ZINEMA MEDIA & ENTERTAINMENT LIMITED
Registered Office – New Door No. 57, Old Door No.57, Sathya dev Avenue MRC Nagar, Raja Annamalaipuram, Chennai: 600028
CIN: L93190TN1984PLC096136
Email id: trivikramaindustries@gmail.com; **website:** www.zinema.co.in
Tel: 044-48679669**; Fax:** 044-42134333

NOTICE is hereby given that the 42nd Annual General Meeting **("AGM/ The Meeting")** of the Members of **Zinema Media and Entertainment Limited ("The Company")** will be held on **Wednesday, September 30, 2026 at 3:00 P.M. at the Registered Office of the Company** situated at New Door No. 57, Old Door No.57, Sathya dev Avenue, MRC Nagar, Raja Annamalaipuram, Chennai: 600028 to transact the businesses as set forth below in this Notice of the AGM **("Notice")**:

ORDINARY BUSINESS

Item No. 1:

To consider and adopt the audited standalone financial statement of the Company for the financial year ended March 31, 2026 and the reports of the Board of Directors and Auditors thereon.

To consider and if thought fit, to pass the following resolution, with or without modifications, as an **Ordinary Resolution:**

"**RESOLVED THAT** the audited standalone financial statement of the Company for the financial year ended March 31, 2026 and the reports of the Board of Directors and Auditors thereon, as circulated to the Members, be and are hereby considered and adopted."

Item No. 2:

To consider and adopt the audited consolidated financial statement of the Company for the financial year ended March 31, 2026 and the report of the Auditors thereon.

To consider and if thought fit, to pass the following resolution, with or without modifications, as an **Ordinary Resolution:**

"**RESOLVED THAT** the audited consolidated financial statement of the Company for the financial year ended March 31, 2026 and the report of the Auditors thereon, as circulated to the Members, be and are hereby considered and adopted."

Item No. 3:

To appoint a director in place of Mr. Baskaran Sathya Prakash (DIN: 01786634), who retires by rotation and being eligible, offers himself for re-appointment.

To consider and if thought fit, to pass the following resolution, with or without modifications, as an **Ordinary Resolution:**

"RESOLVED THAT in accordance with the provisions of Section 152(6) and other applicable provisions of the Companies Act, 2013, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable law(s), if any (including any amendments thereto or re-enactment thereof for the time being in force), Articles of Association of the Company and upon recommendation of the Nomination and Remuneration Committee and the Board of Directors, Mr. Baskaran Sathya Prakash (DIN: 01786634), Director of the Company, who retires by rotation at this Meeting and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

Item No. 4:

To appoint M/s. Patni Mandhana & Associates, Chartered Accountants (FRN: 152125W), as Statutory Auditors of the Company.

To consider and if thought fit, to pass the following resolution, with or without modifications, as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of sections 139, 141, 142 of the Companies Act, 2013 ("the Act"), read with the Companies (Audit and Auditors) Rules, 2014, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and all other laws, circulars, notifications, if any, applicable in this regards (including any statutory amendments or modifications or re-enactment thereof for the time being in force) and pursuant to the recommendation of the Audit Committee and Board of Directors, M/s. Patni Mandhana & Associates, Chartered Accountants (FRN: 152125W), be and are hereby appointed as Statutory Auditor of the Company to hold the office as such from the conclusion of 42nd Annual General Meeting ("AGM") till conclusion of 47th AGM at such remuneration as may be decided by the Board of Directors in consultation with the Audit Committee plus re-imbursement of out-of-pocket expenses that may be incurred by the auditors in performance of their duties as auditors of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to finalize their terms of engagement according to the scope of their services as Statutory Auditors and other permissible assignments, if any, and any of the Directors and/or Company Secretary of the Company, be and is hereby jointly and/or severally authorized to file necessary returns/forms to the Ministry of Corporate Affairs and to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution."

SPECIAL BUSINESS:

Item No. 5:

Increase in Authorised Share Capital and Alteration of Capital Clause of Memorandum of Association of the Company.

To consider and if thought fit, to pass the following resolution, with or without modifications, as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 61(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Companies (Share Capital and Debentures) Rules, 2014 ("the Rules"), the Articles of Association of the Company and on recommendation of the Board of Directors of the Company (hereinafter referred to as "the Board", which expression shall include any Committee constituted/to be constituted by the Board or any other person(s) as may be authorized by the Board in that behalf) and subject to such other applicable approval(s) and/ or sanction(s) of the statutory or regulatory authorities, the consent of the Members of the Company be and is hereby accorded for increase in the Authorised Share Capital of the Company from existing **Rs. 8,00,00,000/- (Rupees Eight Crore Only) divided into 80,00,000 (Eighty Lakh) equity shares of Face Value of Rs. 10/- (Rupees Ten Only) each to Rs. 10,00,00,000/- (Rupees Ten Crore Only) divided into 1,00,00,000 (One Crore) equity shares of Face Value of Rs. 10/- (Rupees Ten Only) each**, ranking pari-passu in all respect with the existing equity Shares of the Company.

RESOLVED FURTHER THAT pursuant to Section 13 and all other applicable provisions, if any, of the Act read with Rules framed thereunder, consent of the Members of the Company be and is hereby accorded to replace existing Clause V of the Memorandum of Association of the Company with the following New Clause V:

"V. The Authorised Share Capital of the Company is Rs. 10,00,00,000/- (Rupees Ten Crore only) divided into 1,00,00,000 (One Crore) Equity Shares of Face Value Rs. 10/- (Rupees Ten only) each with the power to increase or decrease such share capital, to divide the Shares in the capital for the time being into several classes and to attach thereto respectively any preferential, deferred, qualified or special rights, privileges or conditions, subject to the provisions of the Companies Act, 2013 or any statutory modification thereof or provided by the Articles of Association of the Company."

RESOLVED FURTHER THAT any of the Directors and/ or Company Secretary of the Company be and is hereby authorized to do all such acts, deeds, matters and things, as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above, including but not limited to filing of necessary e-form, submission of documents, delegating powers to any person(s), as they may in their absolute discretion deem necessary or expedient in respect of matters and things incidental or related thereto and to give such directions as may be necessary or expedient and to settle any question, difficulty or doubt that may arise in this regard, to give effect to this resolution."

Item No. 6:

To create, offer, issue, and allot up to 24,99,000 (Twenty Four Lakh and Ninety Nine Thousand) Equity Share of the Company of face value of INR 10/- (Rupees Ten Only) each at an issue price of INR 10/- (Rupees Ten Only) each [i.e. at Par Value] aggregating up to INR 2,49,90,000 (Rupees Two Crore Forty Nine Lakh and Ninety Thousand Only), to the Allottees belonging to the Non-Promoter Category on private placement and preferential basis in compliance with the order passed by Hon'ble National Company Law Tribunal dated December 19, 2024 and pursuant to provisions of section 23(1)(b), 42, 62(1)(c) and other applicable provisions of the Companies Act, 2013, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015, relevant provisions of all other Laws, Rules, Regulations as applicable and amended from time to time:

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

"RESOLVED THAT in supersession of all the earlier resolutions passed in this regard, in accordance with the provisions of Section 23(1)(b), 42, 62(1)(c) and other applicable provisions of the Companies Act, 2013 ("the Act") read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 (including any amendments or statutory modification(s) thereto and/or enactment(s) or re-enactment thereof for the time being in force) ("the Act"), the enabling provisions of the Memorandum of Association and Articles of Association of the Company, the provisions of the Listing Agreement entered by the Company with BSE Limited i.e., the Stock Exchange where the existing Equity Shares of the Company are listed on its SME Board ("BSE/ Stock Exchange"), applicable provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended, ("ICDR Regulations"), the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 as amended ("Listing Regulations") (including any amendments or statutory modification(s) thereto and/or enactment(s) or re-enactment thereof for the time being in force) together with any other rules/ regulations/ guidelines/ notifications, circulars, if any, as may be prescribed/ issued by the Securities and Exchange Board of India ("SEBI"), Government of India ("GOI"), Ministry of Corporate Affairs ("MCA"), Foreign Exchange Management Act, 1999 ("FEMA"), and/or any other appropriate authority along with the rules and regulations framed thereunder and as per order dated December 19, 2024 passed by Hon'ble National Company Law Tribunal, Division

Bench-I, Chennai ("NCLT") bearing No.: IA(PLAN)/9(CHE)/2024 in IBA/441/2019 ("NCLT Order"), and also subject to the approval(s), consent(s), permission(s) and/or sanction(s), if any, of the appropriate authorities, institutions or bankers, 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), as 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 which the Board may have constituted or hereinafter constitute to exercise its power including the powers conferred by this resolution) and subject to any other alterations, modifications, conditions, corrections, changes and variations that may be decided by the Board in its absolute discretion, the consent and approval of the Members of the Company be and is hereby accorded **to create, offer, issue and allot on a private placement and preferential basis**, **in one or more tranches up to 24,99,000 (Twenty Four Lakh and Ninety Nine Thousand) Equity Shares of the Company** of face value of INR 10/- (Rupees Ten Only) each valued **at INR 10/- (Rupees Ten Only) each [i.e., at Par Value], aggregating up to INR 2,49,90,000/- (Rupees Two Crore Forty Nine lakhs and Ninety Thousand Only)**, **to the Unsecured Financial Creditors of M/s. Premier Futsal Management Private Limited ("PFMPL")** as mentioned herein below ("Proposed Allottees"), **towards their settlement amount**, **pursuant to and as part of implementation of Resolution Plan for PFMPL**, on such terms as set out in the Resolution Plan and the NCLT Order **("the Issue")**:

Sr. No.	Name of the Proposed Allottees	Category	Maximum Number of Shares to be Issued ("Upto")
1.	Prime Events	Non-Promoter	10,17,441
2.	Prime Global Sport Management LLP	Non-Promoter	11,19,835
3.	Mr. Chelliah Arun Pandian, On behalf of A & P Group (Partnership firm)	Non-Promoter	3,61,724
Total			**24,99,000**

RESOLVED FURTHER THAT the Equity Shares being offered, issued and allotted to the Proposed Allottees by way of the Preferential Issue shall *inter-alia* be subject to the following terms and conditions, apart from others as prescribed under applicable law:

a) The Equity Shares to be issued and allotted pursuant to the Preferential Issue shall be listed on the Stock Exchange, subject to receipt of necessary regulatory permissions and approvals, as the case may be;

b) 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 (including payment of dividend, if any, and voting rights) from the date of allotment thereof, 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;

c) The Equity Shares shall be allotted in dematerialised form 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 permissions or such other extended period as may be permitted in accordance with the SEBI ICDR Regulations, as amended from time to time;

d) The Equity Shares shall be subject to such other terms and conditions, as may be applicable under the relevant laws.

RESOLVED FURTHER THAT the approval of the Members be and is hereby accorded to issue to the Proposed Allottees, a private placement offer letter in Form No. PAS-4 pursuant to Section 42 of the Act and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, to subscribe to the aforesaid equity shares by way of preferential allotment on a private placement basis.

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter(s) referred to or contemplated to this resolution be and are hereby approved, ratified, and confirmed in all respects.

RESOLVED FURTHER THAT any of the Directors and/ or Company Secretary of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things, and to sign and execute all such documents, applications, and forms (including filing of Form PAS-3 and other requisite e-forms with the Registrar of Companies, and any filings/intimations required to be made with the Stock Exchange(s)/SEBI, etc., as applicable), as may be necessary, expedient or incidental to give effect to this resolutions."

Item No. 7:

To approve giving loan, providing guarantee and securities and/ or making investment under Section 186 of the Companies Act, 2013

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

"RESOLVED THAT pursuant to the provisions of Section 186 of the Companies Act, 2013 ("the Act") read with the Companies (Meetings of Board and its

Powers) Rules, 2014 and other applicable provisions, if any, of the Act (including any modification or re-enactment thereof for the time being in force), in supersession to all resolutions passed by the Company in this regard and subject to such approvals, consents, sanctions and permissions as may be necessary, approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as 'the Board' which term shall be deemed to include, unless the context otherwise requires, any Committee, which the Board may have constituted or hereinafter constitute or any officer(s) authorised by the Board or Committee to exercise the powers conferred on the Board by this Resolution), to

a) give any loan to any person(s) or other body corporate(s);
b) give any guarantee or provide any security in connection with a loan to any other body corporate(s) or person(s); and
c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate from time to time, in one or more traches;

as the Board may in its absolute discretion deem beneficial and in the interest of the Company, for an amount not exceeding a sum of Rs. 100,00,00,000/- (Rupees One Hundred Crores Only) in one or more tranches, outstanding at any point of time, notwithstanding that the aggregate of the investments and loans so far made or to be made and the guarantees / securities so far given or to be given by the Company exceeds / will exceed the limits specified in Section 186 of the Act.

RESOLVED FURTHER THAT any of the Directors and / or any person(s) authorized by them from time to time be and are hereby authorised to determine the manner and amount of the said loan(s)/ guarantee(s)/ security(ies)/ investments and to do all such acts, deeds, matters and things as may be required to give effect to this resolution as they may in their absolute discretion deem necessary, proper or desirable and be authorised to take such steps as may be necessary in relation to the above and to settle all matters arising out of and incidental thereto and to sign and to execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution."

Item No. 8:

To approve borrowing powers under Section 180(1)(c) of the Companies Act, 2013.

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

"RESOLVED THAT in accordance with the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Articles of Association of the Company and in supersession to all resolutions passed by the Company in this regard, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include, unless the context otherwise requires, any Committee, which the Board may have constituted or hereinafter constitute or any officer(s) authorised by the Board or Committee to exercise the powers conferred on the Board by this Resolution), to borrow any sum(s) of monies from time to time, at its discretion, which together with the monies already borrowed and remaining outstanding (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business) may exceed at any point of time, the aggregate of its Paid-Up Share Capital, Free Reserves and Securities Premium by a sum not exceeding Rs. 300,00,00,000/- (Rupees Three Hundred Crore Only), outstanding at any point of time.

RESOLVED FURTHER THAT the Board be and is hereby authorized to arrange to fix the terms and conditions of all such borrowings, from time to time as it may deem fit and to sign and execute all such deeds, contracts, instruments, agreements and any other documents as may be required and to do all such acts, deeds, matters, things as may be deemed necessary, expedient and incidental thereto and to delegate all or any of its powers herein conferred by this resolution to any Committee of Directors and/ or Directors and/ or Officers of the Company to give effect to this resolution."

Item No. 9:

To consider and approve for creation of Security on the properties of the Company, both present and future, in compliance with Section 180(1)(a) of the Companies Act, 2013.

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

"RESOLVED THAT pursuant to Section 180(1)(a) and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Rules, if any, made there under (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and any other applicable laws and provisions of the Articles of Association of the Company and in supersession to all resolutions passed by the Company in this regard, the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include, unless the context otherwise requires, any Committee, which the Board may have constituted or hereinafter constitute or any officer(s) authorised by the Board or Committee to exercise the powers conferred on the Board by this Resolution) be and is hereby authorised to mortgage and/ or create charge, in addition to the mortgages/ charges created/ to be created by the Company, in such form and manner and with such ranking and at such times and on such terms as the Board may in its absolute discretion determine, on all or any of the moveable and/ or immoveable properties of the Company, both present and future and/ or the whole or any part of the undertaking(s) of the Company together with the power to take over the management of the business and concern of the Company in certain events of default, in favour of the Lender(s), Agent(s) and Trustee(s) and other bodies/persons, to secure the borrowings of the Company and / or the Company's subsidiaries / affiliates / associated companies, availed/ to be availed by way of loan(s) (in foreign currency and/or Rupee currency) and / or securities (comprising of fully / partly Convertible Debentures and / or Non-Convertible Debentures with or without detachable or non-detachable Warrants and / or secured premium notes and / or floating rates notes / bonds or other debt instruments), issued / to be issued by the Company, or otherwise, from time to time, subject to maximum limits approved under Section 180(1)(c) from time to time and all other applicable provisions, if any, of the Act, together with interest at the respective agreed rates, additional interest, compound interest in case of default, accumulated interest, liquidated damages, commitment charges, premia on prepayment, remuneration of the Agent(s) / Trustee(s), premium (if any) on redemption, all other costs, charges and expenses, including any increase as a result of devaluation / revaluation / fluctuation in the rates of exchange and all other monies payable by the Company in terms of the Loan Agreement(s) / deed(s) and Agreement(s) / Debenture Trust Deed(s) or any other document(s), entered into/ to be entered into between the Company and the Lender(s) / Agent(s) and Trustee(s), in respect of the said loans/ borrowings/ securities and containing such specific terms and conditions and covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to between the Board and the Lender(s)/ Agent(s)/ Trustee(s)/ others, as the case may be.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any of the Directors of the Company, be and is hereby authorised to finalise, settle, execute and amend such documents/ deeds/ writings/ papers/ agreements as may be required and to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to creating mortgages/ charges as aforesaid."

Item No. 10:

To consider and approve the re-appointment of Mr. Baskaran Sathya Prakash (DIN: 01786634), as a Managing Director of the Company.

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

"RESOLVED THAT pursuant to the provisions of sections 196, 197, 203, Schedule V and any other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and all other laws, rules, regulations as applicable (including any statutory modification or re-enactment thereof), the consent of the members be and is hereby accorded for re-appointment of Mr. Baskaran Sathya Prakash (DIN: 01786634), as Managing Director of the company for a term of five years commencing from October 01, 2025 till September 30, 2030 as per the terms and conditions of re-appointment as set out in the explanatory statement annexed to the Notice.

RESOLVED FURTHER THAT approval of the shareholders be and is hereby accorded for payment of remuneration as set out in the explanatory statement for any financial year during the tenure of his office (i) notwithstanding inadequacy of profits or loss in the respective financial year; or (ii) even if the above payment or aggregate managerial remuneration of Executive Directors or aggregate managerial remuneration of all directors exceeds the limits as specified in Section 197(1) of the Companies Act, 2013 and / or the second proviso thereunder; or (iii) even if the above payment exceeds the limits specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

RESOLVED FURTHER THAT the Board of Directors of the Company in consultation with the Nomination and Remuneration Committee shall have power to alter and vary terms and conditions of the said re-appointment.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any of the Directors of the Company, be and is hereby authorised to finalise, settle, execute and amend such documents/ deeds/ writings/ papers/ agreements as may be required and to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard."

BY ORDER OF THE BOARD OF DIRECTORS,
FOR ZINEMA MEDIA AND ENTERTAINMENT LIMITED
SD/-
BASKARAN SATHYA PRAKASH
MANAGING DIRECTOR
DIN: 01786634

DATE: SEPTEMBER 08, 2026
PLACE: CHENNAI

NOTES FOR SHAREHOLDERS FOR AGM:

1. **A member entitled to attend and vote at the meeting is entitled to appoint a proxy, or where that is allowed, one or more proxies, to attend and vote instead of himself/herself and the proxy so appointed need not be a member of the company. proxies, in order to be effective, must be duly filled, stamped, signed and received at the registered office of the company not less than 48 hours before the commencement of the meeting. A Proxy Form for the meeting is enclosed.**
2. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten (10) percent of the total share capital of the Company carrying voting rights. However, a member holding more than ten (10) percent of the total share capital of the Company carrying voting rights may appoint a single person as a proxy, and such person shall not act as proxy for any other shareholder.
3. An Explanatory statement pursuant to Section 102(1) of the Companies Act, 2013 ("Act") and Regulation 36 (5) of the Listing Regulations, relating to the Businesses to be transacted at the AGM is annexed hereto. The term Member(s) and Shareholder(s) are used interchangeably in this notice.
4. Further, a brief resume of the Director proposed to be re-appointed at this AGM, nature of his appointment, expertise in specific functional areas, names of Companies in which they hold the Directorship and Membership/ Chairpersonship of Board and Committees, Shareholding and relationship between directors inter-se, as stipulated under Regulation 36(3) of the Listing Regulation and other requisite information as per Secretarial Standard-2 on General Meetings, forms part of this Notice. Further, requisite declaration for re-appointment is received from such Director.
5. The Company has appointed Mrs. Anshu Agarwal (Membership No. F9921 and COP No. 27897), Managing Partner of M/s. ANGC & Co. LLP, Company Secretaries as the Scrutinizer to scrutinize the remote e-voting and Ballot process in a fair and transparent manner.
6. Members of the Company under the category of Institutional/ Corporate Shareholders (i.e., other than individuals/HUF, NRI, etc.) are encouraged to attend and participate in the AGM and vote thereat. Institutional/ Corporate Shareholders are required to send a scanned copy (PDF/JPEG Format) of its Board Resolution or governing Body Resolution/Authorization etc., authorizing its representative to attend the AGM on its behalf and/ or to vote through remote e-voting/ Ballot Paper at the AGM. The said Board Resolution/ Authorization shall be sent to the Scrutinizer by email through their registered email address to team@angc.co.in with copies marked to the Company at trivikramaindustries@gmail.com.
7. **The cut-off date** for the purpose of determining the eligibility of the Members to attend and do voting for the AGM of the Company is **Wednesday, September 23, 2026.**
8. In compliance with the applicable MCA circulars and SEBI circulars, Notice of the

AGM along with Annual Report for the financial year 2025-26 is being sent only through electronic mode to those members whose email addresses are registered with the Company/ RTA and Depositories. Furthermore, a letter providing the web-link, including the exact path, where complete details of the Annual Report 2025-26 are available is sent to those shareholders who have not registered email addresses in compliance with Regulation 36(1)(b) of the SEBI Listing Regulations. The hard copy of the Annual Report including Notice of AGM for the financial year 2025-26 has not been sent to any member, unless any member has requested for the same. Members may note that Notice of the AGM and Annual Report for the financial year 2025-26 will also be available on the Company's website i.e., www.zinema.co.in , websites of the stock exchange i.e. BSE Limited at www.bseindia.com and on the website of National Securities Depositories Limited ("NSDL") at www.evoting.nsdl.com (agency for providing the Remote e-Voting facility). In case of joint holders attending the AGM together, only holder whose name appearing first will be entitled to vote.

9. Members are requested to join the Company in supporting the Green Initiative taken by MCA to effect electronic delivery of documents to the members at the E-mail addresses registered for the said purpose. Members are hereby requested to register their E-mail addresses with their Depository Participant or with RTA of the Company, for sending various Notices, Dividend intimation and other documents through E-mail, in case they have not registered the same. Those members who have changed their E-mail ID/ Addresses are requested to update their new E-mail ID / Addresses with RTA, in case the shares are held in physical form and with the Depository Participants where shares are held in dematerialised mode, in case they have not already updated the same.

10. Members who wish to inspect the Statutory Registers maintained under the Act and relevant documents referred to in this Notice of AGM and explanatory statement can send an email to trivikramaindustries@gmail.com. The Company has been maintaining, *inter alia*, the statutory registers at its Registered Office. In accordance with the MCA Circulars, the said registers shall remain open and be accessible to any member during the continuance of the meeting.

11. Members are requested to quote their Folio No. or DP ID/ Client ID, in case shares are in physical/ dematerialized form, as the case may be, in all correspondence with the Company/ Registrar and Share Transfer Agent.

12. The Members, desiring any information pertaining to the accounts or business to be transacted at the AGM, are requested to write to the Company at the Registered Office of the Company, or send an email to trivikramaindustries@gmail.com, mentioning their name, DP ID, Client ID number/ folio number and mobile number at least 7 days before the AGM to enable us to keep the requisite information ready.

13. Those shareholders who have not yet registered their e-mail address are requested to get their e-mail addresses submitted, by following the procedure given below.

(a) 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.

(b) 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.

(c) Alternatively, member may send an e-mail request to evoting@nsdl.com for obtaining User ID and Password by proving the details mentioned in Point (a) or (b) as the case may be.

(d) 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.

(e) It is clarified that for permanent submission of e-mail address, the shareholders are however requested to register their email address, in respect of electronic holdings with the depository through the concerned depository participants and in respect of physical holdings with the Company's Registrar and Share Transfer Agent, Purva Sharegistry (India) Pvt. Ltd ("RTA/ PSPL"), having its office at Unit No. 9, Shiv Shakti Ind. Estate, J. R. Boricha Marg, Opp. Kasturba Hospital Lane, Lower Parel (E), Mumbai - 400011, India, by following the due procedure.

(f) Those shareholders who have already registered their e-mail address are requested to keep their e-mail addresses validated with their depository participants / the Company's RTA to enable servicing of notices / documents / annual Reports electronically to their e-mail address.

14. The SEBI has mandated the submission of Permanent Account Number ("PAN") by every participant in securities market. Members holding shares in electronic form are therefore requested to submit the PAN to their Depository Participants with whom they are maintaining their Demat accounts. Members holding shares in physical form can submit their PAN details to the Registrar and Share Transfer Agent.

15. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, PAN, mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held in electronic form and to RTA/ PSPL in case the shares are held in physical form.

16. As per the provisions of Section 72 of the Act read with Rule 19(1) of the Companies (Share Capital and Debentures) Rules and SEBI Circular, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. Members can contact their DP in case the shares are held in electronic form and to RTA/ PSPL in case the shares are held in physical form.

17. Your attention is invited on the Companies (Significant Beneficial Ownership) Amendment Rules, 2019 issued by the Ministry of Corporate Affairs on February 08, 2019. A person is considered as a Significant Beneficial Owner ("SBO") if he/ she, whether acting alone, together or through one or more individuals or trust holds a beneficial interest of at least 10% or more. The beneficial interest could be in the form of a Company's shares or the right to exercise or actually exercising significant influence or control over the Company. If any members holding shares in the Company on behalf of other or fulfilling the criteria specified under Section 90 of Act read with relevant rules, SBO is required to give a declaration specifying the nature of his / her interest and other essential particulars in the prescribed manner and within the permitted time frame.
18. To support the 'Green Initiative', Members who have not registered their e-mail addresses are requested to register the same with DPs /RTA.
19. Information relating to e-voting and other instructions are as under:

a. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of Listing Regulations (as amended), the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. The Company has engaged the services of NSDL as the Agency to provide e-voting facility for voting through remote e- Voting.
b. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member/ beneficial owner (in case of electronic shareholding) as on the **cut-off date i.e. Wednesday, September 23, 2026.**

20. **E-VOTING INSTRUCTIONS:**

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING:

The **Remote e-voting** will **commence at 09:00 A.M. (IST) on Saturday, September 26, 2026, and will end at 05:00 P.M. (IST) on Tuesday, September 29, 2026,** thereafter remote e-voting will be blocked by NSDL. The Members, whose names appear in the Register of Members / Beneficial Owners as on the **cut-off date i.e. Wednesday, September 23, 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, September 23, 2026.

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

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

Step 1: Access to the NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email ID in their demat accounts in order to access the 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.	1. If you are already registered for **NSDL IDeAS facility**, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the **"Beneficial Owner"** icon under "Login" which is available under **"IDeAS"** section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on options available against company name or **e-Voting service provider - NSDL** and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period. 2. If the user is 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 3. 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 held 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 options available against company name or **e-Voting service provider - NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.
Individual Shareholders holding securities in demat mode with CDSL	1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or

	www.cdslindia.com. 2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of **e-Voting service provider i.e. NSDL.** Click on **NSDL** to cast your vote. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in 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 provided links for the respective ESP i.e. **NSDL** where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/ CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Once you 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 options available against company name or **e-Voting service provider-NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use the Forget User ID and Forget Password option available at the above mentioned 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.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
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 022- 23058738 or 022-23058542-43

B) Login Method 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. 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 userID 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 user 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.co.in 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.

How to cast your vote electronically

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 are in active status.

1. Select "EVEN" of the Company for which you wish to cast your vote during the remote e-Voting period, now you are ready for e-Voting; as the Voting page opens.
2. 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.
3. Upon confirmation, the message "Vote cast successfully" will be displayed.
4. You can also take a printout of the votes cast by you by clicking on the print option on the confirmation page.
5. 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 a 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 team@angc.co.in with a copy marked to evoting@nsdl.co.in.
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 to the Frequently Asked Questions (FAQs) for Shareholders and the e-voting user manual for Shareholders available in the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Gopala Krishna at evoting@nsdl.co.in

Process for those shareholders whose email IDs are not registered with the depositories for procuring user ID and password and registration of email 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), AADHAAR (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), AADHAAR (self-attested scanned copy of Aadhar Card) to trivikramaindustries@gmail.com.
3. 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.
4. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring a user ID and password for e-voting by providing the above-mentioned documents.

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 the e-Voting facility.

CONTACT DETAILS

Company	**ZINEMA MEDIA & ENTERTAINMENT LTD** **Registered office:** New Door No. 57, Old Door No.57, Sathya dev Avenue MRC Nagar, Raja Annamalaipuram, Chennai: 600028 **Email ID:** trivikramaindustries@gmail.com; **Tel:** 044-48679669; **Fax:** 044-42134333 **Website:** www.zinema.co.in
Registrar and Transfer Agent	**PURVA SHAREGISTRY (INDIA) PVT. LTD** Unit No. 9, Shiv Shakti Ind. Estate, J. R. Boricha Marg, Opp. Kasturba Hospital Lane, Lower Parel (E), Mumbai – 400011 **Tel No.:** 022 - 2301 6761/8261; **Email:** support@purvashare.com **Web:** www.purvashare.com

E-Voting Agency	**National Securities Depository Limited** **Tel No.:** (022) 48867000 / +91-22-69448500 **Email:** evoting@nsdl.com **Web:** https://www.evoting.nsdl.com/
Scrutinizer	**Mrs. Anshu Agarwal** (Membership No. F9921 and COP No. 27897), Managing Partner of M/s. ANGC & Co. LLP, Company Secretaries **Email:** team@angc.co.in

OTHER INSTRUCTIONS

Any person who acquires shares of the Company and becomes a member of the Company after dispatch of the Notice of AGM and holding shares as on the cut-off date i.e. September 23, 2026 may obtain the User ID and password by sending a request at trivikramaindustries@gmail.com or to the Registrar at support@purvashare.com of this notice. However, if the member is already registered with NSDL for remote e-voting, then he can use his existing user ID and password for casting the vote through e-voting.

21. **SCRUTINIZER'S REPORT AND DECLARATION OF RESULTS:**

a. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, unblock the votes cast through e-voting (votes cast through e-voting during the AGM and votes cast through remote e-voting), shall make and submit a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairperson or a person authorized by him in writing, who shall countersign the same. The Resolutions shall be deemed to be passed on the date of the AGM i.e. Wednesday, September 30, 2026 subject to receipt of the requisite number of votes in favour of the Resolutions. The Results shall be declared within two working days of the conclusion of the AGM.

b. The result declared along with the Scrutinizer's Report shall be placed on the Company's website and on the website of NSDL immediately.

EXPLANATORY STATEMENT
(Pursuant to Section 102 (1) of the Companies Act, 2013, Secretarial Standard 2 on General Meetings and Regulation 36(5) of the SEBI Listing Regulations)

Item No. 4:
M/s. Ganesamoorthy T. & Associates, Chartered Accountants (FRN 013934S), were appointed as Statutory Auditor of the Company from the conclusion of 40th AGM of Company for a period of 5 consecutive years till the conclusion of the 45th AGM. However, M/s. Ganesamoorthy T. & Associates, Chartered Accountants has tendered their resignation on September 01, 2026 due to not in position to devote the requisite time and resources to adequately discharge their responsibility. Accordingly, the Board of Directors of the Company at its meeting held on September 08, 2026 , based on the recommendation of the Audit Committee, has recommended appointment of M/s. Patni Mandhana & Associates, Chartered Accountants (FRN: 152125W) as Statutory Auditor of the Company to hold office for a term of five consecutive Financial Years from the conclusion of the ensuing 42nd AGM till the conclusion of the 47th AGM of the Company to be held in the Financial Year 2031-32 at such remuneration plus applicable taxes, and out-of-pocket expenses, as may be determined and recommended by the Audit Committee in consultation with the Auditors and duly approved by the Board of Directors of the Company.

The Company has received consent letter and eligibility certificate from M/s. Patni Mandhana & Associates, Chartered Accountants, to act as Statutory Auditor of the Company, along with a confirmation that their appointment, if made, would be within the limits prescribed under the Companies Act, 2013.

Disclosures pursuant to Regulation 36(5) of the SEBI Listing Regulations are as follows:

Name of the Statutory Auditor	M/s. Patni Mandhana & Associates, Chartered Accountants
Terms of Appointment	Appointed to act as a Statutory Auditors of the Company for a term of five consecutive Financial Years from the conclusion of the ensuing 42nd AGM till the conclusion of the 47th AGM
Proposed Fees payable and material change in the fee payable	The proposed fees to be paid to the Statutory Auditor shall be Rs. 4.75 lac plus Taxes and re-imbursement of out-of-pocket expenses for the financial year 2026-27. For the subsequent years, the Board of Directors will decide the remuneration based on recommendations of Audit Committee.
Basis of recommendation for appointment	On the recommendation of the Audit Committee, the Board has considered the appointment of M/s. Patni Mandhana & Associates, Chartered Accountants as Statutory Auditor of the Company.

Brief Credentials of the Auditor	Patni Mandhana & Associates (a peer reviewed firm) was formed in 2019 to offer skills to varied type of clients ranging from corporate sector, public sector undertakings, banks, charitable institutions, trusts, small and medium enterprises and individuals. Patni Mandhana & Associates has well maintained offices equipped with modern infrastructure, with 40 member team in Mumbai Office. Its team consists of professionals handling various areas of operations under the guidance of the senior partners. They are distinguished providers of financial advisory services. The organization is a congregation of professionally qualified and experienced persons, who are committed to add value and optimize the benefits accruing to clients.

The Board recommends the Ordinary resolution as set out at item No. 4 for approval by shareholders of the Company in terms of Section 139 and other applicable provisions, if any of the Act.

None of the Promoters, Directors and/or Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested (financially or otherwise), in the proposed resolutions mentioned at Item No. 4, except to the extent of their shareholding, if any, in the Company.

Item No. 5:

In order to broad base the Capital Structure and to enable the Company to issue further shares as and when required, the Board of Directors of the Company at their meeting held on September 08, 2026 have approved and recommended to shareholders of the Company for their approval, an increase in the Authorised Share Capital of the Company from Rs. 8,00,00,000/- (Rupees Eight Crore Only) divided into 80,00,000 (Eighty Lakh) equity shares of Rs. 10/- (Rupees Ten Only) each to Rs. 10,00,00,000/- (Rupees Ten Crore Only) divided into 1,00,00,000 (One Crore) equity shares of Rs. 10/- (Rupees Ten Only) each, ranking pari-passu in all respect with the existing equity shares of the Company.

In terms of the provisions of Sections 13 and 61(1)(a) of the Companies Act, 2013 (“the Act”) approval of the shareholders of the Company is sought by way of an ordinary resolution for increase in authorised share capital of the Company and consequential alteration to Capital Clause (Clause V) of the Memorandum of Association of the Company. A draft copy of the modified Memorandum of Association is available for inspection by the Shareholders of the Company.

The Board recommends the Ordinary resolution as set out at item No. 5 for approval by

shareholders of the Company in terms of Section of 13, 61(1)(a) and other applicable provisions, if any of the Act.

None of the Promoters, Directors and/or Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested (financially or otherwise), in the proposed resolutions mentioned at Item No. 5, except to the extent of their shareholding in the Company.

Item No. 6:
The Company as a Resolution Applicant had submitted a Resolution Plan in the matter of Corporate Insolvency Resolution Process ("CIRP") of M/s. Premier Futsul Management Private Limited ("PFMPL") and the said Resolution Plan was duly approved by Hon'ble National Company Law Tribunal, Division Bench-I, Chennai ("NCLT") vide its order dated December 19, 2024 bearing No.: IA(PLAN)/9(CHE)/2024 in IBA/441/2019("NCLT Order"). Pursuant to and as part of implementation of Resolution Plan for PFMPL, the Company is required to issue 24,99,000 Equity Shares of face value of INR 10/- (Rupees Ten Only) each valued at INR 10/- (Rupees Ten Only) each [i.e., at Par Value], aggregating upto INR 2,49,90,000/- (Rupees Two Crore Forty Nine lakhs and Ninety Thousand Only), to the Unsecured Financial Creditors of PFMPL, towards their settlement amount, pursuant to and as part of implementation of Resolution Plan of PFMPL. The said NCLT Order can be accessed at the website of the Company at
https://www.zinema.co.in/ir/nclt-order-resolution-plan.pdf.

Pursuant to the provisions of Sections 23(1)(b), 42 and 62 (1)(c) of the Companies Act, 2013 ("the Act") and Regulation 160 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("ICDR Regulations"), any preferential allotment of Securities needs to be approved by the Shareholders by way of a Special Resolution.

The consent of the Shareholders is being sought by way of a Special Resolution to enable the Board to issue and allot Equity Shares of the Company to the Proposed Allottees as stated in the special resolution at item No. 6 and this Explanatory Statement, in accordance with the provisions of the Act and Rules made thereunder, ICDR Regulations, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), any other applicable laws, as amended and the NCLT Order.

The following details of the proposed preferential issue of the Equity Shares of the Company are disclosed in accordance with the relevant provisions of Act read with Companies (Share Capital and Debenture) Rules 2014, Companies (Prospectus and Allotment of Securities) Rules, 2014 and Chapter V -"Preferential Issue" of the ICDR Regulations, as amended from time to time.

(a) Particulars of the offer including the date of passing of the Board resolution, kind of Securities offered, class of persons, maximum number of Securities to be issued and the Issue Price:

The Board of Directors of the Company at their meeting held on September 08,2026 have approved and decided to seek approval of the members of the Company by way of a Special

Resolution to **create, offer**, **issue and allot, in one or more tranches, upto 24,99,000 (Twenty Four Lakh Ninety Nine Thousand) Equity Shares of the Company** of face value of INR 10/- (Rupees Ten Only) each valued at INR 10/- (Rupees Ten Only) each [i.e., at Par Value], aggregating upto INR 2,49,90,000/- (Rupees Two Crore Forty Nine lakhs and Ninety Thousand Only), to the Unsecured Financial Creditors of PFMPL, towards their settlement amount, pursuant to and as part of implementation of Resolution Plan of PFMPL.

The preferential issue of the Equity Shares of the Company is proposed to be made to the following Allottees belonging to the Non-Promoters Category, being the Unsecured Financial Creditors of PFMPL (hereinafter referred to as "Creditors/ Allottees") as detailed herein below.

Sr No.	Name of the Proposed Allottees	Category	Maximum Number of Equity Shares to be Issued
1.	Prime Events	Non-Promoter	10,17,441
2.	Prime Global Sport Management LLP	Non-Promoter	11,19,835
3.	Mr. Chelliah Arun Pandian, On behalf of A & P Group (Partnership firm)	Non-Promoter	3,61,724
Total			**24,99,000**

All the equity shares to be allotted by way of preferential issue shall be made fully paid up at the time of the allotment. Since the issue and allotment of 24,99,000 Equity Shares is proposed to be made for consideration other than cash, the settlement amount to be paid to Creditors by way of issue of Equity shares will be adjusted against 100% of the issue price, details of which are as below:

Sr. No.	Name of Creditor/ Allottee	Settlement amount to be paid to Creditors by way of issue of Equity shares	No of Equity Shares to be allotted	Value of Equity Shares to be allotted
1.	Prime Events	1,01,74,410/-	10,17,441	1,01,74,410/-
2.	Prime Global Sport Management LLP	1,11,98,350/-	11,19,835	1,11,98,350/-
3.	Mr. Chelliah Arun Pandian, on behalf of A & P Group (Partnership firm)	36,17,240/-	3,61,724	36,17,240/-
Total		**2,49,90,000/-**	**24,99,000**	**2,49,90,000/-**

(b) The objects of the preferential issue:

The Company is required to issue and allot 24,99,000 Equity Shares to the Unsecured Financial Creditors of PFMPL, as a settlement of their claims, in accordance with the Resolution Plan approved by NCLT.

(c) Relevant Date for issuance of Equity Shares:
Not applicable as this issue is being made as per order of Hon'ble National Company Law Tribunal, Division Bench-I, Chennai ("NCLT") dated December 19, 2024 bearing No.: IA(PLAN)/9(CHE)/2024 in IBA/441/2019.

(d) Amount which the Company intends to raise by way of such securities.
Not Applicable, since this Preferential Issue is for consideration other than cash.

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

Pursuant to and as part of implementation of Resolution Plan for PFMPL, the Company is required to issue 24,99,000 Equity Shares of face value of INR 10/- (Rupees Ten Only) **each valued at INR 10/- (Rupees Ten Only) each [i.e., at Par Value], aggregating upto INR 2,49,90,000/- (Rupees Two Crore Forty Nine lakhs and Ninety Thousand Only),** to the Unsecured Financial Creditors of PFMPL, towards their settlement amount, pursuant to and as part of implementation of Resolution Plan of PFMPL. Accordingly, provisions of the Act and ICDR Regulations related to pricing are Not Applicable.

(f) Intent of the Promoters, Directors and Key Managerial Personnel or Senior Management of the Company to subscribe to the proposed preferential offer:
None of the promoters, members of the promoter group, directors, key managerial personnel or Senior Management Personnel of the Company intend to subscribe to the preferential issue.

(g) Proposed time frame within which the Preferential Allotment shall be completed:
As required under Chapter V of the ICDR Regulations, the Equity Shares shall be allotted by the Company within a period of 15 days from the date of passing of this Special Resolution, provided that in case the allotment of the proposed Equity Shares is pending on account receipt of any approval or permission from any regulatory authority, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approvals or permissions.

(h) Identity of Proposed Allottees (including natural persons who are the ultimate beneficial owners of equity shares proposed to be allotted and/or who ultimately control:

Sr. No.	Identity of the Allottees	The natural persons who are the ultimate beneficial owners/ ultimately controlling the proposed allottees ("UBO")

1.	Prime Events	Pushpa Kuwar
2.	Prime Global Sport Management LLP	Hemanth Bhandari and Pinal Jain
3.	Mr. Chelliah Arun Pandian (on behalf of A & P Group -Partnership firm)	Mr. Chelliah Arun Pandian

(i) The Shareholding Pattern of the Company before and after the preferential issue:

The Shareholding Pattern of the Company before and after the allotment of Equity shares is as below.

Sr. No.	Category	Pre - Issue Shareholding		Equity Shares to be allotted (up to)	Post - Issue Shareholding	
		No. of Equity Shares	% of Holding		No. of Equity Shares	% of Holding
(i)	(ii)	(iii)	(iv)	(v)	(vi)	(vii)
I	**Promoters Holdings**					
a.	**Indian**					
(i)	Individual/Hindu Undivided Family	8,86,700	12.46	0	8,86,700	9.22
(ii)	Bodies Corporate	5,98,130	8.41	0	5,98,130	6.22
	Sub – Total	**14,84,830**	**20.87**	0	**14,84,830**	**15.45**
b.	**Foreign Promoters**	**0**	**0.00**	0	**0**	0.00
	Sub – Total (A)	**14,84,830**	**20.87**	0	**14,84,830**	**15.45**
II	**Non-Promoters holding**					
1	Institutional Investors	0	0.00	0	0	0.00
2	Non-Institutional Investor					
(i)	Individuals	29,89,000	42.01	13,79,165	43,68,165	45.44
(ii)	Body Corporates	22,37,670	31.45	0	22,37,670	23.28
(ii)	Any Other					
	Non-Resident Individuals	20,000	0.28	0	20,000	0.21
	Hindu Undivided Family	3,83,000	5.38	0	3,83,000	3.98
	LLP	0	0.00	11,19,835	11,19,835	11.65
	Sub Total (B)	**56,29,670**	**79.13**	**24,99,000**	**81,28,670**	**84.55**
	Grand Total	**71,14,500**	**100.00**	**24,99,000**	**96,13,500**	**100.00**

Notes:

1. **The above Post–Issue shareholding pattern has been calculated assuming full subscription of all the Equity Shares be issued to the proposed Allottees under the current Issue.**

2. The existing promoters of the Company will continue to be in control of the Company and there will not be any change in the management/ control of the Company as a result of the proposed allotment of the Equity shares.

(j) The class or classes of persons to whom the allotment is proposed to be made:

The preferential issue of Equity Shares is proposed to be made to the Non-Promoter Allottees as detailed herein below.

Sr. No.	Name of the Proposed Allottees	Category	Maximum Number of Equity Shares to be Issued
1.	Prime Events, Proprietorship	Non-Promoter	10,17,441
2.	Prime Global Sport Management LLP, a Limited Liability	Non-Promoter	11,19,835
3.	Mr. Chelliah Arun Pandian, (On behalf of A & P Group -Partnership firm)	Non-Promoter	3,61,724
Total			**24,99,000**

(k) The percentage (%) of Post Preferential Issue Capital that may be held by Allottees and Change in Control, if any, consequent to the Preferential Issue:

Sr. No.	Identity of the Allottees	% of Pre-Preferential Issue Capital		% of Post-Preferential Issue Capital	
		No. of Equity Shares	% of Holding	No. of Equity Shares	% of Holding
1	Prime Events	0	0.00	10,17,441	10.58
2	Prime Global Sport Management LLP	0	0.00	11,19,835	11.65
3	Mr. Chelliah Arun Pandian, On behalf of A & P Group (Partnership firm)	0	0.00	3,61,724	3.76

(l) The current and proposed status of the allottee(s) post the preferential issues namely, promoter/ non-promoter:

Sr. No.	Name of the Proposed Allottees	Current Status (Promoter/Non-Promoter)	Proposed Status (Promoter/Non-Promoter)
1.	Prime Events	Non-Promoter	Non-Promoter
2.	Prime Global Sport Management LLP	Non-Promoter	Non-Promoter
3.	Mr. Chelliah Arun Pandian, On behalf of A & P Group (Partnership firm)	Non-Promoter	Non-Promoter

(m) Change in control, if any in the issuer consequent to the preferential issue:

There will be no change in control of the Company upon the allotment of the Equity Shares of the Company. However, voting rights exercised by the existing shareholders of the Company will change in accordance with the change in the shareholding pattern pursuant to the allotment of the Equity Shares of the Company.

(n) Undertaking that if the amount payable on account of the re-computation of price is not paid:
Not applicable as this issue is being in term of NCLT order.

(o) Lock-in period:
As may be applicable in terms of ICDR regulations.

(p) Principal terms of assets charged as securities:
Not Applicable.

(q) Material terms of raising such securities:
All material terms have been set out above.

(r) Listing:
The Company will make an application to the Stock Exchange at which the existing equity shares are listed i.e., at BSE, for listing of the Equity Shares to be issued and allotted on preferential basis under this Issue. Such Equity Shares will rank *pari-passu* with the existing Equity Shares of the Company in all respect.

(s) The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:
Since this preferential issue is being made pursuant to Resolution Plan approved by the NCLT, provisions of Regulation 163(3) of ICDR Regulations are not applicable.

(t) 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 price:
The Company has not made any allotment of securities on preferential basis during the financial year 2025-26 and during the period from 1st April, 2026 till the date of this notice.

(u) Practicing Company Secretary Certificate:
The Company has obtained a certificate dated September 08, 2026 from Mrs. Anshu Agarwal (Membership No. F9921 and COP No. 27897), Managing Partner of M/s. ANGC & Co. LLP, Company Secretaries, certifying that the proposed preferential allotment is being made in accordance with the requirements contained in ICDR Regulations and the copy of the same has been hosted on the website of the Company. The link for accessing the same is https://www.zinema.co.in/ir/pcs-icdr-compliance-certificate.pdf.

(v) Monitoring of Utilization of Funds:
Not applicable

(w) Other Disclosures / Undertakings:
- ✓ It is hereby confirmed that neither the Company nor its Directors or Promoters or KMPs are wilful defaulter or fraudulent borrower in accordance with the guidelines on wilful defaulters issued by Reserve Bank of India and ICDR Regulations. Hence disclosure as per Schedule VI of the ICDR Regulations is Not Applicable.
- ✓ None of its Directors or Promoters is a fugitive economic offender or fraudulent borrower as defined under the ICDR Regulations.
- ✓ The Company is eligible to make the preferential issue under Chapter V of the ICDR Regulations.
- ✓ The Equity Shares to be issued and allotted by the Company pursuant to this resolution shall be issued in dematerialized form only and subject to the Memorandum and Articles of Association of the Company and shall rank *pari-passu* in all respects including dividend, with the existing equity shares of the Company and be listed on stock exchange where the equity shares of the Company are listed.
- ✓ None of the person belonging to Promoter(s) or the Promoter group of the Company has previously subscribed to Warrants of the Company and also not failed to exercise the Warrants issued by the Company.
- ✓ As on date of this Notice, as per the information, documents, and records available and to the best of the knowledge, the Company does not have any outstanding dues to the Securities Exchange Board of India ("Board"), BSE Limited ("BSE") and the Depositories.
- ✓ The Company is in compliance with the conditions of continuous listing of equity shares as specified in the listing agreement with the Stock Exchange(s) where the equity shares of the Company are listed and Listing Regulations, as amended, and any circular or notification issued by the Board thereunder.

The said special resolution will, if passed, enable the Board on behalf of the Company, to issue and allot Equity Shares on a preferential basis to the persons as permitted under the provisions of section 23(1)(b), 42, 62(1) (c) and other applicable provisions of the Companies Act, 2013, SEBI (ICDR) Regulations, 2018, SEBI (LODR) Regulations, 2015 and other applicable laws.

The Board of Directors accordingly recommend passing of the above resolution as set out at Item No. 6 of the Notice, as a Special Resolution, for issue of Equity Shares for consideration other than cash.

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

Item No. 7:

As per the provisions of Section 186 of the Companies Act, 2013 ("the Act"), where the aggregate of the loans and invesments so far made, the amount for which guarantee or security so far provided to or in all bodies corporate along with the investment, loan, guarantee or security proposed to be made or given by the Board, shall exceed 60% of the company's paid up share capital, free reserves and securities premium account or 100% of its free reserves and securities premium account, whichever is more, the prior approval of the Members of the Company by means of a Special Resolution passed at a general meeting is required.

Your Company may make investments in, give loans and/or guarantees to and/ or provide securities in connection with loans to various persons and bodies corporate (including its subsidiary) from time to time, in compliance with the applicable provisions of the Act.

In view of the above and considering the long-term business plans of the Company, which may require the Company to make sizeable loans/ investments and/or issue guarantees/ securities to persons or bodies corporate, from time to time, it is proposed to obtain approval of the Members of the Company for making of investments or giving loans or providing guarantees or security, in excess of the limits prescribed under Section 186 of the Act, but not exceeding Rs.100,00,00,000 (Rupees One Hundred Crore Only), in one or more tranches outstanding at any point of time.

The Board of Directors of the Company at their meeting held on September 08, 2026, has unanimously approved the above proposal and decided to seek approval of the members of the Company by way of a Special Resolution.

The Board of Directors accordingly recommends passing of the above resolution as set out as Item No. 7 of the Notice as a Special Resolution.

None of the Directors and/or Key Managerial Personnel of the Company and/or their respective relatives is in any way, concerned or interested, financial or otherwise, in the said resolution except to the extent of their shareholding, in the Company, if any.

Item No. 8:

As per the provisions of Section 180 (1)(c) of the Companies Act, 2013 ("the Act"), the Board of Directors of the Company shall require the consent of the Members of the Company by way of Special Resolution, to borrow monies in excess of the aggregate of Paid-Up Share

Capital, Free Reserves and Securities Premium, apart from temporary loans obtained from the Company's Bankers in the ordinary course of business.

In view of the fund requirements of the Company, it is proposed to seek approval of Members, to increase the limit of borrowings upto Rs. 300,00,00,000 (Rupees Three Hundred Crores Only), outstanding at any point of time, in excess of the aggregate of the Paid-Up Capital, Free Reserves and Securities Premium of the Company.

The Board of Directors of the Company at their meeting held on September 08, 2026, has unanimously approved the above proposal and decided to seek approval of the members of the Company by way of a Special Resolution for increase in limits for borrowings to be made by the Company.

The Board of Directors accordingly recommends passing of the above resolution as set out as Item No. 8 of the Notice as a Special Resolution.

None of the Directors and/or Key Managerial Personnel of the Company and/or their respective relatives is in any way, concerned or interested, financial or otherwise, in the said resolutions except to the extent of their shareholding in the Company, if any.

Item No. 9:

As per the provisions of Section 180(1)(a) of the Act, the Board of Directors shall not except with the consent of the members of the Company by way of Special Resolution sell, lease or otherwise dispose of the whole or substantially whole of the undertaking(s) of the Company. Creation of mortgage/ hypothecations and/or charge, in favour of the Lender(s), Agents(s), Trustee(s) or any other person(s), on all or any moveable/immoveable properties and other assets of the Company wherever situated, both present and future, as and when necessary, to secure any Loan/ facility/ borrowings or money raised through debt securities issued/ to be issued or for any other purposes, whether in Rupee or foreign currency, with the power to take over the management of the business, is regarded as disposal of the Company's whole or substantially the whole of the undertaking(s) within the meaning of Section 180(1)(a) of the Act.

The approval of the Members is being sought for item No. 8 of the Notice pursuant to Section 180(1)(c) of the Act, to borrow money up to Rs. 300,00,00,000 (Rupees Three Hundred Crores Only), in excess of the aggregate of paid-up share capital, free reserves and securities premium of the Company. The borrowings of the Company may be required to be secured by way of creation of mortgage/ hypothecations and/or charge on all or any of the movable, immovable properties or other assets of the Company in such form, manner and ranking as may be determined by the Board of Directors of the Company from time to time, in consultation with the lender(s).

It is proposed to seek approval of Members under Section 180(1)(a) of the Act, authorizing the Board of Directors of the Company to create mortgage/ hypothecations and/or charge on all or any of the moveable, immoveable properties or other assets of the Company, subject to the limits approved by the Members under Section 180(1)(c) of the Companies

Act, 2013.

The Board of Directors of the Company at their meeting held on September 08, 2026, has unanimously approved the above proposal and decided to seek approval of the members of the Company by way of a Special Resolution for creation of mortgage/ hypothecation and/or charge under Section 180(1)(a) of the Act.

The Board of Directors accordingly recommends passing of the above resolution as set out at Item No. 9 of the Notice, as a Special Resolution.

None of the Directors and/or Key Managerial Personnel of the Company and/or their respective relatives is in any way, concerned or interested, financial or otherwise, in the said resolution except to the extent of their shareholding in the Company, if any.

Item No. 10:

The tenure of Mr. Baskaran Sathya Prakash (DIN: 01786634) as a Managing Director of the Company was completed on September 30, 2025.

Accordingly, based on the recommendation of Nomination and Remuneration Committee and pursuant to the provisions of Section 196, 197 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act”) read with applicable rules made there under, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and other laws, rules, regulations as applicable, the Board of Directors of the Company at their meeting held on October 01, 2025 have re-appointed Mr. Baskaran Sathya Prakash (DIN: 01786634), as a Managing Director of the Company, for a period of 5 (five) years with effect from October 01, 2025, subject to the approval of members at the ensuring Annual General Meeting.

Mr. B. Sathya Prakash is not debarred from being re-appointed pursuant to any order of SEBI or any other authority. He satisfies all the conditions set out in Part-I of Schedule V to the Act as also conditions set out under sub-section (3) of Section 196 of the Act for being eligible for his re-appointment. He is not disqualified from being appointed as a Director in terms of Section 164 of the Act.

He shall be entitled to an annual remuneration of ₹5,00,000/-, together with such perquisites, benefits and allowances as may be applicable to him from time to time in accordance with the Company's policy in force, provided that the aggregate remuneration payable to him, inclusive of such perquisites, shall be within the limits prescribed under Section 197 read with Schedule V of the Companies Act, 2013.

Pursuant to Section 197(1) of the Act, the total managerial remuneration payable by a public company, to its directors, including managing director and whole-time director, and its manager in respect of any financial year shall not exceed eleven percent of the net profits of the company for that financial year computed in the manner laid down in Section 198 of the Act. However, pursuant to first proviso to Section 197(1) of the Act, the company in general meeting may, authorise the payment of remuneration exceeding eleven percent of the net profits of the company, subject to the provisions of Schedule V to the Act.

Further, pursuant to second proviso to Section 197(1) of the Act, except with the approval of the company in general meeting, by a special resolution, the remuneration payable to any one managing director or whole-time director or manager shall not exceed five percent of the net profits of the company and if there is more than one such director remuneration shall not exceed ten percent of the net profits to all such directors and manager taken together.

Further, where there is more than one such director, payment of aggregate annual remuneration to such directors exceeding 5 percent of the net profits (computed as per the provisions of Section 198 of the Act) of the company requires approval of the shareholders of the company by way of a special resolution.

In the event of inadequacy of profits or losses in the respective financial year, the payment of aforesaid remuneration shall be made, in terms of the provisions of Schedule V to the Act, for a period of three years.

The Board has considered the parameters given under Section 200 of the Act, and the rules made thereunder read with Schedule V to the Act for recommending the above re-appointment and remuneration.

Draft letter of appointment of Mr. B. Sathya Prakash setting out the terms and conditions of his re-appointment shall be available for inspection by the Members. The same may be treated as a written memorandum setting out the terms of remuneration of Mr. B. Sathya Prakash under Section 190 of the Act.

Details of Mr. B. Sathya Prakash pursuant to the provisions of (i) Listing Regulations (ii) Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (iii) Schedule V to the Act are given as Annexure to the Explanatory Statement. The above may be treated as a written memorandum setting out the terms of re-appointment of Mr. B. Sathya Prakash under Section 190 of the Act.

The Board of Directors accordingly recommends passing of the above resolution as set out as Item No. 10 of the Notice, as a Special Resolution.

Except Mr. B. Sathya Prakash, being the appointee, none of the other Directors and/or Key Managerial Personnel of the Company and/or their respective relatives is in any way, concerned or interested, financially or otherwise, in the said resolutions except to the extent of their shareholding in the Company, if any.

BY ORDER OF THE BOARD OF DIRECTORS,
FOR ZINEMA MEDIA AND ENTERTAINMENT LIMITED
SD/-
BASKARAN SATHYA PRAKASH
MANAGING DIRECTOR
DIN: 01786634

DATE: September 08, 2026
PLACE: CHENNAI

Annexure to Item no 10

Additional information on Director recommended for re-appointment pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 on General Meetings:

Name	Mr. Baskaran Sathya Prakash
DIN	01786634
Date of Birth	31-05-1976
Age (in Years)	50 years
Nature of Appointment	Re-appointment
Nationality	Indian
Brief Profile	He is an Industry leader whose deep domain expertise spans animation, television, streaming, exhibition, and radio. His comprehensive industry knowledge uniquely positions the company to successfully navigate the complex convergence of traditional media and new-age technology. Leveraging his extensive professional network, he translates established relationships into actionable intellectual property deals and revenue-generating contracts. This intangible asset serves as a vital driver for the company's top-line growth. Complementing his commercial acumen, his robust background in media technology acts as the linchpin for corporate acquisitions. He ensures that all technology integrations remain both technically viable and commercially profitable.
Qualification	Graduate in Computer Science
Date of First Appointment	December 29, 2012
Expertise in specific Functional Area	Technology, Media and Entertainment for Last 30 Years
Skill and capabilities for role of Independent Director and manner in which proposed director meet the same	Not Applicable
Directorships held in other public companies (excluding private companies, foreign companies and Section 8 companies)	CKM HOMECARE SOLUTIONS PRIVATE LIMITED

Directorship in Listed Entity from which he resigned in past three years	None
Shareholding in the Company including shareholding as a beneficial owner	8,86,700 Equity Shares
Memberships/ Chairpersonships of Committees of other public companies (includes only Audit Committee and Stakeholders' Relationship Committee)	None
No. of Board Meeting attended during the year of the Company	Attended all Board Meetings during the financial year 2025-26
Disclosure of relationship between Directors/ KMP inter-se	None
Key Terms and Conditions of the appointment	As per Resolution for Item No. 10 of this Notice, read with the Explanatory Statement thereto.
Remuneration last drawn	Nil
Remuneration sought to be paid	As detailed in the explanatory statement for item relating to his re-appointment

Zinema Media & Entertainment Limited

Zinema Media & Entertainment Limited

CIN: L93190TN1984PLC096136
Registered Office – New Door Number 57, Old Door No.57, Sathya dev Avenue MRC Nagar, Raja Annamalaipuram, Chennai: 600028
Email id: trivikramaindustries@gmail.com; **Tel:** 044-48679669; Fax: 044-42134333
website: www.zinema.co.in

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ATTENDANCE SLIP

42nd ANNUAL GENERAL MEETING HELD ON SEPTEMBER 30, 2026

Registered Folio/ DP Id & Client Id No.	
Name and address of the shareholder(s)	
Name of Joint Member, if any	
No. of Shares Held	

I/ we certify that I am/we are member(s)/proxy for the member(s) of Zinema Media & Entertainment Limited.

I/We hereby record my/ our presence at the 42nd Annual General Meeting of the Company held on Wednesday, September 30, 2026 at 3:00 P.M. at its Registered Office situated at New Door Number 57, Old Door No.57, Sathya dev Avenue MRC Nagar, Raja Annamalaipuram, Chennai: 600028.

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Member's Folio/ DP ID/Client ID No   Member's/ proxy's name in Block Letters   Member's/ proxy's Signature

Zinema Media & Entertainment Limited

Zinema Media & Entertainment Limited

CIN: L93190TN1984PLC096136
Registered Office – New Door Number 57, Old Door No.57, Sathya dev Avenue MRC Nagar, Raja Annamalaipuram, Chennai: 600028
Email id: trivikramaindustries@gmail.com; **Tel:** 044-48679669; Fax: 044-42134333
website: www.zinema.co.in

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PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the member (s):	
Registered address:	
E-mail Id:	
Folio No/ Client Id:	
DP ID:	

I/ We being the Member(s) of__________share(s) Zinema Media & Entertainment Limited, hereby appoint:

1) __________________________of __________ having e-mail-id ___________________or failing him

2) __________________________of __________ having e-mail-id __________________ or failing him

3)__________________________of __________ having e-mail-id __________________

and whose signature(s) are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 42nd Annual General Meeting of the Members of the Company to be held on September 30, 2026 at 03:00 P.M. at Registered Office situated at New Door Number 57, Old Door No.57, Sathya dev Avenue MRC Nagar, Raja Annamalaipuram, Chennai: 600028 and at any adjournment thereof in respect of such resolutions as are indicated below:

Item No	Resolution	For	Against
1	To consider and adopt the audited standalone financial statement of the Company for the financial year ended March 31, 2026 and the reports of the Board of Directors and Auditors thereon.		
2	To consider and adopt the audited consolidated financial statement of the Company for the financial year ended March 31, 2026 and the report of the Auditors thereon.		
3	To appoint a director in place of Mr. Baskaran Sathya Prakash (DIN: 01786634), who retires by rotation and being eligible, offers himself for re-appointment.		
4	To appoint M/s. Patni Mandhana & Associates, Chartered Accountants (FRN 152125W), as Statutory Auditors of the Company.		
5	Increase in Authorised Share Capital and Alteration of Capital Clause of Memorandum of Association of the Company.		
6	To create, offer, issue, and allot up to 24,99,000 (Twenty Four Lakh and Ninety Nine Thousand) Equity Share of the Company of face value of INR 10/- (Rupees Ten Only) each at an issue price of INR 10/- (Rupees Ten Only) each [i.e. at Par Value] aggregating up to INR 2,49,90,000 (Rupees Two Crore Forty Nine Lakh and Ninety Thousand Only), to the Allottees belonging to the Non-Promoter Category on private placement and preferential basis in compliance with the order passed by Hon'ble National Company Law Tribunal dated December 19, 2024 and pursuant to provisions of section 23(1)(b), 42, 62(1)(c) and other applicable provisions of the Companies Act, 2013, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015, relevant provisions of all other Laws, Rules, Regulations as applicable and amended from time to time:		

Zinema Media & Entertainment Limited

7	To approve giving loan, providing guarantee and securities and/ or making investment under Section 186 of the Companies Act, 2013.		
8	To approve borrowing powers under Section 180(1)(c) of the Companies Act, 2013.		
9	To consider and approve for creation of Security on the properties of the Company, both present and future, in compliance with Section 180(1)(a) of the Companies Act, 2013.		
10	To consider and approve the re-appointment of Mr. Baskaran Sathya Prakash (DIN: 01786634), as a Managing Director of the Company.		

Signed this ……………. day of …………………….., 2026

Affix a Revenue Stamp

____________________ Signature of Shareholder

Signature of Proxy 1　　Signature of Proxy 2　　Signature of Proxy 3

Notes:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. A proxy need not be a member of the Company and shall prove his identity at the time of attending the Meeting.
3. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or Member.
4. This is only optional. Please put a '✓' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your proxy will be entitled to vote (on poll) at the Meeting in the manner he/she thinks appropriate.
5. Appointing a proxy does not prevent a member from attending the Meeting in person if he / she so wishes. When a member appoints a proxy and both the Member and proxy attend the Meeting, the proxy will stand automatically revoked.
6. In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.
7. This form of proxy shall be signed by the appointer or his attorney duly authorised in writing, or if the appointer is a body corporate, be under its seal or be signed by an officer or an attorney duly authorised by it.
8. This form of proxy will be valid only if it is duly completed in all respects, properly stamped and submitted as per the applicable law. Incomplete form or form which remains unstamped or inadequately stamped or form upon which the stamps have not been cancelled will be treated as invalid.
9. Undated proxy form will not be considered valid.
10. If Company receives multiple proxies for the same holdings of a member, the proxy which is dated last will be considered valid; if they are not dated or bear the same date without specific mention of time, all such multiple proxies will be treated as invalid.

Zinema Media & Entertainment Limited

ROUTE MAP

Venue:
New Door No. 57, Old Door No.57, Sathya dev Avenue MRC Nagar, Raja Annamalaipuram, Chennai: 600028