

NOTICE

NOTICE IS HEREBY GIVEN THAT THE 20TH ANNUAL GENERAL MEETING OF THE MEMBERS OF PICTUREHOUSE MEDIA LIMITED "COMPANY" WILL BE HELD ON FRIDAY, SEPTEMBER 27, 2019 AT 11.30 A.M. AT SRI P. OBUL REDDY HALL, VANI MAHAL, NO. 103, G N ROAD, T. NAGAR, CHENNAI – 600 017, TAMIL NADU TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements (including consolidated financial statements) for the financial year ended March 31, 2019 and the Reports of the Board of Directors and the Auditors thereon.
2. To ratify appointment of M/s. Brahmayya & Co. as Statutory Auditors and fix their remuneration and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the resolution passed by Members at the 17th Annual General Meeting appointing M/s. Brahmayya & Co., Chartered Accountants, (FRN: 000511S) as Statutory Auditors of the Company to hold office until the conclusion of 22nd Annual General Meeting of the Company, the Company hereby ratifies and confirms the appointment of M/s. Brahmayya & Co., as Statutory Auditors of the Company for the financial year ending 31st March, 2020 on such remuneration as recommended by the Audit Committee and as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors."

SPECIAL BUSINESS:

3. **Appointment of Mr. Sohrab Chinoy (DIN: 03300321) as an Independent Director of Company.**

To consider and if thought fit, to pass the following Resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and SEBI (Listing obligations and disclosure requirements) Regulation, 2015 (Listing Regulations), Mr. Sohrab Chinoy (DIN: 03300321), who was appointed as an Additional Director on 22nd March, 2019 pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the rules made there under and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting, be and is hereby appointed as an Independent Director of the Company to hold office for 5(five) consecutive years.

RESOLVED FURTHER THAT Mr. Sohrab Chinoy as an Independent Director shall not be liable for retirement by rotation during the tenure of his office.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take all such steps as it may deem necessary, desirable or expedient and to do all acts, deeds and things in connection therewith and incidental in order to give effect to this resolution"

4. **Appointment of Mrs. Sai Padma Potluri (DIN: 01683528) as Woman Executive Non-Independent Director of Company.**

To consider and if thought fit, to pass with or without modification(s) the following resolutions as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or reenactment thereof for the time being in force) and Listing Regulations, Mrs. Sai Padma Potluri (DIN: 01683528), who was appointed as an Additional Director on August 14, 2019 pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the rules made there under and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting, be and is hereby appointed as Woman Executive Non-Independent Director of the Company.

RESOLVED FURTHER THAT Mrs. Sai Padma Potluri shall not be paid any remuneration.

RESOLVED FURTHER THAT Mrs. Sai Padma Potluri as Director shall be liable for retirement by rotation during the tenure of her office.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take all such steps as it may deem necessary, desirable or expedient and to do all acts, deeds and things in connection therewith and incidental in order to give effect to this resolution"

5. **Re-appointment of Mr. N S Kumar as an Independent Director of the Company.**

To consider and if thought fit, to pass with or without modification(s) the following resolutions as Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152, and other applicable provisions, if any, of the Companies Act, 2013 (Act), the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV to the Act and Regulation 17

and other applicable regulations of the Listing Regulations, as amended from time to time, Mr. N S Kumar (DIN: 00552519), who was appointed as an Independent Director at the 15th Annual General Meeting of the Company for a term of five years and who is eligible for further re-appointment and who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder and Regulation 16(1)(b) of Listing Regulations and who has submitted a declaration to that effect, be and is hereby re-appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years.

RESOLVED FURTHER THAT Mr. N S Kumar as an Independent Director shall not be liable for retirement by rotation during the tenure of his office.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take all such steps as it may deem necessary, desirable or expedient and to do all acts, deeds and things in connection therewith and incidental in order to give effect to this resolution."

**By order of the Board of Directors
FOR PICTUREHOUSE MEDIA LIMITED**

**Sd/-
Prasad V. Potluri
Managing Director**

**Place : Chennai
Date : August 14, 2019**

NOTES

1. The Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013 relating to the Special Business to be transacted at the Meeting is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING [‘THE MEETING’] IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ONLY ON A POLL ON HIS/HER/ITS BEHALF AND THE PROXY, HOWEVER, 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 48 hours before commencement of the meeting. A Proxy form for the AGM is enclosed with this Annual Report.**
3. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf.
4. Members who hold shares in dematerialized form are requested to write their Client ID and DP ID and those who hold shares in physical form are requested to write their Folio Number in the attendance slip for attending the Meeting. Members are requested to bring their attendance slips along with their copy of Annual Report to the Meeting.
5. In case of joint holders, the first joint holder will be entitled to vote in the meeting.
6. The Register of Members and Share Transfer Books of the Company will remain closed from **September 23, 2019 to September 27, 2019** (both days inclusive) for the purpose of Annual General Meeting.
7. Pursuant to Section 101 of Companies Act, 2013 read with the relevant rules, the Company is allowed to serve documents like notices, annual reports, etc., in electronic form to its Members. Accordingly, the said documents of the Company for the financial year ended March 31, 2019 are being sent in electronic form to those Members who have registered their e-mail addresses with their DPs. However, in case, a Member wishes to receive a physical copy of the said documents, such Member is requested to send an e-mail duly quoting his DP ID and Client ID or the Folio number, as the case may be, to ir.telephoto@pvpglobal.com for receipt of hard copy. This would enable the Company to update its database by incorporating/updating the designated e-mail addresses in its records. The Members may also note that the said Reports are also being uploaded on the website of the Company at www.pvpcinema.com.
8. Members are requested to quote their Registered Folio Number, Client ID, Number of shares in all correspondences with the Company/RTA and notify the Company's RTA, or the Depository Participants, the change of registered address, if any.
9. Non-Resident Indian Members are requested to inform the Company's RTA immediately of:
 - a) Change in their residential status on return to India for permanent settlement.
 - b) Particulars of their bank account in India with complete name, branch, account type, account number and address of the Bank with Pin Code Number, if not furnished earlier.

10. The Company has designated an exclusive email ID viz. ir.telephoto@pvpglobal.com, which would enable the investors/shareholders to post their grievances, if any, by quoting their Registered Folio Number, Client ID, and Number of shares. However, it may be noted that the Company would not respond to any kind of malicious allegations made by the shareholders with ulterior motives.
11. Queries concerning Annual Accounts and operations of the Company, if any, may please be sent to the Company at least seven days in advance of the Meeting so that the answers may be made readily available at the meeting.
12. The Annual Report of the Company for the year 2018-19 circulated to the Members of the Company is available on the Company's website, viz. www.pvpcinema.com.
13. The Company pursuant to Section 108 of Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014, is extending e-voting facility for its Members to enable them to cast their vote electronically. Further, the facility for voting, through ballot paper, will also be made available at the AGM. However, the Members attending the AGM who cannot cast their votes by remote e-voting, can also exercise their right at the AGM through ballot paper. Members who have cast their votes by e-voting prior to the AGM may attend the AGM but shall not be entitled to cast their votes again. In this regard, the Company has appointed M/s. D. Hanumanta Raju and Co, Practicing Company Secretaries, Hyderabad, who in the opinion of the Board is a duly qualified person, as a Scrutinizer to oversee the electronic voting process in a fair and transparent manner.
14. The e-voting facility will be available at the link <http://evoting.karvy.com> during the voting period.
15. The login ID and password for e-voting along with process, manner and instructions is being sent to the members along with email/physical copy of the Notice.
16. Any person, who acquires shares of the Company and becomes a shareholder of the Company after dispatch of the Notice of AGM and holds shares as of cut-off date i.e., September 20, 2019 may obtain the login ID and password by sending a request at evoting@karvy.com. However, if you are already registered with Karvy for e-voting, then you can use your existing User ID and password for casting your vote.
17. Members are requested to note that the e-voting will open on September 24, 2019 at 9.00 a.m. and shall remain open for 3 days i.e. up to September 26, 2019 and it shall not be allowed beyond 5 p.m. on September 26, 2019.
18. The procedure and instructions for e-voting are as follows:

I. Remote e-voting: In compliance with the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and the provisions of Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by Karvy Fintech Private Limited (Karvy) on all resolutions set forth in this Notice, from a place other than the venue of the Meeting (Remote e-voting).

- (A) In case a Member receives an email from Karvy [for Members whose email IDs are registered with the Company/Depository Participants (s)]:
 - a) Launch internet browser by typing the URL: <https://evoting.karvy.com>.
 - b) Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) xxxx followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote.
 - c) After entering these details appropriately, click on "LOGIN".
 - d) You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.,). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
 - e) You need to login again with the new credentials.
 - f) On successful login, the system will prompt you to select the "EVENT" i.e., 'Name of the Company'
 - g) On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/AGAINST" taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.

- h) Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat accounts.
 - i) Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
 - j) You may then cast your vote by selecting an appropriate option and click on "Submit".
 - k) A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution (s), you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
 - l) Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc., together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email thr300@gmail.com with a copy marked to evoting@karvy.com. The scanned image of the above mentioned documents should be in the naming format "Corporate NameEvent No."
- (B) In case of Members receiving physical copy of Notice [for Members whose email IDs are not registered with the Company/ Depository Participants (s)]:
- a) E-Voting Event Number – XXXX (EVEN), User ID and Password is provided in the Attendance Slip.
 - b) Please follow all steps from Sl. No. (a) to (l) above to cast your vote by electronic means.

II. Voting at AGM: The Members, who have not cast their vote through Remote e-voting can exercise their voting rights at the AGM. The Company will make necessary arrangements in this regard at the AGM Venue. Members who have already cast their votes by Remote e-voting are eligible to attend the Meeting; however those Members are not entitled to cast their vote again in the Meeting.

A Member can opt for only single mode of voting i.e. through Remote e-voting or voting at the AGM. If a Member casts votes by both modes then voting done through Remote e-voting shall prevail and vote at the AGM shall be treated as invalid.

OTHER INSTRUCTIONS

- a) In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of <https://evoting.karvy.com> (Karvy Website) or contact ir.telephoto@pvpgoal.com, Picturehouse Media Limited or Karvy Fintech Private Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032 or at evoting@karvy.com or phone no. 040 – 6716 1500 or call Karvy's toll free No. 1-800-34-54-001 for any further clarifications.
- b) You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- c) The remote e-voting period commences on September 24, 2019 (9.00 A.M. IST) and ends on September 26, 2019 (5.00 P.M. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of September 20, 2019, may cast their votes electronically. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only. The remote e-voting module shall be disabled for voting thereafter. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently.
- d) The voting rights of Members shall be in proportion to their share of the paid up equity share capital of the Company as on the cut-off date i.e. September 20, 2019.
- e) In case a person has become a Member of the Company after dispatch of AGM Notice but on or before the cut-off date for E-voting i.e., September 20, 2019, he/she may obtain the User ID and Password in the manner as mentioned below :
 - (i) If the mobile number of the member is registered against Folio No./ DP ID Client ID, the member may send SMS: **MYEPWD** <space> E-Voting Event Number Folio No. or DP ID Client ID to 9212993399

Example for NSDL:
MYEPWD <SPACE> IN12345612345678

Example for CDSL:
MYEPWD <SPACE> 1402345612345678

Example for Physical:
MYEPWD <SPACE> XXXX1234567890

- (ii) If e-mail address or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.karvy.com>, the member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.
- (iii) Member may call Karvy's toll free number 1800-3454-001.
- (iv) Member may send an e-mail request to evoting@karvy.com. However, Karvy shall endeavour to send User ID and Password to those new Members whose mail ids are available.

Explanatory Statement

(As required under Section 102 of the Act, the following explanatory statement sets out all material facts relating to business mentioned under Item Nos. 3 to 5 of the accompanying Notice and should be read as forming part of the Notice)

Item No. 3

Mr. Sohrab Chinoy (DIN: 03300321) was appointed by the Board of Directors as an Additional Director (Independent Director) on the recommendation of Nomination & Remuneration Committee, in terms of Sections 161 and 149 of the Companies Act 2013, with effect from 22nd March, 2019. In terms of the said Section, Mr. Sohrab Chinoy shall hold office upto the date of the ensuing Annual General Meeting of the Company or the last date on which the Annual General Meeting should have been held, whichever is earlier.

Pursuant to the Companies (Amendment) Act, 2017, requirement of deposit of amount shall not apply in case of appointment of an Independent Director.

In the opinion of the Board, his presence on the Board of the Company will add value to the management.

Mr. Sohrab Chinoy, 65 (Sixty Five) years old is a Retired Banker and Corporate Advisor. He has completed his graduation in Mathematics and post-graduation in Economics from Nagpur University. He has more than 24 years' experience in State Bank of India as Assistant General Manager and 6 (Six) years with IDBI Bank as Regional Head (South India) Corporate Banking.

Further, he has given a declaration to the Board that he meets the criteria of independence as provided under section 149(6) of the Act. In the opinion of the Board, he fulfills the conditions specified in the Act and the Rules framed there under for appointment as an Independent Director and he is independent of the management.

In compliance with the provisions of section 149 read with Schedule IV of the Act, the appointment of Mr. Sohrab Chinoy as an Independent Director is now been placed before the members for their approval.

A copy of the terms and conditions of appointment of the above Director is available for inspection at the registered office of the company during the business hours on any working days.

None of the Directors and Key Managerial Personnel as may be deemed to be concerned or interested in the resolution.

Item No 4:

Mrs. Sai Padma Potluri (DIN: 01683528), was appointed as an Additional Director with effect from August 14, 2019 by Board on the recommendation of Nomination & Remuneration Committee. In terms of the Sections 161 and 149 of the Act, Mrs. Sai Padma Potluri shall hold office upto the date of the ensuing Annual General Meeting of the Company or the last date on which the Annual General Meeting should have been held, whichever is earlier.

Pursuant to the Companies (Amendment) Act, 2017, requirement of deposit of amount shall not apply in case where Director is recommended by the Nomination and Remuneration Committee, constituted under sub-section (1) of section 178 of the Act.

Mrs. Sai Padma Potluri was already a Director of the Company till March, 2017 and she possesses requisite knowledge, experience and skill for the position of the directorship.

She will not be entitled for any remuneration.

In compliance with the provisions of section 149 read with Schedule IV of the Act, the appointment of Mrs. Sai Padma Potluri as Director is now being placed before the members for their approval.

A copy of the terms and conditions of appointment of the above Director is available for inspection at the registered office of the company during the business hours on any working days.

Except Mr. Prasad V. Potluri, none of the Directors and Key Managerial Personnel as may be deemed to be concerned or interested in the resolution.

Item No. 5:

Mr. N S Kumar was originally appointed as an Independent Director on 27.04.2006 and was appointed as Independent Director on its 15th Annual General Meeting dated September 26, 2014.

A hardcore technocrat, he holds over 25 years of experience in information technology and project management & is aware of best business practices. Also, he has been actively involved in multiple international assignments and managed several initiatives in development, project development and quality assurances. He earned his MS in Computer Science Operations from Ohio University, USA and BE from Guindy College of Engineering, Chennai.

Further, he has given a declaration to the Board that he meets the criteria of independence as provided under section 149(6) of the Act. In the opinion of the Board, he fulfills the conditions specified in the Act and the Rules framed there under for appointment as Independent Director and he is independent of the management.

In compliance with the provisions of section 149 read with Schedule IV of the Act, the re-appointment of Mr. N S Kumar as an Independent Director is now being placed before the members for their approval.

A copy of the terms and conditions of re-appointment of the above Director is available for inspection at the registered office of the company during the business hours on any working days.

None of the Directors and Key Managerial Personnel as may be deemed to be concerned or interested in the resolution.

ANNEXURE TO ITEMS 3, 4 & 5 OF THE NOTICE

Details of Directors seeking appointment and re-appointment at the forthcoming Annual General Meeting
(Pursuant to Regulation 36 (3) of Securities and Exchange Board of India
(Listing Obligations and Disclosure Requirements) Regulations, 2015)

Name of the Director	Sohrab Chinoy	N S Kumar
DIN	03300321	00552519
Date of Birth	21.05.1953	06.01.1947
Nationality	Indian	Indian
Date of Appointment on the Board	22.03.2019	was originally appointed on 24.07.2006
Qualifications	Graduation in Mathematics and post-graduation in Economics from Nagpur University	MS in Computer Science Operations from Ohio University, USA and BE from Guindy College of Engineering.
Expertise in specific functional area	More than 24 years' experience in State Bank of India as Assistant General Manager and 6 (Six) years with IDBI Bank as Regional Head (South India) Corporate Banking. Currently is a Corporate Advisor	More than 25 years of experience in information technology and project management. He has been actively involved in multiple international assignments and managed several initiatives in development, project development and quality assurances.
Number of shares held in the Company	Nil	Nil
List of the directorships held in other companies	1. I & A Financial Services LLP 2. PVP Ventures Ltd 3. My Home Labs Pvt Ltd 4. Iquest Enterprises Pvt Ltd 5. Mapple Enterprises Pvt Ltd 6. Think Sustainable Lab Pvt Ltd 7. Mviyes Pharma Ventures Pvt Ltd 8. Annapurna Studios Private Limited (Partix)	1. PVP Ventures Limited 2. Water And Food Equitable Distribution Organisation 3. New Cyberabad City Projects Pvt Ltd 4. PVP Capital Limited 5. PVP Global Ventures Pvt Ltd
Chairman/Member in the Committees of the Boards of companies in which he is Director*	PVP Ventures Limited	1. PVP Ventures Limited 2. New Cyberabad City Projects Private Limited 3. PVP Capital Limited
Relationship of Directors inter-se	Nil	Nil
*Committee memberships/Chairmanships includes only Audit Committee and Stake holders' Relationship Committee of other Public Limited Companies (whether Listed or not).		

Name of the Director	Sai Padma Potluri
DIN	01683528
Date of Birth	07/7/1973
Nationality	Indian
Date of Appointment on the Board	14.08.2019
Qualifications	MBA
Expertise in specific functional area	Over 14 years of experience in IT and Retail Industry and over 4 years of experience in development and management of retail shopping mall
Number of shares held in the Company	0
List of the directorships held in other companies	PVP Ventures Limited
Chairman/Member in the Committees of the Boards of companies in which she is Director*	PVP Ventures Limited
Relationship of Directors inter-se	Sister of Mr. Prasad V. Potluri

**By order of the Board of Directors
FOR PICTUREHOUSE MEDIA LIMITED**

**Sd/-
Prasad V. Potluri
Managing Director**

**Place : Chennai
Date : August 14, 2019**

ROUTE MAP TO THE VENUE OF THE AGM

