



Picturehouse Media Limited

To
The BSE Ltd.
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai - 400 051

Chennai,
September 26, 2014

Dear Sirs,

Sub: Outcome of 15th AGM held on September 26, 2014
Ref: Scrip Code: BSE - 532355

We wish to inform you that the Members have approved the following Resolutions at the 15th Annual General Meeting of the Company held at The Kings Halls, The Pleasant Days Resort, Chennai-Bangalore Highway, Palanjur, Sembarambakkam, Chennai - 600 123 on September 26, 2014:

1. Adoption of Audited Balance Sheet as at March 31, 2014 and Statement of Profit and Loss for the year ended as on that date along with the Directors' Report and Auditor's Report thereon;
2. Re-appointment of M/s. CNGSN & Associates, Chartered Accountants, as Statutory Auditors from the conclusion of 15th Annual General Meeting till the next Annual General Meeting of the Company at such remuneration as may be decided by the Board of Directors;
3. Appointment of Mr. R Nagarajan as Independent Director for a period of 5 years i.e., from September 26, 2014 to September 25, 2019;
4. Appointment of Mr. N S Kumar as Independent Director for a period of 5 years i.e., from September 26, 2014 to September 25, 2019 and
5. Alteration of Articles of Association of the Company.

The Outcome of the Voting (E-voting and Ballot at AGM) as per the reports submitted by the Scrutinizer i.e., M/s. D Hanumanta Raju & Co., Company Secretaries appointed for the purpose of voting is furnished below for your kind information. Copies of the Scrutinizer Reports are also enclosed herewith for your kind reference.


Picturehouse Media Limited

Regd. Office: KRM Centre 9th Floor No. 2 Harrington Road Chetpet
Chennai - 600 031 T: +91 44 3028 5570 F: +91 44 3028 5571

Corp. Office: Plot No. 83 & 84 4th Floor Punnaiah Plaza Road No. 2
Banjara Hills Hyderabad - 500 034 T: +91 40 6730 9999
F: +91 40 6730 9988



Picturehouse Media Limited

Sl No.	Nature of Voting	For			Against			Invalid		
		No. of shareholders	No. of Votes		No. of shareholders	No. of votes		No. of shareholders	No. of Votes	
			Number	%		Number	%		Number	%
1	E-Voting	4	3,86,46,582	99.99	--	--	--	--	--	--
2	Ballot at AGM	38	5,741	0.01	--	--	--	--	--	--
TOTAL		42	3,86,52,323	100	--	--	--	--	--	--

Kindly take the above information on records.

Thanking you,

Yours sincerely,
for PICTUREHOUSE MEDIA LIMITED

Aeloori Praveen Kumar
Chief Financial Officer

Picturehouse Media Limited

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Office :
B-13, F-1, P.S. Nagar,
Vijayanagar Colony, Hyderabad - 500 057.
Phone : (0) 91-40-23340985, 23347946, 23341213
e-mail : dhr300@gmail.com
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MOHIT KUMAR GOYAL

B.Com. (Hons), 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 15th Annual General Meeting of the members of
Picturehouse Media Limited (the Company)
held on 26th September, 2014 at
The Kings Hall, The Pleasant Day Resort,
Chennai-Bangalore Highway, Palanjur,
Sembarambakkam,
Chennai-600 123
TamilNadu, India

Dear Sir,

We D.Hanumanta Raju & Co, Company Secretaries, having our office at B-13, F-1 & F-2, P.S.Nagar, Vijayanagar Colony, Hyderabad – 500 057, have been appointed as Scrutinizer of Picturehouse Media Limited (the Company) having its Registered Office address at KRM Centre, 9th Floor, Door No.2, Harrington Road, Chetpet, Chennai – 600 031, India 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 process carried out as per the provisions of Companies Act, 2013 and Rule 20 and 21 of the (Management and Administration) Rules, 2014 on below mentioned resolution(s), at the 15th Annual General Meeting of the Equity shareholders of Picturehouse Media Limited held on Friday the 26th day of September, 2014 at The Kings Hall, The Pleasant Day Resort, Chennai-Bangalore Highway, Palanjur, Sembarambakkam, Chennai-600 123, TamilNadu, India. We submit our report as under:

1. The e-voting period remained open from Thursday, 18th September, 2014 (10.30 Hrs) to Saturday, 20th September, 2014 (18.00 Hrs)
2. The members of the Company as on the “cut-off” date i.e. 15th August, 2014 were entitled to vote on the resolutions (items no. 1 to 5 as set out in the notice of the 15th AGM of the Company)
3. The votes cast were unblocked on 20th September, 2014 (06.48 P.M) in the presence of 2 witnesses, Ms. Shaik Razia and Ms. D.R.Chitra Rachana who are not in the employment of the company.

Thereafter, the details containing, inter-alia list of equity shareholders, who voted “for” and “against” were downloaded from the e-voting website of Karvy Computershare private limited.

4. Further, on the date of Annual General Meeting, 38 (Thirty Eight) shareholders voted through physical ballot process.
5. The result of e-voting as well as physical ballot is as under:



1. **Ordinary Resolution to consider and adopt the Audited Balance Sheet as at March 31, 2014, Statement of Profit & Loss for the year ended on that date 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
42	38652323	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

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

2. **Ordinary Resolution for to Re-Appoint of M/s CNGSN & Associates, Chartered Accountants, Chennai (FRN: 0049155) as Statutory Auditors of the Company:**

(i) Voted **in favour** of the resolution

Number of members voted	Number of votes cast	% of total number of valid votes cast
42	38652323	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

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



3. Ordinary Resolution for Appointment of Mr.R.Nagarajan as an Independent Director:

(i) Voted **in favour** of the resolution :

Number of members voted	Number of votes cast	% of total number of valid votes cast
42	38652323	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

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

4. Ordinary Resolution for Appointment of Mr. N S Kumar as an Independent Director:

(i) Voted **in favour** of the resolution :

Number of members voted	Number of votes cast	% of total number of valid votes cast
42	38652323	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

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



5. Special Resolution to Alter the Articles of Association of the company:

(i) Voted **in favour** of the resolution:

Number of members voted	Number of votes cast	% of total number of valid votes cast
42	38652323	100

(ii) Voted **against** the resolution:

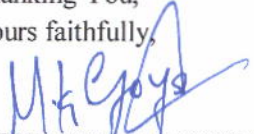
Number of members voted	Number of votes cast	% of total number of valid votes cast
0	0	0

(iii) **Invalid** votes:

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

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 Mr. A. Praveen Chief ~~Compliance~~ **Financial** Officer for safe keeping.

Thanking You,
Yours faithfully,


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



Place: Chennai
Date: September 26th, 2014