

19/08/2024

To

The Deputy Manager
Department of Corporate Services
BSE Limited
P.J. Towers, Dalal Street,
Mumbai- 400 001.

Scrip Code: 538579 (BSE-SME)

Dear Sir,


Sub: Submission of Scrutinizer's Report

Please find enclosed the Scrutinizer's report dated 19th August 2024 issued by Santhosh Kumar Ramadurai, Scrutinizer on the Voting (e-voting and Ballot) of the Extra Ordinary General Meeting held on 19th August 2024 at the Registered Office of the Company situated at Third Floor, B Block, Work EZ, 147 Pathari Road Thousand Lights Chennai - 600 006. at 11:00 am ;

This is for the information of Members.

Kindly take the same on your record & oblige.

For ZINEMA MEDIA AND ENTERTAINMENT LIMITED



BASKARAN SATHYA PRAKASH
(DIN: 01786634)
MANAGING DIRECTOR



SCRUTINIZER'S REPORT

To

The Chairman

M/ s. Zinema Media and Entertainment Limited

(Formerly known as Trivikrama Industries Limited)

CIN# L24241TN1984PLC096136

Third Floor, B Block, Work EZ, 147 Pathari

Road, Thousand Lights, Chennai TN

600006 IN

Sir,

Sub: Combined Scrutinizer's Report on remote e-voting and Poll on the agenda items transacted at the Extra Ordinary General Meeting ("EGM") held on Monday, the 19th August 2024 at 11:00 A.M., at the Registered Office of the Company at Third Floor, B Block, Work U, 147 Pathari Road, Thousand Lights Chennai TN 600006 IN

I , Santhosh Kumar Ramadurai, Practicing Company Secretary having office at T-1, Land Marvel Apartments , No:25, K B Dasan Road, Teynampet, Chennai -600018 have been appointed as a scrutinizer by the Board of Directors of M/S. Zinema Media and Entertainment Limited (Formerly known as Trivikrama Industries Limited) ("the Company") for the purpose of scrutinizing the combined results of remote evoting and poll process on the below mentioned resolutions transacted 19th August 2024 at 11:00 A.M., at the Registered Office of the Company at Third Floor, B Block, Work U, 147 Pathari Road Thousand Lights Chennai TN 600006 IN hereby submit our report as under:

- a. Pursuant to Section 101, 109, 108 of the Companies Act, 2013 ('the Act') and 3(1) of Rule 20 of the Companies (Management & Administration) Rules, 2014, the notice convening the meeting including Statement under Section 102 of the Act have been dispatched to all the members of the Company through electronic means (wherever email ids were available) on 29th July 2024. The Company uploaded the notice on their website, Bombay Stock Exchange (BSE) and Central Depository Services (India) Limited (CDSL). The members of the Company were given an option to vote electronically on e-voting platform, provided by the CDSL.



| | |
|----|--|
| b. | The Public Advertisement with respect to dispatch of notices and conducting of voting was not published. |
| c. | The e-voting period commenced at 9.00 A.M on 16 th August 2024 and ended at 5.00 P.M on 18 th August 2024 Immediately after the cutoff time, the evoting facility was blocked for remote e-voting. |
| d. | Accordingly, the electronic votes cast were taken into account up to the end of this voting period. On 18 th August 2024 , after the conclusion of the Poll Process at the EGM, the remote e-voting system was unblocked in the presence of 2 (Two) witnesses, the CDSL's portal was blocked for voting. |
| e. | A register has been maintained electronically to record the assent or dissent, received, mentioning particulars of name, address, folio number or client ID of the shareholders, number of shares held by them, nominal value of such shares. As there were no shares with differential voting rights, the question of maintaining the list of shares with differential voting rights did not arise. |
| f. | The Corporate members who had participated in the e-voting had enclosed the scanned copy of the resolution except for a member who had mailed a copy of the resolution directly to the Company through their registered mail address. |

At the EGM held at the scheduled time, date and venue the Chairman announced a poll, as per the provisions of Companies Act, 2013 and SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

As per Companies Act, 2013 (Management & Administration) Rules, 2014 the polling paper in Form MGT-12 were distributed to the Shareholders who were present at the Annual General Meeting and not voted through remote e-voting.

- a. After the time fixed for closing of the poll by the chairman 1 (one) ballot box kept for polling was locked in our presence with due identification mark placed by us.
- b. The locked ballot box was subsequently opened in our presence. None of shareholders have exercised their right to cast their vote through polling paper.

The resolutions for which this EGM of the shareholders was held were as follows:



| S.NO | Resolutions | Nature of Resolution |
|------|---|----------------------|
| 1 | <p>To consider and, if thought fit, to pass with or without modification the following Resolution as a</p> <p>Ordinary Resolution:</p> <p>"RESOLVED THAT pursuant to Section 139(8), 142 of the Companies Act, 2013 and the Companies (Audit & Auditors) Rules, 2014 Ganesamoorthy.T & Associates, Chartered Accountants, Chartered Accountants FRN: 013934S, be and are hereby appointed as Statutory Auditors of the Company to fill the casual vacancy caused due to the resignation of , Mudra Sunil Associates ,Chartered Accountants , from the conclusion of this general Meeting till the ensuing Annual General Meeting to be held for the financial year {2023-2024}, at the remuneration to be determined by the Board of Directors of the Company."</p> | Ordinary |

1. (a) We hereby submit our combined report results of remote e-voting together with that of the Poll as under:

| Resolution No. | Mode | No. of members voted | Total Shares |
|----------------|------------|----------------------|--------------|
| 1 | ELECTRONIC | 11 | 16,06,670 |
| | PHYSICAL | - | - |
| | TOTAL | 11 | 16,06,670 |

2. Results of the remote e-voting and poll at AGM:

| Notice | Votes in Favour | | Voted Against | | Total Valid Votes | | 100% | NIL | Passed as Ordinary / Special Resolution |
|------------|-----------------|-------|---------------|----------|-------------------|-----------|------|-----|---|
| | members voted | Votes | members voted | of Votes | No. of | No. of | | | |
| | | | | | members voted | Votes | | | |
| Item No. 1 | 11 | | | | 11 | 16,06,670 | | | Passed as an Ordinary Resolution |

Santhosh Kumar Ramadurai

M.Com., MBA , FCS ,ACMA



Company Secretary in Practice

3. All relevant records were shared to the authorized representative of the Company authorized by the Board for safe keeping.

Thanking you

Yours Faithfully

Santhosh Kumar Ramadurai

M.NO.: F9264, COP: 13906

Scrutinizer

Peer Review No.: 5788/2024

UDIN: F009264F000999528

Place: Chennai

Date: 19TH August 2024