



## Picturehouse Media Limited

September 28, 2017

To  
The Secretary  
BSE Limited  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Fort, Mumbai – 400 001

Dear Sir/Madam,

**Sub: Voting Results of 18<sup>th</sup> Annual General Meeting held on September 28, 2017**

**Ref: Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

**Scrip Code: BSE – 532355**

With reference to the subject cited and pursuant to the provisions of Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements), 2015, please find enclosed the voting results of 18<sup>th</sup> Annual General Meeting held on September 28, 2017 along with Scrutinizer's Report.

Kindly take the above information on records.

Thanking you.

Yours sincerely,

for PICTUREHOUSE MEDIA LIMITED

Mona Rajora  
Company Secretary

Enclosed: a/a

**Picturehouse Media Limited.**

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**Regd. Office:** KRM Centre 9th Floor No. 2 Harrington Road Chetpet  
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CIN: L92191TN2000PLC044077

Details of Voting Results pursuant to Regulation 44(3) of the SEBI (LODR) Regulations, 2015	
Date of the AGM/EGM	28.09.2017
Total number of shareholders on record date	5104
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	4
Public:	559
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable

Agenda- wise disclosure (to be disclosed separately for each agenda item)

Item No. 1: To Consider and adopt audited Financial Statements, Reports of the Board of Directors' and Auditors' thereon for the financial year ended March 31, 2017.

Resolution Required:(Ordinary/Special)		Ordinary Resolution						
Whether promoter/ promoter groups are interested in the agenda/resolution?		No						
CATEGORY	MODE OF VOTING	NO OF SHARES HELD	NO OF VOTES POLLED	% OF VOTES POLLED ON OUTSTANDING SHARES	NO OF VOTES - IN FAVOUR	NO OF VOTES - AGAINST	% OF VOTES IN FAVOUR ON VOTES POLLED	% OF VOTES AGAINST ON VOTES POLLED
		(1)	(2)	(3)=(2/1)*100	(4)	(5)	(6)=(4/2)*100	(7)=(5/2)*100
PROMOTER AND PROMOTER GROUP	E-VOTING		35293540	91.32	35293540	0	100	0
	POLL	38646654	0	0	0	0	0	0
	POSTAL BALLOT (if applicable)		0	0	0	0	0	0
	SUB TOTAL	38646654	35293540	0	0	0	100	0
PUBLIC-INSTITUTIONS	E-VOTING		0	0	0	0	0	0
	POLL	2550028	0	0	0	0	0	0
	POSTAL BALLOT (if applicable)		0	0	0	0	0	0
	SUB TOTAL	2550028	0	0	0	0	0	0
PUBLIC-NON INSTITUTIONS	E-VOTING		0	0	0	0	0	0
	POLL	11053318	25	0.00	25	0	100	0
	POSTAL BALLOT (if applicable)		0	0	0	0	0	0
	SUB TOTAL	11053318	25	0	25	0	100	0
TOTAL		52250000	35293565	67.55	35293565	0	100	0

Item No. 2: To ratify appointment of M/s. Brahmayya & Co. as Statutory Auditors

Resolution Required:(Ordinary/Special)		Ordinary Resolution						
Whether promoter/ promoter groups are interested in the agenda/resolution?		No						
PARTICULARS	MODE OF VOTING	NO OF SHARES HELD	NO OF VOTES POLLED	% OF SHARES POLLED ON OUTSTANDING SHARES	NO OF VOTES IN FAVOUR	NO OF VOTES AGAINST	% OF VOTES IN FAVOUR ON VOTES POLLED	% OF VOTES AGAINST ON VOTE POLLED
		(1)	(2)	(3)=(2/1)*100	(4)	(5)	(6)=(4/2)*100	(7)=(5/2)*100
PROMOTER AND PROMOTER GROUP	E-VOTING		35293540	91.32	35293540	0	100	0
	POLL	38646654	0	0	0	0	0	0
	POSTAL BALLOT (if applicable)		0	0	0	0	0	0
	SUB TOTAL	38646654	35293540	91.32	35293540	0	100	0
PUBLIC-INSTITUTIONS	E-VOTING		0	0	0	0	0	0
	POLL	2550028	0	0	0	0	0	0
	POSTAL BALLOT (if applicable)		0	0	0	0	0	0
	SUB TOTAL	2550028	0	0	0	0	0	0
PUBLIC-NON INSTITUTIONS	E-VOTING		0	0	0	1	0	0
	POLL	11053318	25	0	25	0	100	0
	POSTAL BALLOT (if applicable)		0	0	0	0	0	0
	SUB TOTAL	11053318	25	0	25	1	100	0
TOTAL		52250000	35293565	67.55	35293565	1	100	0

FOR PICTUREHOUSE MEDIA LIMITED

*Ana Rajeev*  
Company Secretary

Item No. 3: To re-appoint Mr. Prasad V. Potluri (DIN: 00179175) as Managing Director of the Company

Resolution Required:(Ordinary/Special)		Ordinary Resolution						
Whether promoter/ promoter groups are interested in the agenda/resolution?		Yes						
PARTICULARS	MODE OF VOTING	NO OF SHARES HELD	NO OF VOTES POLLED	% OF SHARES POLLED ON OUTSTANDING SHARES	NO OF VOTES IN FAVOUR	NO OF VOTES AGAINST	% OF VOTES IN FAVOUR ON VOTES POLLED	% OF VOTES AGAINST ON VOTE POLLED
		(1)	(2)	(3)=(2/1)*100	(4)	(5)	(6)=(4/2)*100	(7)=(5/2)*100
PROMOTER AND PROMOTER GROUP	E-VOTING		23536291	60.9	23536291	0	100	0
	POLL	38646654	0	0	0	0	0	0
	POSTAL BALLOT (if applicable)		0	0	0	0	0	0
	SUB TOTAL	38646654	23536291	60.9	23536291	0	100	0
PUBLIC-INSTITUTIONS	E-VOTING		0	0	0	0	0	0
	POLL	2550028	0	0	0	0	0	0
	POSTAL BALLOT (if applicable)		0	0	0	0	0	0
	SUB TOTAL	2550028	0	0	0	0	0	0
PUBLIC-NON INSTITUTIONS	E-VOTING		0	0	0	0	0	0
	POLL	11053318	25	0	25	0	100	0
	POSTAL BALLOT (if applicable)		0	0	0	0	0	0
	SUB TOTAL	11053318	25	0	25	0	100	0
TOTAL		52250000	23536316	45.05	23536316	0	100	0

For Picturehouse Media Limited

*Mona Rajora*

Mona Rajora  
Company Secretary

Date: 28.09.2017

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**CS MOHIT KUMAR GOYAL**

B.COM. (Hons), LL.B., ACS  
PARTNER

**D. HANUMANTA RAJU & CO.**  
**COMPANY SECRETARIES**

### Scrutinizer(s) Combined Report

[Pursuant to section 108 and 109 of the Companies Act, 2013 and Rule 20 and 21 of the Companies (Management and Administration) Rules, 2014]

To

The Chairman of 18<sup>th</sup> Annual General Meeting of the Equity Shareholders of Picturehouse Media Limited (the Company) held on Thursday, 28<sup>th</sup> day of September, 2017 at 11.30 A.M. at Hotel Green Park, Vauhini Hall No. 183, NSK Salai, Arcot Road, Vadapalani, Chennai, Tamil Nadu - 600 026.

Dear Sir,

We, D. Hanumanta Raju & Co, Practicing Company Secretaries, having our office at B-13, F-1 P. S. Nagar, Vijayanagar Colony, Hyderabad – 500 057, have been appointed as Scrutinizers of Picturehouse Media Limited (“the Company”) having its Registered Office at KRM Centre, 9<sup>th</sup> Floor, Door No. 2, Harrington Road, Chetpet, Chennai, Tamil Nadu – 600 031 for the purpose of scrutinizing the e-voting process and physical ballot process in a fair and transparent manner & ascertaining the requisite majority on e-voting and ballot carried out as per the provisions of Companies Act, 2013 and Rule 20 and 21 of the (Management and Administration) Rules, 2014 as amended from time to time on below mentioned resolution(s), at the 18<sup>th</sup> Annual General Meeting (AGM) of the Equity shareholders of Picturehouse Media Limited held on Thursday the 28<sup>th</sup> day of September, 2017 at Hotel Green Park, Vauhini Hall No. 183, NSK Salai, Arcot Road, Vadapalani, Chennai – 600 026, Tamil Nadu at 11.30 A.M. and submit our report as under:

1. The e-voting period remained open from Monday, 25<sup>th</sup> September, 2017 (9.00 A.M.) to Wednesday, 27<sup>th</sup> September, 2017 (5.00 P.M.)
2. The shareholders holding shares as on the “cut off” date i.e. 21<sup>st</sup> September, 2017 were entitled to vote through e-voting and those who were present on the date of AGM, and not opted to vote through e-voting were entitled to vote through physical ballot process on the resolution(s) 1 to 3 as set out in the Notice of 18<sup>th</sup> AGM of Picturehouse Media Limited.
3. The remote e-voting was closed on 27<sup>th</sup> September, 2017 at 5.00 P.M. The votes cast were unblocked on 28<sup>th</sup> September, 2017 at 12:07 PM in the presence of two witnesses, Mr. P. Pavan Krishna Rao and Mr. Shaik Shavali who are not in the employment of the company.





Thereafter, the details containing, inter-alia list of equity shareholders, who voted "in favour" and "against" were downloaded from the e-voting website of Karvy Computershare Private Limited.

4. Further, on the date of Annual General Meeting, 16 members have voted through physical ballot process.
5. The result of e-voting and physical ballot is as under:

**Item No. 1:-**

**Ordinary Resolution to receive, consider and adopt the Audited Financial Statements (including consolidated financial statements) for the financial year ended March 31, 2017 and the Reports of the Board of Directors and the Auditors thereon.**

**i. Voted in favour of the resolution:**

Number of members voted	Number of votes cast	% of total number of valid votes cast
20	35293565	100

**ii. Voted against the resolution**

Number of members voted	Number of votes cast	% of total number of valid votes cast
0	0	0

**iii. Invalid votes (Including abstained votes):**

Number of members whose votes were declared invalid	Number of votes cast
0	0

**Item No. 2:-**

**Ordinary Resolution to ratify the appointment of M/s. Brahmayya & Co, Chartered Accountants, (FRN: 000511S) as Statutory Auditors of the Company and to fix their remuneration.**





i. Voted in favour of the resolution

Number of members voted	Number of votes cast	% of total number of valid votes cast
20	35293565	100

ii. Voted against the resolution:

Number of members voted	Number of votes cast	% of total number of valid votes cast
0	0	0

iii. Invalid votes (Including abstained votes):

Number of members whose votes were declared invalid	Number of votes cast
0	0

Item No. 3:-

Ordinary Resolution to re-appoint Mr. Prasad V. Potluri as Managing Director of the Company for a period of five years from May 31, 2017 to May 30, 2022 without any remuneration.

i. Voted in favor of the resolution:

Number of members voted	Number of votes cast	% of total number of valid votes cast
19	23536316	100

ii. Voted against the resolution

Number of members voted	Number of votes cast	% of total number of valid votes cast
0	0	0






iii. Invalid votes (Including abstained votes):

Number of members whose votes were declared invalid	Number of votes cast
1	11757249

6. The register, all other papers and relevant records relating to e-voting and physical ballot shall remain in our safe custody until the chairman considers, approves and signs the minutes of the aforesaid Annual General Meeting and thereafter the same would be handed over to Ms. Mona Rajora, Company Secretary, for safe keeping.

Thanking You.  
Yours faithfully,

  
CS MOHIT KUMAR GOYAL  
ACS: 32655, C.P. No: 12751  
PARTNER  
D. HANUMANTA RAJU & CO.  
COMPANY SECRETARIES



Place: Hyderabad  
Date: 28.09.2017