

Picturehouse Media Limited

December 11, 2020

To
The BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street Fort, Mumbai – 400 001

Dear Sir/Madam,

Sub: Disclosure of Voting Results u/r 44(3) of SEBI (LODR) Regulations, 2015
Ref: Picturehouse Media Limited, Scrip Code: BSE – 532355

Pursuant to Regulation 44(3) of the SEBI (LODR) Regulations, 2015 please find the attached voting results (Annexure – A) and the Scrutinizer's Report dated 11th December, 2020 (Annexure – B) on the businesses transacted at the Annual General Meeting (AGM) of the Company held on 11th December, 2020 at 11:30 A.M. and concluded by 12:06 P.M. (including 15minutes of instapoll) through Video Conference (VC) / Other Audio-Visual Means (OAVM).

We wish to inform you that all the resolutions from 1 to 4 (refer Scrutinizer's Report for details) as set out in AGM notice were duly passed by the members of the Company with requisite majority.

The Copy of the voting results along the Scrutinizer's Report is exhibited on the Company's website www.pvpcinema.com.

Kindly take it on your records.

Thanking you

Yours faithfully,

For Picturehouse Media Limited


Saiteja Ivaturi
Company Secretary



As Enclosed

Picturehouse Media Limited.

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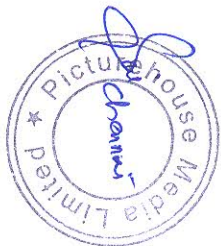
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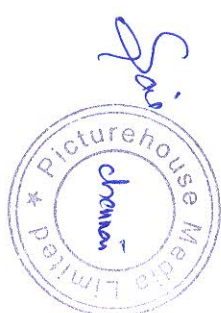
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Annexure - A

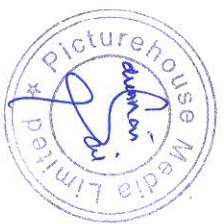
Date of the AGM/EGM	11-12-2020	PICTUREHOUSE MEDIA LTD.									
Total number of shareholders on record date	5333										
No. of shareholders present in the meeting either in person or through proxy:											
Promoters and Promoter Group:	Not Applicable										
Public:	Not Applicable										
No. of Shareholders attended the meeting through Video Conferencing	3										
Promoters and Promoter Group:	40										
Public:											
Resolution No.	1										
Resolution required: (Ordinary/ Special)	ORDINARY - To receive, consider and adopt the Audited Financial Statements (including consolidated financial statements) for the financial year ended March 31, 2020 and the Reports of										
Whether promoter/ promoter group are interested in the agenda/resolution?	No										
the Board of Directors and the Auditors thereon.											
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in Favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained	
Promoter and Promoter Group	E-Voting	37,646,654	37,646,654	100.0000	0	0	0.0000	0.0000	0	0	
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0	
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0	
	Total	37,646,654	37,646,654	100.0000	0	0	0.0000	0.0000	0	0	
Public- Institutions	E-Voting	968,508	0	0.0000	0	0	0.0000	0.0000	0	0	
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0	
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0	
	Total	968,508	0	0.0000	0	0	0.0000	0.0000	0	0	
Public- Non Institutions	E-Voting	13,634,838	6,706,890	49.1894	6,706,880	10	99.9998	0.0001	0	0	
	Poll		83,192	0.6101	83,176	16	99.9807	0.0192	0	0	
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0	
	Total	13,634,838	6,790,082	49.7995	6,790,056	26	99.9996	0.0004	0	0	
	Total	52,250,000	44,436,735	85.0464	44,436,710	26	99.9999	0.0001	0	0	



Resolution No.	Resolution required: (Ordinary/ Special)	Whether promoter/ promoter group are interested in the agenda/resolution?	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
2	ORDINARY - Appointment of Statutory Auditors and to fix their remuneration.	No										
Promoter and Promoter Group	E-Voting	Poll	Postal Ballot (if applicable)	37,646,654	37,646,654	100.0000	0	0	0.0000	0.0000	0	0
				0	0	0.0000	0	0	0.0000	0.0000	0	0
				0	0	0.0000	0	0	0.0000	0.0000	0	0
Public- Institutions	E-Voting	Poll	Postal Ballot (if applicable)	968,508	968,508	0.0000	0	0	0.0000	0.0000	0	0
				0	0	0.0000	0	0	0.0000	0.0000	0	0
				0	0	0.0000	0	0	0.0000	0.0000	0	0
Public- Non Institutions	E-Voting	Poll	Postal Ballot (if applicable)	13,634,838	13,634,838	0.0000	0	0	0.0000	0.0000	0	0
				0	0	0.0000	0	0	0.0000	0.0000	0	0
				0	0	0.0000	0	0	0.0000	0.0000	0	0
			Total	52,250,000	44,436,736	85.0464	6,790,056	44,436,710	26	99.9999	0	0
			Total	52,250,000	44,436,736	85.0464	6,790,082	44,436,716	26	99.9999	0	0



Resolution No.	3																
Resolution required: (Ordinary/ Special)	ORDINARY - Appointment of Mr. Nandakumar Subburaman (DIN 00611401) as an Independent Director of Company.																
Whether promoter/ promoter group are interested in the agenda/resolution?	No																
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained							
Promoter and Promoter Group	E-Voting																
	Poll	37,646,654	37,646,654	100.0000	0	0	0.0000	0.0000	0	0							
	Postal Ballot (if applicable)																
	Total		37,646,654	100.0000	0	0	0.0000	0.0000	0	0							
	Total			37,646,654	100.0000	0	0	0.0000	0.0000	0	0						
Public - Institutions	E-Voting																
	Poll	968,508	0	0.0000	0	0	0.0000	0.0000	0	0							
	Postal Ballot (if applicable)																
	Total		968,508	0.0000	0	0	0.0000	0.0000	0	0							
	Total			968,508	0.0000	0	0	0.0000	0.0000	0	0						
Public - Non Institutions	E-Voting																
	Poll	13,634,838	0	0.0000	0	0	0.0000	0.0000	0	0							
	Postal Ballot (if applicable)																
	Total		13,634,838	0.0000	0	0	0.0000	0.0000	0	0							
	Total			13,634,838	0.0000	0	0	0.0000	0.0000	0	0						
Total		52,250,000	44,436,736	85.0464	6,790,051	44,436,705	99.9999	0.0001	0	0							
Resolution No.	4																
Resolution required: (Ordinary/ Special)	ORDINARY - Appointment of Mrs. P J Bhavani (DIN 08294839) as Non - Executive Non-Independent Director of Company.																
Whether promoter/ promoter group are interested in the agenda/resolution?	No																
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained							
Promoter and Promoter Group	E-Voting																
	Poll	37,646,654	37,646,654	100.0000	0	0	0.0000	0.0000	0	0							
	Postal Ballot (if applicable)																
	Total		37,646,654	100.0000	0	0	0.0000	0.0000	0	0							
	Total			37,646,654	100.0000	0	0	0.0000	0.0000	0	0						
Public - Institutions	E-Voting																
	Poll	968,508	0	0.0000	0	0	0.0000	0.0000	0	0							
	Postal Ballot (if applicable)																
	Total		968,508	0.0000	0	0	0.0000	0.0000	0	0							
	Total			968,508	0.0000	0	0	0.0000	0.0000	0	0						
Public - Non Institutions	E-Voting																
	Poll	13,634,838	0	0.0000	0	0	0.0000	0.0000	0	0							
	Postal Ballot (if applicable)																
	Total		13,634,838	0.0000	0	0	0.0000	0.0000	0	0							
	Total			13,634,838	0.0000	0	0	0.0000	0.0000	0	0						
Total		52,250,000	44,436,736	85.0464	6,790,082	44,436,710	99.9996	0.0004	0	0							



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website : www.dhanumantarajuandco.com



BS MOHIT KUMAR GOYAL

B.COM. (Hons), LL.B., FCS
PARTNER

D. HANUMANTA RAJU & CO.
COMPANY SECRETARIES

Scrutinizer(s) Report

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time]

To

The Chairman of 21st Annual General Meeting (AGM) of the Members of Picturehouse Media Limited held on Friday, December 11, 2020 at 11.30 A.M. through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM").

Dear Sir,

I, Mohit Kumar Goyal, Partner, D. Hanumanta Raju & Co., Practicing Company Secretaries, had been appointed as the Scrutinizer by the Board of Directors of Picturehouse Media Limited pursuant to Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, to scrutinize the remote e-voting process in respect of the below mentioned resolutions proposed at the 21st Annual General Meeting ("AGM") of Picturehouse Media Limited on Friday, December 11, 2020 at 11.30 A.M. through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"). I was also appointed as Scrutinizer to scrutinize the e-voting process during the said AGM.

The Company has confirmed that the notice dated November 06, 2020 in respect of the below mentioned resolutions was sent to the shareholders of the Company through electronic mode on November 19, 2020 to those Members whose email addresses were registered with the Company/Depositories, in compliance with the MCA Circular dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as "MCA Circulars") and SEBI Circular dated May 12, 2020.

The Company had availed the e-voting facility offered by KFin Technologies Private Limited (earlier known as Karvy Fintech Private Limited ("KFin" or "KFintech")) for conducting remote e-voting by the Shareholders of the Company.

The shareholders of the Company holding shares as on the "cut-off" date i.e December 04, 2020 were entitled to vote on the resolutions as contained in the Notice of the AGM.



The voting period for remote e-voting commenced on Monday, December 7, 2020 (09:00 A.M.) and ended on Thursday, December 10, 2020 (05:00 P.M.) and Kfintech e-voting platform was blocked thereafter.

The Company had also provided e-voting facility to the shareholders present at the AGM through VC / OAVM who had not casted their votes earlier.

The AGM was concluded at 12:06 P.M. on December 11, 2020. The e-voting facility was kept open for 15 minutes to enable the shareholders to cast their vote. After conclusion of AGM, the remote e-voting facility provided for AGM and e-voting at AGM was unblocked and the combined report has been generated based on the data downloaded from Kfintech e-voting system.

I have scrutinized and reviewed the remote e-voting prior and during the AGM and votes cast therein, based on the data downloaded from Kfintech e-voting system.

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 to the 21st Annual General Meeting (AGM) of the Equity Shareholders of the Company. My responsibility as a scrutinizer for the e-voting process is restricted to make a Scrutinizer's report of the votes cast "for" or "against" the resolutions stated in the 21st AGM notice, based on the reports generated from e-voting system provided by Kfintech, the authorized agency to provide e-voting facilities, engaged by the Company.

I now submit my consolidated Report as under on the results of the remote e-voting and e-voting at AGM in respect of the said resolutions.

Item No. 1:-

Ordinary resolution to receive, consider and adopt the Audited Financial Statements (including consolidated financial statements) for the financial year ended March 31, 2020 and the Reports of the Board of Directors and the Auditors thereon.

(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)
29	44436710	99.9999



(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)
18	26	0.0001

(iii) Invalid Votes (Including abstained votes):

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

Item No.2:-

Ordinary Resolution for Appointment of Statutory Auditor.

(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)
29	44436710	99.9999

(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)
18	26	0.0001

(iii) Invalid Votes (Including abstained votes):

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



Item No.3:-

Ordinary Resolution for appointment of Mr. Nandakumar Subburaman (DIN: 00611401) as an Independent Director of Company.

(i) Vote for the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (For and Against)
28	44436705	99.9999

(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)
19	31	0.0001

(iii) Invalid Votes (Including abstained votes):

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

Item No.4:-

Ordinary Resolution for appointment of Mrs. P J Bhavani (DIN: 08294839) as Woman Non - Executive Non-Independent Director of Company.

(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)
29	44436710	99.9999



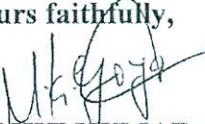
(ii) Voted Against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (For and Against)
18	26	0.0001

(iii) Invalid Votes (Including abstained votes):

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

Thanking You,
Yours faithfully,


MOHIT KUMAR GOYAL
FCS: 9967, C.P. No: 12751
PARTNER
D. HANUMANTA RAJU & CO.
COMPANY SECRETARIES
UDIN: F009967B001469953



PLACE: HYDERABAD
DATE: 11.12.2020

