

28th May, 2025

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

Subject: Outcome of the Extraordinary General Meeting of the Members of the Company held on Wednesday, May 28,2025

Ref.: Pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”)

The Extraordinary General Meeting (“EGM/Meeting”) of the Members of Zinema Media and Entertainment Limited (the “Company”) was held on Wednesday, May 28,2025 at 12:00 PM. (IST) through Video Conferencing (“VC”) / Another Audio-Visual Means (“OAVM”). The Meeting was held in compliance with the General Circular Numbers 14/2020, 17/2020, 20/2020, 02/2021, 03/2022, 10/2022, 09/2023 and 09/2024 issued by Ministry of Corporate Affairs (“MCA”) and Securities and Exchange Board of India (“SEBI”) Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79, SEBI/HO/CFD/CMD2/CIR/P/2021/11, SEBI/HO/CFD/CMD2/CIR/P/2022/62, SEBI/HO/CFD/PoD2/P/CIR/2023/4 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 as per the applicable provisions of the Companies Act, 2013 and the Rules made thereunder.

In compliance with Regulation 30 and 44(3) of the Listing Regulations, we have enclosed herewith following:

1. Summary of proceedings as required under Regulation 30 of the Listing Regulations.
2. Voting Results as required under Regulation 44 of the Listing Regulations.
3. Consolidated Scrutinizer’s Report dated November 11, 2024 on Remote e-voting and e-voting at the EGM.

Further, please note that all the resolutions as set out in the notice dated 25th April 2025 convening the EGM has been passed by the Members of the Company with requisite majority.

The aforementioned summary of proceedings, voting results and consolidated Scrutinizer’s Report are also uploaded on the Company’s website at www.zinema.co.in/ and on the website of Registrar and Transfer Agent i.e. Purva Sharegistry (India) Pvt. Ltd at www.purvashare.com.

We request you to take the same on record.

Thanking you.
Yours faithfully,

For Zinema Media and Entertainment Limited

B. Sathya Prakash
Managing Director
Din: 01786634
Encl.: As Above

ZINEMA MEDIA & ENTERTAINMENT LIMITED

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

CIN: L24241TN1984PLC096136

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

website: www.zinema.co.in

**SUMMARY OF PROCEEDINGS OF THE EXTRAORDINARY GENERAL MEETING OF THE MEMBERS OF
THE COMPANY HELD ON WEDNESDAY, MAY 28,2025**

PRESENT

DIRECTOR:

Baskaran Sathya Prakash - Managing Director & Chairman
Dinesh Raj - Managing Director
Sadasivam Anbazhagan - Non-Executive Director
Shivani Marda - Independent Director
Uma Maheswari Anbumani - Independent Director

IN ATTENTION

Nilesh Kumar Banka - Company Secretary
Dinesh A- Chief Financial Officer
P B & Associates (Practicing Company Secretary) –Scrutinizer

On Commencement of the EGM, Mr. Nilesh Kumar Banka, Company Secretary of the Company, provided general instructions to the Members regarding participation in the Meeting. On invitation, Mr. Baskaran Sathya Prakash, Executive Chairman of the Company, chaired the EGM. He welcomed all the Members, Directors and other participants to the Meeting.

The Chairman informed the Members that the Company had taken all feasible efforts to enable Members to participate through OAVM and vote on the resolutions placed before the Members for their approval.

As the requisite quorum being present through VC/ OAVM, the Chairman called the Meeting to order and then introduced all his colleagues on the Board.

The Members of the Board including the Chairman of the Audit Committee, Stakeholders' Relationship Committee, Nomination and Remuneration Committee were present at the Meeting.

The Members were informed that the Company has received 4 (Four) letters from Corporate Members appointing their Representatives under Section 113 of the Companies Act, 2013 aggregating to 21,12,800 Equity Shares of Rs. 10 each, representing 29.70% of the total paid up Equity Share Capital of the Company. Since, there was no physical attendance of the Members, the requirement of appointing proxy was not applicable.

The Chairman informed the Members that the facility of Remote e-voting was made available to the Members from Sunday, 25th May 2025 at 09:00 A.M. (IST) and ended on Tuesday, 27th May 2025 at 5:00 P.M. (IST). Further, the Company had also provided the facility for e-voting during the Meeting and 15 minutes after conclusion of the EGM on all the resolutions to facilitate the Members, who were attending the Meeting and had not cast their votes earlier through Remote e-Voting.

The Chairman thereafter read out the following items of business as per the Notice of EGM:

Thereafter, the following businesses as set out in the Notice dated April 25,2025 convening the AGM were transacted

| Sl. No. | Particulars |
|--|---|
| ORDINARY BUSINESS (Ordinary Resolution) | |
| 1. | Increase in Authorised Share Capital and Alteration of Memorandum of Association |
| 2 | Amendment to Object Clause relating to Sports Activities |
| 3. | 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 |

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| | |
|--|---|
| 4. | Change in Designation of Mr. Dinesh Raj from Director to Joint Managing Director of the Company |
| SPECIAL BUSINESS (Special Resolution) | |
| 5 | To approve the issuance of equity shares to the proposed allottees on preferential basis. |
| 6 | Approval for Remuneration and Allotment of Sweat Equity Shares to Mr. B. Sathya Prakash and Mr. Dinesh Raj |
| 7 | Acquisition of M/s Premier Futsal Management Private Limited |
| 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 |
| 9 | Allotment of 1,00,000 equity shares to M/s Tulsea Media Private Limited on a strategic basis against consulting services |

The Chairman clarified that since all the Resolution(s) have been already put to vote through Remote e-Voting, there will be no proposing and seconding of the Resolutions and that there would be no voting by show of hands. The Chairman then invited the Members to express their views and ask question.

After that, the Chairman informed the following:

Members who had not cast their votes through Remote e-voting were provided with an opportunity to cast their votes electronically during the EGM, which was continue for another 15 minutes post conclusion of proceedings of this Meeting. The Members were also informed that the voting results will be available on the websites of the Company at <https://zinema.co.in/>, Purva Sharegistry (India) Pvt. Ltd at www.purvashare.com and Stock Exchanges at <https://www.bseindia.com>.

Ms Payal Bafna (Membership No.: A36114), from M/s. P B and Associates, Practicing Company Secretaries, was appointed as the Scrutinizer for scrutiny of the votes cast through the Remote e-voting and electronic voting at the EGM. The Chairman concluded the EGM and Mr. Nilesh Kumar Banka thanked all the Members for their participation at the EGM, also Ms. Gupta appreciates the Board Members on behalf of the management of the Company for their support.

Upon conclusion of the EGM, after scrutiny of the votes, the scrutinizer submitted his report to the Company Secretary, as authorised by the Chairman of the Company. As per the report submitted by the scrutinizer considering the votes cast through Remote e-voting and electronic voting at the EGM, all the aforesaid resolutions as set out in the Notice of the EGM were passed with requisite majority.

Notes:

1. Detailed voting results for the votes cast through Remote e-voting and e-voting at the EGM on all the resolutions as set out in the Notice of EGM are enclosed.
2. This document does not constitute minutes of the proceedings of the EGM of the Company.

Yours faithfully

For Zinema Media and Entertainment Limited

B. Sathya Prakash
Managing Director
Din: 01786634

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