

Date: 05-05-2025

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

Sub: Notice of Extra Ordinary General Meeting.

Ref: Disclosure under Regulation 30 of the Securities and Exchange Board of India {Listing Obligations and Disclosure Requirements} Regulations, 2015.

Scrp Code: **538579** | ISIN: **INE641Q01019**

Dear Sirs/Madam,

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith a copy of Notice of Extra Ordinary General Meeting dated April 25,2025 The Notice along with the Explanatory Statement, has been dispatched to all the Members whose names appear in the Register of Members or List of Beneficial Owners, as received from National Securities Depository Limited (NSDL) or Central Depository Services (India) Limited (CDSL) The Company has provided the facility to vote by electronic means (remote e-voting as well as e-voting at the EGM) on the resolution as set out in the EGM Notice.

The e-voting shall commence on Sunday, May 25, 2025 at 09:00 a.m. and will end on Tuesday, May 27, 2025 at 05:00 p.m.

You are requested to kindly take the above information on your records.

Thanking You,
Yours Faithfully

For Zinema Media and Entertainment Limited

B. Sathya Prakash
Managing Director
Din: 01786634

Encl:a/a

ZINEMA MEDIA & ENTERTAINMENT LIMITED

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

CIN: L24241TN1984PLC096136

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

website: www.zinema.co.in

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Notice is hereby given that the Extra-ordinary General Meeting of the Members of M/s Zinema Media & Entertainment Limited will be held on Wednesday, the 28th day of May 2025, at 12.00 P.M through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) to transact the following business(s):

SPECIAL BUSINESS:

Item No. 1 – Increase in Authorised Share Capital and Alteration of Memorandum of Association

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

“**RESOLVED THAT** pursuant to the provisions of Sections 13, 61 and 64 and other applicable provisions, if any, of the Companies Act, 2013 and the rules framed thereunder, and subject to such approvals as may be necessary, the Authorised Share Capital of the Company be and is hereby increased from ₹ 8,00,00,000 to ₹ 31,00,00,000 divided into 3,10,00,000 equity shares of ₹10 each by creation of additional 2,30,00,000 equity shares of ₹10 each.

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

“**V. The Authorised Share Capital of the Company is ₹ 31,00,00,000 (Rupees Thirty Crore) divided into 3,10,00,000 Equity Shares of ₹10 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.”

Item No. 2 – Amendment to Object Clause relating to Sports Activities

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

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

•Media Networking Platform & Movie Recommendation Engine

We are developing a cutting-edge networking platform tailored for media professionals, designed to foster collaboration, knowledge-sharing, and industry growth. In parallel, our AI-

powered movie recommendation engine enhances user experience by delivering personalized content suggestions.

•**Sports Broadcasting**

We have actively broadcasted a wide range of sports events, with a particular focus on popular sports such as cricket and kabaddi, reaching diverse audiences through our television network.

•**Digital Expansion**

With a strong push into digital media, we are expanding our presence across online platforms to maximize audience engagement and broaden our market reach.

•**Zinema Sports Channels**

Our television portfolio includes a robust lineup of sports channels under the Zinema Sports brand, delivering high-quality sports content to viewers across the nation.

•**Cinema Infrastructure Development**

We are investing in the development of movie halls and cinema theatres, bringing state-of-the-art cinematic experiences to communities.

•**Digital Platform Creation**

We are building comprehensive digital platforms to serve as hubs for entertainment, content streaming, and user interaction.

•**Music and Musical Content Production**

Our ventures include the creation and production of music content, aiming to nurture talent and enrich the entertainment ecosystem with diverse musical offerings.

Item No. 3 –To approve the issuance of equity shares to the proposed allottees on preferential basis.

To consider and if thought fit, to pass with or without modification, the following resolution as a **Special Resolution**:

“RESOLVED THAT in accordance with the provisions of Section 23(1)(b), 42, 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013, (the “Act”) the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification, variations, amendment(s) or re-enactments thereof for the time being in force) and in accordance with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time and any rules, circulars, notifications, regulations and guidelines issued thereunder and pursuant to the Memorandum and Articles of Association of the Company and pursuant to the approval of the Board of Directors and subject to the approval(s), consent(s), permission(s) and/or sanction(s), if any, of the appropriate authorities, institutions or bodies as may be required, and subject to such conditions and

modifications as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s), and/or sanction(s) and 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 mean and include one or more committee(s) constituted by the Board to exercise its powers including the powers conferred by this Resolution), the consent of the members of the Company be and is hereby accorded to offer, issue and allot up to 1,10,00,000 Equity Shares of Face Value of Rs. 10/- per Equity Share aggregating up to Rs. 11,00,00,000/- to the proposed allottees, as per details mentioned herein below, on such terms and conditions as set out herein, subject to the applicable laws and regulations, including the provisions of Chapter V of ICDR Regulations, 2018 and the Act.

Serial No.	Names	Shares to be allotted	Maximum Amount to be invested.
1.	M Kiran Kumar	15,00,000	1,50,00,000
2.	Entertain Media Private Limited	15,00,000	1,50,00,000
3.	Lords & Partners Property Management Service Private Limited	15,00,000	1,50,00,000
4.	Nova Life Space Private Limited	10,00,000	1,00,00,000
5.	MI Lifestyle Marketing Global Private Limited	10,00,000	1,00,00,000
6.	C.R. Vasudevan	10,00,000	1,00,00,000
7.	Rajesh Chowdary	7,50,000	75,00,000
8.	Prakash Kumar Bhagchand	7,50,000	75,00,000
9.	Grace Jenifer	5,00,000	50,00,000
10.	Oasys Cybernetics Pvt. Ltd	5,00,000	50,00,000
11.	C. Bharath Kumar Jain	3,00,000	30,00,000
12.	Dipankar Chatterjee	2,50,000	25,00,000

13.	Moolchand Sivaraji	2,00,000	20,00,000
14.	Sebin AV	1,00,000	10,00,000
15.	B. Sathya Prakash	75000	7,50,000
16.	Dinesh Raj	75000	7,50,000
	TOTAL	1,10,00,000	11,00,00,000

RESOLVED FURTHER THAT in terms of the provisions of Chapter V of ICDR Regulations, the “Relevant Date” for the purpose of determination of minimum price for the issue and allotment of Equity Shares as mentioned above shall be Friday, 25th April, 2025,

RESOLVED FURTHER THAT the Equity Shares of the Company being offered, issued and allotted to the Proposed Allottee by way of Preferential Issue shall, inter-alia, be subject to the following:

1. The Equity Shares to be issued and allotted pursuant this Resolution shall be listed and traded on the Stock Exchanges subject to receipt of necessary permissions and approvals.
2. The Equity Shares to be issued and allotted shall be fully paid up and shall 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.
3. The Equity Shares to be allotted shall be locked in for such period as specified in the provisions of Chapter V of the SEBI ICDR Regulations.
4. The Investors shall be required to bring in the entire consideration for the Equity Shares to be allotted to them, on or before the date of allotment thereof. Provided, if any of the Investor fails to apply within the stipulated time to the full extent of their eligibility, the Company shall allot the shares to the Investors up to the extent of their applications received. Further, if the Investor is found not eligible for the Preferential Allotment pursuant to any statutory or regulatory restrictions imposed, the allotment will be subject to such statutory or regulatory restrictions.
5. The consideration for allotment of Equity Shares shall be paid to the Company from the bank accounts of the Investor.
6. The Equity Shares so offered, issued and allotted shall not exceed the number of Shares as approved hereinabove.
7. The Equity Shares shall be allotted in dematerialized form only within a maximum period of fifteen (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 or permission from Applicable Regulatory Authorities, the allotment shall be completed within a period of fifteen (15) days from the date of receipt of last of such approvals or permission.

8. The Equity Shares so offered, issued and allotted will be listed and traded on BSE Limited, where the Equity Shares of the Company are listed, subject to the receipt of necessary permissions and approvals, as the case may be.”

RESOLVED FURTHER THAT the monies received by the Company from the Investors for application of the Equity Shares pursuant to this preferential issue shall be kept by the Company in a separate bank account and shall not be utilized for the purpose other than for adjustment against the allotment of securities or for the repayment of monies where the Company is unable to allot securities.

RESOLVED FURTHER THAT pursuant to the provisions of the Act, the name(s) of the proposed Allottee shall be recorded in Form PAS-5 for the issuance of invitation to subscribe to the Equity Shares and a private placement offer letter in Form PAS-4 or such other form as prescribed under the Act and ICDR Regulations containing the terms and conditions, together with an application form be issued to the proposed allottee inviting them to subscribe to the Equity Shares.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things as the Board may, in its absolute discretion deem necessary and shall include to accept any modification(s), changes, variations, alterations, additions and/or deletions in the terms of issue of Equity Shares as may be required by any regulatory or other authorities, subject to the provisions of the Act and the ICDR Regulations, without being required to seek any further consent or approval of the Members.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of its powers conferred upon it by this resolution, to any director(s), committee(s), executive(s), officer(s) or authorized signatory(ies) to give effect to this resolution, including execution of any documents on behalf of the Company and to represent the Company before any governmental or regulatory authorities and further to take all other steps which may be incidental, consequential, relevant or ancillary in this regard.”

Item No. 4 – Appointment of Mrs Shivani Marda (Din No: 10801046) and Mrs Uma Maheswari (Din No: 08597408) as an Independent Directors for a term of five consecutive years

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

“**RESOLVED THAT** pursuant to Sections 149, 152 and other applicable provisions of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015, the approval of the Members be and is hereby accorded for the appointment of the following individuals as Independent Directors of the Company for a term of five consecutive years:

- Mrs Shivani Marda (Din No: 10801046)
- Mrs Uma Maheswari (Din No: 08597408)

RESOLVED FURTHER THAT they shall not be liable to retire by rotation and shall be entitled to receive remuneration as may be permitted under applicable laws.”

Item No. 5 – Change in Designation of Mr. Dinesh Raj from Director to Joint Managing Director of the Company

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

“RESOLVED THAT pursuant to applicable provisions of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015, the consent of the Members be and is hereby accorded to change the designation of Mr. Dinesh Raj (DIN: 07113950) from **Director** to **Joint Managing Director** of the Company with effect from 1st May, 2025 without any variation in the existing terms of his appointment.”

Item No. 6 – Approval for Remuneration and Allotment of Sweat Equity Shares to Mr. B. Sathya Prakash and Mr. Dinesh Raj

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

“RESOLVED THAT, pursuant to the provisions of Sections 2(88), 54, 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with the Companies (Share Capital and Debentures) Rules, 2014, the Articles of Association of the Company, and subject to such approvals, consents, permissions and sanctions as may be necessary, consent of the members be and is hereby accorded for the issue and allotment of **50,00,000 (Fifty Lakh)** fully paid-up equity shares of the Company, having a face value of ₹10/- (Rupees Ten only) each, aggregating to ₹5,00,00,000 (Rupees Five Crores only), by way of **Sweat Equity Shares** to the following individuals:

- **Mr. B. Sathya Prakash** – 25,00,000 Equity Shares
- **Mr. Dinesh Raj** – 25,00,000 Equity Shares

as part of their remuneration and in recognition of their valuable contributions and continued involvement in the growth of the Company, over a period of three (3) years, on such terms and conditions as may be decided by the Board or Nomination and Remuneration Committee.

RESOLVED FURTHER THAT the total remuneration to Mr. B. Sathya Prakash and Mr. Dinesh Raj shall also include ₹5,00,000/- (Rupees Five Lakhs only) each per annum along with applicable perquisites, and the value of the said sweat equity shares shall form part of their overall remuneration.

RESOLVED FURTHER THAT the Board of Directors and/or the Nomination and Remuneration Committee be and are hereby authorized to do all such acts, deeds and things as may be necessary to give effect to the above resolution, including execution of necessary agreements, filings with regulatory authorities and issue of share certificates or credit to demat accounts.”

Item No.7: Acquisition of M/s Premier Futsal Management Private Limited

In compliance with the order passed by the Hon’ble NCLT Bench, Chennai, the Board approved the acquisition of M/s Premier Futsal Management Private Limited ("Target Company") through the implementation of a resolution plan under the provisions of the Insolvency and Bankruptcy Code, 2016.

As part of the resolution plan approved by the Hon'ble NCLT Bench, and in consideration of the extinguishment of claims of the creditors, the Board has also approved the allotment of 2499000 equity shares of face value of ₹10 each at a price of ₹ 10per share on a preferential basis to the members of the Committee of Creditors (COC) of the Target Company, in accordance with the applicable provisions of the Companies Act, 2013 and SEBI ICDR Regulations.

Item No:8 Proposal for acquisition of up to 60% equity in M/s Bontyme Technologies Private Limited through allotment of shares of the company to the shareholders of M/s Bontyme Technologies Private Limited

The Board approved a proposal to acquire up to 60% of the equity share capital of M/s Bontyme Technologies Private Limited ("Target Company"), a private limited company engaged in Focusing on creating a networking platform for media professionals and movie recommendation engine.

The acquisition is proposed to be carried out through a share swap arrangement, wherein the shareholders of M/s Bontyme Technologies Private Limited shall be allotted equity shares of Zinema Media & Entertainment Limited on a preferential basis, in accordance with applicable provisions of the Companies Act, 2013, SEBI (ICDR) Regulations, 2018, and other relevant laws.

Item No:9Allotment of 1,00,000 equity shares to M/s Tulsea Media Private Limited on a strategic basis against consulting services.

The Board has approved the allotment of 1,00,000 (One Lakh) equity shares of face value ₹10 each to M/s Tulsea Media Private Limited in consideration of the consulting and strategic advisory services rendered by them to the Company.

The shares are being allotted at a face value of ₹ 10 per share, determined in accordance with the applicable provisions of the Companies Act, 2013 and SEBI (ICDR) Regulations, 2018.

This strategic allotment is being made in line with the Company's efforts to strengthen its long-term advisory and partnership ecosystem and is subject to applicable regulatory and statutory approvals, as may be required.

Name of the Proposed Allottee	Category (Promoter/ Non - Promoter)	No. of securities to be allotted	AMOUNT(Rs)
Nithyashree Ganapathy Subban	Non - Promoter	24,00,000	2,40,00,000
Dilipraj Dilli	Non - Promoter	21,00,000	2,10,00,000
Ramachandran Muthiah	Non - Promoter	9,00,000	90,00,000
Nikhil R	Non - Promoter	4,50,000	45,00,000
Ashish Batheja	Non - Promoter	4,50,000	45,00,000
Tulsea media Private Limited	Non - Promoter	1,00,000	10,00,000
B. Sathya Prakash	Promoter	25,00,000	2,50,00,000

Dinesh Raj	Non - Promoter	25,00,000	2,50,00,000
Total			11,40,00,000

For ZINEMA MEDIA AND ENTERTAINMENT LIMITED

B. SATHYA PRAKASH
MANAGING DIRECTOR
DIN: 01786634
Date: 25-04-2025
Place: Chennai

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. 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 authorised representatives to attend the EGM through VC/OAVM and participate there at and cast their votes through e-voting.
3. 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/AGM without restriction on account of first come first served basis.
4. 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.
5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 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) Regulations 2015 (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.
6. 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 www.zinema.co.in. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at 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.

7. 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 Sunday, 25.05.2025 at 09:00 A.M. and ends on Tuesday, 27.05.2025 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Tuesday, 20th May 2025 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Tuesday, 20th May 2025.

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

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

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting 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.	<p>1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>2. Existing IDeAS user can visit the e-Services website of NSDL</p>

Viz. <https://eservices.nSDL.com> either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

3. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nSDL.com>. Select “Register Online for IDeAS Portal” or click at <https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp>
4. 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. 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 **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 & voting during the meeting.
5. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & 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. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
<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 & 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
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login Method for e-Voting 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***	
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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.
 - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on 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 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.

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

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to trivikramaindustries@gmail.com
2. In case shares are held in demat mode, please provide DPID-CLID (16-digit DPID + CLID or 16-digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to trivikramaindustries@gmail.com. If you are an Individual 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 for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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

1. The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM/AGM through VC/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/AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/AGM.
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/AGM shall be the same person mentioned for Remote e-voting.

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

1. Member will be provided with a facility to attend the EGM/AGM 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 trivikramaindustries@gmail.com The same will be replied by the company suitably.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The following Explanatory Statement sets out all material facts relating to the resolutions mentioned in the accompanying Postal Ballot Notice:

Item No. 1 – Increase in Authorised Share Capital and Alteration of Memorandum of Association

In order to support future growth plans and to facilitate fund-raising initiatives including issue of equity shares (as proposed in Item No. 3), it is proposed to increase the Authorised Share Capital of the Company from ₹8,00,00,000 (Rupees Eight Crores only) to ₹31,00,00,000 (Rupees Thirty-One Crores only), divided into 3,10,00,000 equity shares of ₹10 each.

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

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

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

Item No. 2 – Amendment to Object Clause relating to Sports Activities

The Company proposes to diversify into the field of sports by undertaking activities including promotion, development, and management of sports teams, events, and related media. To enable this expansion, it is proposed to suitably amend the Object Clause of the Memorandum of Association.

The proposed amendment requires the inclusion of a new sub-clause under Clause III(A) to incorporate sports-related activities as part of the Company's main or ancillary objects.

•Media Networking Platform & Movie Recommendation Engine

We are developing a cutting-edge networking platform tailored for media professionals, designed to foster collaboration, knowledge-sharing, and industry growth. In parallel, our AI-powered movie recommendation engine enhances user experience by delivering personalized content suggestions.

•**Sports Broadcasting**

We have actively broadcasted a wide range of sports events, with a particular focus on popular sports such as cricket and kabaddi, reaching diverse audiences through our television network.

•**Digital Expansion**

With a strong push into digital media, we are expanding our presence across online platforms to maximize audience engagement and broaden our market reach.

•**Zinema Sports Channels**

Our television portfolio includes a robust lineup of sports channels under the Zinema Sports brand, delivering high-quality sports content to viewers across the nation.

•**Cinema Infrastructure Development**

We are investing in the development of movie halls and cinema theatres, bringing state-of-the-art cinematic experiences to communities.

•**Digital Platform Creation**

We are building comprehensive digital platforms to serve as hubs for entertainment, content streaming, and user interaction.

•**Music and Musical Content Production**

Our ventures include the creation and production of music content, aiming to nurture talent and enrich the entertainment ecosystem with diverse musical offerings.

In terms of Section 13 of the Companies Act, 2013, such alteration requires approval of the members by way of a Special Resolution and filing with the Registrar of Companies.

None of the Directors, KMPs or their relatives are financially or otherwise interested in this resolution.

Item No. 3 – Issue of Equity Shares through Private Placement for Cash

The Board of Directors of the Company (“Board”) at its meeting held on 25th April 2024, approved the raising of funds aggregating up to Rs. 11,00,00,000/- by way of issuance of up to 1,10,00,000 Equity Shares of Rs. 10/- each on Preferential basis. The Board of Directors of the company at its meeting held on 25th April 2024 have approved the list of proposed allottees who have agreed to subscribe to the proposed Preferential Issue and have confirmed their eligibility in terms of Regulation 159 of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the “ICDR Regulations”).

The proposed preferential issuance of Equity shares through private placement is in accordance with provisions of Section 62 read with section 23 and 42 of the Companies Act, 2013 (the Companies Act, 2013), the Companies (Share Capital and Debenture) Rules, 2014 (the Share Capital Rules), the Companies (Prospectus and Allotment of Securities) Rules, 2014 (the PAS Rules) and Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulation, 2018 (the ICDR Regulation).

The requisite disclosures as required to be given under the aforesaid Rules and Regulations are as under:

I. Disclosures required to be made in terms of Rule 13 of the Share Capital Rules are given below:

- a) **Objects of the Issue:** Zinema Media & Entertainment Limited, a publicly listed media company, is currently undertaking a fundraising round through a preferential issue. The primary objective of this round is to raise capital for expanding media & entertainment. The funds raised will enable us to enhance our capacity, increase operational efficiency, and strengthen our position in the market by serving more clients with greater speed and reliability. This expansion is a strategic step to ensure continued growth and value creation for our stakeholders.
- b) **The total number of securities, kind of securities and price at which security is being offered:** Issuance of upto 11000000 Equity Shares of Face Value of Rs. 10/- each per Equity Share for an aggregate amount not exceeding Rs. 11,00,00,000/- on preferential basis.
- c) **The price or price band at/within which the allotment is proposed:** The price per Equity Share to be issued is fixed at Rs. 10/- as Face Value
- d) **Basis on which the price has been arrived at:**

Since the Equity shares of the Company are in-frequently traded shares, the price at which each Equity shares are proposed to be issued is in accordance with the provisions of ICDR Regulations.

Regulation 165 of the ICDR Regulations prescribes where the shares of an issuer are not frequently traded, the price determined by the issuer shall take into account the valuation parameters including book value, comparable trading multiples, and such other parameters as are customary for valuation of shares of such companies:

The Equity Shares of the Company are listed on the BSE Limited are frequently traded in accordance with the ICDR Regulations. For the purposes of computation of price per Equity Share, the BSE Limited is the Stock Exchange that has higher trading volume for the said period and accordingly, has been considered.

- e) **Relevant Date with reference to which the price is arrived at:** 25th April 2024.

- f) **The class or classes of persons to whom the allotment is proposed to be made:** The issuance and allotment of Equity shares is proposed to be made to the proposed allottees, who are Persons not being Promoter or belonging to the Promoter Group.
- g) **Intent of the Promoters, Directors, Key Managerial Personnel of the Company to subscribe to the Preferential Issue:** The Proposed Allottees except B Sathya Prakash do not form a part of the Promoters, Promoter Group, Directors or Key Managerial Personnel of the Company. The whole of the preferential issue is being made to persons who are neither promoters nor belong to the Promoter group except B Sathya Prakash
- h) **Time frame within which the allotment shall be completed:** In accordance with Regulation 170 of the ICDR Regulations, the allotment of the Equity Shares shall be completed within a period of 15 days from the date of passing of the resolution by the shareholders, provided that where the allotment is pending on account of pendency of any approval(s) or permission(s) from any regulatory authority/body, the allotment shall be completed by the Company within a period of 15 days from the date of such approval(s) or permission(s).
- i) **The names of the proposed allottees and the percentage of post preferential offer capital that may be held by them:** Annexed in Annexure A to this Explanatory Statement.
- j) **The Change in control, if any, in the company that would occur consequent to the preferential offer:** There will be no change in control of the Company consequent to the Preferential Issue and no allotment of more than 5% shall be made to an allottee or allottees acting in concert.
- k) **The number of persons to whom allotment on Preferential Basis have already been made during the year, in terms of number of Securities as well as the price:** The Company has not made any preferential allotment during the current Financial Year 2024-2025.
- l) **The justification for the allotment proposed to be made for consideration other than cash together with Valuation Report of Registered Valuer:** Not applicable since the issuance and allotment of Equity Shares is being made for cash.
- m) **Shareholding Pattern of the Company before and after the Preferential Issue:**

Category	Pre preferential issue		Post preferential issue	
	No of Shares	%	No of Shares	%
Promoters and Promoter Group (A)	14,84,830	20.87	40,59,830 [#]	12.80
Public (B)	56,29,670	79.13	3,13,07,517	87.20

Total (A) + (B)	--	--		--
Custodian (C)	--	--		--
Grand Total (A) + (B) + (C)	71,14,500	100	3,17,13,500	100

II. Disclosures required to be made in terms of Rule 14 of the PAS Rules are given below:

- a) **Particulars of the offer including date of passing of Board Resolution:** Please refer to the sub - point (b) and (e) of disclosures mentioned in Point I. The date of passing of the resolution of the Board approving the issuance of the Equity shares is 25th April 2025.
- b) **Kinds of securities offered and the price at which security is being offered:** Please refer to the sub - point (b) of disclosures mentioned in Point I.
- c) **Basis or justification for the price (including premium, if any) at which the offer or invitation is being made:** Please refer to the sub - point (d) of disclosures mentioned in Point I.
- d) **Names and address of valuer who performed Valuation:** Please refer to the sub - point (d) and (l) of disclosures mentioned in Point I.
- e) **Amount which the Company intends to raise by way of Equity Shares:** The aggregate amount intended to be raised pursuant to the proposed preferential issue is Rs. 11,00,00,000/-.
- f) **Material terms of issue of Equity Shares on Preferential Basis:** The Equity Shares being issued shall be pari – passu with the existing Equity Shares of the Company in all respects, including dividend, voting rights and distribution of assets in the event of voluntary or involuntary liquidation, dissolution or winding up of the Company.
- g) **Proposed time schedule:** Please refer to the sub - point (h) of disclosures mentioned in Point I.
- h) **Purpose or objects of the offer:** Please refer to the sub - point (a) of disclosures mentioned in Point I.
- i) **Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects:** Please refer to the sub - point (g) of disclosures mentioned in Point I.
- j) **Principal terms of Assets charged as Securities:** Not Applicable

III. Disclosures required to be made in terms of Regulation 163(1) of the ICDR Rules are given below:

- () **Objects of the Issue:** Please refer to the sub - point (a) of disclosures mentioned in Point I.
- (a) **Maximum number of securities to be issued:** The resolution set out in the accompanying Notice authorizes the Board to issue upto 11000000 Equity Shares of Face Value of Rs. 10/- each per Equity Share aggregating upto Rs. 11,00,00,000/-.
- (b) **Intent of the promoters, director or key managerial personnel of the issuer to subscribe to the offer:** Please refer to the sub - point (g) of disclosures mentioned in Point I.
- (c) **Shareholding Pattern of the Issuer before and after the preferential issue:** Please refer to the sub - point (m) of disclosures mentioned in Point I.
- (d) **Time Frame within which the preferential issue will be completed:** Please refer to the sub - point (h) of disclosures mentioned in Point I.
- (e) **Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and / or who ultimately control the Proposed Allottees:** Annexed as **Annexure A** to this Explanatory Statement.
- (f) **The percentage of the post-preferential issue that may be held by the Proposed Allottee:** Annexed as **Annexure A** to this Explanatory Statement.
- (g) **The current and proposed status of the allottee(s) post the preferential issues namely, promoter or non - promoter:** Please refer to the sub - point (g) of disclosures mentioned in Point I.
Name and address of the Monitoring Agency: Not Applicable
- (h) **The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:** Not applicable as the Preferential Issue will be undertaken for cash consideration.
- (i) **Lock-in period:** The Equity Shares allotted pursuant to this resolution as above shall be subject to a lock-in for such period as specified under applicable provisions of the ICDR Regulations.
- (j) **Listing of Securities:** The Company will make an application to the Stock Exchange at which the Equity Shares are already listed, for listing of the Equity Shares being issued. Such Equity Shares, once allotted, shall rank pari – passu with the existing Equity Shares of the Company in all respects.
- (k) The Company hereby undertakes that:
It would re-compute the price of the Equity Shares in terms of the provisions of the ICDR Regulations where it is required to do so;

If the amount payable on account of re-computation of price is not paid within the time stipulated in the ICDR Regulations, the above shares shall continue to be locked in till the time such amount is paid by the Proposed Allottee;

Neither the Company, nor its directors or Promoters have been declared as wilful defaulter or a fraudulent borrower;

None of the Company's Directors or Promoters is a fugitive economic offender as defined under the ICDR Regulations;

The Company is in compliance with the conditions for continuous listing of Equity Shares as specified in the listing agreement with the Stock Exchanges and the Listing Regulations, as amended and circulars and notifications issued by SEBI thereunder; and

The Company is eligible to make the Preferential Issue to its Proposed Allottees under Chapter V of the ICDR Regulations.

- (l) The Proposed Allottees have confirmed that:
- i. they has not sold any equity shares of the Company during the 90 Trading Days preceding the relevant date.
 - ii. they have not been debarred from accessing the capital market or have been restrained by any regulatory authority from, directly or indirectly, acquiring the said securities.
 - iii. They shall undertake to comply with the provision of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2011, as amended (if applicable).
 - iv. None of the proposed allottees hold any shares as on the Relevant Date i.e. 25th April 2024 except Mr B Sathya Prakash who is Promoter and Managing Director.
- (m) The Company has obtained the Permanent Account Number (PAN) of the Proposed Allottees. None of the proposed allottees are Qualified Institutional Buyers (QIB).
- (n) The Company does not have any outstanding dues to SEBI, Stock Exchanges or the Depositories.
- (o) The Company shall make an application to the Stock Exchange for seeking their In-principle approval for the proposed preferential issue.

The proposed Special Resolution seeks to confer upon the Board (including any Committee thereof) the absolute discretion to determine the terms and conditions of the aforementioned issuance of Equity Shares by way of a Preferential Issue. The detailed terms and conditions of such issuance will be determined by the Board or any Committee duly authorised by the Board, considering prevailing market conditions, practices and in accordance with the applicable laws.

In accordance with Sections 23(1)(b), 42 and 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the rules made thereunder and in accordance with the ICDR Regulations and the Listing Regulations, as amended from time to time, approval of the Members of the Company by way of special resolution is required to issue

securities by way of private placement on a preferential basis. Accordingly, in terms of the Act and the ICDR Regulations, consent of the members is being sought to offer, issue and allot upto 11000000 Equity Shares of Face Value of Rs. 10/- each per Equity Share aggregating upto Rs. 11,00,00,000/- on Preferential basis.

The Board of Director believe that the proposed preferential issue is in the best interest of the company and its members and therefore recommends the Special Resolution as set out in this notice, to the members for their approval.

None of Directors and Key Managerial Personnel of the Company and their relatives has any concern or interest, financial or otherwise in the proposed resolution. Except B Sathya Prakash

Item No. 4 – Appointment of Independent Directors

The Board of Directors, based on the recommendations of the Nomination and Remuneration Committee, has appointed Mrs. Shivani Marda and Mrs. Uma Maheswari as Independent Directors, subject to shareholders' approval.

Both appointees meet the criteria prescribed under the Companies Act, 2013 and SEBI (LODR) Regulations, 2015 and bring with them rich experience and expertise beneficial to the Company.

The Board recommends their appointment for a term of five consecutive years. They shall not be liable to retire by rotation and shall be entitled to receive remuneration as permissible under applicable laws.

Brief Profile are enclosed as Annexure-1

None of the Directors or KMPs, except the appointees, are interested in the resolution.

Item No. 5 – Change in Designation of Mr. Dinesh Raj

Mr. Dinesh Raj (DIN: 07113950) is currently serving as a Director on the Board. In recognition of his leadership and contributions, the Board proposes to change his designation to Managing Director with effect from 1st May, 2025, with no variation in the existing terms of appointment.

Approval of members is being sought as per the requirements of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015.

Mr. Dinesh Raj and his relatives may be deemed to be interested in the resolution. None of the other Directors or KMPs are interested.

Item No. 6 – Approval of Remuneration and Allotment of Shares to Key Managerial Personnel

The Company proposes to allot 50,00,000 equity shares (at face value of ₹10 each) as Sweat Equity Shares to Mr. B. Sathya Prakash and Mr. Dinesh Raj, key managerial personnel of the

Company. These shares are proposed to be issued in recognition of their ongoing contributions, strategic guidance, and long-term involvement in the Company's development and value creation.

As per the recommendations of the Nomination and Remuneration Committee, which met on 25.04.2025 the allotment of Sweat Equity Shares will be in the following manner:

Mr. B. Sathya Prakash – 25,00,000 equity shares

Mr. Dinesh Raj – 25,00,000 equity shares

In addition, both individuals shall be entitled to an annual remuneration of ₹5,00,000 each, along with perquisites as per Company policy. The value of the sweat equity shares will be included as part of their overall remuneration package over a three-year period.

This issue of sweat equity is in accordance with the provisions of Sections 2(88), 54, and 62(1)(b) of the Companies Act, 2013 and Rules made thereunder. The said shares shall rank pari passu with the existing equity shares of the Company.

The Board recommends the passing of the above resolution as a Special Resolution.

None of the Directors, Key Managerial Personnel or their relatives except Mr. B. Sathya Prakash and Mr. Dinesh Raj (to the extent of their respective share allotments) are deemed to be concerned or interested in the above resolution.

Item No. 7: Approval for Acquisition of M/s Premier Futsal Management Private Limited and Allotment of Shares to Committee of Creditors

The Hon'ble National Company Law Tribunal (NCLT), Chennai Bench, has approved a resolution plan under the provisions of the Insolvency and Bankruptcy Code, 2016 ("IBC") for the acquisition of M/s Premier Futsal Management Private Limited ("Target Company").

Pursuant to the approved resolution plan, and in consideration of the extinguishment of the claims of the creditors of the Target Company, the Board of Directors of the Company has approved the allotment of 24,99,000 equity shares of face value ₹10 each at par (₹10 per share) on a preferential basis to the members of the Committee of Creditors (CoC) of the Target Company.

This preferential allotment is being made in accordance with the provisions of the Companies Act, 2013, and the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations").

The proposed allotment does not result in any change of control in the Company but is being made as part of the resolution mechanism to acquire the Target Company and revive its operations.

The Board recommends the passing of the resolution as a special resolution.

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

Item No. 8: Approval for Acquisition of up to 60% Equity in M/s Bontyme Technologies Private Limited through Share Swap

The Board has approved a proposal to acquire up to 60% equity shareholding in M/s Bontyme Technologies Private Limited, a private limited company engaged in developing a networking platform for media professionals and a movie recommendation engine.

The acquisition is proposed to be executed through a share swap arrangement, wherein shareholders of M/s Bontyme Technologies Private Limited will be allotted equity shares of Zinema Media & Entertainment Limited on a preferential basis.

This strategic acquisition aligns with the Company's long-term growth and diversification plans, particularly in the digital media and content discovery ecosystem.

The preferential allotment will be carried out in compliance with the applicable provisions of the Companies Act, 2013, SEBI ICDR Regulations, 2018, and other applicable laws. Necessary valuations and fairness opinions shall be obtained in accordance with regulatory norms.

The Board recommends the passing of the resolution as a special resolution.

None of the Directors, Key Managerial Personnel, or their relatives are concerned or interested in this resolution except to the extent of their shareholding in either of the companies, if any.

Item No. 9: Approval for Allotment of 1,00,000 Equity Shares to M/s Tulsea Media Private Limited for Strategic Advisory Services

The Board has approved the allotment of 1,00,000 (One Lakh) equity shares of face value ₹10 each at par to M/s Tulsea Media Private Limited, in consideration of strategic and consulting services rendered to the Company.

The issuance is proposed to be made on a preferential basis in accordance with the provisions of the Companies Act, 2013 and the SEBI ICDR Regulations, 2018.

This allotment is part of the Company's broader effort to build a long-term ecosystem of strategic partners and advisors who can add value to its growth journey and positioning in the media and entertainment space.

The shares are being issued in lieu of cash compensation for the services rendered, and the issuance shall be subject to all necessary regulatory and statutory approvals.

The Board recommends the passing of the resolution as a special resolution.

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

Annexure –I

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

Name of Director	Shivani Marda	Uma Maheswari
Directors' Identification No.	10801046	08597408
Date of Birth	19-02-1993	01-06-1982
Date of first Appointment on Board	01-05-2025	01-05-2025
Qualification	B. com, CS	Postgraduate Degree in Finance from Anna University
Experience (in years)	3	5
Shareholding in Company	NIL	NIL
Relationship with the Company & Other Directors	NIL	NIL
List of Directorships held in other Companies (excluding foreign, private and Section 8 Companies)	1	NIL
Memberships / Chairmanships of Audit and Stakeholders' relationship Committees across Public Companies as on date including this company	Membership-3 Chairman-0	NIL
Listed entities from which resigned in the past Three years	NIL	NIL