To,

The Board of Directors

Zinema Media & Entertainment Limited

(CIN - L93190TN1984PLC096136)

New Door No. 57, Old Door No. 57, Sathya dev Avenue MRC Nagar, Raja Annamalaipuram, Chennai, Tamil Nadu – 600 028

Subject: Certificate pursuant to Regulation 163(2), Part III of Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations 2018 - Proposed Preferential Issue of up to 24,99,000 fully paid-up Equity Shares of Zinema Media & Entertainment Limited for consideration other than cash ("Issue")

Dear Sir / Madam,

We, ANGC & Co. LLP, Company Secretaries have been appointed on September 08, 2026, by Zinema Media & Entertainment Limited (hereinafter referred to as 'Company'), having CIN L93190TN1984PLC096136 and having its Registered Office at New Door No. 57, Old Door No. 57, Sathya dev Avenue MRC Nagar, Raja Annamalaipuram, Chennai, Tamil Nadu – 600 028, to issue this Compliance Certificate in accordance with Regulation 163(2) of Chapter V of SEBI (Issue of Capital and Disclosure Requirements), Regulations, 2018 as amended from time to time, (hereinafter referred to as **"Regulations"**).

In accordance with the Regulations, the Company has proposed a Preferential Issue of upto 24,99,000 (Twenty-Four Lakh and Ninety-Nine Thousand) Equity Shares of face value of Rs.10/- (Rupees Ten Only) each fully paid up, for other than cash, valued at Rs. 10/- (Rupees Ten Only) per Equity Share, to non-promoters for an aggregate amount of up to ₹ 2,49,90,000/- (Rupees Two Crore Forty-nine Lakhs Ninety Thousand Only) pursuant to 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").

On the basis of the relevant management inquiries, necessary representations and information received from/ furnished by the management of the Company, as required under the aforesaid Regulations, we have verified that the issue is being made in accordance with the requirements of these Regulations as applicable to the preferential issue and NCLT Order, more specifically, the following:

1. Memorandum of Association and Articles of Association of the Company;
2. The Present capital structure, including the details of the authorised, subscribed, issued and paid-up share capital of the Company, along with the shareholding pattern;
3. Resolutions passed at the meeting of the Board of Directors approving proposed preferential issue;
4. NCLT Order;
5. List of Proposed Allottees;
6. The relevant date in accordance with Regulation 161 of the Regulations for the purpose of determining the minimum issue price is NOT APPLICABLE for the proposed Issue;
7. The List of shareholders as on September 4, 2026 issued by RTA:
    a. to note that the equity shares are fully paid up.
    b. all equity shares held by the proposed allottees in the Company are in dematerialised form. **NOT APPLICABLE**
8. Certificate Issued by RTA of the Company dated September 08, 2026 confirming no dealings in the Equity Shares of the Company by the proposed allottees from April 01, 2024 till September 04, 2026;
9. Permanent Account Numbers of the proposed allottees, ~~except those allottees who are exempt from specifying their Permanent Account Number for transacting in the securities market by the Board~~;
10. Draft notice of General Meeting, Explanatory Statement ~~and Shareholders Agreement (if any)~~:

a) to verify the disclosure in the Explanatory Statement as required under the Companies Act, 2013 & the Companies (Share Capital and Debentures) Rules, 2014 and Regulation 163(1) of the Regulations.

~~b) to verify the lock-in period as required under Regulation 167 of the Regulations.~~

c) to verify the terms for ~~payment of consideration and~~ allotment as required under Regulation 169 of the Regulations.

11. Computation of the minimum price of the shares to be allotted in a preferential issue in accordance with the Regulations. **Not Applicable as the issue price for the proposed preferential issue of the Company as per NCLT Order is Rs. 10/- (Rupees Ten Only);**

12. Board/shareholders' resolution to verify that the promoter(s) or the promoter group have not failed to exercise any warrants of the Company which were previously subscribed by them; **(Not Applicable)**
13. Valuation Report of Independent Registered Valuer for pricing of infrequently traded shares; **(Not Applicable)**
14. Valuation Report of Independent Registered Valuer for pricing of shares pursuant to the provisions of Regulation 166A on account of allotment of more than five per cent. of the post-issue fully diluted share capital of the issuer, to an allottee or to allottees acting in concert; **(Not Applicable, since issue including pricing terms are made on the basis of NCLT Order)**
15. Valuation Report of the assets done by the Independent Registered Valuer for issuance of securities for consideration other than cash and its submission to the stock exchanges where the equity shares of the Company are listed; **(Not Applicable)**
16. The Inter-creditor agreement in terms of Reserve Bank of India (Prudential Framework for Resolution of Stressed Assets) Directions 2019 dated June 07, 2019; **(Not Applicable)**
17. Credit rating report of the financial instruments that have been downgraded to "D"; **(Not Applicable)**
18. Agreement(s)/documents related to arrangements for monitoring the use of proceeds by a public financial institution or by a scheduled commercial bank, which is not a related party to the Company. **(Not Applicable)**

It is the responsibility of the Management to comply with the requirements of the Regulations, including the preparation and maintenance of all accounting and other relevant supporting records, designing, implementing and maintaining internal control relevant to the preparation of the Notice and explanatory statement, and making estimates that are reasonable in the circumstances.

Assumptions & Limitations of scope and Review:

1. Compliance with the applicable laws and ensuring the authenticity of documents and information furnished are the responsibilities of the management of the Company.
2. Our responsibility is to certify based on our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We are not expressing any opinion on the price /value at which the shares are being issued by the Company.

4. This certificate is solely for the intended purpose of compliance in terms of the aforesaid Regulations and for your information, and it is not to be used, circulated, quoted or otherwise referred to for any other purpose other than compliance with the aforesaid Regulations.

Certification:

Based on our examination of such information/documents and explanation furnished to us by the management and employees of the Company and to the best of our knowledge and belief, and in terms of requirements of sub-para 2 of para 163 of Part III of Chapter V of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, we hereby certify that the proposed preferential issue is being made in accordance with the requirements of the Regulations (to the extent applicable) and NCLT Order.

For ANGC & Co. LLP,
Company Secretaries

Anshu Arvind Agarwal

Digitally signed by Anshu Arvind Agarwal
Date: 2026.09.08 19:23:42 +05'30'

Anshu Agarwal
Managing Partner
Firm Registration No.: L2026MH021300
Peer review No.: 6958/2025
Membership number: F-9921
C.P number: 27897
UDIN: F009921H001416073

Place: Mumbai
Date: September 08, 2026