basis, for cash consideration.”

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S.No.	Name and details of the Proposed Allottees	Category ('Promoter/Promoter Group'/'Non-Promoter')	Max. no. of Equity Shares to be allotted @ Rs. 10/- per equity share	Amount of Consideration (Rs. in Crore)
1	M Kiran Kumar	Non-Promoter	15,00,000	1,50,00,000
2	Nova Film Studios LLP	Non-Promoter	50,00,000	5,00,00,000
3	Lords & Partners Property Management Service Private Limited	Non-Promoter	50,00,000	5,00,00,000
4	Fox Dean Estates Private Limited	Non-Promoter	15,00,000	1,50,00,000
5	Nova Life Space Private Limited	Non-Promoter	10,00,000	1,00,00,000
6	Mi Lifestyle Marketing Global Private Limited	Non-Promoter	10,00,000	1,00,00,000
7	Rajesh Chowdary	Non-Promoter	7,50,000	75,00,000
8	Rajesh Babu	Non-Promoter	10,00,000	1,00,00,000
9	Oasys Cybernetics Pvt. Ltd	Non-Promoter	5,00,000	50,00,000
10	C. Bharath Kumar Jain	Non-Promoter	3,00,000	30,00,000
11	Dipankar Chatterjee	Non-Promoter	2,50,000	25,00,000
12	Sebin AV	Non-Promoter	1,00,000	10,00,000
13	Baskaran Sathya Prakash	Promoter	2,00,000	20,00,000
14	Dinesh Raj	Non-Promoter	2,00,000	20,00,000
	<b>TOTAL</b>		<b>1,83,00,000</b>	<b>18,30,00,000</b>

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**“RESOLVED FURTHER THAT** in accordance with the provisions of Chapter V of the SEBI ICDR Regulations, the Relevant Date for determination of the floor price for the proposed preferential issue of Equity Shares is 26th February 2026 (the “Relevant Date”), being the date 30 (thirty) days prior to the date of passing of resolution at the proposed date of holding Extra Ordinary General Meeting, has been considered as the Relevant Date.”

**“RESOLVED FURTHER THAT** the issue price for Equity Shares of face value of Rs.10/- each of the Company for cash consideration has been determined considering 26th February 2026 as the “Relevant Date” and this price is higher than the floor price as has been determined as per the method prescribed in SEBI ICDR Regulations.”

**“RESOLVED FURTHER THAT** the issue of the Equity Shares under this Preferential offer shall be subject to the following terms and conditions apart from others as prescribed under applicable laws:

i. The Equity Shares to be issued and allotted shall be fully paid up and rank pari passu with the existing Equity Shares of the Company in all respects from the date of allotment thereof;

ii. The Equity Shares to be issued and allotted pursuant to the Preferential Issue shall be listed and traded on the Stock Exchange i.e. BSE Limited, where the existing Equity Shares of the Company are listed, subject to receipt of necessary regulatory permissions and approvals as the case may be;

iii. The Equity Shares to be issued and allotted shall be subject to lock-in for such period as specified in the provisions of Chapter V of the SEBI ICDR Regulations;

iv. The Equity Shares shall be allotted in dematerialized form within a period of 15 days from the date of passing of the Special Resolution by the Members, provided that where the allotment of Equity Shares is subject to receipt of any approval(s) or permission(s) from any regulatory authority or Government of India, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approval(s) or permission(s);

v. The Equity Shares so offered and issued to the Proposed Allottees, are being issued for a cash consideration; and

vi. Without prejudice to the generality of the above, the issue of the Equity Shares shall be subject to the terms and conditions as contained in the Explanatory Statement under Section 102 of the Act and Chapter V of the SEBI ICDR Regulations annexed hereto, which shall be deemed to form part hereof.”

**“RESOLVED FURTHER THAT** subject to the receipt of such approvals as may be required under applicable laws, the consent of the Members of the Company be and is hereby accorded to record the name and other details of the Proposed Allottees in Form PAS-5 and issue a Private Placement Offer cum Application Letter, in Form PAS-4, to the Proposed Allottees in accordance with the provisions of the Act and that the allotment would be made only upon receipt of in-principle approvals from the Stock Exchange i.e. BSE Limited within the timelines prescribed under the applicable laws.”

**“RESOLVED FURTHER THAT** the amount received by the Company pursuant to the Preferential Issue shall be kept by the Company in a separate bank account and shall be utilized by the Company only after filing

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of Form PAS-3 with the Registrar of Companies (“ROC”) in accordance with the provisions of Section 42 of the Act and rules made thereunder.”

“**RESOLVED FURTHER THAT** the Company hereby takes note of the certificate from the Practicing Company Secretary certifying that the above preferential issue of the Equity Shares is being made in accordance with the SEBI ICDR Regulations.”

“**RESOLVED FURTHER THAT** for the purpose of giving effect to this offer, issue and allotment of Equity Shares, the Board of Directors of the Company (hereinafter referred to as the “Board” which for Operations) or any officer/ executive/ representative and/ or any other person so authorized by the Board or the Committee be and are hereby severally authorized on behalf of the Company to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, desirable and expedient for such purpose, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the above mentioned Preferential issue (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Issue), making applications to BSE Limited for obtaining of approvals, filing of requisite documents with the concerned Registrar of Companies (“ROC”), National Securities Depository Limited (“NSDL”), Central Depository Services (India) Limited (“CDSL”), Securities and Exchange Board of India (“SEBI”) and/ or such other authorities as may be necessary for the purpose, and to take all such steps as may be necessary for the admission of the Equity Shares with the depositories, viz. NSDL and CDSL and for the credit of such Shares to the respective dematerialized securities account of the Proposed Allottees and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the members of the Company and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Equity Shares and listing thereof with the Stock Exchange as appropriate and utilization of proceeds raised by issuance of the Equity Shares, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive. ”

“**RESOLVED FURTHER THAT** all actions taken by the Board of Directors for Operations in connection with any matter(s) referred to or contemplated in any of the foregoing resolution be and are hereby approved, ratified and confirmed in all respect.”

## **ITEM NO. 2**

### **To Approve the Issue of Sweat Equity Shares to Directors of the Company:**

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

“**RESOLVED THAT** pursuant to the provisions of Section 54 and other applicable provisions, if any, of the Companies Act, 2013, read with Rule 8 of the Companies(Share Capital and Debenture) Rules, 2014 and other rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 [“SEBI (SBEB & SE) Regulations”], the applicable provisions of the

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Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [“SEBI (LODR) Regulations”], relevant provisions of the Memorandum and Articles of Association of the Company and any other applicable and prevailing statutory Guidelines/ Circulars in this behalf and subject to such other approval(s), consent(s), permission(s) and sanction(s) as may be necessary from the appropriate regulatory authority(ies)/ institution(s) and such conditions and modifications as may be prescribed/imposed by the appropriate regulatory authority(ies)/ institution(s) while granting such approval(s), consent(s), permission(s) and/or sanction(s), and based on the approval and recommendation of the Board of Directors, the consent of the members of the Company be and is hereby accorded to issue and allot, for non-cash consideration, 25,00,000 (Twenty Five Lakhs) Equity Shares as Sweat Equity Shares having face value of Rs. 10/- each to Mr. B. Sathya Prakash, Managing Director of the Company (DIN:01786634), at a Value of Rs. 10/- and 25,00,000 (Twenty-Five Lakhs) Equity Shares as Sweat Equity Shares having face value of Rs. 10/- each to Mr. Dinesh Raj, Executive Director of the Company (DIN: 07113950), at a Value of Rs. 10/- respectively, on the basis of valuation report dated 02nd March 2026 received from Registered Valuer, having registration number, in lieu of the value additions they have made in years and continue to make while in association with the Company, as may be decided from time to time.

**“RESOLVED FURTHER THAT** valuation report dated 02<sup>nd</sup> March, 2026 received from **Mr. Jha Prabhakar Pramod (Registration Number – IBBI/RV/16/2021/14342)** determining the value additions for which the sweat equity shares are being issued, be and are hereby taken on record.”

**“RESOLVED FURTHER THAT** the Directors shall receive sweat equity, vesting over 3 (three) year period, thereby aligning their interests with those of the shareholders and the long-term performance of the Company.”

**“RESOLVED FURTHER THAT** the equity shares to be issued shall rank pari passu in all respects with the existing Equity Shares of the company.”

**“RESOLVED FURTHER THAT** the equity shares to be issued shall be locked in for a period of 3(three) years from the date of allotment.”

**“RESOLVED FURTHER THAT** any of the Directors be and are hereby severally authorized to do all such acts, deeds and things as may deem necessary, desirable, proper or expedient for the allotment of the Sweat Equity Shares to Mr. B. SathyaPrakash and Mr. Dinesh Raj do all such filings with the Registrar of Companies or other governing authorities as may be required from time to time.”

### **ITEM NO. 3**

#### **Acquisition of up to 60% Equity Stake in M/s Beontyme Technologies Private Limited through Preferential Allotment of Equity Shares via Share Swap.**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the “Act”) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended and the Companies (Share Capital and

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Debentures) Rules, 2014, as amended and other relevant rules made there under {including any statutory modification(s) thereto or reenactment thereof for the time being in force}, enabling provisions in Memorandum and Articles of Association of the Company, provisions of the uniform listing agreements entered into by the Company with the stock exchanges where the shares of the Company are listed {"Stock Exchange(s)"}, and in accordance with the guidelines, rules and regulations of the Securities and Exchange Board of India ("SEBI"), as amended including the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("SEBI ICDR Regulations"), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines issued thereon, from time to time, by the Ministry of Corporate Affairs, SEBI and / or any other competent authorities, and subject to the approvals, consents, permissions and / or sanctions, as may be required from the Government of India, SEBI, Stock Exchange(s) and any other relevant statutory, regulatory, governmental authorities or departments, institutions or bodies and subject to such terms, conditions, alterations, corrections, changes, variations and / or modifications, if any, as may be prescribed by any one or more or all of them in granting such approvals, consents, permissions and / or sanctions and which may be agreed by the board of directors of the Company (hereinafter referred to as the "Board" which terms shall be deemed to include any committee duly constituted by the Board or any committee, which the Board may hereafter constitute, to exercise one or more of its powers, including the powers conferred hereunder), the consent of the members of the company be and is hereby accorded to the Board to create, issue, offer and allot, on a preferential basis 6,00,000( Six Lakhs) Equity Shares of Face Value of Rs. 10/- (Rupees Ten only) each at a price of Rs. 10/- (Rupees Ten Only) per equity share, which is not less than the floor price determined in accordance with Chapter V of the ICDR Regulations ("Subscription Shares"), determined in accordance with the provisions of Chapter V of SEBI ICDR Regulations, for consideration other than cash Proposed Allottee ("Purchase Shares"), on such terms and conditions as the Board may think fit. Swap ratio is one equity share of Beontyme Technologies Private Limited will get 1074 (One Thousand and Seventy-Four) equity shares of Zinema Media and Entertainment Limited of face value of Rs. 10/-each.

Name of the Proposed Allottee	Category (Promoter/ Non - Promoter)	No. of securities to be allotted	Amount (Rs)
Nithyashree Ganapathy Subban	Non - Promoter	23,30,000	2,33,00,000
Dilipraj Dilli	Non - Promoter	20,00,000	2,00,00,000
Ramachandran Muthiah	Non - Promoter	8,00,000	80,00,000
Nikhil R	Non - Promoter	4,35,000	43,50,000
Ashish Batheja	Non - Promoter	4,35,000	43,50,000
		<b>60,00,000</b>	<b>6,00,00,000</b>

**"RESOLVED FURTHER THAT** the 'Relevant Date', as per the provisions of Chapter V of the SEBI ICDR Regulations for the purpose of determining the minimum issue price of the Equity Shares proposed to be allotted to the above mentioned allottees is i.e. 26th February 2026 , being the date, which is 30 days

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prior to the date of the Extra-Ordinary General Meeting of the shareholders of the Company scheduled to be held, i.e., 28<sup>th</sup> March, 2026.”

**“RESOLVED FURTHER THAT** the aforesaid issue of Equity Shares shall be subject to the following terms and conditions:

(i) The Subscription Shares to be issued and allotted shall be fully paid-up and rank pari-passu with the existing equity shares of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof, and be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company.

(ii) The Subscription Shares shall be allotted by the Company to the Proposed Allottee in dematerialized form within a period of 15 (Fifteen) days from the date of receipt of Members’ approval, provided that, where the issue and allotment of the said Subscription Shares is pending on account of pendency of approval of any Regulatory Authority, the issue and allotment shall be completed within a period of 15 (Fifteen) days from the date of receipt of last of such approvals.

(iii) The Subscription Shares to be allotted shall be subject to lock-in for such period as specified in the provisions of Chapter V of the ICDR Regulations and any other applicable law for the time being in force.

(iv) The Subscription Shares to be allotted to the Proposed Allottee shall be listed on the stock exchanges where the existing equity shares of the Company are listed, subject to the receipt of necessary regulatory permissions and approvals as the case may be.

(v) The Subscription Shares so offered, issued and allotted to the Proposed Allottee, are being issued for consideration other than cash, towards discharge of total purchase consideration payable by the Company for acquisition of Purchase Shares held by the Proposed Allottee and will constitute the full consideration for the Subscription Shares to be issued by the Company to the Proposed Allottee pursuant to this resolution.

**“RESOLVED FURTHER THAT** the Board or any committee thereof, be and is hereby authorized to make an offer to the Proposed Equity Allottee(s) through private placement offer letter in Form PAS-4 as prescribed under the Companies Act after passing of this shareholders’ resolution with a stipulation that the allotment would be made only upon receipt of exemption from Securities and Exchange Board of India.”

**“RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution the Board of Directors of the Company and Company Secretary & Compliance Officer of the Company be and are hereby authorized severally on behalf of the Company to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary, desirable or expedient, including without limitation to make application to Stock Exchange for obtaining of in-principle approval, listing of shares, filing of requisite documents with the Registrar of Companies, National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) and/ or such other authorities as may be necessary for the purpose, to resolve and settle any questions and difficulties that may arise in the proposed issue, offer

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and allotment of the said Equity Shares, utilization of issue proceeds, signing of all deeds and documents as may be required without being required to seek any further consent or approval of the shareholders.”

**ITEM NO. 4**

**Issue of Equity Shares to Tulsea Media Private Limited for Consideration other than Cash**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 23, 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014, the Companies (Prospectus and Allotment of Securities) Rules, 2014, and in accordance with the provisions of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“SEBI ICDR Regulations”), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”), and subject to such approvals, consents and permissions as may be required from the stock exchange(s), SEBI and other statutory authorities, the consent of the members of the Company be and is hereby accorded to issue and allot 10,000 Equity Shares of face value Rs. 10/- each at an issue price of Rs.10/- per share, aggregating to Rs. 1,00,000/- to Tulsea Media Private Limited, for consideration other than cash.”

Name of the Proposed Allottee	Category (Promoter/ Non - Promoter)	No. of securities to be allotted	Amount (Rs)
Tulsea Media Private Limited	Non - Promoter	10,000	1,00,000

“**RESOLVED FURTHER THAT** the aforesaid issue is proposed towards consultancy offered by M/s Tulsea Media Private Limited to the Company in regards to OTT Platform like amazon and other leading networks. Profile of M/s Tulsea Media Private Limited enclosed as **Annexure-1**”

“**RESOLVED FURTHER THAT** the equity shares so issued and allotted shall be fully paid-up at the time of allotment and shall rank pari passu with the existing equity shares of the Company in all respects, including dividend and voting rights.”

“**RESOLVED FURTHER THAT** the consideration for the said issue shall be discharged by way of transfer / assignment of services as valued by an Independent Registered Valuer, whose valuation report has been placed before the Board and shall be available for inspection by the members.

“**RESOLVED FURTHER THAT** the equity shares shall be issued and allotted by the Company and Form PAS-3 shall be filed with the Registrar of Companies within 30 days from the date of allotment, in accordance with the provisions of Section 42 of the Companies Act, 2013 and the rules made thereunder.”

“**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 or expedient to give effect to this resolution, including filing of requisite forms with the Registrar of Companies and making necessary applications to the stock exchange(s).”

**ITEM NO. 5**

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**INCREASE IN AUTHORISED SHARE CAPITAL AND ALTERATION OF MEMORANDUM OF ASSOCIATION**

**“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 there under, and subject to the approval of the shareholders of the Company, the Authorised Share Capital of the Company be and is hereby increased from **₹8,00,00,000 (Eight Crore) to ₹45,00,00,000 (Forty Five Crore) divided into 4,50,00,000 equity shares of ₹10 each** by creation of additional 3,70,00,000 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:

**The Authorised Share Capital of the Company is Rs. Rs.45,00,00,000/- (Rupees Forty-Five crore only) divided into 4,50,00,000 (Four Crore Fifty Lakh) equity shares of Rs.10/- (Rupees Ten only) each.”**

**“RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be deemed necessary to give effect to this resolution, including filing of necessary forms with the Registrar of Companies and making necessary amendments in the Memorandum of Association of the Company.”

**FOR ZINEMA MEDIA AND ENTERTAINMENT LIMITED**

**BASKARAN SATHYA PRAKASH**  
**MANAGING DIRECTOR**  
**DIN: 01786634**  
**DATE: 02.03.2026**  
**PLACE: CHENNAI**

ZINEMA MEDIA & ENTERTAINMENT LIMITED

Registered Office – New Door Number 57, Old Door No.57, Sathya dev Avenue MRC Nagar, Raja Annamalai Puram, Raja Annamalai Puram, Chennai: 600028

CIN: L24241TN1984PLC096136

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

website: www.zinema.co.in

**NOTES:**

1. Pursuant to the General Circular No. 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs (MCA) and circular issued by SEBI vide circular no. SEBI/ HO/ CFD/ CFDPoD-2/ P/ CIR/ 2024/ 133 dated October 3, 2024 (“SEBI Circular”) and other applicable circulars and notifications issued (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time, companies are allowed to hold EGM through Video Conferencing (VC) or other audio visual means (OAVM), without the physical presence of members at a common venue. In compliance with the said Circulars, EGM shall be conducted through VC / OAVM.
2. The Explanatory Statement pursuant to section 102 of the Companies Act, 2013 relating to the Special Business to be transacted at the Meeting is annexed hereto.
3. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM. However, the Body Corporates are entitled to appoint authorized representatives to attend the EGM through VC/OAVM and participate thereat and cast their votes through e-voting.
4. The Members can join the EGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.
5. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act,2013.
6. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule20 of the Companies (Management and Administration) Rules, 2014 (as amended)the Secretarial Standard on General Meetings (SS-2) issued by the ICSI and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs from time to time the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as e-voting on the date of the EGM will be provided by NSDL.
7. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM has been uploaded on the website of the Company at <http://zinema.co.in/>. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and the EGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e.[www.evoting.nsdl.com](http://www.evoting.nsdl.com).

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8. EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular issued from time to time

**THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER: -**

The remote e-voting period begins on Wednesday, 25th March, 2026 at 09:00 A.M. and ends on Friday, 27th March, 2026 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. Wednesday, 18<sup>th</sup> March, 2026, 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 Wednesday, 18<sup>th</sup> March, 2026.

**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 and joining virtual meeting 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"> <li>For OTP based login you can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a>. 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 <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ 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</li> </ol>





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	<p>under Value added services. Click on “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <ol style="list-style-type: none"> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting 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 <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <div style="text-align: center;"> <p><b>NSDL Mobile App is available on</b></p>   </div> <div style="display: flex; justify-content: space-around; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>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</li> </ol>

	<p>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 or joining virtual meeting &amp; voting during the meeting. 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.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</p> <p>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; 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.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>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 or joining virtual meeting &amp; voting during the meeting.</p>

**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
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000</p>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800-21-09911</p>

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**B) Login Method for e-Voting and joining virtual meeting 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:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) 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.

c) How to retrieve your 'initial password'?

(i) 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'.

(ii) 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:

a) 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](http://www.evoting.nsdl.com).

b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

d) 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 and join General Meeting on NSDL e-Voting system.**

### **How to cast your vote electronically and join General Meeting 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 and General Meeting is in active status.

2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".

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.

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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 [csbafnapayal@gmail.com](mailto:csbafnapayal@gmail.com) with a copy marked to [evoting@nsdl.com](mailto: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](http://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](http://www.evoting.nsdl.com) or call on.: 022 - 4886 7000 or send a request to [Gopal Krishnan at evoting@nsdl.com](mailto:Gopal_Krishnan_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](mailto: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](mailto:trivikramaindustries@gmail.com). If you are an Individual shareholder 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 and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively, shareholder/members may send a request to [evoting@nsdl.com](mailto: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.

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Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

**THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM ARE AS UNDER: -**

1. The procedure for e-Voting on the day of the EGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM through/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the EGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM shall be the same person mentioned for Remote e-voting.

**INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM THROUGH VC/OAVM ARE AS UNDER:**

1. Member will be provided with a facility to attend the EGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under "**Join meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at [trivikramindustries@gmail.com](mailto:trivikramindustries@gmail.com). The same will be replied by the company suitably.

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**EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) AND OTHER RELEVANT PROVISION(S) OF THE COMPANIES ACT, 2013 AND THE SECRETARIAL STANDARDS ON GENERAL MEETINGS ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA**

**Item No.1**

The Board of Directors of the Company (“Board”) at its meeting held on 02nd March 2026, subject to necessary approvals, approved the proposal to issue, offer and allot on a preferential basis 1,83,00,000 (One Crore Eighty Three Lakhs) Equity Shares of the Company of the face value of INR 10/- (Indian Rupees Ten Only) each fully paid up (“Equity Shares”) for cash consideration at a price of INR 10/- (Indian Rupees Ten only) per Equity Share aggregating to INR 18,30,00,000/- (Indian Rupees Eighteen Crore Thirty Lakhs Only) (“Preferential Allotment”) to (“Investor”) in accordance with applicable law as per particulars specified below:

The Proposed Allottees have also confirmed their eligibility in terms of Regulation 159 of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the “SEBI ICDR Regulations”), to subscribe to the Subscription Shares to be issued pursuant to the Preferential Issue. In accordance with Sections 23(1)(b), 42 and 62(1)(c) and other applicable provisions, if any, of the Act and the rules made thereunder and in accordance with the SEBI ICDR Regulations and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “SEBI LODR Regulations”), as amended from time to time, approval of the Members of the Company by way of special resolution is required to issue the Equity Shares of the Company by way of private placement on a preferential basis.

Accordingly, in terms of the Act and the SEBI ICDR Regulations, consent of the members is being sought for the raising of funds aggregating up to INR 18,30,00,000/- (Indian Rupees Eighteen Crore Thirty Lakhs Only) by way of issuance of up to 1,83,00,000 (One Crore Eighty Three Lakhs) Equity Shares at a price of INR 10/- (Indian Rupees Ten only) per Equity Share, each payable in cash, as per the particulars specified below, to the Proposed Allottees, and as the Board of the Company may determine, in the following manner:

S.No.	Name and details of the Proposed Allottees	Category ('Promoter/Promoter Group'/ 'Non-Promoter')	Max. no. of Equity Shares to be allotted @ Rs. 10/- per equity share	Amount of Consideration upto (Rs. in Crore)
1	M Kiran Kumar	Non-Promoter	15,00,000	1,50,00,000
2	Nova Film Studios LLP	Non-Promoter	50,00,000	5,00,00,000
3	Lords & Partners Property Management Service	Non-Promoter	50,00,000	5,00,00,000

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	Private Limited			
4	Fox Dean Estates Private Limited	Non-Promoter	15,00,000	1,50,00,000
5	Nova Life Space Private Limited	Non-Promoter	10,00,000	1,00,00,000
6	Mi Lifestyle Marketing Global Private Limited	Non-Promoter	10,00,000	1,00,00,000
7	Rajesh Chowdary	Non-Promoter	7,50,000	75,00,000
8	Rajesh Babu	Non-Promoter	10,00,000	1,00,00,000
9	Oasys Cybernetics Pvt. Ltd	Non-Promoter	5,00,000	50,00,000
10	C. Bharath Kumar Jain	Non-Promoter	3,00,000	30,00,000
11	Dipankar Chatterjee	Non-Promoter	2,50,000	25,00,000
12	Sebin AV	Non-Promoter	1,00,000	10,00,000
13	Baskaran Sathya Prakash	Promoter	2,00,000	20,00,000
14	Dinesh Raj	Non-Promoter	2,00,000	20,00,000
15	<b>TOTAL</b>		<b>1,83,00,000</b>	<b>18,30,00,000</b>

The Proposed Allottees are non-qualified institutional buyers in terms of the SEBI ICDR Regulations.

Necessary information / details in respect of the proposed Preferential Issue in terms of Sections 42 and 62 of the Act, read with Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014, as amended and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended and Chapter V of the SEBI ICDR Regulations are as under:

### **I. Objects of the Issue**

The Company intends to utilize the proceeds raised through the Preferential Issue (“Issue Proceeds”) towards the following objects (“Objects”):

1. To meet the working capital requirements and for general corporate purposes of the Company.

### **II. Utilization of Issue Proceeds**

The broad range of intended use of the Issue Proceeds for the above Objects is set out hereinbelow:

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CIN: L24241TN1984PLC096136

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Sr .No.	Particulars	Total estimated amount to be utilised for each of the Objects (Rs. In crore)	Tentative timelines for utilization of Issue Proceeds from the date of receipt of funds
1	Expansion of Film,content acquisition & OTT business	8.00	Within 12 months
2	Technology Business	5.00	Within 12 months
3	Working capital requirements	4.00	Within 12 months
4	General corporate purposes	2.30	Within 12 months

In terms of the NSE Circular No. NSE/CML/2022/56 dated December 13, 2022, and the BSE Circular No. 20221213-47 dated December 13, 2022, the amount specified for the aforementioned Objects may deviate +/- 10% depending upon the future circumstances, given that the Objects are based on management estimates and other commercial and technical factors. Accordingly, the same is dependent on a variety of factors such as financial, market and sectoral conditions, business performance and strategy for capital allocation and growth opportunities, competition and other external factors, which may not be within the control of the Company and may result in modifications to the proposed schedule for utilization of the Issue Proceeds at the discretion of the Board, subject to compliance with applicable laws. If the Issue Proceeds are not utilised (in full or in part) for the Objects during the period stated above due to any such factors, the remaining Issue Proceeds shall be utilised in subsequent periods in such manner as may be determined by the Board, in accordance with applicable laws. This may entail rescheduling and revising the planned expenditure and funding requirements and increasing or decreasing the expenditure for a particular purpose from the planned expenditure as may be determined by the Board, subject to compliance with applicable laws.

#### **Interim Mode of Keeping the Issue Proceeds**

Pending complete utilization of the Issue Proceeds for the Objects described above, our Company (including its subsidiaries) intend to, inter alia, invest the Issue Proceeds in money market instruments including money market mutual funds, deposits in scheduled commercial banks, and any other investments as permitted under applicable laws and approved by the Board of Directors.

#### **III. Monitoring of Utilization of Issue Proceeds**

NA

#### **IV. Relevant Date**

The “Relevant Date” as per Chapter V of the SEBI ICDR Regulations, for the determination of the floor price for Equity Shares to be issued is 26th February 2026, i.e. 30 (thirty) days prior to the date of this Extraordinary General Meeting.

#### **V. Particulars of the Preferential Issue including terms of issue, date of passing of Board resolution, kind of securities offered, total/maximum number of securities to be issued, and the issue price**

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The Board, at its meeting held on 02nd March 2026 has, subject to the approval of the Members and such other approvals as may be required, approved the issuance of up to 1,83,00,000 (One Crore Eighty Three Lakhs) Equity Shares to the Proposed Allottees, each at a price of INR 10/- (Indian Rupees Ten only) per Equity Share (aggregating up to INR 18,30,00,000/- (Indian Rupees Eighteen Crore Thirty Lakhs Only) by way of issuance of up to 1,83,00,000 (One Crore Eighty Three Lakhs) Equity Shares at a price of INR 10/- (Indian Rupees Ten only) per Equity Share for a cash consideration, by way of a preferential allotment on a private placement basis.

The Subscription Shares shall be fully paid up and rank pari passu with the existing Equity Shares of the Company listed on the Stock Exchanges bearing ISIN INE641Q01019 in all aspects (including with respect to entitlement to dividend and voting powers) from the respective dates of allotment thereof, in accordance with the applicable law, and shall be subject to the requirements of all applicable laws and to the provisions of the Memorandum of Association and Articles of Association of the Company.

The Subscription Shares shall be subject to the following terms and conditions apart from others as specified in the foregoing resolution and prescribed under applicable law:

(a) the Subscription Shares shall be allotted in dematerialised form by the Company within a period of 15 (Fifteen) days from the date of shareholder approval by special resolution, provided that where the allotment of the said Subscription Shares is subject to receipt of any approval or permission from any regulatory authority or the Central Government, the allotment shall be completed within a period of 15 (Fifteen) days from the date of receipt of last of such approvals or permissions;

(b) the Subscription Shares shall be subject to lock-in for such period as specified under Chapter V of the SEBI ICDR Regulations;

(c) the Subscription Shares shall be listed and traded on the Stock Exchange subject to receipt of necessary permissions and approvals; and

(d) the consideration for Preferential Issue shall be paid to the Company from the bank accounts of the respective Proposed Allottees, at the time of allotment of equity shares.

**VI. Basis on which the floor price has been arrived at and justification for the price (including premium, if any):**

The Equity Shares of the Company are listed on BSE Limited ("BSE") (BSE are hereinafter referred to as the "Stock Exchange"). Equity Shares are infrequently traded in terms of the SEBI ICDR Regulations, and BSE, being the stock exchange with higher trading volumes for the relevant periods, has been considered for arriving at the floor price of the shares to be allotted under the Preferential Issue in accordance with the SEBI ICDR Regulations.

As per the provisions of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, the Equity Shares will be issued at a price of Rs. 10/- (Rupees Ten Only) per Equity Share which is not less than the price as determined by the registered valuer. The valuation report of the Registered Valuer pursuant to Regulation 165 of Securities and Exchange Board of India

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(Issue of Capital and Disclosure Requirements) Regulations, 2018 can also be accessed on the company website on the following link [www.zinema.co.in](http://www.zinema.co.in).

Since the proposed Preferential Issue is not expected to result in a change in control or allotment of more than 5% (Five Per Cent) of the post-issue fully diluted share capital of the Company, the Company is not required to obtain a valuation report from an independent registered valuer and consider the same for determining the price.

There will be no change in control of the Company consequent to the Preferential Issue.

**VII. Amount which the company intends to raise by way of such securities**

Aggregating up to INR 18,30,00,000/- (Indian Rupees Eighteen Crore Thirty Lakhs Only) by way of issuance of up to 1,83,00,000 (One Crore Eighty-Three Lakhs) Equity Shares at a price of INR 10/- (Indian Rupees Ten only) per Equity Share

**VIII. Maximum number of securities to be issued**

The resolution set out in the accompanying notice authorizes the Board to raise funds aggregating up to INR 18,30,00,000/- (Indian Rupees Eighteen Crore Thirty Lakhs Only) by way of issuance of up to 1,83,00,000 (One Crore Ninety-Three Lakhs) Equity Shares, each at a price of INR 10/- (Indian Rupees Ten Only) per Equity Share.

**IX. Intent of the promoters, directors or key managerial personnel of the Company to subscribe to the Preferential Issue; contribution being made by the Promoters or Directors either as part of the Preferential Issue or separately in furtherance of the objects**

The Subscription Shares shall be offered to the Proposed Allottees only. One of the proposed allottees, Mr. Baskaran Sathya Prakash, belonging to the Promoter category, intends to subscribe to the equity shares under the Preferential Issue. The remaining proposed allottees belong to the non-promoter category. and they will not be making any contribution either as part of the Preferential Issue or separately in furtherance of the Objects.

**X. Proposed time schedule and time frame within which the Preferential Issue shall be completed**

As required under the SEBI ICDR Regulations, the Subscription Shares shall be allotted by the Company within a period of 15 (Fifteen) days from the date of passing of the shareholders resolution provided that where the allotment of the proposed Subscription Shares is pending on account receipt of any approval or permission from any regulatory authority or the Central Government, the allotment shall be completed within a period of 15 (Fifteen) days from the date of receipt of the funds & Approvals last of such approvals or permissions.

**XI. Shareholding pattern of the Company before and after the Preferential Issue**

Please refer to Annexure A to this EGM Notice for details.

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**XII. Names of the who ultimately control the Proposed Allottees, the percentage of post preferential issue capital that may be held by them Proposed Allottees, class or classes of persons to whom the allotment is proposed to be made, identity of the natural persons who are the ultimate beneficial owners of the securities proposed to be allotted and/or**

Pursuant to the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, the details of the proposed allottees, the class of persons to whom the allotment is proposed to be made, the identity of the natural persons who are the ultimate beneficial owners of the securities proposed to be allotted and/or who ultimately control the proposed allottees, and the percentage of post-preferential issue paid-up equity share capital that may be held by them Please refer to Annexure B to this EGM Notice for details.

**XIII. Principal terms of assets charged as securities**

NA

**XIV. Lock-in Period**

The Subscription Shares shall be subject to lock-in for 6 (Six) months from the date of trading approval as specified under Regulation 167(2) of Chapter V of the SEBI ICDR Regulations.

**XV. Undertakings**

(a) Neither the Company, nor any of its directors and / or promoters have been declared as wilful defaulter as defined under the SEBI ICDR Regulations.

(b) Neither the Company nor any of its directors and / or promoters is a fugitive economic offender as defined under the SEBI ICDR Regulations.

(c) As the Equity Shares have been listed for a period of more than 90 (Ninety) days as on the Relevant Date, the provisions of Regulation 164(3) of SEBI ICDR Regulations governing re-computation of the price of shares shall not be applicable.

(d) The Company shall re-compute the price of the relevant securities to be allotted under the Preferential Issue in terms of the provisions of SEBI ICDR Regulations where it is required to do so, including pursuant to Regulation 166 of the SEBI ICDR Regulations.

(e) If the amount payable on account of the re-computation of price is not paid within the time stipulated in SEBI ICDR Regulations, the relevant securities to be allotted under the Preferential Issue shall continue to be locked-in till the time such amount is paid by the Proposed Allottees.

(f) The Company is in compliance with the conditions for continuous listing and is eligible to make the Preferential Issue under Chapter V of the SEBI ICDR Regulations.

**XVI. Practicing Company Secretary's Certificate**

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The certificate from Ms. Payal Bafna, Proprietor (Membership No. 36114), Practicing Company Secretary of M/s. P B & Associates dated 02<sup>nd</sup> March , 2026 , pursuant to Regulation 163(2) of the SEBI ICDR Regulations certifying that the Preferential Issue is being made in accordance with the requirements contained in the SEBI ICDR Regulations, shall be available for inspection by the Members at the EGM and will also be made available on the Company's website and will be accessible at [www.zinema.co.in](http://www.zinema.co.in)

**XVII. The number of persons to whom Preferential Issue have already been made during the year, in terms of numbers of securities as well as price**

The Company has made a preferential application with BSE Limited during the current financial year FY 2025-26 of 24,99,000 shares of Rs. 10/- each to M/s Premier Futsal acquired through National Company Law Tribunal approval received on 05<sup>th</sup> December, 2025 from the BSE Limited.

**XVIII. Listing**

The Company will make applications to the Stock Exchange at which the existing Equity Shares are already listed, for listing of the Subscription Shares.

**XIX. Current and proposed status of the Proposed Allottees post the Preferential Issue viz. promoter or non-promoter**

The Proposed Allottees are Promoter and non-promoter and such status will continue to remain the same post the Preferential Issue.

**XX. Valuation and Justification for the allotment proposed to be made for consideration other than Cash**

Not applicable, as the preferential issue will be undertaken for cash consideration.

**XXI. Other disclosures**

(a) During the period from April 01, 2025 until the date of Notice of this EGM, the Company has made an Preferential Issue of equity shares.

(b) The Company is in compliance with the conditions for continuous listing and is eligible to make the Preferential Issue under Chapter V of the SEBI ICDR Regulations.

(c) Neither the Company nor any of its Directors or Promoters are categorized as wilful defaulter(s) by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulter(s) issued by the Reserve Bank of India. Further, neither the Company nor any of its Directors or Promoters is a fraudulent borrower as defined under the SEBI ICDR Regulations. Consequently, the disclosures required under Regulation 163(1)(i) of the SEBI ICDR Regulations are not applicable.

(d) Neither the Company nor any of its Directors and / or Promoters is a fugitive economic offender as defined under the SEBI ICDR Regulations.

(e) The Proposed Allottees are related to the promoters of the Company.

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(f) The Proposed Allottees do not hold any Equity Shares in the Company as on the date of this Notice.

The relevant documents, if any, in relation to the items listed above, are available for inspection by the Members at the Registered & Corporate Office of the Company on all working days (except Saturdays, Sundays and bank and public holidays) from 11.a.m. to 4.00 p.m. up to the date of the EGM and at the EGM. The documents shall also be available for inspection electronically, as per applicable law.

The Board believes that the proposed Preferential Issue is in the best interest of the Company and its Members. The Board of Directors of the Company recommends the resolution as set out in Item No. 1 of the EGM Notice to the Members for their consideration and approval by way of a Special Resolution.

None of the current Promoters, Directors or Key Managerial Personnel of the Company or their relatives except Baskaran Baskaran Sathya Prakash and his wife R Rathinamala are in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 1 of the EGM Notice except to the extent of their respective shareholding in the Company.

## **Item No.2**

The members of the Company are hereby informed that taking into consideration, the benefits derived/ to be derived by the Company from the Value Additions by to Mr. Baskaran Sathya Prakash, Promoter & Managing Director of the Company (DIN: 01786634), at a Value of Rs. 10/- and Mr. Dinesh Raj, Executive Director of the Company (DIN: 07113950), at a Value of Rs. 10/- respectively, the Board of Directors in their meeting held on 5<sup>th</sup> February,2026, have approved the issue of Equity Shares as Sweat Equity Shares to Mr. B. SathyaPrakash and Mr. Dinesh Raj , at INR 10 per share on the basis of valuation report dated 02nd March 2026 received from, Registered Valuer Mr. Jha Prabhakar Pramod (Registration Number – IBBI/RV/16/2021/14342)

Disclosures in accordance with Regulation 32 read with Schedule II of the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 are as follows:

### **1. Total no. of shares to be issued as sweat equity:**

<b>Name of the Allottees</b>	<b>Shares to be Allotted</b>
Mr. Baskaran Sathya Prakash	25,00,000
Mr. Dinesh Raj	25,00,000
<b>Total</b>	<b>50,00,000</b>

### **2. The Current Market Price of the Shares of the Company:**

The Closing price on date of Notice, i.e. is Rs. 10 per share.( as there is no trading on the same day)

### **3. The value of Know-how or intellectual property rights or value addition to be received from the employee or director along with the valuation report / basis of valuation:**

Rs. 10/- per share as per Valuation report dated 02nd March 2026, received from, Registered Valuer **Mr. Jha Prabhakar Pramod (Registration Number – IBBI/RV/16/2021/14342)**

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**4. The names of the employees or directors or promoters to whom the sweat equity shares shall be issued and their relationship with the company:**

Mr. Baskaran Sathya Prakash, (DIN: 01786634), Promoter & Managing Director and Mr. Dinesh Raj, (DIN: 07113950), Executive Director of the Company.

**5. The consideration to be paid for the sweat equity:**

The Sweat Equity Shares are issued to Mr. Baskaran Sathya Prakash and Mr. Dinesh Raj in lieu of the value additions they have made and continue to make while in association with the Company. Thus, no consideration is being paid by the allottees.

**6. The price at which the sweat equity shares shall be issued:**

The Sweat Equity Share shall be issued at the Fair Market Value of Rs.10 /-

**7. Ceiling on managerial remuneration, if any, which will be affected by issuance of such sweat equity:**

Not Applicable, as the value additions will take the form of an asset which can be carried to the balance sheet of the Company in accordance with the relevant accounting standards.

**8. A statement to the effect that the company shall conform to the applicable accounting standards:**

The Company shall conform to the applicable accounting standards, including the requirements of Indian Accounting Standard (Ind AS) 102 – Share-based Payment, prescribed under Section 133 of the Companies Act, 2013, read with the relevant rules made thereunder, in respect of the issuance of sweat equity shares.

**9. Diluted Earnings Per Share pursuant to the issue of securities to be calculated in accordance with Accounting Standards / standards specified by the Central Government (Based on the Financial Statement of 31<sup>st</sup> March, 2025):**

The Company's diluted earnings per share pursuant to the issue of sweat equity shares calculated in accordance with the applicable accounting standards. (Based on the Financial Statement of 31<sup>st</sup> March, 2025) is Rs.0.41/-

**The details pursuant to Section 54 of the Companies Act, 2013 and Rules 8 of the Companies (Share Capital and Debenture) Rules, 2014 are as below:**

1. The date of the Board meeting at which the proposal for issue of sweat equity shares was approved:

**2. The reasons or justification for the issue:**

The Sweat Equity Shares are being issued to Mr. Baskaran Sathya Prakash and Mr. Dinesh Raj. **Annexure-2**

**3. The class of shares under which sweat equity shares are intended to be issued:**

Equity Shares

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**4. The total number of shares to be issued as sweat equity:**

50,00,000 (Fifty Lakh)

**5. The class or classes of directors or employees to whom such equity shares are to be issued:**

Mr. Baskaran Sathya Prakash Promoter & Managing Director and Mr. Dinesh Raj and Executive Director

**6. The principal terms and conditions on which sweat equity shares are to be issued, including basis of valuation:**

**Quantum:** 50,00,000 (Fifty Lakh) Equity Shares are being issued— as Sweat Equity Shares.

**Lock-in:** The Sweat equity shares shall be locked in for a period of 3(three) years— Months from the date of allotment.

**Gist of Valuation:** The Sweat equity shares are issued at Fair Market Value Rs. 10/-per share on the basis of valuation report dated 02nd March 2026. The value additions for which sweat equity shares are being issued, is determined by the Registered Valuer.

**Pari Passu:** The equity shares to be issued shall rank pari passu in all respects with— the existing Equity Shares of the company.

**7. The time period of association of such person with the company:**

Mr. Baskaran Sathya Prakash around 30 years and Mr. Dinesh Raj around 20 years.

8. The names of the directors or employees to whom the sweat equity shares will be issued and their relationship with the promoter or/and Key Managerial Personnel:

Name of the Employee	Designation	Relationship with promoter or /and Key Managerial Personnel
Mr. Baskaran Sathya Prakash	Promoter and Managing Director	Spouse of Promoter
Mr. Dinesh Raj	Executive Director	-

**9. The price at which the sweat equity shares are proposed to be issued:**

The Sweat Equity Shares are issued at Rs. 10/-per share on the basis of valuation report dated 02nd March 2026 received from Registered Valuer Mr. Jha Prabhakar Pramod (Registration Number – IBBI/RV/16/2021/14342)

**10. The consideration including consideration other than cash, if any to be received for the sweat equity:**

The Sweat Equity Shares are issued to Mr. Baskaran Sathya Prakash and Mr. Dinesh Raj in lieu of the value additions they have made and continue to make while in association with the Company. Thus, no consideration is being paid by them.

**11. The ceiling on managerial remuneration, if any, be breached by issuance of such sweat equity and how it is proposed to be dealt with:**

Not Applicable.

**12. A statement to the effect that the company shall conform to the applicable accounting standards:**

The Company shall conform to the applicable accounting standards.

**13. Diluted Earnings per Share pursuant to the issue of sweat equity shares, calculated in accordance with the applicable accounting standards:**

The Company's diluted earnings per share pursuant to the issue of sweat equity shares calculated in accordance with the applicable accounting standards. (Based on the Financial Statement of 31<sup>st</sup> March, 2025) is Rs 0.41./-

None of the Directors, Manager and Key Managerial Personnel of the Company, and any relatives of such Director, Manager, Key Managerial Personnel are in anyway concerned or interested in the resolution except Mr. Baskaran Sathya Prakash Promoter & Managing Director and Mr. Dinesh Raj, Executive Director of the Company to whom such Sweat Equity Shares are proposed to be issued and their relatives to the extent of their shareholding in the Company.

The Promoters/ Promoter group shall not participate/ vote on the said resolution.

**Item No.3**

The Special Resolution contained in Item No. 3 of the Notice, have been proposed pursuant to the provisions of Sections 42, 62 of the Companies Act, 2013, to issue and allot 6,00,000( Six Lakhs) Equity Shares, in terms of Chapter V of SEBI (ICDR) Regulations, 2018 and applicable provisions of Companies Act, 2013. The said proposal has been considered and approved by the Board in their meeting held on 02nd March 2026.

The approval of the members is accordingly being sought by way of a 'Special Resolution' under Sections 42, and 62(1)(c) of the Companies Act, 2013, read with the rules made thereunder, and Regulation 160 of the SEBI (ICDR), Regulations. The details of the issue and other particulars as required in terms of Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Regulation 163 of the SEBI (ICDR), Regulations

**A. Purpose and Background of the Issue**

The Board of Directors of the Company ("Board"), at its meeting held on 02nd March 2026, approved the proposal to acquire up to 60% of the equity share capital of M/s Beontyme Technologies Private Limited, a company incorporated under the Companies Act, 2013 and having its Registered Office at Chennai.

The proposed acquisition is a strategic initiative aimed at expansion of business operations / technology acquisition / inorganic growth, and is expected to result in operational synergies and long-term value

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creation for the shareholders of the Company. Upon completion of the transaction, Beontyme Technologies Private Limited shall become a subsidiary of the Company.

The acquisition is proposed to be executed by way of preferential allotment of equity shares of the Company to the existing shareholders of Beontyme Technologies Private Limited, in exchange for equity shares held by them in Beontyme Technologies Private Limited, pursuant to a share swap arrangement, subject to receipt of requisite approvals.

## **B. Relevant Date**

The Relevant Date for determining the issue price in accordance with Regulation 161 of the SEBI ICDR Regulations.

## **C. Objects of the Preferential Issue**

The equity shares proposed to be issued shall be utilized exclusively for the following object:

Acquisition of up to 60% equity stake in M/S Beontyme Technologies Private Limited through share swap. No cash consideration is involved in the transaction and no proceeds shall be utilized for any other purpose.

## **D. Particulars of the Preferential Issue (Regulation 163)**

### **1. Type of Securities**

Equity Shares of face value Rs. 10/- each of the Company.

### **2. Maximum Number of Securities to be Issued**

6,00,000(Six Lakhs) equity shares.

### **3. Issue Price**

The issue price shall be determined in accordance with Regulation 164 of the SEBI ICDR Regulations.

### **4. Basis of Price and Valuation**

The issue price and the share exchange ratio have been determined on the basis of valuation reports dated 21<sup>st</sup> March 2025 issued by **Ms. Nandini Dharanidharka (Reg No: IBBI/RV/11/2022/14762)**, a IBBI Registered Valuer, using internationally accepted valuation methodologies such as Discounted Cash Flow.

The valuation report is attached to the Notice as an Annexure for the information of the Members.

### **5. Consideration**

The equity shares shall be issued for consideration other than cash, by way of swap of equity shares of Beontyme Technologies Private Limited.

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## **6. Shareholding Pattern**

The shareholding pattern of the Company before and after the Swap of shares shall be as follows and please refer **Annexure C**.

## **7. Identity of Allottees and Percentage of Post-Issue Capital**

The equity shares to be issued shall represent 60% of the post-issue paid-up equity share capital of the Company.

## **8. Change in Control**

The proposed preferential allotment:

## **9. Lock-in of Equity Shares**

The equity shares issued on a preferential basis shall be subject to lock-in in accordance with Regulation 167 of the SEBI ICDR Regulations, as applicable.

## **10. Time Period for Allotment**

The allotment of equity shares shall be completed within 15 days from the date of passing of the Special Resolution or within such extended time as permitted under applicable law.

## **11. Pre-Issue Shareholding of Proposed Allottees**

The proposed allottees do not hold any equity shares of the Company except Mr. Baskaran Sathya Prakash prior to the preferential issue, except as disclosed in the table above.

## **12. Compliance with SEBI ICDR and Other Regulations**

The Company confirms that:

- It is in compliance with the conditions for preferential issue under SEBI ICDR Regulations;
- All relevant statutory approvals shall be obtained; and
- The equity shares shall be listed on the BSE, subject to receipt of listing and trading approvals.

## **13. Interest of Directors and Key Managerial Personnel**

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

## **14. Board Recommendation**

The Board is of the opinion that the proposed preferential allotment through share swap is in the best interest of the Company and its shareholders and accordingly recommends the passing of the Special Resolution.

### ZINEMA MEDIA & ENTERTAINMENT LIMITED

Registered Office – New Door Number 57, Old Door No.57, Sathya dev Avenue MRC Nagar, Raja Annamalai Puram, Raja Annamalai Puram, Chennai: 600028

CIN: L24241TN1984PLC096136

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

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**ITEM NO.4**

The Board of Directors of the Company, at its meeting held on date, considered and approved the proposal to issue equity shares to Tulsea Media Private Limited for consideration other than cash, subject to approval of the member.

The Company has entered into an arrangement with Tulsea Media Private Limited for Settlement of consideration payable. Considering the strategic nature of the transaction and to optimise cash flows, the Board has approved issuance of equity shares for consideration other than cash.

**Disclosures as required under SEBI ICDR Regulations and Rule 13:**

**1. Objects of the Issue:**

Settlement of consideration payable to Tulsea Media Private Limited.

**2. Type of Securities:**

Equity Shares

**3. Number of Equity Shares to be Issued:**

10,000 Equity Shares

**4. Issue Price:**

Rs.10/- per equity share

**5. Basis of Issue Price:**

In accordance with SEBI ICDR Regulations and valuation 02nd March 2026 report dated issued by Registered Valuer **Jha Prabhakar Pramod (Reg No: IBBI/RV/16/2021/14342)**,

**6. Relevant Date:**

The relevant date for the purpose of pricing shall be, being 30 days prior to the date of this general meeting, in terms of Regulation 161 of the SEBI ICDR Regulations.

**7. Name of the Allottee:**

Tulsea Media Private Limited

**8. Proposed time within which the allotment shall be completed:**

The allotment shall be completed within the period specified under Regulation 170 of the SEBI ICDR Regulations.

**9. Shareholding Pattern:**

The shareholding pattern of the Company as follows and please refer **Annexure D**.

**10. Change in Control, if any:**

No

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**11. Lock-in:**

The equity shares shall be subject to lock-in as prescribed under SEBI ICDR Regulations, 2018.

The Board is of the opinion that the proposed issue is in the best interest of the Company and recommends the resolution for approval of the members.

**ITEM NO 5**

The present Authorized Share Capital of the Company is Rs. 8,00,00,000/- (Rupees Eight Crore Only) comprising of 80,00,000 (Eighty Lakhs Only) Equity Shares of Rs.10/- each and Paid-up Share Capital of the Company is Rs. 7,11,45,000/- (Rupees Seven Crore Eleven Lakhs Forty-Five Thousand only) comprising of 71,14,500 (Seventy-One Lakhs Fourteen Thousand Only) Equity Shares of Rs. 10/- each.

The Board, has also accorded its approval for increasing the Authorised Share Capital from Rs. 8,00,00,000/- (Rupees Eight Crore) to Rs.45,00,00,000/- (Rupees Forty-Five Crore only) divided into 4,50,00,000 (Four Crore Fifty Lakh) equity shares of Rs.10/- (Rupees Ten only) each ranking pari passu with the existing Equity Shares in all respects as per the Memorandum and Articles of Association of the Company, subject to shareholders approval.

Pursuant to the provisions of Section 13 & 61 of the Companies Act, 2013, approval of the Members is required for increasing the Authorised Share Capital of the Company and alteration in the Memorandum of Association of the Company.

Accordingly, the Board recommends the resolutions set out at Item No. 5 seeking approval of the Members for increasing the Authorised Share Capital of the Company and consequential amendment to the Memorandum of Association of the Company.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives, are in any way concerned or interested, financially or otherwise in the said resolutions.

**Annexure A**

**The Shareholding Pattern of the issuer before and after the preferential issue:**

Category	Pre issue Shareholding		Equity Shares to be allotted	Post Issue Shareholding	
	No. of Shares	%		No. of Shares	%
(A) Promoter Shareholding					
(1) Indian	8,86,700	12.46		9,61,700	5.31
(a) Individuals & HUF	0	-	-	0	-
R Rathinamala	8,26,700	11.62	-	8,26,700	4.56
Baskaran Baskaran Sathya Prakash	60,000	0.84	2,00,000	2,60,000	0.75
(b) Bodies Corporate	5,98,130	8.41	-	5,98,130	3.31
Sub Total (A)(1)	14,84,830	20.87	-	15,59,830	8.62
(2) Foreign promoters	0	-	-	0	-
Total Promoter shareholding A=A1 +A2	14,84,830	20.87		15,59,830	8.62
(B) Public Shareholding	29,29,000	41.17	41,00,000	70,29,000	46.12
B1) Institutional Investors	0	-	-	0	-
B2) Central Govt./Stat Govt./POI	0	-	-	0	-
B3) Non Institutional Investors	0	-	-	0	-
Body Corporate	23,13,670	32.52	1,40,00,000	1,63,13,670	43.13
Others (Including HUF, LLP & NRI)	3,87,000	5.44	-	3,87,000	2.13
Total Public Shareholding B=B1+B2+B3	56,29,670	79.13	-	1,65,54,670	91.38
C) Non Promoter – Non Public	0	-	-	0	-
Grand Total (A+B+C)	71,14,500	100	1,83,00,000	2,54,14,500	100

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**Annexure B**

According to the provided document, the identity of the natural persons who are the ultimate beneficial owners and/or who ultimately control the proposed allottees is detailed in Annexure B. For individual allottees, the individual themselves is considered the beneficial owner. For body corporates, the table identifies the individuals in control

S.No.	Name of Proposed Allottee	Category	Identity of Natural Persons / Ultimate Beneficial Owners
1	M Kiran Kumar	Non-Promoter	M Kiran Kumar
2	Nova Film Studios LLP	Non-Promoter	Savithri
3	Lords & Partners Property Management Service Pvt Ltd	Non-Promoter	Palanisamy Ganesh Kunguma
4	Fox Dean Estates Private Limited	Non-Promoter	Sathish Kumar
5	Nova Life Space Private Limited	Non-Promoter	Savithri
6	Mi Lifestyle Marketing Global Pvt Ltd	Non-Promoter	Kolla Sathya Narayana
7	Rajesh Chowdary	Non-Promoter	Rajesh Chowdary
8	Rajesh Babu	Non-Promoter	Rajesh Babu
9	Oasys Cybernetics Pvt. Ltd	Non-Promoter	Subramanian Ezhil Valavan
10	C. Bharath Kumar Jain	Non-Promoter	C. Bharath Kumar Jain
11	Dipankar Chatterjee	Non-Promoter	Dipankar Chatterjee
12	Sebin AV	Non-Promoter	Sebin AV
13	B. Sathya Prakash	Promoter	B. Sathya Prakash
14	Dinesh Raj	Non-Promoter	Dinesh Raj

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**Annexure C**

**The Shareholding Pattern of the issuer before and after the preferential issue:**

Category	Pre issue Shareholding		Equity Shares to be allotted	Post Issue Shareholding	
	No. of Shares	%		No. of Shares	%
(A) Promoter Shareholding					
(1) Indian	8,86,700	12.46		8,86,700	12.45
(a) Individuals & HUF	0	-	-	0	-
R Rathinamala	8,26,700	11.62	-	8,26,700	11.61
Baskaran Baskaran Sathya Prakash	60,000	0.84	-	60,000	0.84
(b) Bodies Corporate	5,98,130	8.41	-	5,98,130	8.40
Sub Total (A)(1)	14,84,830	20.87	-	14,84,830	20.85
(2) Foreign promoters	0	-	-	0	-
Total Promoter shareholding A=A1 +A2	14,84,830	20.87		14,84,830	20.85
(B) Public Shareholding	29,29,000	41.17	6,000	29,35,000	41.22
B1) Institutional Investors	0	-	-	0	-
B2) Central Govt./Stat Govt./POI	0	-	-	0	-
B3) Non Institutional Investors	0	-	-	0	-
Body Corporate	23,13,670	32.52	-	23,13,670	32.50
Others (Including HUF, LLP & NRI)	3,87,000	5.44	-	3,87,000	5.43
Total Public Shareholding B=B1+B2+B3	56,29,670	79.13	-	56,29,670	79.15
C) Non Promoter – Non Public	0	-	-	0	-
Grand Total (A+B+C)	71,14,500	100	6,000	71,20,500	100

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**Annexure D**

**The Shareholding Pattern of the issuer before and after the preferential issue:**

Category	Pre issue Shareholding		Equity Shares to be allotted	Post Issue Shareholding	
	No. of Shares	%		No. of Shares	%
(A) Promoter Shareholding					
(1) Indian	8,86,700	12.46		8,86,700	12.45
(a) Individuals & HUF	0	-	-	0	-
R Rathinamala	8,26,700	11.62	-	8,26,700	11.60
Baskaran Baskaran Sathya Prakash	60,000	0.84	-	60,000	0.84
(b) Bodies Corporate	5,98,130	8.41	-	5,98,130	8.40
Sub Total (A)(1)	14,84,830	20.87	-	14,84,830	20.84
(2) Foreign promoters	0	-	-	0	-
Total Promoter shareholding A=A1 +A2	14,84,830	20.87		14,84,830	20.84
(B) Public Shareholding	29,29,000	41.17	10,000	29,39,000	41.26
B1) Institutional Investors	0	-	-	0	-
B2) Central Govt./Stat Govt./POI	0	-	-	0	-
B3) Non Institutional Investors	0	-	-	0	-
Body Corporate	23,13,670	32.52	-	23,13,670	32.47
Others (Including HUF, LLP & NRI)	3,87,000	5.44	-	3,87,000	5.43
Total Public Shareholding B=B1+B2+B3	56,29,670	79.13	-	56,29,670	79.16
C) Non Promoter – Non Public	0	-	-	0	-
Grand Total (A+B+C)	71,14,500	100	10,000	71,24,500	100

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**Annexure-1**

Tulsea is a strategic talent and content management company, based in Mumbai and Los Angeles, that represents India's leading content creators. Its clients are engaged in high-quality content across feature films, digital series, and emerging new media.

The company has an unparalleled roster of talent, from seasoned writers such as Sudip Sharma (Kohrra, Paatal Lok), Juhi Chaturvedi (Gulabo Sitabo, Piku), Puneet Krishna (Tribhuvan Mishra CA Topper, Mirzapur), Sumit Purohit (Srikanth, Scam 1992: The Harshad Mehta Story), Gazal Dhaliwal (Murder Mubarak), Suprotim Sengupta (Dil Bechara, Murder Mubarak, Do Aur Do Pyaar) to accomplished directors such as Neeraj Ghaywan (Geeli Pucchi, Masaan), Navdeep Singh (NH10), Shonali Bose (Modern Love, The Sky is Pink), RS Prasanna (Shubh Mangal Saavdhan), Alankrita Shrivastava (Made in Heaven, Lipstick Under My Burkha), Hardik Mehta (Decoupled, Kamyaaab), Anjali Menon (Wonder Women, Bangalore Days), Rima Das (Village Rockstars, Tora's Husband), Dylan Gray (Bad Boy Billionaires, Fire in the Blood), Hemanth Rao (Kavaludaari, Sapta Sagardaache Ello: Side A and Side B), amongst others. Several interesting new voices are building their career trajectory with Tulsea including Sunayana Kumari (Dahaad, Mismatched), Amrit Raj Gupta (Daldal, Gullak), Karan Tejpal (Stolen), Christo Tomy (Ullozhukku, Curry & Cyanide: The Jolly Joseph Case), Gul Dharmani (Class), Akanksha Seda (Dabba Cartel), Kunal Aneja (Maamla Legal Hai), Tatsat Pandey (Ghar Waapsi), Ruchir Arun (Ghar Waapsi, Little Things). Namrata Rao (Angry Young Men), Roopa Rao (Gantumooto) and many others.

Tulsea's roster has expanded beyond writers and directors to include talented actors like Shefali Shah (Delhi Crime, Darlings), Neeraj Kabi (Paatal Lok, Sacred Games), Neil Bhoopalam (Four More Shots Please!, Masaba Masaba, NH10), Danesh Razvi (A Suitable Boy); cinematographers Swapnil Sonawane (Jigra, Superboys of Malegaon) and Dmytro Nedria (Once Upon a Time in Ukraine); producers such as Writeous Studios (Minus One) and KathaVerse Media Network; and leading costume designer duo Rushi and Manoshi (PK, Queen, Bad Newz and Railway Men). With an increasing presence in emerging markets like SEA and Africa, Tulsea represents writers Doug Miro (Narcos) and Matt Pyken (Empire, Mr. Robot, Castle) for Asia, writer-director Hideyuki Tokigawa (Dancing in Her Dreams), Thai production company Benetone Films (Congrats My Ex!). In Africa, Tulsea represent talent such as Florian Schott (Baxu and the Giants, Katutura), Jayan Moodley (Keeping up with the Kandasamys, Kandasamys: The Wedding), and Mbithi Masya (Kati-Kati).

In recent years, Tulsea has established a Gaming division, representing developers such as under DOGS Studio (Mukti), Niku Games (The Palace on The Hill), Uniplay Digital, and collaborating with international publishers like Annapurna Interactive and 505 Games. In the United States, Tulsea Sports Marketing, a joint venture with Ethnicity Matters, offers counsel on ethnic marketing to professional sports leagues like the NHL's Los Angeles Kings and the San Jose Sharks. Tulsea is also collaborating with Teamwork Arts to represent music artists and drive activations in the music landscape.

Beyond talent and content management, Tulsea offers advisory services in media, entertainment, and tech, covering content strategy, investment, and growth. Tulsea Brand Advisory supports brands in uncovering purpose-driven initiatives, creating unique identities, and crafting narratives that can build loyalty and drive growth effectively. Tulsea also advises media investment funds targeting emerging markets.

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**Links:**

**TULSEA IN THE MEDIA**

- [Bestselling Author Amish Tripathi, Gaming Veteran Nouredine Abboud Unite for 'The Age of Bharat' Gaming Franchise Set in Ancient India](#)
- [Teamwork announces collab with Tulsea](#)
- [Wonder Women Filmmaker Anjali Menon Sets Partnership With South Indian Content Specialist KRG Studios](#)
- [TBI's 2024 Predictions: Datta Dave, partner & co-founder, Tulsea](#)
- [As World Keeps Eye On WGA Strike, Indian Writers' Survey Reveals Issues With Pay Levels, Credits & Training](#)
- [How Indian Talent Agency Tulsea Is Scripting A Better Deal For Writers In Growth Markets](#)
- [India's Tulsea promotes Radhika Gopal to head writers & directors division](#)
- [Future Leaders 2023: Namrata Wadhvani \(India\)](#)
- [Brown Nation Sets Indian Debut on Comedy Central](#)
- [From Bollywood To 'Delhi Crime': BBC Studios, Super-Indies And India's Producers On How Streamers Are Supercharging Series Production In The Country](#)
- [India's Alankrita Shrivastava Sets Film on Slain Pakistani Social Media Star Qandeel Baloch](#)
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**Annexure-2**

**A. Mr. B.Baskaran Sathya Prakash , Managing Director (30+ Years Experience):**

The Managing Director brings a unique, "hybrid" expertise that is rare in the industry:

- **Convergence Expertise:** He possesses deep domain knowledge across the entire media spectrum—Animation, Television, Streaming, Exhibition, and Radio. This allows the company to navigate the complex convergence of traditional media with new-age technology.
- **Relationships as IP:** In the media business, network and access constitute "Know-How." His ability to translate 30 years of relationships into actionable Intellectual Property (IP) deals and revenue-generating contracts is a distinct value addition that does not sit on the balance sheet but drives the company's topline.
- **Technological Integration:** His background in Media Technology is the linchpin for the company's acquisition ensuring that the tech integration is viable and profitable.

**B. Mr. Dinesh Raj, Joint Managing Director (20+ Years Experience):**

- **Sectoral Leadership:** He brings specialized expertise in Sports Management, Events, and Media.
- **Strategic Fit:** Mr. Raj's expertise in the sports and events ecosystem is the critical "Value Addition" required to revive and monetize this asset. Without his specific know-how, the acquired asset remains dormant.