



Picturehouse Media Limited

September 29, 2018

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

Dear Sir/Madam,

Sub: Voting Results of 20th Annual General Meeting held on September 27, 2019
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 20th Annual General Meeting held on September 27, 2019 along with Scrutinizer's Report.

Kindly take the above information on records.

Thanking you.
Yours sincerely,
for **PICTUREHOUSE MEDIA LIMITED**

Surabi Jain
Company Secretary

Enclosed: a/a

Picturehouse Media Limited.

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

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

info@pvpglobal.com | pvpcinema.com

Details of Voting Results pursuant to Regulation 44(3) of the SEBI (LODR) Regulations, 2015	
Date of the AGM/EGM	10.09.2018
Total number of shareholders on record date	5370
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	4
Public:	394
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)

1.ORDINARY BUSINESS: Consider and adopt audited Financial Statements, Reports of the Board of Directors' and Auditors' thereon for the financial year ended March 31, 2019

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	37646654	37646654	100	37646654	0	100	0
	POLL		0	0	0	0	0	0
	POSTAL_ BALLOT		0	0	0	0	0	0
	VENUE-VOTING		0	0	0	0	0	0
	SUB TOTAL	37646654	37646654	100	37646654	0	100	0
PUBLIC-INSTITUTIONS	E-VOTING	968508	0	0	0	0	0	0
	POLL		0	0	0	0	0	0
	POSTAL_ BALLOT		0	0	0	0	0	0
	VENUE-VOTING		0	0	0	0	0	0

	SUB TOTAL	968508	0	0	0	0	#VALUE!	#VALUE!
PUBLIC-NON INSTITUTIONS	E-VOTING	13634838	141	0	128	13	90.78	9.22
	POLL		149010	0	148998	12	99.99	0.01
	POSTAL_BALLOT		0	0	0	0	0	0
	VENUE-VOTING		0	0	0	0	0	0
	SUB TOTAL	13634838	149151	1.09	149126	25	99.98	0.02
GRAND TOTAL		52250000	37795805	72.34	37795780	25	100	0

2.ORDINARY BUSINESS: 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	37646654	37646654	100	37646654	0	100	0
	POLL		0	0	0	0	0	0
	POSTAL_BALLOT		0	0	0	0	0	0
	VENUE-VOTING		0	0	0	0	0	0
	SUB TOTAL	37646654	37646654	100	37646654	0	100	0
PUBLIC-INSTITUTIONS	E-VOTING	968508	0	0	0	0	0	0
	POLL		0	0	0	0	0	0
	POSTAL_BALLOT		0	0	0	0	0	0
	VENUE-VOTING		0	0	0	0	0	0
	SUB TOTAL	968508	0	0	0	0	#VALUE!	#VALUE!
PUBLIC-NON INSTITUTIONS	E-VOTING	13634838	141	0	128	13	90.78	9.22
	POLL		149010	0	148999	11	99.99	0.01
	POSTAL_BALLOT		0	0	0	0	0	0
	VENUE-VOTING		0	0	0	0	0	0
	SUB TOTAL	13634838	149151	1.09	149127	24	99.98	0.02

GRAND TOTAL		52250000	37795805	72.34	37795781	24	100	0
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3.SPECIAL BUSNISS: Appointment of Mr. Sohrab
Chinoy (DIN 03300321) as an Independent Director of
the Company

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	37646654	37646654	100	37646654	0	100	0
	POLL		0	0	0	0	0	0
	POSTAL_BALLOT		0	0	0	0	0	0
	VENUE-VOTING		0	0	0	0	0	0
	SUB TOTAL	37646654	37646654	100	37646654	0	100	0
PUBLIC-INSTITUTIONS	E-VOTING	968508	0	0	0	0	0	0
	POLL		0	0	0	0	0	0
	POSTAL_BALLOT		0	0	0	0	0	0
	VENUE-VOTING		0	0	0	0	0	0
	SUB TOTAL	968508	0	0	0	0	#VALUE!	#VALUE!
PUBLIC-NON INSTITUTIONS	E-VOTING	13634838	141	0	128	13	90.78	9.22
	POLL		149010	0	148999	11	99.99	0.01
	POSTAL_BALLOT		0	0	0	0	0	0
	VENUE-VOTING		0	0	0	0	0	0
	SUB TOTAL	13634838	149151	1.09	149127	24	99.98	0.02
GRAND TOTAL		52250000	37795805	72.34	37795781	24	100	0

4.SPECIAL BUSNISS: Appointment of Mrs. Sai Padma Potluri (DIN: 01683528) as Woman Executive Non-Independent Director of 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	37646654	37646654	100	37646654	0	100	0
	POLL		0	0	0	0	0	0
	POSTAL_BALLOT		0	0	0	0	0	0
	VENUE-VOTING		0	0	0	0	0	0
	SUB TOTAL	37646654	37646654	100	37646654	0	100	0
PUBLIC-INSTITUTIONS	E-VOTING	968508	0	0	0	0	0	0
	POLL		0	0	0	0	0	0
	POSTAL_BALLOT		0	0	0	0	0	0
	VENUE-VOTING		0	0	0	0	0	0
	SUB TOTAL	968508	0	0	0	0	#VALUE!	#VALUE!
PUBLIC-NON INSTITUTIONS	E-VOTING	13634838	141	0	128	13	90.78	9.22
	POLL		149010	0	148999	11	99.99	0.01
	POSTAL_BALLOT		0	0	0	0	0	0
	VENUE-VOTING		0	0	0	0	0	0
	SUB TOTAL	13634838	149151	1.09	149127	24	99.98	0.02
GRAND TOTAL		52250000	37795805	72.34	37795781	24	100	0

5.SPECIAL BUSNISS: Re-appointment of Mr. NS Kumar
as an Independent Director of the Company.

Resolution Required:(Ordinary/Special)				Special 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	37646654	37646654	100	37646654	0	100	0
	POLL		0	0	0	0	0	0
	POSTAL_BALLOT		0	0	0	0	0	0
	VENUE-VOTING		0	0	0	0	0	0
	SUB TOTAL	37646654	37646654	100	37646654	0	100	0
PUBLIC-INSTITUTIONS	E-VOTING	968508	0	0	0	0	0	0
	POLL		0	0	0	0	0	0
	POSTAL_BALLOT		0	0	0	0	0	0
	VENUE-VOTING		0	0	0	0	0	0
	SUB TOTAL	968508	0	0	0	0	#VALUE!	#VALUE!
PUBLIC-NON INSTITUTIONS	E-VOTING	13634838	141	0	128	13	90.78	9.22
	POLL		149010	0	148999	11	99.99	0.01
	POSTAL_BALLOT		0	0	0	0	0	0
	VENUE-VOTING		0	0	0	0	0	0
	SUB TOTAL	13634838	149151	1.09	149127	24	99.98	0.02
GRAND TOTAL		52250000	37795805	72.34	37795781	24	100	0

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 as amended from time to time]

To

The Chairman of 20th Annual General Meeting of the Equity Shareholders of Picturehouse Media Limited (the Company) 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.

Dear Sir,

I, Mohit Kumar Goyal, Partner of D. Hanumanta Raju & Co, Practicing Company Secretaries, having our office at B-13, F-1 P. S. Nagar, Vijaya Nagar Colony, Hyderabad – 500 057, have been appointed as Scrutinizers of Picturehouse Media Limited (“the Company”) having its Registered Office at KRM Centre, 9th 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 20th Annual General Meeting (AGM) of the Equity shareholders of Picturehouse Media Limited 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.

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 and physical ballot process on the resolutions contained in the notice to the 20th Annual General Meeting (AGM) of the Equity Shareholders of the Company. Our responsibility as a scrutinizer for the e-voting and physical ballot process is restricted to make Scrutinizer’s report of the votes cast “in favour” or “against” the resolutions stated in the notice of 20th Annual General Meeting of the Company, based on the reports generated by the authorized agency engaged by the Company.

I submit our report as under:

1. The e-voting period remained open from Tuesday, September 24, 2019 (9.00 A.M. IST) to Thursday, September 26, 2019 (5.00 P.M. IST)



2. The shareholders holding shares as on the “cut off” date i.e. September 20, 2019 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 5 as set out in the Notice of 20th AGM of Picturehouse Media Limited.
3. The remote e-voting was closed on September 26, 2019 at 5.00 P.M. IST. The votes cast were unblocked on September 27, 2019 at 12.09 P.M. in the presence of two witnesses, Ms Megha Malkari and Ms Aswini Lingam, 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 Fintech Private Limited (Karvy).

4. Further, on the date of Annual General Meeting, 13 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 consider and adopt audited Financial Statements, Reports of the Board of Directors’ and Auditors’ thereon for the financial year ended March 31, 2019

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

Number of members voted	Number of votes cast	% of total number of valid votes cast
10	37795780	99.9999

- ii. Voted **against** the resolution:

Number of members voted	Number of votes cast	% of total number of valid votes cast
14	25	0.0001



iii. Invalid votes (Including abstained votes):

Number of members whose votes were declared invalid	Number of votes cast/abstain by them
0	0

Item No. 2:-

Ordinary resolution to ratify appointment of M/s. Brahmayya & Co. as Statutory Auditors.

i. Voted in favour of the resolution:

Number of members voted	Number of votes cast	% of total number of valid votes cast
11	37795781	99.9999

ii. Voted against the resolution:

Number of members voted	Number of votes cast	% of total number of valid votes cast
13	24	0.0001

iii. Invalid votes (Including abstained votes):

Number of members whose votes were declared invalid	Number of votes cast/abstain by them
0	0

Item No. 3:-

Ordinary resolution for appointment of Mr. Sohrab Chinoy (DIN:03300321) as an Independent Director 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
11	37795781	99.9999



ii. Voted against the resolution:

Number of members voted	Number of votes cast	% of total number of valid votes cast
13	24	0.0001

iii. Invalid votes (Including abstained votes):

Number of members whose votes were declared invalid	Number of votes cast/abstain by them
0	0

Item No. 4:-

Ordinary resolution for appointment of Mrs. Sai Padma Potluri (DIN: 01683528) as Woman Executive Non-Independent Director of company.

i. Voted in favour of the resolution:

Number of members voted	Number of votes cast	% of total number of valid votes cast
11	37795781	99.9999

ii. Voted against the resolution:

Number of members voted	Number of votes cast	% of total number of valid votes cast
13	24	0.0001

iii. Invalid votes (Including abstained votes):

Number of members whose votes were declared invalid	Number of votes cast/abstain by them
0	0



Item No. 5:-

Special resolution for re-appointment of Mr. N S Kumar as an Independent Director 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
11	37795781	99.9999

ii. Voted against the resolution:

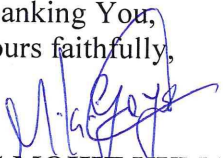
Number of members voted	Number of votes cast	% of total number of valid votes cast
13	24	0.0001

iii. Invalid votes (Including abstained votes):

Number of members whose votes were declared invalid	Number of votes cast/abstain by them
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 Ms. Surabi Jain, Company Secretary of the Company, for safe keeping.

Thanking You,
Yours faithfully,


CS MOHIT KUMAR GOYAL
FCS: 9967, C.P. No: 12751
PARTNER
D. HANUMANTA RAJU & CO.
COMPANY SECRETARIES



Place: Hyderabad
Date : 28.09.2019