MEDIA & ENTERTAINMENT LIMITED

Date: September 08, 2026

The Manager
Corporate Relationship Department
BSE Limited
1st Floor, New Trading Wing,
Rotunda Building,
P J Towers, Dalal Street, Fort,
Mumbai - 400001
BSE Script Code: 538579

Dear Sir/Madam,

Subject: Outcome of the Board Meeting held today i.e., on Tuesday, September 08, 2026.

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, we wish to inform you that the Board of Directors of the Company at their meeting held today i.e., Tuesday, September 08, 2026, have, *inter-alia,* considered and approved/noted the following matters:

1. **Increase in Authorized Share Capital** from existing Rs. 8,00,00,000/- (Rupees Eight Crore Only) divided into 80,00,000 (Eighty Lakh) equity shares of Face Value of Rs. 10/- (Rupees Ten Only) each to Rs. 10,00,00,000/- (Rupees Ten Crore Only) divided into 1,00,00,000 (One Crore) equity shares of Face Value of Rs. 10/- (Rupees Ten Only) and Alteration of Capital Clause of Memorandum of Association of the Company consequent thereto, subject to shareholders' approval at the ensuing Annual General Meeting.

2. **Issue and allotment of up to 24,99,000 (Twenty-Four Lakh and Ninety-Nine Thousand) Equity Share** of the Company of face value of ₹ 10.00 (Rupees Ten Only) each valued at ₹10.00 (Rupees Ten Only) each [i.e., at Par Value] aggregating up to INR 2,49,90,000/- (Rupees Two Crore Forty Nine Lakh and Ninety Thousand Only), **to the Unsecured Financial Creditors of M/s. Premier Futsal Management Private Limited ("PFMPL") (refer Annexure I)**, **towards their settlement amount**, **pursuant to and as part of implementation of Resolution Plan for PFMPL**, as per order dated December 19, 2024 passed by Hon'ble National Company Law Tribunal, Division Bench-I, Chennai ("NCLT") bearing No.: IA(PLAN)/9(CHE)/2024 in IBA/441/2019 ("NCLT Order") **on private placement and preferential allotment basis** pursuant to the applicable provisions of the Companies Act, 2013 ("Act"), Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI (ICDR) Regulations"), SEBI Listing Regulations, and other applicable laws.

   The said approval is subject to the approval of the shareholders of the Company at the ensuing Annual General Meeting, Regulatory/ Statutory approvals, as may be applicable.

   The details as required under Regulation 30 of the SEBI Listing Regulations are enclosed herewith as **'Annexure II'.**

3. **Resignation of M/s. Ganesamoorthy. T & Associates, Chartered Accountants, (FRN: 013934S) from the office of Statutory Auditors of the Company** with effect from September 01, 2026. The said resignation was also placed before the Audit Committee of the Company. The Audit Committee reviewed the reason for resignation and had no comments on the same.

   The resignation letter and details as required under Regulation 30 of the SEBI Listing Regulations are enclosed herewith as **'Annexure III';**

4. **Appointment of M/s. Patni Mandhana & Associates, Chartered Accountants (FRN: 152125W) as the Statutory Auditor of the Company,** subject to the approval of the shareholders at the ensuing Annual General Meeting.

   The details as required under Regulation 30 of the SEBI Listing Regulations are enclosed herewith as **'Annexure IV';**

5. **Convening of Annual General Meeting ("AGM") on Wednesday, September 30, 202**6 and draft notice thereof. The notice of the AGM will be sent separately to the Stock Exchange and to the Members of the Company in due course in compliance with the provisions of the Act and SEBI Listing Regulations;

6. **Fixed Friday, September 04, 2026 as the "Cut-Off-Date"** for the purpose of reckoning the name of the eligible members for dispatch of Notice of AGM along with Annual Report for FY 2025-26;

7. **Fixed Wednesday, September 23, 2026 as the "Cut-Off-Date"** for the purpose of determining the eligibility of the Members entitled to vote by remote e-voting/ voting at the AGM. Only those Members holding shares, as on the close of business hours on **Wednesday**, **September 23, 2026** will be entitled to avail the facility of remote e-voting as well as voting at the AGM.

The meeting of the Board of Directors commenced at 8:00 P.M. and concluded at 09:56 P.M.

Thanking you,

Yours sincerely,
For ZINEMA MEDIA AND ENTERTAINMENT LIMITED

BASKARAN SATHYA PRAKASH
Digitally signed by BASKARAN SATHYA PRAKASH
Date: 2026.09.08 22:11:55 +05'30'

BASKARAN SATHYA PRAKASH
MANAGING DIRECTOR
DIN: 01786634

Encls.: As above

Annexure I

Allottees for proposed Preferential Issue

Sr. No	Name	Category (Promoter/ Non-Promoter)	Maximum Number of Equity Shares to be Issued	Nominal Value*	% of holding (post preferential issue)
1.	Prime Events	Non-Promoter	10,17,441	1,01,74,410.00	10.58
2.	Prime Global Sport Management LLP	Non-Promoter	11,19,835	1,11,98,350.00	11.65
3.	Mr. Chelliah Arun Pandian, On behalf of A & P Group (Partnership firm)	Non-Promoter	3,61,724	36,17,240.00	3.76
Total			**24,99,000**	**2,49,90,000.00**	

**Note: Issue is proposed to be made for consideration other that cash as per NCLT Order.*

Annexure II

<u>Information of the proposed Preferential Issue pursuant to Regulation 30 of SEBI Listing Regulations</u>

Sr. No.	Particulars	Details
1.	Type of securities proposed to be Issued	Equity Share of the Company of face value of INR 10/- (Rupees Ten Only) each ranking pari-passu in all respect with the Existing Equity Shares of the Company.
2.	Type of issuance (further public offering, rights issue, depository receipts (ADR / GDR), qualified institutions placement, preferential allotment, etc.)	Preferential Issue of the Equity Shares of the Company in accordance with the Companies Act 2013, SEBI (ICDR) Regulations, NCTL Order and other applicable laws.
3.	Total number of Securities proposed to be issued or the total amount for which the securities will be issued	Issue of upto 24,99,000 (Twenty-Four Lakh and Ninety-Nine Thousand) Equity Shares of the Company of face value of INR 10/- (Rupees Ten Only) each, for consideration other than cash to allottees belonging to Non-Promoter Category.
6.	Issue Price	Valued at ₹10.00 (Rupees Ten Only) each [i.e., at Par Value]. The Issue Price is determined as per NCLT Order.
Additional Details in case of Preferential Issue:		
4.	Name of Allottees, and Number of Allottees	As per Annexure I.
5.	Post Allotment of Securities - outcome of the subscription	Issue is proposed to be made to the Unsecured Financial Creditors of M/s. Premier Futsal Management Private Limited ("PFMPL"), towards their settlement amount, pursuant to and as part of implementation of Resolution Plan for PFMPL, as per order dated December 19, 2024 passed by Hon'ble National Company Law Tribunal, Division Bench-I, Chennai ("NCLT") bearing No.: IA(PLAN)/9(CHE)/2024 in IBA/441/2019 ("NCLT Order").

Annexure III

Information on resignation of Statutory Auditor pursuant to Regulation 30 of SEBI Listing Regulations

Sr. No.	**Particulars**	**Details**
1.	Name of the Auditor	M/s. Ganesamoorthy T. & Associates Chartered Accountants
2.	Reason for change viz. ~~appointment, re-appointment,~~ resignation, ~~removal, death or otherwise;~~	Resignation from the Office of Statutory Auditor of the Company
3.	Date of ~~appointment/re-appointment/~~cessation (as applicable) & Term of appointment/re-appointment;	September 01, 2026 *(Date of receipt of Resignation letter is September 08, 2026)* Not Applicable
4.	Brief profile (in case of appointment);	Not Applicable
5.	Disclosure of relationships between directors (in case of appointment of a director).	Not Applicable
6.	Reason for Resignation	As per resignation letter attached as '**Annexure A**'

Annexure A

GANESAMOORTHY.T & ASSOCIATES
CHARTERED ACCOUNTANTS

No.27, S3, VGP Nagar
Vellalar Street, Mogappair
Chennai - 600037
Phone : 044 - 4868 9933
E-mail : tgmfca@gmail.com

Date: 01.09.2026

Ref: GT/001/2026-27

To,
The Board of Directors
Zinema Media and Entertainment Limited
New Door Number 57, Old Door No.57,
Sathya dev Avenue MRC Nagar,
Raja Annamalaipuram, Chennai: 600028

Sub: <u>Resignation as Statutory Auditors of Zinema Media and Entertainment Limited</u>

Dear Sir/Madam,

We refer to our appointment as the Statutory Auditors of **Zinema Media and Entertainment Limited** ("the Company") for a term of five consecutive years, pursuant to the resolution passed by the Members of the Company at its 40th Annual General Meeting held on September 30, 2024.

We wish to inform you that the size and scale of the business operations of the Company have grown significantly over the recent period. Considering the increased scope, complexity and volume of transactions arising from this growth, and having regard to the time and greater resource required to conduct the statutory audit of the Company at the standards expected under the applicable Standards on Auditing and Standards on Quality Control issued by the Institute of Chartered Accountants of India, we have assessed that, it is not in a position to devote the requisite time and resource to adequately discharge our responsibilities as Statutory Auditors of the Company going forward.

Under the circumstances, and in the interest of ensuring that the Company's statutory audit is conducted by a firm with adequate resources and capacity commensurate with the growing scale of its operations, we hereby tender our resignation as the Statutory Auditors of the Company, and request you to treat this letter as our resignation, with **immediate effect**.

We have also discussed this matter with the Management of the Company.

We confirm that:

1. There are no other material reasons for our resignation, other than the time and manpower constraints stated above, arising from the growing scale of the Company's business operations;
2. There are no concerns raised by us with respect to the management of the Company;
3. We have completed the audit of the financial statements of the Company for the financial year ended March 31, 2026 vide our audit report dated May 30, 2026 and have not commenced the audit of the Company for the half year ending September 30, 2026;

GANESAMOORTHY.T & ASSOCIATES CHARTERED ACCOUNTANTS Chennai 600037

GANESAMOORTHY.T & ASSOCIATES
CHARTERED ACCOUNTANTS

No.27, S3, VGP Nagar
Vellalar Street, Mogappair
Chennai - 600037
Phone : 044 - 4868 9933
E-mail : tgmfca@gmail.com

Pursuant to the provisions of Section 140(2) of the Companies Act, 2013, we shall file a statement in **Form ADT-3** with the Registrar of Companies within the prescribed time, and shall forward a copy of the same to the Company for its records.

Please find enclosed **Annexure A**, containing the information, as prescribed under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with SEBI Master Circular No.: CIR/CFD/CMD1/114/2019 dated October 18, 2019.

We take this opportunity to place on record our sincere appreciation for the courtesy and cooperation extended to us by the Management and staff of the Company during our tenure as Statutory Auditors, and assure our full cooperation in ensuring a smooth handover to the incoming auditors.

Kindly take the above on record and acknowledge receipt of this letter.

Thanking you,

For M/s. Ganesamoorthy. T & Associates,
Chartered Accountants
FRN: 013934S

GANESAMOORTHY & ASSOCIATES CHARTERED ACCOUNTANTS Chennai 600037.

GANESAMOORTHY.T
PROPRIETOR
Membership No.: 228695

GANESAMOORTHY.T & ASSOCIATES
CHARTERED ACCOUNTANTS

No.27, S3, VGP Nagar
Vellalar Street, Mogappair
Chennai - 600037
Phone : 044 - 4868 9933
E-mail : tgmfca@gmail.com

Annexure – A

Disclosure of information from the Statutory Auditor upon Resignation

Sr. No.	Particulars	Details
1.	Name of the listed entity/ ~~material subsidiary~~:	Zinema Media and Entertainment Limited
2.	Details of the statutory auditor: a.Name: b. Address: c. Phone number: d. Email:	 a. Ganesamoorthy T & Associates, Chartered Accountants; b. No. 27, S3, VGP Nagar, Vellalar Street, Mogappair, Chennai – 600037. c. 9551599933 d. tgmfca@gmail.com
3.	Details of association with the listed entity~~/ material subsidiary~~: a. Date on which the statutory auditor was appointed: b. Date on which the term of the statutory auditor was scheduled to expire: c. Prior to resignation, the latest audit report/~~limited review report~~ submitted by the auditor and date of its submission:	 a. September 30, 2024; b. Conclusion of Company's 45th Annual General Meeting schedule to be held in Year 2029; c. Audit Report for the Financial Year ended March 31, 2026 dated May 30, 2026.
4.	Detailed reasons for resignation:	Larger network/greater resource capacity constraints stated in Resignation letter dated 01.09.2026, arising from the growing scale of the Company's business operations.
5.	In case of any concerns, efforts made by the auditor prior to resignation (including approaching the Audit Committee/Board of Directors along with the date of communication made to the Audit Committee/Board of Directors)	Not Applicable

GANESAMOORTHY.T & ASSOCIATES CHARTERED ACCOUNTANTS Chennai 600037

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Vellalar Street, Mogappair
Chennai - 600037
Phone : 044 - 4868 9933
E-mail : tgmfca@gmail.com

6.	In case the information requested by the auditor was not provided, then following shall be disclosed: a. Whether the inability to obtain sufficient appropriate audit evidence was due to a management-imposed limitation or circumstances beyond the control of the management. b. Whether the lack of information would have significant impact on the financial statements/results. c. Whether the auditor has performed alternative procedures to obtain appropriate evidence for the purposes of audit/limited review as laid down in SA 705 (Revised) d. Whether the lack of information was prevalent in the previous reported financial statements/results. If yes, on what basis the previous audit/limited review reports were issued.	Not Applicable
7.	Any other facts relevant to the resignation:	Nil

Declaration

1. We hereby confirm that the information given in this letter and its attachments is correct and complete.

2. We hereby confirm that there is no other material reason other than those provided above for my resignation/ resignation of my firm.

For M/s. Ganesamoorthy. T & Associates,
Chartered Accountants
FRN: 013934S

GANESAMOORTHY.T
PROPRIETOR
Membership No.: 228695

GANESAMOORTHY.T & ASSOCIATES ★ CHARTERED ACCOUNTANTS ★ Chennai 600037.

MEDIA & ENTERTAINMENT LIMITED

Annexure IV

Information on appointment of Statutory Auditor pursuant to Regulation 30 of SEBI Listing Regulations

Sr. No.	Particulars	Details
1.	Name of the Auditor	M/s. Patni Mandhana & Associates, Chartered Accountants
2.	Reason for change viz. appointment~~, re-appointment, resignation, removal, death or otherwise;~~	Appointment as Statutory Auditors of the Company
3.	Date of appointment~~/re-appointment/cessation (as applicable)~~ & Term of appointment/re-appointment;	Board of Directors at their meeting held on September 08, 2026 have recommended to the shareholders of the Company their appointment as a Statutory Auditor of the Company to hold office for a term of five consecutive Financial Years from the conclusion of the ensuing 42nd AGM till the conclusion of the 47th AGM of the Company
4.	Brief profile (in case of appointment);	Patni Mandhana & Associates (a peer reviewed firm) was formed in 2019 to offer skills to varied type of clients ranging from corporate sector, public sector undertakings, banks, charitable institutions, trusts, small and medium enterprises and individuals. Patni Mandhana & Associates has well maintained offices equipped with modern infrastructure, with 40 member team in Mumbai Office. Its team consists of professionals handling various areas of operations under the guidance of the senior partners. They are distinguished providers of financial advisory services. The organization is a congregation of professionally qualified and experienced persons, who are committed to add value and optimize the benefits accruing to clients.
5.	Disclosure of relationships between directors (in case of appointment of a director).	Not Applicable