

TRIVIKRAMA INDUSTRIES LIMITED

CIN: L24241TN1984PLC096136



05th December 2022

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: Intimation under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Para A of Part A of Schedule III to the said Regulations, we wish to inform you the following outcomes of the Board Meeting held on 05th December 2022 at the Registered Office of the Company at 10.00 am

Agendas & Outcome :

- 1) *To recommend the change in Designation of Shri Balwant Singh (DIN: 06560717) , Additional Director of the Company to Executive Director of the Company .*
The Board recommended the Designation change of Shri Balwant Singh (DIN: 06560717) , Additional Director of the Company to Executive Director of the Company for the consideration of Members in the forthcoming General Meeting.
- 2) *To consider name change of the Company to ZINEMA MEDIA AND ENTERTAINMENT LIMITED*
The Board recommended for the change in the name of the Company for the consideration of Members and in this regard to take steps to obtain No Objection Certificate from the Company with the same name .
- 3) *To consider increase of Authorised Capital from the present Rs.8 Crores to Rs.25 Crores*
The Board recommended for the increase in Authorised Capital of the Company from the present Rs.8 Crores to Rs.25 Crores for the consideration of Members in view of the future business opportunities.
- 4) *To consider convening an Extra Ordinary General Meeting of Members, to approve the draft Notice for convening the same and to fix the record date and book closure.*
The Board approved the draft Notice calling for Extra Ordinary General Meeting of Members on 30th of December 2022 at 03.00 PM at the Registered Office of the Company at Third Floor, B Block, Work EZ,147 Pathari Road Thousand Lights Chennai – 600 006. The Register of Members & Share Transfer Books of the Company will remain closed from Saturday, 24th December, 2022 to Friday, 30th December 2022 (both days inclusive) for the purpose of the aforesaid Extraordinary General Meeting

TRIVIKRAMA INDUSTRIES LIMITED

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Notice is hereby given that an Extraordinary General Meeting of the Company is scheduled to be held on Tuesday, 30th day of December 2022 at 03:00 PM at the Registered Office of the Company Situated at Third Floor, B Block, Work EZ,147 Pathari Road, Thousand Lights, Chennai – 600 006. Please find enclosed the Notice as Annexure I.

This is for the information of Members

Thanking You

FOR TRIVIKRAMA INDUSTRIES LIMITED

BASKARAN SATHYA PRAKASH
(DIN: 01786634)
MANAGING DIRECTOR



TRIVIKRAMA INDUSTRIES LIMITED

CIN: L24241TN1984PLC096136



NOTICE

Notice is hereby given that an Extraordinary General Meeting of the M/s. Trivikrama Industries Limited will be held on Friday the 30th December 2022 at 03.00 P.M at the Registered Office of the company situated at Third Floor, B Block, Work EZ,147 Pathari Road, Thousand Lights, Chennai – 600 006 to transact the following business:

Special Business

1. Appointment of Shri Balwant Singh (DIN: 06560717) , as Executive Director

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

“RESOLVED THAT **Shri Balwant Singh (DIN: 06560717)** who was appointed as an Additional Director of the Company with effect from 14th November 2022 pursuant to the provisions of Section 161 of the Companies Act, 2013 (“Act”) and the Articles of Association of the Company and who holds office up to the date of this General Meeting, and being eligible, offer himself for appointment and in respect of whom the Company has received a notice in writing from a Member, pursuant to the provisions of Section 160 of the Act, signifying his intention to propose the candidature of **Shri Balwant Singh (DIN: 06560717)** for the office of Director, be and is hereby appointed as a Director of the Company(Executive),not liable to retire by rotation, for a period of 5 years at remuneration to be fixed by the Board of Directors , with effect from the date of this Meeting.”

2. Name change of the Company to ZINEMA MEDIA AND ENTERTAINMENT LIMITED

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

“RESOLVED THAT pursuant to the provision of Section 4, Section 13 and Section 14 of the Companies Act, 2013 (“the Act”) and all other applicable provisions if any, of the Act read with Companies (Incorporation) Rules, 2014 as amended from time to time and subject to the approval of the Central Government and the Bombay Stock Exchange , consent is hereby accorded to change the name of the Company “TRIVIKRAMA INDUSTRIES LIMITED” to “ZINEMA MEDIA AND ENTERTAINMENT LIMITED” ;

RESOLVED FURTHER THAT subject to the approval of the Central Government and the Bombay Stock Exchange, Clause I of Memorandum of Association, on the name of the Company, be changed from “TRIVIKRAMA INDUSTRIES LIMITED” to “ZINEMA MEDIA AND ENTERTAINMENT LIMITED”;

RESOLVED FURTHER THAT subject to the subject to the approval of the Central Government and the Bombay Stock Exchange, the Name “TRIVIKRAMA INDUSTRIES LIMITED” wherever it appears in the Memorandum of Association and Articles of Associations of the company be substituted by the name “ZINEMA MEDIA AND ENTERTAINMENT LIMITED”;

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorised, on behalf of the Company, to do all acts, deeds, matters and things as deemed necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution.”

TRIVIKRAMA INDUSTRIES LIMITED

CIN: L24241TN1984PLC096136



3. 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 Clauses 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 authorised 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.”

BY ORDER OF THE BOARD

FOR TRIVIKRAMA INDUSTRIES LIMITED

BASKARAN SATHYA PRAKASH
(DIN: 01786634)
MANAGING DIRECTOR



Place : Chennai

Date : 05/12/2022

Regd. Office: Third Floor , B Block, Work EZ,147 Pathari Road Thousand Lights Chennai – 600 006

E-mail: trivikramaindustries@gmail.com

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NOTES:

1. **Any member entitled to attend and vote at the meeting may appoint a proxy to attend and vote instead of himself. The proxy need not be a member of the Company. The proxies should however be deposited at the registered office of the Company not less than 48 hours before the commencement of the meeting.**
2. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of resolutions set out is annexed hereto.
3. Members are requested to bring their copy of the Notice to the meeting.
4. **Copies of Articles of Association with proposed alterations are made available for inspection between 11 A.M to 1.P.M for the convenience of members at the Registered Office of the Company on or before the date of Extra-ordinary General Meeting.**

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Annexure to Notice
EXPLANATORY STATEMENT
Pursuant to Section 102 of the Companies Act, 2013

ITEM NO.1

The Board of Directors of the Company at their meeting held on 14th November 2022 appointed Shri Balwant Singh (DIN: 06560717) as Additional Director of the Company .

A member has proposed Shri Balwant Singh , for his expertise in the business of the Company , to be appointed as an Executive Director for a period of five years at a remuneration to be decided by the Board of Directors .

Shri Balwant Singh shall not be liable to retire by rotation during his tenure as Executive Director of the Company

1	Director Identification Number (DIN)	06560717
2	Name (in full)	Shri Balwanth Singh
3	Father's Name (in full)	Shri Narsing Lal
4	Address	C/o Narsing Lal,8-3-318/11/11-P,F.No. 402,4thfloor, Sri Durga Ush aNilayam, Jayaprakash Nagar, Engineers Cly Yellareddyguda Hyderabad, Telangana India, 500073
5	Occupation	Business
6	Date of birth	02/02/1968
7	Nationality	Indian
8	No: of Shares Held as on 05/12/2022	Nil
9	Directorship in Public Companies	Nil
10	Chairman /member of Committees of Companies	Nil

The Board recommends the resolution set forth in Item No.1 for approval of the Members of the Company as an Ordinary Resolution.

None of the Directors are interested or concerned in this resolution except for Shri Balwanth Singh

ITEM NO.2

Proposal of Change of Name of the Company from “TRIVIKRAMA INDUSTRIES LIMITED” to “ZINEMA MEDIA AND ENTERTAINMENT LIMITED” subject to the approval of Bombay Stock Exchange, Shareholders of the Company and Ministry of Corporate Affairs.

The management of the Company feels that to increase its revenue and to grow, it needs to rebrand the Company to have better visibility in the market .

Therefore the management recommends the name change of the Company to “ZINEMA MEDIA AND ENTERTAINMENT LIMITED” to the members subject to the approval of Bombay Stock Exchange, and Ministry of Corporate Affairs.

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CIN: L24241TN1984PLC096136



The Board recommends the resolution set forth in Item No.2 for approval of the Members of the Company as a Special Resolution.

None of the Directors are interested or concerned in this resolution .

ITEM NO.3

The present authorised 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 corelation 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 Board recommend that the resolution be passed .

No director is interest or concerned in this resolution .

BY ORDER OF THE BOARD

FOR TRIVIKRAMA INDUSTRIES LIMITED

BASKARAN SATHYA PRAKASH
(DIN: 01786634)
MANAGING DIRECTOR



Place : Chennai
Date : 05/12/2022