

NOTICE

NOTICE IS HEREBY GIVEN THAT THE 39TH ANNUAL GENERAL MEETING OF THE MEMBERS OF TRIVIKRAMA INDUSTRIES LIMITED WILL BE HELD ON 30TH SEPTEMBER 2023 AT 11.00 AM, AT 3rd FLOOR, B BLOCK, WORK EZ, 147 PATHARI ROAD, THOUSAND LIGHTS, CHENNAI –600 006 TO TRANSACT THE FOLLOWING BUSINESSES:

ORDINARY BUSINESS:

Item No 1: ADOPTION OF FINANCIAL STATEMENTS:

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

To Receive, Consider and Adopt:

- A. The Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2023 together with the Reports of the Board of Directors and the Auditors thereon; and
- B. The Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2023, together with the Report of the Auditors thereon.

Item No 2: APPOINTMENT OF STATUTORY AUDITORS

To consider and if thought fit, to pass, the following resolution as an **Ordinary Resolution, pursuant to the end of tenure of the existing Statutory Auditors M/s L S S M & Co., Chartered Accountants, Chennai (Firm Registration No: 013941S) :**

“RESOLVED THAT pursuant to Sections 139, 142 of the Companies Act, 2013 (“Act”) and other applicable provisions, if any, of the said Act and Companies (Audit and Auditors) Rules, 2014 made thereunder and other applicable rules, if any, under the said Act (including any statutory modification(s) or re-enactment thereof for the time being in force) M/s. Mudra Sunil Associates, Regn No.FRN . 007835S., Chartered Accountants , having their office at 204, Sai Sri Towers, 3-6+429, st no 4, Himayatnagar Hyderabad -500029 be and is hereby appointed as the Statutory Auditors of the Company commencing from the conclusion of this Annual General Meeting till the conclusion of Sixth consecutive Annual General Meeting for the financial years 2023- 2028 at a remuneration to be fixed by the Audit Committee and/or Board of Directors of the Company, in addition to the re-imbursalment of applicable taxes and actual out of pocket and travelling expenses incurred in connection with the audit and billed progressively”.

Item No .3: RE-APPOINTMENT OF Mr. SADASIVAM ANBAZHAGAN (DIN: 08965772), RETIREMENT BY ROTATION:

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

To appoint a Director in place of Mr. Sadasivam Anbazhagan (DIN: 08965772), who retire by rotation at this Annual General Meeting and being eligible has offered himself for re-appointment.

SPECIAL BUSINESS

Item No.4: APPOINTMENT OF MR. MANU PADMANABHAN (DIN: 06810682) AS INDEPENDENT DIRECTOR:

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act 2013 and the Companies (Appointment and Qualification of Directors) Rules 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Regulation 16 and 17 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, Mr. Manu Padmanabhan (DIN: 06810682) who was appointed w.e.f., 11th August 2023 as an Additional cum Independent Director of the company by the Board of Directors at their meeting held on 11th August 2023 and who ceases to hold office at this Annual General Meeting pursuant to Section 161 of the Companies Act, 2013 and who is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the company .

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof), be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.

Item No.5: APPOINTMENT OF MR. DINESH RAJ (DIN: 07113950) AS EXECUTIVE DIRECTOR:

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

“RESOLVED THAT pursuant Section 196, 197 and 203 read with Schedule V and all other applicable provisions of Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the approval of the Shareholders be and is hereby accorded for re-appointment of Mr. Dinesh Raj (DIN: 07113950) as an Additional cum Non Executive Director of the company by the Board of Directors at their meeting held on 23rd August 2023 and who ceases to hold office at this Annual General Meeting pursuant to Section 161 of the Companies Act, 2013 and who is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Executive Director of the company to hold office for three consecutive years, for a term up to 30th September, 2026.as Executive Director of the company for a period of five years on the following Terms, Conditions and Remuneration:

1. His tenure of appointment will from 1st October, 2023 to 30th September, 2028;
2. He shall be paid a remuneration as may be mutually agreed upon by the Company and Mr Dinesh Raj ;
3. He shall be paid Telephone Expenses Incurred on the actual basis;
4. He shall be reimbursed for the expenses incurred for the benefit and development of the Company

RESOLVED FURTHER Mr. Dinesh Raj (DIN: 07113950) Executive Director, shall not be paid any sitting fee for attending the Meetings of the Board of Directors and Committees thereof;

RESOLVED FURTHER THAT the Board of Directors (herein after referred to as “the Board” which term shall be deemed to include the Nomination and Remuneration Committee of the Board) be and is hereby given the liberty to alter and vary the terms and conditions of the said appointment and/or re-appointment as it may deem fit and as may be acceptable to Mr. Dinesh Raj (DIN: 07113950) ,subject to the same not exceeding the limits specified under Schedule V of the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof;

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof), be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.

Item No: 6 - Increase of Authorized Capital from the present Rs.8 Crores to Rs.25 Crores

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

“RESOLVED THAT pursuant to the provisions of section 61 and 64 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Share Capital & Debentures) Rules, 2014 the Authorised Share Capital of the Company be and is hereby increased from the present level of Rs.8,00,00,000/- (Rupees Eight Crores Only) divided into 80,00,000 (Eighty Lakhs Shares) Equity Shares of Rs.10/- (Rupees Ten only) to Rs.25,00,00,000/- (Rupees Twenty Five Crores) divided into 2,50,00,000 (Two Crores Fifty Lakhs) Equity shares of Rs.10/- (Rupees Ten Only) each ranking par passu with the existing equity Shares”,

- b) , To consider and if thought fit ,to pass with or without modification, the following as an ORDINARY RESOLUTION:

“RESOLVED THAT pursuant to Section 13, 61 and 64 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Share Capital & Debentures) Rules, 2014 the existing Clause V of the Memorandum of Association of the Company be and is hereby deleted and in its place the following be and is hereby substituted as Clause V.

“V The Authorised Share Capital of the Company is Rs.25,00,00,000/- (Rupees Twenty Five Crores) divided into 2,50,00,000 (Two Crores Fifty Lakhs) Equity shares of Rs.10/- (Rupees Ten Only) each.

Subject to the provision of the Act, the Company has the power from time to time increase or reduce , reclassify its capital and to issue any shares in the original or new capital as equity or preference shares and to attach any class or classes of such shares any preference right, privileges or priorities in payments of dividends , distribution of assets or otherwise over any other shares or subject the same to any restrictions , limitations or conditions and to vary the regulations of the Company as far as necessary to give effect to the same and upon the sub-division of a share , to apportion , the rights to participate in profits in any manner .”

RESOLVED FURTHER THAT the Memorandum of Association of the Company duly modified as aforesaid and accepted by the Board be adopted as Memorandum of Association of the Company .

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution , the Board be and is hereby authorized to do all such acts , deeds , matters and things as may be deemed necessary by the Board in the best interests of the Company and shareholders.”

Item 7 :To issue Equity /Preference shares on preferential basis in compliance with section 42 and 62 of the companies act, 2013

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

“RESOLVED THAT pursuant to the provisions of Sections 23, 42, 62(1)(c), and 179 (3)(c) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 and in accordance with the Foreign Exchange Management Act, 1999, as amended or restated (“FEMA”), and rules, circulars, notifications, regulations and guidelines issued under FEMA, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time the other rules framed thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) (collectively, the “Acts & Rules”); and in accordance with the provisions of the Memorandum and Articles of Association of the Company and any other rules / regulations/ guidelines, if any, prescribed by the Reserve Bank of India or any other statutory regulatory authority; and subject to the approval(s), consent(s), permission(s) and/or sanction(s), if any, of the appropriate authorities, institutions or bodies as may be required, and subject to such conditions as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s), and/or sanction(s), and as 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 powers including the powers conferred by this resolution), consent of the shareholders of the Company be and is hereby accorded to create, issue, offer and allot Equity /Preference Shares as may be deemed fit by the Board of Directors .

“RESOLVED FURTHER THAT the Equity Shares to be issued and allotted pursuant to this resolution shall be subject to the clauses of the Memorandum and Articles of Association of the Company and the Equity shares so issued shall rank pari-passu with the existing equity shares of the Company in all respects.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the offer, issue, allotment of the Equity Shares, any Director, Chief Financial Officer, and the Company Secretary be and are hereby severally authorized to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary and desirable for such purpose, including without limitation, preparing, signing, executing, and filing applications with the appropriate authorities for obtaining requisite approvals for the issuance of the Equity Shares, as may be required, issuing clarifications on the issue and allotment of the Equity Shares, resolving any difficulties, effecting any modifications, changes, variation, alterations, additions and/or deletions to the foregoing conditions as may be required by any regulator, or other authorities or agencies involved in or concerned with the issue of the Equity Shares and as the Board may in its absolute discretion deem fit and proper in the best interest of the Company without being required to seek any further consent or approval of the members or otherwise.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the resolution, the Board be and is hereby authorized to engage depositories, registrars, bankers, and other consultants and advisors to the issue and to remunerate them by way of fees and/or other charges and also to enter into and execute all such arrangements, agreements, memoranda, documents, etc. with such agencies, as may be required and as permitted by law.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the resolution, the Board be and is hereby authorized to delegate any or all of the powers conferred upon it by this resolution to any committee of directors, any other director(s), and/or officer(s) of the Company.”

**By order of the Board of Directors
for ZINEMA MEDIA AND ENTERTAINMENT LIMITED
(formerly TRIVIKRAMA INDUSTRIES LIMITED)**

Date : 07/09/2023

Place : Chennai

Sd/-
BASKARAN SATHYA PRAKASH
(DIN: 01786634)
MANAGING DIRECTOR

IMPORTANT NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the meeting, is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. SUCH A PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY.** A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company.

Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board resolution to the Company, authorizing their representative to attend and vote on their behalf at the meeting.

The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is sent herewith. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.

During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writings given to the Company.

3. **Members / proxies** should bring the duly filled Attendance slip enclosed herewith to attend the meeting. Shareholders are requested to tender their attendance slips at the registration counters at the venue of the AGM and seek registration before entering the meeting hall. The shareholder needs to furnish the printed 'attendance slip' along with a valid identity proof such as the PAN card, passport, AADHAR card or driving license, to enter the AGM hall.
4. The Register of Members and the Share Transfer books of the Company will remain closed from 24/09/2023 to 30/09/2023 (both days inclusive), for the purpose of Annual General Meeting.
5. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
6. The Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
7. Members holding shares in electronic form are hereby informed that bank particulars against their respective depository account will be used by the company for payment of dividend (declared if any). The company or its Registrars cannot act on any request received directly from the members holding share in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the Members. Members holding shares in physical form and desirous of either registering bank particulars or changing bank particulars already registered against their respective folios for payment of dividend are requested to write to the company.
8. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their Demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
9. The Securities and Exchange Board of India (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 Company.
10. Copies of the 39th Annual Report is being sent to all the members via the permitted mode.
11. Members may also note that 39th Annual Report will also be available on the Company's website www.zinema.co.in for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office

for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: trivikramaindustries@gmail.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and the Notice shall also be available on the website of CDSL (agency for providing the Remote e-Voting facility)
i.e. www.evotingindia.com.

Shareholders of the Company are urged to opt for e-communication to help the company contribute to go-green initiative of this nation and the world for a better tomorrow.

12. All documents referred to in the accompanying Notice and the explanatory Statement shall be open for inspection at the Registered Office of the company during normal business hours (10.00 am to 6.00 pm) on all working days except Saturdays, up to and including the date of the Annual General Meeting of the company.
13. No dividend has been proposed by the Board of Directors for the year ended 31st March, 2023.
14. Members seeking any information with regard to accounts are requested to write to the undersigned at the Registered Office of the Company, at least 5 days in advance, so as to keep the information ready at the Meeting.

15. Voting through electronic means:

In compliance with provision of section 108 of the companies Act, 2013 and Rule 20 of the companies (Management and Administration) Rules, 2014, the company will provide its members facility to exercise their right to vote in the 39th Annual General Meeting (AGM) by electronic means and the business may be transacted through remote e-voting Services provided by Central Depository Services (India) Limited (CDSL). Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue

THE INSTRUCTIONS FOR MEMBERS FOR VOTING ELECTRONICALLY ARE AS UNDER:-

- (A) The remote e-voting period begins on 27/09/2023 at 09.00 A.M. IST. and ends on 29/09/2023 at 05:00P.M. IST. The remote e-voting module shall be disabled by CDSL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. , 23/09/2023 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 23rd day September, 2023.
- (B) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020 and SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January, 2021, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

(C) LOGIN METHOD FOR E-VOTING FOR INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE:

In terms of SEBI circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020 and SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January, 2021 on e- Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Type of shareholders	Login Method
<p>Individual Shareholders holding securities in Demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select NewSystem Myeasi. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration.

	<ol style="list-style-type: none"> 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e- Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
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<p>Individual Shareholders holding securities in demat mode with NSDL.</p>	<ol style="list-style-type: none"> 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 company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 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 hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting
<p>Individual Shareholders (holding securities in demat mode) login through their depository</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option.</p>

participants	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 company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.
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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with 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 and 22-23058542-43.
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

(D) LOGIN METHOD FOR E-VOTING FOR SHAREHOLDERS OTHER THAN INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE AND SHAREHOLDERS HOLDING SECURITIES IN PHYSICAL MODE:

- a. The shareholders should log on to the e-voting website www.evotingindia.com.
 - (i) Click on “Shareholders” tab.
 - (ii) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- b. Next enter the Image Verification as displayed and Click on Login.
- c. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- d. If you are a first time user follow the steps given below:

Particulars	For Members holding shares in Demat Form other than Individual and Physical Form
PAN	<ul style="list-style-type: none"> • Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)

	<ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN Field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN Field.
<p>Dividend Bank Details OR Date of Birth(DOB)</p>	<ul style="list-style-type: none"> • Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. • If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (s).

- e. After entering these details appropriately, click on "SUBMIT" tab.
- f. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- g. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- h. Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- i. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- j. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- k. After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- l. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- m. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

- n. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- o. Shareholders can also cast their vote using CDSL's mobile app "m-Voting". The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.

(E) FACILITY FOR NON – INDIVIDUAL SHAREHOLDERS AND CUSTODIANS –REMOTEVOTING:

- a. Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
- b. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- c. After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- d. The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- e. A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- f. Alternatively, Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; trivikramaindustries@gmail.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.
- g. Institutional Members / Bodies Corporate (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote through e-mail at trivikramaindustries@gmail.com with a copy marked to helpdesk.evoting@cdslindia.com, evoting@cdslindia.com on or before 29th September, 2022 up to 5:00 pm without which the vote shall not be treated as valid.

(F) PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES:

- a. **For Physical shareholders:** please provide necessary details like 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 Company Email id "trivikramaindustries@gmail.com" and/or RTA Email id "support@purvashare.com"

- b. **For Demat shareholders:** Please update your email id & mobile no. with your respective Depository Participant (DP).
- c. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

(G) HELPLINE DETAILS FOR THE PROCESS OF E-VOTING:

- a. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.
- b. All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 27th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call 1800225533.

16. SCRUTINY OF THE VOTING PROCESS:

- a. The Board of directors has appointed Ms. R Anuradha (Certificate of Practice No. 20623 & Membership No. A55209) of M/s. GRNK & Associates, Company Secretaries Chennai as a scrutinizer to scrutinize the voting process (including the e-Voting at the meeting) in a fair and transparent manner and he has consented to act as Scrutinizer.
- b. The Scrutinizer shall after the conclusion of e-Voting at the 39th AGM, first download the votes cast at the AGM and thereafter unblock the votes cast through remote e-Voting and shall make a consolidated scrutinizer's report of the total votes cast in favour or against, invalid votes, if any, and whether the resolution has been carried or not, and such Report shall then be sent to the Chairman or a person authorized by him, within 48 (forty eight) hours from the conclusion of the 39th AGM, who shall then countersign and declare the result of the voting forthwith.
- c. The results, along with the report of the Scrutinizer shall be hosted on the Company's website www.trivikrama.com and on the website of CDSL immediately after the declaration of result by the Chairman or any other person authorized by the Chairman, and the same shall be communicated to the BSE Ltd.

17. Additional Information, pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, in respect to the Director seeking re- appointment (Retirement by rotation) at the Annual General Meeting is as follow;

The Board of Directors at its meeting held on 07th September 2023 recommended the appointment Mr, Manu Padmanabhan (DIN: 06810682) as Independent Director and Mr. Dinesh Raj (DIN: 07113950) as Executive Director of the Company by the shareholders at the ensuing Annual General Meeting: Their brief profile is as under ;

Mr, Manu Padmanabhan (DIN: 06810682)

Manu Padmanabhan Nair Accomplished, performance driven Entrepreneur and a proven leader credited with skill sets in various verticals, IT , Media, Healthcare & Hospitality . 24 plus Years of experience in the field of Information Technology, spanning various applications, technologies and roles, with decades of International experience. Apart from IT having 8 plus years of expertise in the field media/movie production. Well experienced online strategy planner for movie/media. Some of the notable productions include , Monsoon Mangoes , Cash , Brown Nation Internationally and 10 Kalpanagal , Wine , Vellam , Kooman domestically to name a few.

Relationship Disclosure : He is unrelated to any of the existing Directors/Shareholders .

Mr. Dinesh Raj (DIN: 07113950);

Embarking early on a professional career, he commenced his journey with HDFC Bank, marketing their financial products and wealth management Transitioning towards an entrepreneurial path, he established Quanta-G—an innovative marketing and experiential enterprise. For nearly a decade, the company forged impactful alliances with esteemed brands like Tata Motors, Mahindra, Airtel, etc., building marketing strategies, orchestrating activations, events, and pioneering rural marketing initiatives across the expansive landscape of South India.

In 2014, he achieved a remarkable feat by creating the Guinness World Record for the world's largest human national flag formation with approximately 50,000 individuals. The momentous event, christened "My Flag My India," served the larger purpose of raising awareness and generating funds for Rotary India's tireless campaign to maintain a polio-free nation. This extraordinary Guinness achievement stands as a testament to both personal accomplishment and national pride.

He founded, conceptualized, and launched the pinnacle of global futsal leagues—Premier Futsal. Pioneering the landscape of sports startups in India, Premier Futsal redefined the futsal experience by seamlessly integrating internationally renowned football legends, global futsal players with local talents.

Endorsed by AFC and Dubai Sports Council, Premier Futsal garnered an extensive viewership— surpassing 150 million spectators worldwide. The league boasted esteemed brand ambassadors including Virat Kohli as the Founding Ambassador, Luis Figo as Founding President, and Futsal Falcao as Vice President. Biggest football superstars involved - Ronaldinho, Ryan Giggs, Paul Scholes, Michael Salgado, Deco, Hernan Crespo and Cafu, and endorsed by famous Indian celebs - AR Rahman, Rana Daggubatti, Tiger Shroff, Puneet Rajkumar, Arya and Sunny Leone.

A business advisor for sports properties across the globe like Lanka Premier League, Asia beach football, World Intercontinental Futsal Cup, etc.

Relationship Disclosure : He is unrelated to any of the existing Directors/Shareholders .

We further confirm that the said appointments are in compliance with the provisions of Section 203 of the Companies Act and all other applicable provisions of the Companies Act, 2013 and the rules thereof.

BY ORDER OF THE BOARD OF DIRECTORS
ZINEMA MEDIA AND ENTERTAINMENT LIMITED
(formerly TRIVIKRAMA INDUSTRIES LIMITED)

Sd/-
BASKARAN SATHYA PRAKASH
(DIN: 01786634)
MANAGING DIRECTOR

DATE : 07th September 2023
PLACE: CHENNAI

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No 4: APPOINTMENT OF MR.MANU PADMANABHAN (DIN: 06810682) AS INDEPENDENT DIRECTOR

The Board of Directors at its meeting held on 07th September 2023 recommended the appointment Mr, Manu Padmanabhan (DIN: 06810682) as Independent Director of the Company by the shareholders at the ensuing Annual General Meeting: His brief profile is as under ;

Mr, Manu Padmanabhan (DIN: 06810682)

Manu Padmanabhan Nair Accomplished, performance driven Entrepreneur and a proven leader credited with skill sets in various verticals, IT , Media, Healthcare & Hospitality . 24 plus Years of experience in the field of Information Technology, spanning various applications, technologies and roles, with decades of International experience. Apart from IT having 8 plus years of expertise in the field media/movie production. Well experienced online strategy planner for movie/media. Some of the notable productions include , Monsoon Mangoes , Cash , Brown Nation Internationally and 10 Kalpanagal , Wine , Vellam , Kooman domestically to name a few.

Relationship Disclosure : He is unrelated to any of the existing Directors/Shareholders .

We further confirm that the said appointment is in compliance with the provisions of Section 203 of the Companies Act and all other applicable provisions of the Companies Act, 2013 and the rules thereof.

The Company has received from Mr. Manu Padmanabhan

- i. Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014,
- ii. Intimation of Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Sub-Section (2) of Section 164 of the Companies Act, 2013 and

He is not related to any of the other Director(s), and KMP(s) of the Company.

The Resolution seeks the approval of members for the appointment of Mr. Manu Padmanabhan as Independent Director of the Company under the provisions of Section 196, 197 and 203 read with Schedule V and all other applicable provisions of Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 as amended from time to time.

The Board considers that his association would be of immense benefit to the Company and it is desirable to avail the services of Manu Padmanabhan as Director. Accordingly, the Board recommends the resolution in relation to appointment of Manu Padmanabhan as the Director, for the approval by the shareholders of the company.

This Explanatory statement may also be regarded as a disclosure under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015.

No Director, Key Managerial personnel or their relatives, except Manu Padmanabhan, to whom the resolution relates, is interested or concerned in the resolution.

The Board recommends the resolution set forth in Item No. 3 for the approval of the Members as Ordinary Resolution.

Item No.5: APPOINTMENT OF MR. DINESH RAJ (DIN: 07113950) AS NON EXECUTIVE DIRECTOR

The Board of Directors at its meeting held on 07th September 2023 recommended the appointment Mr. Dinesh Raj (DIN: 07113950) as Executive Director of the Company by the shareholders at the ensuing Annual General Meeting: His brief profile is as under ;

Mr. Dinesh Raj (DIN: 07113950);

Embarking early on a professional career, he commenced his journey with HDFC Bank, marketing their financial products and wealth management. Transitioning towards an entrepreneurial path, he established Quanta-G—an innovative marketing and experiential enterprise. For nearly a decade, the company forged impactful alliances with esteemed brands like Tata Motors, Mahindra, Airtel, etc., building marketing strategies, orchestrating activations, events, and pioneering rural marketing initiatives across the expansive landscape of South India.

In 2014, he achieved a remarkable feat by creating the Guinness World Record for the world's largest human national flag formation with approximately 50,000 individuals. The momentous event, christened "My Flag My India," served the larger purpose of raising awareness and generating funds for Rotary India's tireless campaign to maintain a polio-free nation. This extraordinary Guinness achievement stands as a testament to both personal accomplishment and national pride.

He founded, conceptualized, and launched the pinnacle of global futsal leagues—Premier Futsal. Pioneering the landscape of sports startups in India, Premier Futsal redefined the futsal experience by seamlessly integrating internationally renowned football legends, global futsal players with local talents.

Endorsed by AFC and Dubai Sports Council, Premier Futsal garnered an extensive viewership—surpassing 150 million spectators worldwide. The league boasted esteemed brand ambassadors including Virat Kohli as the Founding Ambassador, Luis Figo as Founding President, and Futsal Falcao as Vice President. Biggest football superstars involved - Ronaldinho, Ryan Giggs, Paul Scholes, Michael Salgado, Deco, Hernan Crespo and Cafu, and endorsed by famous Indian celebs - AR Rahman, Rana Daggubatti, Tiger Shroff, Puneet Rajkumar, Arya and Sunny Leone.

A business advisor for sports properties across the globe like Lanka Premier League, Asia beach football, World Intercontinental Futsal Cup, etc.

Relationship Disclosure : He is unrelated to any of the existing Directors/Shareholders .We further confirm that the said appointment is in compliance with the provisions of Section 203 of the Companies Act and all other applicable provisions of the Companies Act, 2013 and the rules thereof.

The Company has received from Mr. Dinesh Raj

- i. Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014,
- ii. Intimation of Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Sub-Section (2) of Section 164 of the Companies Act, 2013 and

He is not related to any of the other Director(s), and KMP(s) of the Company.

The Resolution seeks the approval of members for the appointment of Mr. Dinesh Raj Non Executive Director of the Company for a period of five years with effect from 1st October, 2023 to 30th September, 2028 under the provisions of Section 196, 197 and 203 read with Schedule V and all other applicable provisions of Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 as amended from time to time.

The Board considers that his association would be of immense benefit to the Company and it is desirable to avail the services of Manu Padmanabhan as Director. Accordingly, the Board recommends the resolution in relation to appointment of Manu Padmanabhan as the Director, for the approval by the shareholders of the company.

This Explanatory statement may also be regarded as a disclosure under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015.

No Director, Key Managerial personnel or their relatives, except Mr. Dinesh Raj, to whom the resolution relates, is interested or concerned in the resolution.

The Board recommends the resolution set forth in Item No. 4 for the approval of the Members as Ordinary Resolution.

ITEM NO.6- Increase of Authorized Capital of the Company

The present authorized share capital of the Company stands at Rs.8,00,00,000/- (Rupees Eight Crores Ony) divided into 80,00,000 (Eighty Lakhs Shares) Equity Shares of Rs.10/- (Rupees Ten only) each . With the growing expansion of the Company's business it is desirable to bring the authorized capital of the Company in proper correlation with the magnitude of the Company's resources and size of its undertaking . It is

therefore, considered advisable to increase the authorised capital of the Company from Rs.8,00,00,000/- (Rupees Eight Crores Only) divided into 80,00,000 (Eighty Lakhs Shares) Equity Shares of Rs.10/- (Rupees Ten only) to Rs.25,00,00,000/- (Rupees Twenty Five Crores) divided into 2,50,00,000 (Two Crores Fifty Lakhs) Equity shares of Rs.10/- (Rupees Ten Only) each .

The proposed increase of the authorised capital of the Company requires the approval of the members in general meeting. Consequent upon the increase in authorised capital of the Company , its memorandum will require alteration so as to reflect the increase in share capital .

The same resolution was moved and passed by the members at the Extra Ordinary General Meeting dated 30/12/2022.. Since the name change of the Company got delayed and so the change was not acted upon . The same resolution has been brought again for the members approval once again .

The Board recommend that the resolution be passed .

No director is interest or concerned in this resolution

ITEM NO.7- Preferential Issue and Allotment of Shares

The Company is venturing into Media and Entertainment Industry and with tough competition, funds becomes the lifeline. Keeping in mind the future requirements for funds, the resolution is proposed to empower the Board to take the required steps for increasing the capital of the Company .

The Board recommend that the resolution be passed .

No director is interest or concerned in this resolution

**BY ORDER OF THE BOARD OF DIRECTORS
ZINEMA MEDIA AND ENTERTAINMENT LIMITED
(formerly TRIVIKRAMA INDUSTRIES LIMITED)**

Sd/-

BASKARAN SATHYA PRAKASH

(DIN: 01786634)

MANAGING DIRECTOR

DATE : 07th September 2023

PLACE : CHENNAI