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MOHIT KUMAR GOYAL
B.COM. (Hons), LL.B., FCS
PARTNER

D. HANUMANTA RAJU & CO.
COMPANY SECRETARIES

SCRUTINIZER'S REPORT

[Pursuant to Sections 108 and 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014]

To
The Chairman,
Picturehouse Media Limited,
KRM Centre, 9th Floor,
Door No. 2, Harrington Road, Chetpet,
Chennai, Tamil Nadu- 600031.

Respected Sir,

1. I, Mohit Kumar Goyal, Partner, M/s. D. Hanumanta Raju & Co., Practicing Company Secretaries, having our office situated at B-13, F-1, P.S. Nagar, Vijayanagar Colony, Hyderabad – 500057 has been appointed by the Board of Directors of Picturehouse Media Limited (the Company) as a scrutinizer for the purpose of scrutinizing the e-voting process and ascertaining the requisite majority on e-voting carried out as per the provisions of Sections 108 and 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 on the Resolutions contained in the notice of Postal Ballot of the Company dated August 31, 2023, pursuant to Section 110 of the Companies Act, 2013.
2. As required under Section 110 of the Companies Act, 2013 ('the Act') and Rule 22 of the Companies (Management and Administration) Rules, 2014 as amended from time to time, and guidelines prescribed by the Ministry of Corporate Affairs ("MCA") vide General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022 and 11/2022 dated December 28, 2022, notice of Postal Ballot, along with the explanatory statement was sent only through email to the Members of the Company whose names appeared in the Register of Members/List of Beneficial Owners as received from Depositories on Friday, August 25, 2023 ("the Cut-off Date") and who had registered their e-mail address with the Company or Company's Registrar and Share Transfer Agent Cameo Corporate Services Limited since the requirement for sending the physical copy of Postal Ballot Notice along with Postal Ballot Forms and Prepaid Self-addressed Business envelopes to the Members has been dispensed with vide the above referred MCA Circulars.



3. The Company had availed the e-voting facility offered by National Securities Depository Limited (“NSDL”) for conducting remote e-voting by the Members of the Company.
4. The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through electronic means on the Resolutions contained in the notice of Postal Ballot of the Company dated August 31, 2023. My responsibility as a scrutinizer for the remote e-voting process is restricted to make a Scrutinizer’s report of the votes cast “for” or “against” the resolutions stated in the notice of Postal Ballot, based on the reports generated from e-voting system provided by National Securities Depository Limited (“NSDL”) the authorized agency to provide remote e-voting facilities, engaged by the Company.

5. Further to the above, I submit my report as under:-

- i. The remote e-voting period remained open from Friday, September 01, 2023 at 09:00 A.M. (IST) and ended on Saturday, September 30, 2023 at 05:00 P.M. (IST).
- ii. The members of the Company as on the “cut-off” date i.e. Friday, August 25, 2023 were entitled to vote on the resolutions as set out in the notice of the Postal Ballot of the Company.
- iii. The votes cast were unblocked on September 30, 2023 at 5:07 P.M (IST) in the presence of 2 witnesses, Ms. K.Sai Keerthi and Ms. Vishaka A Paleja who are not in the employment of the Company. They have signed below in confirmation of votes being unblocked in their presence.

K. Sai Keerthi
(K. Sai Keerthi)

Vishaka A. Paleja
(VISHAKA. A. PALEJA)

- iv. Thereafter, the details containing inter alia, list of Equity shareholders, who voted “for” or “against” to the resolutions that was put to vote, were generated from the e-voting website of NSDL i.e. www.evoting.nsdl.com.
- v. Based on such reports generated, the result of the remote e-voting is as under:



ITEM NO.1:

**SPECIAL RESOLUTION - AUTHORISATION UNDER SECTION 186 OF THE
COMPANIES ACT, 2013:**

(i) Voted for the resolution :

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (For and Against)
33	24288	99.4758

(ii) Voted against the resolution :

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (For and Against)
17	128	0.5242

(iii) Invalid votes (including votes abstained)

Total number of members who abstained	Total number of votes cast/abstained by them
0	0

ITEM NO.2:

**SPECIAL RESOLUTION – ACQUISITION OF NEW CYBERABAD CITY PROJECTS
PVT LIMITED:**

(i) Voted for the resolution :

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (For and Against)
33	24288	99.4758



(ii) Voted against the resolution :

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (For and Against)
17	128	0.5242

(iii) Invalid votes (including votes abstained)

Total number of members who abstained	Total number of votes cast/abstained by them
0	0

ITEM NO.3:

ORDINARY RESOLUTION - APPROVE MATERIAL RELATED PARTY TRANSACTION:

(i) Voted for the resolution :

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (For and Against)
33	24288	99.4758

(ii) Voted against the resolution :

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (For and Against)
17	128	0.5242

(iii) Invalid votes (including votes abstained)

Total number of members who abstained	Total number of votes cast/abstained by them
0	0



ITEM NO.4:

**SPECIAL RESOLUTION – APPOINTMENT OF MR. GAUTAM SHAHI AS AN
INDEPENDENT DIRECTOR:**

(i) Voted for the resolution :

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (For and Against)
33	24288	99.4758

(ii) Voted against the resolution :

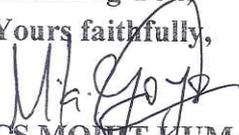
Number of members voted	Number of votes cast by them	% of total number of valid votes cast (For and Against)
17	128	0.5242

(iii) Invalid votes (including votes abstained)

Total number of members who abstained	Total number of votes cast/abstained by them
0	0

The e-votes confirmation register relating to remote e-voting will be handed over for safe custody to Mr. Prasad V. Potluri, Managing Director or Ms. Derrin Ann George, Company Secretary, who has been authorised by the Board of the Company to complete the necessary formalities in this regard.

Thanking You,
Yours faithfully,


CS MOHIT KUMAR GOYAL
FCS: 9967; C.P. No: 12751
PARTNER
D. HANUMANTA RAJU & CO.
COMPANY SECRETARIES
UDIN: F009967E001163603
PR NO.699/2020



**Place: Hyderabad
Date : 03.10.2023**