

ZINEMA MEDIA AND ENTERTAINMENT LIMITED
Registered Office:- Third Floor, B Block, Work EZ, 147 Pathari Road Thousand Lights, Chennai,
Chennai, Tamil Nadu, India, 600006
E-mail ID: trivikramaindustries@gmail.com, Contact No.:
CIN: L24241TN1984PLC096136

NOTICE

NOTICE is hereby given that 01/EGM/24-25 Extraordinary General Meeting of ZINEMA MEDIA AND ENTERTAINMENT LIMITED will be held at 11:00 AM on Monday, 19/08/2024 at Third Floor, B Block, Work EZ, 147 Pathari Road Thousand Lights, Chennai, Tamil Nadu, India, 600006 to transact the following special business:

Special Business:

1. Appointment of statutory auditors to fill the casual vacancy caused due to resignation of existing statutory auditor.

To consider and, if thought fit, to pass with or without modification the following Resolution as a Ordinary Resolution:

"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."

By Order of the Board of Directors
For ZINEMA MEDIA AND ENTERTAINMENT LIMITED

sd/-

Baskaran Sathya Prakash
DIN : 01786634
Managing Director
Address : Kannagam, 22, Thilagar Street,, R.s.puram, Tamil Nadu India 641002

Date: 26/07/2024
Place: Chennai

ZINEMA MEDIA AND ENTERTAINMENT LIMITED

**Registered Office:- Third Floor, B Block, Work EZ, 147 Pathari Road Thousand Lights, Chennai,
Chennai, Tamil Nadu, India, 600006**

E-mail ID: trivikramaindustries@gmail.com, Contact No.:

CIN: L24241TN1984PLC096136

NOTES:

1. The statement of material facts pursuant to Section 102 of the Companies Act, 2013, setting out the material facts in respect of the business is annexed hereto as Annexure-I.
2. A member entitled to attend and vote at the Extra Ordinary General Meeting (the "Meeting") is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. The instrument appointing the proxy should, however, be deposited at the registered office of the Company not less than forty-eight hours before the commencement of the Meeting. Proxy Form is attached as Annexure-II.
3. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
4. Members seeking any information with regard to the proposed resolutions are requested to write to the Company at an early date, so as to enable the Management to keep the information ready at the Extra Ordinary General Meeting.
5. 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.
6. 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 writing is given to the Company.
7. Members / proxies should bring the duly filled Attendance slip attached as Annexure-III to attend the meeting. Shareholders are requested to tender their attendance slips at the registration counters at the venue of the EGM 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 EGM hall.
8. The Register of Members and the Share Transfer books of the Company will remain closed from 9th day, August, 2024 to 19th August 2024 (both days inclusive), for the purpose of Extra Ordinary General Meeting.
9. 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 EGM.
10. 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 EGM.

11. For any communication, the shareholders may also send requests to the Company's investor email id: trivikramindustries@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.
12. 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.
13. 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 general meeting of the company.
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 Extra Ordinary General Meeting (EGM) 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 16th day of August 2024 at 09:00 A.M. IST. and ends on 18th day of August 2024 at 05:00 P.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. Friday 9th day of August 2024, 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 9th day of August 2024.

- (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"> <li data-bbox="634 1199 1382 1478">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 New System Myeasi. <li data-bbox="634 1520 1382 1730">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. <li data-bbox="634 1772 1382 1892">3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration.

	<p>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.</p>
<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.nsd.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.nsd.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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.
Dividend Bank Details OR Date of Birth (DOB)	<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 –REMOTE VOTING:

- 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 upto 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.

1. SCRUTINY OF THE VOTING PROCESS:

- a. The Board of directors has appointed R.Anuradha M/s. G Ramachandran & Associates, Company Secretaries (Certificate of Practice No. 20623 & Membership No. A55209), 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 38th EGM, first download the votes cast at the EGM 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 38th EGM, 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.

**BY ORDER OF THE BOARD OF
DIRECTORS For ZINEMA MEDIA
AND ENTERTAINMENT LIMITED**

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

**DATE 26/07/2024
PLACE: CHENNAI**

ZINEMA MEDIA AND ENTERTAINMENT LIMITED
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Annexure-I

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No.1 - Appointment of statutory auditors to fill the casual vacancy caused due to resignation of existing statutory auditor:

Mudra Sunil Associates , Chartered Accountants, have resigned from the office of Statutory Auditors of the Company & are unable to continue their affairs with the Company, resulting into a casual vacancy in the office of Statutory Auditors of the Company as envisaged by section 139(8) of the Act. The Board of Directors has proposed the name of Ganesamoorthy.T & Associates, Chartered Accountants, Chartered Accountants to be appointed as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of , Chartered Accountants. Ganesamoorthy.T & Associates, Chartered Accountants, Chartered Accountants has accepted the proposal and has given their consent and eligibility certificate to act as Statutory Auditor of the Company. As per Section 139 (8) of the Companies Act, 2013 read with the Companies Audit and Auditors Rules, 2014 approval of members is sought in this regard. The Directors therefore, recommend the Resolution for approval of the shareholders. None of the Directors, Key Managerial Persons of the Company or their relatives, is in any way, concerned or interested in the said resolution.

By Order of the Board of Directors
For ZINEMA MEDIA AND ENTERTAINMENT LIMITED

sd/-

Baskaran Sathya Prakash
DIN : 01786634
Managing Director
Address : Kannagam, 22, Thilagar Street,, R.s.puram, Tamil Nadu India 641002

Date: 26/07/2024
Place: Chennai

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Annexure-II

Form No. MGT-11

Proxy form

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

CIN: L24241TN1984PLC096136

Name of the Company: ZINEMA MEDIA AND ENTERTAINMENT LIMITED

Registered office: Third Floor, B Block, Work EZ, 147 Pathari Road Thousand Lights, Chennai,
Chennai, Tamil Nadu, India, 600006

Name of the Member(s):	
Registered address:	
Email address:-	
No. of shares held:-	
Folio No/Client Id:-	
DP ID:-	

I/We, being the member of ZINEMA MEDIA AND ENTERTAINMENT LIMITED holding {No of Share} shares of the above named company, hereby appoint

Name:	
Address:	
Email address:-	
Signature:-	

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra Ordinary General Meeting of the Company, to be held on the 19th day of August, 2024 at 11:00 AM at Third Floor, B Block, Work EZ, 147 Pathari Road Thousand Lights, Chennai, Tamil Nadu, India, 600006 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.

1. Register of Directors and KMP and their shareholding, register of members and other statutory registers
2. Appointment of statutory auditors to fill the casual vacancy caused due to resignation of existing statutory auditor

Signed on this ___ day of _____

Signature of Shareholder

**Signature of Proxy
holder(s)**

Note: 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.

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Annexure-III

Attendance Slip

01/EGM/24-25 Extra Ordinary General Meeting, Monday, 19/08/2024 AT 11:00 AM

Folio No. / DP ID Client ID No.	
Name of First named Member/Proxy/ Authorised Representative	
Name of Joint Member(s), if any:	
No. of shares held	

I certify that I am a registered shareholder/proxy for the registered shareholder of the Company and hereby record my presence at the 01/EGM/24-25 Extra Ordinary General Meeting of the Company on Monday, 19/08/2024 at 11:00 AM at Third Floor, B Block, Work EZ, 147 Pathari Road Thousand Lights, Chennai, Tamil Nadu, India, 600006

Member's/Proxy's name in Block Letters

**Member's/Proxy's
Signature**

Note(s): 1. Please sign this attendance slip and hand it over at the Attendance Verification Counter at the MEETING VENUE.

2. Only shareholders of the Company and/or their Proxy will be allowed to attend the Meeting.