

28<sup>th</sup> 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: Voting Results and Scrutinizer's Report relating to the Extraordinary General Meeting of the Members of the Company held on Wednesday, May 28, 2025.**

Dear Sir,

In this regard, please find enclosed the Consolidated Scrutinizer's Report along with voting results on the Resolutions passed at the Extra-Ordinary General Meeting in compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended).

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**

May 25, 2024

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

**Subject: Voting Results under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

Respected Sir/Madam,

Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies(Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time, the Company has provided e-voting facility to the Members to enable them to cast their vote electronically on resolutions proposed in the Notice of EGM conducted through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") The remote voting was commenced on Sunday, 25.05.2025 at 09:00 A.M. and ends on Tuesday, 27.05.2025 at 05:00 P.M..

Further, the Members who have not casted their votes earlier through remote e-voting were provided the facility to cast their vote electronically during the course of EGM, up to 15 minutes of closure of meeting

The Board of Directors has appointed Mrs. Neha Poddar, Practicing Company Secretary as the Scrutinizer for remote e-voting and e-voting during the EGM. The Scrutinizer has carried out the scrutiny of all the electronic votes received till 5.00 PM on 27<sup>th</sup> May 2025 and e-voting at the EGM and has submitted her report on 28<sup>th</sup> May 2025.

The other details of EGM and Voting Results as per Consolidated Scrutinizer Report is as follows—

Details of Remote E-voting/ E-voting during EGM	
Date of Extra-Ordinary General Meeting	28th May 2024
Voting Start date & Time	25th May 2024 at 9.00 AM
Voting End date & Time	27th May 2024 at 5.00 PM
Total No. of Shareholders on Record date	128

**No. of shareholders present in the meeting either in person or through proxy:**

Promoters and Promoter Group	-
Public	-

**No. of shareholders attended the meeting through video-conferencing:**

Promoters and Promoter Group	1
Public	9

**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

### VOTING RESULT

S. No	Agenda	Type Of Resolution	No Of Votes in Favor	% Of Votes in Favor	No Of Votes in Against	% Of Votes Against
1	Increase in Authorised Share Capital and Alteration of Memorandum of Association	Ordinary Resolution	2280800	100	0	0.00
2	Amendment to Object Clause relating to Sports Activities	Ordinary Resolution	2280800	100	0	0.00
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	Ordinary Resolution	2280800	100	0	0.00
4	Change in Designation of Mr. Dinesh Raj from Director to Joint Managing Director of the Company	Ordinary Resolution	2280800	100	0	0.00
5	To approve the issuance of equity shares to the proposed allottees on preferential basis.	Special Resolution	2280800	100	0	0.00
6	Approval for Remuneration and Allotment of Sweat Equity Shares to Mr. B. Sathya Prakash and Mr. Dinesh Raj	Special Resolution	2280800	100	0	0.00
7	Acquisition of M/s Premier Futsal Management Private Limited	Special Resolution	2280800	100	0	0.00
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	Special Resolution	2280800	100	0	0.00
9	Allotment of 1,00,000 equity shares to M/s Tulsea Media Private Limited on a strategic basis against consulting services	Special Resolution	2280800	100	0	0.00

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**

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### Scrutinizer's Report

{Pursuant to Section 108 of the Companies Act 2013 and Rule 20(4)(xii) of the Companies  
(Management and Administration) Rules, 2014}

28<sup>th</sup> May 2025

To,

The Chairman

Zinema Media and Entertainment Ltd.

CIN: L24241TN1984PLC096136

Third Floor, B Block,

Work EZ, 147 Pathari Road,

Thousand Lights,

Chennai, Tamil Nadu, 600006

**SUB: Consolidated Scrutinizer's Report on Extra-Ordinary General Meeting conducted only through remote e-voting process pursuant to the provisions of Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended by Companies (Management and Administration) Amended Rules, 2015 of Zinema Media and Entertainment Ltd (the Company) held on Wednesday, 28<sup>th</sup> May 2025, through Video Conferencing / Other Audio Visual Means)**

Dear Sir,

We thank you for appointing us as the Scrutinizer for remote e-voting process and voting by your Members during the Extra-Ordinary General Meeting of your Company held on Wednesday, 28th May 2025 through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM").

We are pleased to submit the Scrutinizer's Report, which is comprehensive and self-explanatory in all respects.

**For P B & Associates;**

**Practicing Company Secretaries**

**UDIN: A036114G000480261**

**Peer Review No: 5617/2024**

**CS Payal Bafna**

**(Proprietor)**

**Mem No: 36114 | COP: 25291**

**Place: Kolkata**

**Date: 28-05-2025**

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**SCRUTINIZER'S REPORT**

Name of the Company	Zinema Media and Entertainment Ltd
Meeting	Extra-Ordinary General Meeting
Day, Date & Time	Wednesday, May 28, 2025 at 12.00 P.M.
Deemed Venue	Third Floor, B Block, Work EZ, 147 Pathari Road, Thousand Lights, Chennai, Tamil Nadu, 600006
Mode	Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM")

**1. Appointment as Scrutinizer**

I was appointed as the Scrutinizer through Board Meeting held on 25<sup>th</sup> April 2025 for the remote e-voting as well as the e-voting by Members for the Extra-Ordinary General Meeting ("EGM") of Zinema Media and Entertainment Ltd (hereinafter referred to as the Company) scheduled on Wednesday, May 28, 2025 at 12.00 P.M. held through Video Conferencing ("VC")/Other Audiovisual Means ("OAVM"). Our responsibility as a Scrutinizer was to ensure that the voting process was conducted in a fair and transparent manner and submit a Scrutinizer's report on the voting on the resolutions based on the reports generated from the electronic voting system.

**2. Dispatch of Notice convening the EGM**

2.1 Pursuant to General Circulars No. 20/2025 dated 5th May, 2025 read with General Circular No. 14/2025, dated 8<sup>th</sup> April, 2025 and 17/2025 dated 13th April, 2025 issued by the Ministry of Corporate Affairs, and SEBI Circular dated May 12, 2025 regarding holding of the EGM through Video Conferencing ("VC")/Other Audio-Visual Means ("OAVM"), the EGM was held without the physical presence of the Members at a common venue.

2.2 The Company informed that on the basis of the Register of Members and the list of Beneficial Owners made available by Purva Sharegistry (India) Pvt. Ltd, the Registrar and Share Transfer Agents ("RTA") of the Company and the depositories viz., National Securities Depository Limited ("NSDL")

**3. Cut-off date**

Voting rights were reckoned as on Thursday, May 22, 2025, being the cut-off date for the purpose of deciding the entitlements of members for remote e-voting and e-voting during the EGM.

#### **4. Remote e-voting process**

##### **4.1 Agency**

The Company appointed National Securities Depositories Limited ("NSDL") as the agency for providing the platform for remote e-voting and e- voting during the EGM.

##### **4.2 Remote e-voting period**

Remote e-voting platform was open from 09:00 a.m. on Sunday, May 25, 2025 till 05:00 p.m. on Tuesday, May 27, 2025 and members were required to cast their votes electronically conveying their assent or dissent in respect of the resolutions on the remote e-voting platform provided by NSDL

#### **5. Voting at the EGM**

5.1 As prescribed under Rule 20(4)(xiii) of the Companies (Management and Administration) Rules, 2014, for the purpose of ensuring that Members who have cast their votes through remote e-voting do not vote again during the general meeting, the Scrutinizer shall have access after closure of period of remote e-voting and before the start of general meeting, to only such details relating to Members who have cast their votes through remote e-voting, such as their names, DP ID & Client ID/ folios, number of shares held but not the manner in which they have voted.

5.2 Accordingly, NSDL, the remote e-voting agency provided us with the names, DP ID & Client ID / folios and shareholding of the members who had cast their votes through remote e-voting.

#### **6. Counting Process**

6.1 On completion of e-voting during the EGM, we unblocked the results of the remote e-voting and e-voting by members at the EGM, on the NSDL e-voting platform and downloaded the results.

#### **7. Results**

7.1 We observed that 9 Members had cast their votes through remote e-voting.

7.2 Consolidated results with respect to each item on the agenda as set out in the Notice of the EGM dated April 25, 2025 is enclosed herewith.

7.3 Based on the aforesaid results, we report that 04 Ordinary Resolutions and 05 Special Resolution as set out in Item Nos. 1 to 9 of the Notice of the EGM dated April 25, 2025 have been passed with the requisite majority.

**CONSOLIDATED RESULTS**

**Item No. 1: To consider and adopt Increase in Authorized Share Capital and Alteration of Memorandum of Association**

**i) VOTES IN FAVOUR OF THE RESOLUTION**

NUMBER OF MEMBERS VOTED	NUMBER OF VOTES CAST BY THEM	% OF TOTAL VALID VOTE CAST
9	2280800	100 %

**ii) VOTES AGAINST THE RESOLUTION**

NUMBER OF MEMBERS VOTED	NUMBER OF VOTES CAST BY THEM	% OF TOTAL VALID VOTE CAST
0	0	0.00 %

Based on the aforesaid result, we report that the Ordinary Resolution as set out in Item No. 1 of the Notice of the EGM dated April 25, 2025 has been **passed with requisite majority**.

**Item No. 2: To consider and adopt alteration to the Object Clause by adding Sports related Activities.**

**i) VOTES IN FAVOUR OF THE RESOLUTION**

NUMBER OF MEMBERS VOTED	NUMBER OF VOTES CAST BY THEM	% OF TOTAL VALID VOTE CAST
9	2280800	100 %

**ii) VOTES AGAINST THE RESOLUTION**

NUMBER OF MEMBERS VOTED	NUMBER OF VOTES CAST BY THEM	% OF TOTAL VALID VOTE CAST
0	0	0.00 %

Based on the aforesaid result, we report that the Ordinary Resolution as set out in Item No. 2 of the Notice of the EGM dated April 25, 2025 has been **passed with requisite majority**

**Item No. 3: To Appoint Mrs Shivani Marda (Din No: 10801046) and Mrs Uma Maheswari (Din No: 08597408) as an Independent Directors for a term of five consecutive years**

**i) VOTES IN FAVOUR OF THE RESOLUTION**

NUMBER OF MEMBERS VOTED	NUMBER OF VOTES CAST BY THEM	% OF TOTAL VALID VOTE CAST
9	2280800	100 %

**ii) VOTES AGAINST THE RESOLUTION**

NUMBER OF MEMBERS VOTED	NUMBER OF VOTES CAST BY THEM	% OF TOTAL VALID VOTE CAST
0	0	0.00 %

Based on the aforesaid result, we report that the Ordinary Resolution as set out in Item No.3 of the Notice of the EGM dated April 25, 2025 has been **passed with requisite majority**.

**Item No. 4: To Change in Designation of Mr. Dinesh Raj from Director to Joint Managing Director of the Company**

**i) VOTES IN FAVOUR OF THE RESOLUTION**

NUMBER OF MEMBERS VOTED	NUMBER OF VOTES CAST BY THEM	% OF TOTAL VALID VOTE CAST
9	2280800	100 %

**ii) VOTES AGAINST THE RESOLUTION**

NUMBER OF MEMBERS VOTED	NUMBER OF VOTES CAST BY THEM	% OF TOTAL VALID VOTE CAST
0	0	0.00 %

Based on the aforesaid result, we report that the Ordinary Resolution as set out in Item No. 4 of the Notice of the EGM dated April 25, 2025 has been **passed with requisite majority**.

**Item No. 5: To approve the issuance of equity shares to the proposed allottees on preferential basis.**

**i) VOTES IN FAVOUR OF THE RESOLUTION**

NUMBER OF MEMBERS VOTED	NUMBER OF VOTES CAST BY THEM	% OF TOTAL VALID VOTE CAST
9	2280800	100 %

**ii) VOTES AGAINST THE RESOLUTION**

NUMBER OF MEMBERS VOTED	NUMBER OF VOTES CAST BY THEM	% OF TOTAL VALID VOTE CAST
0	0	0.00 %

Based on the aforesaid result, we report that the Special Resolution as set out in Item No. 5 of the Notice of the EGM dated April 25,2025 has been **passed with requisite majority**

**Item No. 6: To Consider and approve for Remuneration and Allotment of Sweat Equity Shares to Mr. B. Sathya Prakash and Mr. Dinesh Raj.**

**i) VOTES IN FAVOUR OF THE RESOLUTION**

NUMBER OF MEMBERS VOTED	NUMBER OF VOTES CAST BY THEM	% OF TOTAL VALID VOTE CAST
9	2280800	100 %

**ii) VOTES AGAINST THE RESOLUTION**

NUMBER OF MEMBERS VOTED	NUMBER OF VOTES CAST BY THEM	% OF TOTAL VALID VOTE CAST
0	0	0.00 %

Based on the aforesaid result, we report that the Special Resolution as set out in Item No. 6 of the Notice of the EGM dated April 25,2025 has been **passed with requisite majority**

**Item No. 7: To Consider and approve the Acquisition of M/s Premier Futsal Management Private Limited**

**i) VOTES IN FAVOUR OF THE RESOLUTION**

NUMBER OF MEMBERS VOTED	NUMBER OF VOTES CAST BY THEM	% OF TOTAL VALID VOTE CAST
9	2280800	100 %

**ii) VOTES AGAINST THE RESOLUTION**

NUMBER OF MEMBERS VOTED	NUMBER OF VOTES CAST BY THEM	% OF TOTAL VALID VOTE CAST
0	0	0.00 %

Based on the aforesaid result, we report that the Special Resolution as set out in Item No. 7 of the Notice of the EGM dated April 25,2025 has been **passed with requisite majority**

**Item No. 8: To consider and approve 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**

**i) VOTES IN FAVOUR OF THE RESOLUTION**

NUMBER OF MEMBERS VOTED	NUMBER OF VOTES CAST BY THEM	% OF TOTAL VALID VOTE CAST
9	2280800	100 %

**ii) VOTES AGAINST THE RESOLUTION**

NUMBER OF MEMBERS VOTED	NUMBER OF VOTES CAST BY THEM	% OF TOTAL VALID VOTE CAST
0	0	0.00 %

Based on the aforesaid result, we report that the Special Resolution as set out in Item No. 8 of the Notice of the EGM dated April 25,2025 has been **passed with requisite majority**

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

**i) VOTES IN FAVOUR OF THE RESOLUTION**

NUMBER OF MEMBERS VOTED	NUMBER OF VOTES CAST BY THEM	% OF TOTAL VALID VOTE CAST
9	2280800	100 %

**ii) VOTES AGAINST THE RESOLUTION**

NUMBER OF MEMBERS VOTED	NUMBER OF VOTES CAST BY THEM	% OF TOTAL VALID VOTE CAST

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<b>0</b>	<b>0</b>	<b>0.00 %</b>
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Based on the aforesaid result, we report that the Special Resolution as set out in Item No. 9 of the Notice of the EGM dated April 25,2025 has been **passed with requisite majority**

**For P B & Associates;**  
**Practicing Company Secretaries**  
**UDIN: A036114G000480261**  
**Peer Review No: 5617/2024**

**CS Payal Bafna**  
**(Proprietor)**  
**Mem No: 36114 | COP: 25291**  
**Place: Kolkata**  
**Date: 28-05-2025**