



# PICTUREHOUSE MEDIA LIMITED

(CIN: L92191TN2000PLC044077)

Registered Office: KRM Center, 9th Floor, Door No. 2, Harrington Road, Chetpet,  
Chennai-600031. Phone: 044 – 30285570; Fax: 044 - 30285571

Corporate Office: Plot No. 83 & 84, 4th Floor, Punnaiah Plaza, Road No.2, Banjara Hills,  
Hyderabad-500034. Phone: 040 – 67309999; Fax: 040 - 67309988

Email: ir.telephoto@pvpglobal.com; Website: www.pvpcinema.com

## POSTAL BALLOT FORM

Serial No. :

1. Name and registered address of the sole/first Joint Shareholder :

2. Name(s) of Joint Shareholder(s), if any :

3. DP ID / Client ID No. / Registered Folio No. :

4. No. of Shares held :

I/We hereby exercise my / our vote in respect of the following resolutions to be passed through Postal Ballot for the business stated in the Notice of the Company dated August 08, 2014, by conveying my/our assent or dissent to the said Resolutions by placing the tick mark (✓) in the appropriate box(es) below :

Item No.	Description of resolution	Number of Shares	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1.	To authorize the Board of Directors to borrow up to Rs.500 crore			
2.	To authorize the Board of Directors to sell, lease, mortgage or otherwise dispose of the whole or the substantially the whole of the undertaking(s), the movable and immovable properties of the Company, both present and future up to an amount not exceeding Rs.500 crore			
3.	To authorize the Board of Directors to give loan/guarantee/provide security or make investments in other entities up to an amount not exceeding Rs.500 crore			

Place :

Date :

\_\_\_\_\_  
Signature of the Sole/First Joint Shareholder/Beneficial Owner

**Note: Members are requested to read the instructions printed overleaf before exercising the vote.**

### ELECTRONIC VOTING PARTICULARS FOR POSTAL BALLOT

EVEN (Electronic Voting Event Number)	User ID	Password

### ELECTRONIC VOTING PARTICULARS FOR AGM

EVEN (Electronic Voting Event Number)	User ID	Password

### IMPORTANT INSTRUCTIONS

1. The voting rights for the Equity Shares are one vote per Equity Share registered in the name of the Shareholders/Beneficial Owners.
2. Voting by Postal Ballot, in the physical form or e-voting, can be exercised only by the Shareholder or his/her duly constituted attorney or in case of bodies corporate, the duly authorized person. Voting rights in a Postal Ballot cannot be exercised by a Proxy.
3. Voting period commences on and from 10.30 a.m. on September 03, 2014 and ends at 6.00 p.m. on October 07, 2014
4. The result of the voting on the resolutions will be declared at the Registered Office of the Company on October 14, 2014 at 4.00 p.m.
5. **Kindly note that the Members can opt for only one mode of voting, i.e., either by Physical Ballot or e-voting. If you are opting for e-voting, then do not vote by Physical Ballot also and vice versa. However, in case Members cast their vote by Physical Ballot and e-voting, then voting done through valid Physical Ballot shall prevail and voting done by e-voting will be treated as invalid.**
6. **Shareholders who receives Notice of Postal Ballot electronically and who wish to vote through Physical Ballot, they may request the Company's RTA for Physical Ballot Form**
7. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.

Any query in relation to the Resolutions proposed to be passed by Postal Ballot may be sent to: The Company Secretary, Picturehouse Media Limited, Corporate Office: Plot No. 83 & 84, 4th Floor, Punnaiah Plaza, Road No.2, Banjara Hills, Hyderabad-500034. Phone: 040 – 67309999; Fax: 040 - 67309988; Email: [ir.telephoto@pvpglobal.com](mailto:ir.telephoto@pvpglobal.com) .

### INSTRUCTIONS FOR VOTING BY PHYSICAL POSTAL BALLOT FORM

1. A shareholder desirous of exercising vote by physical Postal Ballot should complete the Postal Ballot Form in all respects and send it after signature to the Scrutinizer in the attached self-addressed postal pre-paid envelope which shall be properly sealed with adhesive or adhesive tape. However, envelopes containing Postal Ballot Form, if sent by courier, at the expense of the Members will also be accepted. Members are requested to convey their assent or dissent in this Postal Ballot Form only. The assent or dissent received in any other form or manner shall be considered as invalid.
2. The self-addressed envelope bears the name of the Scrutinizer appointed by the Board of Directors of the Company and the address to which the same needs to be dispatched.
3. The Postal Ballot Form should be signed by the Shareholder as per specimen signature registered with the Registrar/Depository. In case the Equity Shares are jointly held, this Form should be completed and signed (as per specimen signature registered with Registrar/Depository) by the first named Member and in his/her absence, by the next named Member. Holders of Power of Attorney (POA) on behalf of the Members may vote on the Postal Ballot mentioning the registration number of the POA or enclosing an attested copy of the POA. Unsigned Postal Ballot Form will be rejected.
4. Duly completed Postal Ballot Form should reach the Scrutinizer not later than 6.00 p.m. on October 07, 2014. Postal Ballot Form received after that date will be strictly treated as if reply from such Member has not been received. The Members are requested to send the duly completed Postal Ballot Form well before the last date providing sufficient time for the postal transit.
5. In case of equity shares held by companies, trusts, societies, etc, the duly completed Postal Ballot Form should be accompanied by a certified copy of Board Resolution/authority and preferably with attested specimen signature(s) of the duly authorized signatories giving requisite authorities to the person voting on the Postal Ballot Form.
6. Shareholders are requested not to send any paper (other than the Resolution/authority as mentioned under instruction above) along with the Postal Ballot Form in the enclosed self-addressed postage pre-paid envelope as all such envelopes will be sent to the Scrutinizer and if any extraneous paper is found in such envelope, the same would not be considered and would be destroyed by the Scrutinizer.
7. There will be only one Postal Ballot Form for every folio/client ID irrespective of the number of the joint Members. On receipt of the duplicate Postal Ballot Form, the original will be rejected.
8. A Member may request for a duplicate Postal Ballot Form, if so required or can download the Postal Ballot Form from the Company's website ([www.pvpcinema.com](http://www.pvpcinema.com)) and the duly completed Postal Ballot Form should reach the Scrutinizer not later than the last date for voting mentioned above.
9. The vote should be cast either in favour of or against by putting the tick (✓) mark in the column provided for assent or dissent. Postal Ballot Form bearing (✓) in both the columns will render the Form invalid.
10. Incomplete, unsigned or improperly or incorrectly filled Postal Ballot Form shall be rejected.

### INSTRUCTIONS FOR E-VOTING

1. The procedure and instructions for e-voting are as follows:
  - i. Open your web browser during the voting period and navigate to <https://evoting.karvy.com>
  - ii. Enter the login credentials (i.e., user-id & password) mentioned on the Postal Ballot Form.

User ID	For Members holding shares in Demat Form: a) For NSDL: 8 Character DPID followed by 8 Digit Client ID b) For CDSL: 16 digit beneficiary ID For Members holding shares in Physical Form: • Event Number, followed by Folio Number registered with the Company.
Password	Your Unique password is printed on the Postal Ballot Form/via email forwarded through the electronic notice.
Captcha	Enter the Verification Code, i.e., please enter the alphabets and numbers in the exact way as they are displayed for security reasons.

- iii. Please contact toll free No. 1-800-34-54-001 for any further clarifications.
- iv. After entering these details appropriately, click on "LOGIN".
- v. Members holding shares in Demat/Physical form will now reach Password Change menu wherein they are required to mandatorily change their login password in the new password field. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character. Kindly note that this password can be used by the Demat holders for voting for resolution of any other Company on which they are eligible to vote, provided that Company opts for e-voting through Karvy Computershare Private Limited e-Voting platform. System will prompt you to change your password and update any contact details like mobile number, email ID etc on first login. You may also enter the Secret Question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- vi. You need to login again with the new credentials.
- vii. On successful login, system will prompt to select the 'Event' i.e., 'Company Name'.
- viii. If you are holding shares in Demat form and had logged on to <https://evoting.karvy.com> and casted your vote earlier for any company, then your exiting login id and password are to be used.
- ix. On the voting page, you will see Resolution Description and against the same the option 'FOR/AGAINST/ABSTAIN' for voting. Enter the number of shares (which represents number of votes) under 'FOR/AGAINST/ABSTAIN' or alternatively you may partially enter any number in 'FOR' and partially in 'AGAINST', but the total number in 'FOR/AGAINST' taken together should not exceed your total shareholding. If the shareholder do not wants to cast, select 'ABSTAIN'
- x. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- xi. Once you 'CONFIRM' your vote on the resolution, you will not be allowed to modify your vote.
- xii. Corporate/Institutional Members (corporate /FIs/FILs/Trust/Mutual Funds/Banks, etc) are required to send scan (PDF format) of the relevant Board resolution to the Scrutinizer through e-mail to [evotingpml@pvpglobal.com](mailto:evotingpml@pvpglobal.com) with copy to [evoting@karvy.com](mailto:evoting@karvy.com). The file scanned image of the Board Resolution should be in the naming format "Corporate Name\_ Event no."
- xiii. Once the vote on the resolution is cast by the shareholder, he shall not be allowed to change it subsequently.



## PICTUREHOUSE MEDIA LIMITED

(CIN: L92191TN2000PLC044077)

Registered Office: KRM Center, 9<sup>th</sup> Floor, Door No. 2, Harrington Road, Chetpet,  
Chennai-600031. Phone: 044 – 30285570; Fax: 044 - 30285571

Corporate Office: Plot No. 83 & 84, 4<sup>th</sup> Floor, Punnaiah Plaza, Road No.2, Banjara Hills,  
Hyderabad-500034. Phone: 040 – 67309999; Fax: 040 - 67309988  
Email: [ir.telephoto@pvpglobal.com](mailto:ir.telephoto@pvpglobal.com); Website: [www.pvpcinema.com](http://www.pvpcinema.com)

---

### NOTICE OF POSTAL BALLOT

Dear Member(s),

Notice is hereby given, pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, that the Company seeks the approval of the Members through Postal Ballot for the following:

- 1) To authorize the Board of Directors to borrow up to Rs.500 crore;
- 2) To authorize the Board of Directors to sell, lease, mortgage or otherwise dispose of the whole or the substantially the whole of the undertaking(s), the movable and immovable properties of the Company, both present and future up to an amount not exceeding Rs.500 crore; and
- 3) To authorize the Board of Directors to give loan/guarantee/provide security or make investments in other entities up to an amount not exceeding Rs.500 crore.

Members consent is sought for the proposals contained in the Resolutions given in this Notice. The explanatory statement pertaining to the said Resolutions setting out the material facts and related particulars are annexed hereto along with a Postal Ballot Form.

The Company has appointed Mr. D. Hanumanta Raju, Partner, M/s. D. Hanumanta Raju & Co, Company Secretaries, Hyderabad as Scrutinizer for conducting the Postal Ballot in a fair and transparent manner.

Please read carefully the instructions printed on the Postal Ballot Form and return the Postal Ballot Form duly completed in all respects in the enclosed self-addressed pre-paid postage envelope, so as to reach the Scrutinizer on or before Tuesday, the October 07, 2014. Members may choose to vote using the **e-voting facility**, the details whereof are specified under instructions to the Postal Ballot Form.

The Scrutinizer will submit his report to the Managing Director after completion of the scrutiny and the result of the voting by Postal Ballot will be announced at the Registered Office of the Company on October 14, 2014 at 4.00 p.m.

#### Resolution No.1:

##### To authorize the Board to borrow up to Rs.500 crore

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

“**RESOLVED** that in supersession of any earlier resolutions and in terms of Section 180(1) (c) and all other applicable provisions, if any, of the Companies Act, 2013, read with the relevant Rules thereof (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent and approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred as “the Board”) for borrowing from time to time, up to Rs.500 crore (Rupees Five Hundred Crore only), in one or more tranches, any sum or sums of monies which together with the monies already borrowed by the Company, if any (apart from temporary loans obtained or to be obtained from the Company’s bankers in the ordinary course of business), notwithstanding that the same be in excess of the aggregate of the, then paid up capital and free reserves of the Company.”

“**RESOLVED further** that the Board of Directors (for the purpose of this Resolution, the “Board” would include any Director in single capacity as may be authorized by the Board in this regard) be and are hereby authorized to negotiate with the lending entities/lenders and to finalize and execute the documents and deeds as may be applicable for creating the appropriate mortgages and/or charges on such of the immovable and/or moveable properties of the Company on such terms and conditions as may be decided by the Board and to perform all such acts, deeds and things as may be necessary in this regard.”

“**RESOLVED further** that for the purpose of giving effect to this Resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things and to give such directions as may be necessary or expedient and to settle any question, difficulty or doubt that may arise in this regard as the Board in its absolute discretion may deem necessary or desirable and its decision shall be final and binding.”

## **Resolution No.2:**

**To authorize the Board to sell, lease, mortgage or otherwise dispose of the whole or substantially the whole of the undertaking(s) of the Company, both present and future**

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

“**RESOLVED** that in terms of Section 180(1)(a) and all other applicable provisions, if any, of the Companies Act, 2013, read with the relevant Rules thereof (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the consent and approval of the Members of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as “the Board”) to sell, lease, mortgage or otherwise dispose of or to create charge, mortgage and/or hypothecate the whole or substantially the whole of the undertaking(s) of the Company wherever situated, present & future, at such time and on such terms and conditions as the Board may deem fit, in the best interest of the Company.”

**RESOLVED FURTHER** that in connection with the aforesaid resolution, the Board shall have the power to mortgage or otherwise offer as collateral, substantial property, assets and/or undertakings of the Company in favour of Banks/Financial Institutions/Other Lenders to secure the repayment of the various credit facilities availed or to be availed by the Company or its Holding/Subsidiary/Associate Companies, provided that the total amount of loans together with interest thereon, additional interest, compound interest, liquidated damages, commitment charges, premia on pre-payment or on redemption, costs, charges, expenses and all other moneys payable by the Company in respect of the said loans, for which such charges, mortgages or hypothecations are created, shall not, at any time exceed the limit of Rs.500 Crores (Rupees five hundred crores only).

**RESOLVED FURTHER** that for the purpose of giving effect to this Resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things and to give such directions as may be necessary or expedient and to settle any question, difficulty or doubt that may arise in this regard as the Board in its absolute discretion may deem necessary or desirable and its decision shall be final and binding.”

## **Resolution No.3:**

**To authorize the Board to make Loans or give Guarantees/provide Securities and/or Invest in Securities**

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

“**RESOLVED** that pursuant to Section 186 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 as may be amended from time to time and Articles of Association of the Company, the consent and approval of the members of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as “the Board”) for:

- i) giving any loan to any person or other body corporate,
- ii) giving any guarantee or providing any security in connection with a loan to any other body corporate or person and/or
- iii) acquiring whether by way of subscription or otherwise, the securities of any other body corporate

up to an amount, the aggregate outstanding of which should not exceed, at any given time, Rs.500 crore (Rupees Five Hundred Crore) which shall be over and above the limits as specified in Section 186(2) of the Companies Act, 2013 and the aggregate outstanding amounts of loans/guarantees/securities given/provided to wholly owned subsidiary companies and/or joint venture companies and investments made in wholly owned subsidiary companies, from time to time.

“**RESOLVED further** that for the purpose of giving effect to this resolution, the Board of Directors be and is hereby authorized to negotiate and decide, from time to time, terms and conditions, execute necessary documents, papers, agreements, etc for investments to be made, loans/guarantees to be given and securities to be provided to any person and/or any body corporate, do all such acts, deeds, matters and things, as it may, in its absolute discretion, deem necessary, proper or desirable, settle any question, difficulty or doubt that may arise in this regard and to delegate all or any of these powers to any Committee of Directors or Managing Director or Wholetime Director or Director or Officer of the Company or any other person.”

By order of the Board  
For **Picturehouse Media Limited**

Adalat Srikanth  
Company Secretary  
Chennai, August 08, 2014

**Notes:**

1. Pursuant to Section 102 of the Companies Act, 2013, the Explanatory Statement setting out material facts and reasons for the proposed Special Businesses are appended herein.
2. The Postal Ballot Notice is being sent to all the Members of the Company whose names appear on the Register of Members/list of Beneficial Owners, as received from National Securities Depository Limited (NSDL)/Central Depository Services (India) Limited (CDSL) on Friday, August 15, 2014.
3. Members desiring to exercise their vote by Postal Ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the same duly completed in the attached postage pre-paid self-addressed envelope. Unsigned Postal Ballot Form(s) will be rejected. Postage will be borne by the Company. However, Postal Ballot Form(s), if sent by courier or by registered post at the expense of the Member(s) will also be accepted. The Postal Ballot Form(s) may also be deposited personally at the address given thereon. The duly completed Postal Ballot Form(s) should reach the Scrutinizer on or before Tuesday, 6.00 p.m., October 07, 2014, to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the Member(s). The e-voting module shall also be disabled by Karvy for voting thereafter.
4. In compliance with the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, the Company has also extended **e-voting facility** as an alternate, for its Members to enable them to cast their votes electronically instead of dispatching Postal Ballot Form.

## **EXPLANATORY STATEMENT**

(Pursuant to the provisions of Section 102 of the Companies Act, 2013)

### **Resolution No. 1 & 2:**

Under Section 180(1)(c) of the Companies Act, 2013 (“Act”), the Board of Directors of a company cannot, except with the consent of the shareholders in general meeting, borrow monies, apart from temporary loans obtained from the company’s bankers in the ordinary course of business, in excess of the aggregate of the paid up capital and free reserves of the Company. The Shareholders vide ordinary resolution passed in the 11th Annual General Meeting held on September 30, 2010, had accorded their consent to the Board of Directors to borrow up to Rs.300 crore (Rupees Three Hundred Crore only).

Taking into account the requirements of additional funds to meet the cost of Company’s new projects and other capital expenditure programs as also additional long term working capital requirements of the Company, it is expected that the limit of Rs.300 crore sanctioned by the shareholders may not be sufficient.

The consent and approval of the shareholders is therefore, sought in accordance with the provisions of Section 180(1)(c) of the Act, to enable the Directors to borrow monies, such that the total amount so borrowed by the Board shall not at any time exceed Rs.500 crore (Rupees Five Hundred Crore only) which is in excess of aggregate of the paid up capital and free reserves of the Company.

Further, the said borrowing(s) may be required to be secured by way of mortgage/charge over all or any part of the assets/properties of the Company to the extent of Rs.500 crores and as per the provisions of Section 180(1)(a) of the Companies Act, 2013 such creation of mortgage or charge on all or any part of the assets/properties of the Company requires the approval of from the shareholders of the Company by way of Special Resolution.

As per the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 the aforesaid approval under Section 180(1)(a) is to be obtained by passing a Special Resolution through Postal Ballot.

Accordingly, the respective special resolutions under Section 180(1)(c) and Section 180(1)(a) of the Companies Act, 2013 as mentioned in Item No. 1 & 2, the postal ballot notice, being connected to each other, are proposed for seeking approval of Members by way of Special Resolution

The above proposals are in the interest of the Company and the Directors recommend the Resolution Nos.1 & 2 of the Notice for consent and approval of the Members.

None of the Promoters, Directors, Key Managerial Personnel or their relatives are interested in the Resolution Nos. 1 & 2 of the accompanying Notice.

### **Resolution No. 3:**

Pursuant to Section 186 (3) of the Companies Act, 2013 giving of any loan or guarantee or providing any security to any person or body corporate or the acquisition of securities of other body corporate(s) exceeding the limits specified under Section 186(2) of the said Act requires prior approval of the shareholders by means of passing a Special Resolution. To take advantage of growth prospects that may arise in the future and as a measure of prudence, it is deemed necessary to authorise the Board of Directors to invest or to provide loans and advances or give guarantees/securities up to an amount not exceeding Rs.500 crores. Hence the said resolution is placed for seeking approval of shareholders under Section 186 of the Companies Act, 2013 by way of Special Resolution.

As per the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 the aforesaid approval under Section 186 is to be obtained by passing a Special Resolution through Postal Ballot.

The Directors are satisfied that this resolution would be in the interest of the Company and its members and accordingly recommend the Resolution in item no. 3 as Special Resolution for your approval.

Directors, Key Managerial Personnel and their relatives who are members of the Company, may be deemed to be concerned or interested in this Resolution to the extent of their respective shareholding in the Company to the same extent as that of every other member of the Company.

By order of the Board  
For **Picturehouse Media Limited**

Adalat Srikanth  
Company Secretary  
Chennai, August 08, 2014