



Picturehouse Media Limited

Picturehouse Media Limited

Corporate Identity No. (CIN): L92191TN2000PLC044077

Regd. Office: KRM Centre, 9th Floor, Door No.2, Harrington Road, Chetpet, Chennai 600031

Tel: 044 - 4859 6999

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

POSTAL BALLOT NOTICE

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

**To,
The Shareholders,
Picturehouse Media Limited**

NOTICE is hereby given to the shareholders of Limited (the "Company") pursuant to the provisions of Section 110 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 (collectively the "Act", which shall include any statutory modifications, amendments or re-enactments thereto) read with General Circular Nos.14/2020 dated 8th April 2020, 17/2020 dated 13th April 2020, 22/2020 dated 15th June 2020, 33/2020 dated 28th September 2020, 39/2020 dated 31st December 2020, 10/2021 dated 23rd June 2021, 20/2021 dated 8th December 2021, 3/2022 dated 5th May 2022 and 11/2022 dated 28th December 2022, issued by the Ministry of Corporate Affairs, Government of India (the "MCA Circulars"), Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations") and any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), read with the equity listing agreement executed with the stock exchanges on which the equity shares of the Company are listed, for seeking approval of the shareholders by way of special/ ordinary resolutions for matter as considered in the Resolutions appended below through postal ballot ("Postal Ballot") by way of remote e-voting only.

In compliance with the provisions of Section 108 and Section 110 of the Act read with Rule 20 and 22 of the Rules, Regulation 44 of the SEBI LODR Regulations, and SS-2, the Company is pleased to provide e-voting facility to its Members, to enable them to cast their votes electronically. The detailed procedure with respect to e-voting is mentioned in this Notice. The Company has engaged the services of National Securities Depository Limited ("NSDL") for facilitating e-voting. The Company has made necessary arrangements with Cameo Corporate Services Limited Registrar and Share Transfer Agent ("RTA") to enable the Members to register their e-mail address. Those Members who have not yet registered their e-mail address are requested to register the same by following the procedure set out in this Postal Ballot Notice.

The Board has appointed Mr. Mohit Goyal, Partner D. Hanumanta Raju & Co Company Secretaries (Membership Practicing Company Secretaries, as the scrutinizer ("Scrutinizer") for conducting the Postal Ballot / e-voting process in a fair and transparent manner.

Members desiring to exercise their vote through the e-voting process are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming part of the Notice not later than 5:00 p.m. (IST) on September 30, 2023. The e-voting facility will be disabled by NSDL immediately thereafter and will not be allowed beyond the said date and time

The Scrutinizer will submit his report to the Chairman of the Company (the "Chairman") or any other person authorized by the Chairman, and the result of the voting by Postal Ballot will be announced not later than 48 working hours from the conclusion of the e-voting. The result declared along with the Scrutinizer's report shall be communicated in the manner provided in this Postal Ballot Notice. The last date of e-voting, i.e. September 30, 2023, shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.

SPECIAL BUSINESS

Item No. 1

Authorization Under Section 186 Of The Companies Act, 2013

To consider and, if thought fit, pass, the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 186 of the Companies Act, 2013, read with The Companies (Meetings of Board and its Powers) Rules, 2014 as amended from time to time and other applicable provisions of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof for the time being in force), if any, consent of the shareholders of the Company be and is hereby accorded to (a) give any loan to any person(s) or other body corporate(s) ; (b) give any guarantee or provide security in connection with a loan to any person(s) or other body corporate(s) ; and (c) acquire by way of subscription, purchase or otherwise, securities of any other body corporate from time to time in one or more tranches as the Board of Directors as in their absolute discretion deem beneficial and in the interest of the Company, for an amount not exceeding Rs.100,00,00,000 (Rupees One Hundred Crores Only) outstanding at any time, notwithstanding that such investments, outstanding loans given or to be given and guarantees and security provided are in excess of the limits prescribed under Section 186 of the Companies Act, 2013.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, Executive Directors and Company Secretary of the Company, be and are hereby severally authorized to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to all matters arising out of and incidental thereto and to sign and to execute deeds, applications, documents and file returns with Registrar of Companies, that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution."

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to finalize, settle and execute such documents/deeds/ writings/ papers/ agreements as may be required and to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to resolve any question, difficulty or doubt that may arise in relation thereto or otherwise considered by the Board to be in the best interest of the Company."

Item No. 2**Acquisition Of New Cyberabad City Projects Pvt Limited**

To consider, and if thought fit, to pass the following resolution as a Special Resolution:

RESOLVED THAT in accordance with the provisions of section 186 (2) (c), Section 188 read with requisite other applicable provisions, if any, of the Companies Act, 2013,(including any amendment/modification thereof), the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Articles of Association of the Company, other applicable provisions, if any, and subject to such other approval(s), consent(s) or permission(s), as may be required; pursuant to the recommendation of the Audit Committee and the approval of Board of Directors of the Company, consent of the shareholders of the Company, be and is hereby accorded to acquire 80%(10,10,000 Equity Shares) stake in New Cyberabad City Projects Pvt Limited from PVP Ventures Limited at the gross purchase consideration of Rs. 32,56,44,200/- (Rupees Thirty Two Crores Fifty Six Lakhs Forty Four Thousand and Two Hundred Only).

RESOLVED FURTHER THAT any of the directors, or the KMP of the Company, be and is hereby authorized on behalf of the Company to execute the SPA including signing any letter(s) of undertaking, declaration, agreements and other papers which the Company may be required to be signed in terms of the SPA and do all such acts, deeds and things as may be required to give the effect the acquisition."

Item No. 3**Approve Material Related Party Transaction**

To consider and, if thought fit, pass, the following resolution as a Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Regulation 23 and all other applicable provisions, if any of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter called "the Listing Regulations"), and section 188 & all applicable provisions of the Companies Act, 2013 (hereinafter called "the Act") and Rules made there under, (including any statutory modification(s) and/or re-enactment thereof for the time being in force), the Company's Policy on Related Party Transactions, and pursuant to the consent of the Audit Committee and the consent of the Board of Directors of the Company, the approval of the Members of the Company be and is hereby accorded to the Company to enter into arrangements /transactions /contracts with below mentioned related parties ("Related Party"), relating to transactions the details of which are more particularly set out in the explanatory statement of this Notice, provided however that the aggregate amount/value of all such arrangements/ transactions /contracts that may be entered into by the Company with the Related Party and remaining outstanding at any one point in time shall not exceed the limits mentioned below during any one financial year, on such terms and conditions as may be considered appropriate by the Board of Directors (including any authorised Committee thereof);

Name of Related Party	Name of Relationship	Nature of Transaction	Amount
PVP Ventures Limited	Holding Company / An entity in which the Promoters have significant control	Purchase of Investments	Rs. 50 Crores

“RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board of Directors of the Company (hereinafter referred to as “the Board”, which term shall be deemed to include any Committee constituted by the Board or any person(s) authorized by the Board in this regard) be and are hereby authorized to do all acts and deeds, things and execute all such documents and take all such steps as may be necessary, proper or expedient to give effect to this resolution and for matters connected therewith or incidental thereto.”

Item 4

Appointment of Mr. Gautam Shahi as an independent director

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

RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (the Act) and the Companies (Appointment and Qualifications of Directors) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), approval of the Board of Directors for appointment of Mr. Gautam Shahi (DIN: 10236790) who was appointed as an Additional Director on August 16, 2023 pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the rules made there under and the Articles of Association of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years.

RESOLVED FURTHER THAT Mr. Gautam Shahi as an Independent Director shall not be liable for retirement by rotation during the tenure of his office.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.

Place: Chennai

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

Date: 31 August, 2023

Prasad V. Potluri
Managing Director

Notes:

1. The relevant Explanatory Statement pursuant to Section 102 read with Section 110 of the Act and Rule 22 of the Rules setting out the material facts and reasons for the proposed Resolution of the Postal Ballot Notice is appended herein below for your consideration.
2. In compliance with the provisions of Section 108 and Section 110 of the Act read with Rules 20 and 22 of the Rules, Regulation 44 of the Listing Regulations, SS-2 and the MCA Circulars, the Company is pleased to provide Remote e-Voting facility to its Members, to enable them to cast their votes electronically. The detailed procedure with respect to Remote e-Voting is mentioned in note no. 18 of this Notice.
3. In compliance with the MCA Circulars, the Postal Ballot Notice along with the instructions regarding Remote e-Voting is being sent by electronic mode only to those Members whose names appear in the Register of Members / list of Beneficial Owners, maintained by the Company / Depositories as at close of business hours on Friday, August 25, 2023 (i.e. Cut-off date), and whose e-mail IDs are registered with the Depository Participants (DPs) or with the Company or its Registrar and Transfer Agent as on the Cut-off date and will be sent to those member who will register their e-mail address in accordance with the process outlined in this Notice. For Members who have not registered their e-mail IDs, please follow the instructions given under point 17.
4. As per the MCA Circulars, physical copies of the Postal Ballot Notice, postal ballot forms and pre-paid business reply envelopes are not being sent to Members for this postal ballot. Members are requested to provide their assent or dissent through Remote e-Voting only. The Company has engaged the services of NSDL to provide Remote e-Voting facility to its members.
5. A copy of the Postal Ballot Notice is available on the website of the Company at www.pvpcinema.com, website of the stock exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and on the website of our e-Voting agency i.e. National Securities Depository Limited's ('NSDL') e-voting website at www.evoting.nsdl.com.
6. All documents referred to in the Postal Ballot Notice will also be available electronically for inspection, without any fee, to Members from the date of circulation of the Postal Ballot Notice up to the closure of the voting period. Members desirous of inspecting the documents referred to in the Notice or Statement may send their requests to investorrelations@pvpglobal.com from their registered e-mail addresses mentioning their names, folio numbers/DP ID and Client ID, between the period Friday, September 01, 2023 to Saturday, September 30, 2023.
7. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with the Company in case the shares are held by them in physical form.
8. After sending the notice of Postal Ballot through email, an advertisement shall be published in English newspaper and Tamil newspaper, each with wide circulation in the district, where the Registered Office of the Company is situated, and also on the Company's website: www.pvpcinema.com.
9. The voting rights of the Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the Cut-Off Date i.e. Friday, August 25, 2023. Members whose names appear in the Register of Members / List of Beneficial Owners as on the Cut-off Date shall only be considered eligible for the purpose of Remote e-Voting and those members would be able to cast their votes and convey their assent or dissent to the proposed resolution only through the Remote e-Voting

process. Any person who is not a Member as on the Cutoff date should treat this Postal Ballot Notice for information purpose only.

10. Members of the Company as on the Cut-Off Date (including those Members who may not have received this Notice due to non-registration of their e-mail addresses with the Company/RTA/Depositories) shall be entitled to vote in relation to the aforementioned resolution in accordance with the process specified in this Postal Ballot Notice. A Member cannot exercise his vote by proxy on a Postal Ballot.

11. The Remote e-Voting will commence on Friday, September 01, 2023 at 9:00 a.m. (IST) and will end on Saturday, September 30, 2023 at 5:00 p.m. (IST). During this period, members of the Company holding shares in physical or electronic form as on the Cut-Off Date may cast their vote electronically. The Remote e-Voting will be blocked by NSDL immediately thereafter and will not be allowed beyond the said date and time.

12. Members are requested to cast their vote through the Remote e-Voting process not later than 5:00 p.m. IST on Saturday, September 30, 2023, in order to be eligible for being considered, failing which it will be strictly considered that no vote has been received from the Member. Once the votes on the Resolution are casted by the Member, the Member shall not be allowed to change these subsequently.

13. The Board of Directors of the Company has appointed D. Hanumanta Raju & Co. Practicing Company Secretaries, as Scrutinizer, to scrutinize the Postal Ballot through Remote e-Voting process in a fair and transparent manner. He has communicated his willingness for such an appointment and will be available for the same.

14. The Scrutinizer will submit his report to the Chairman or any other person authorised by the Chairman after the completion of scrutiny and the result of the voting by postal ballot through the Remote e-Voting process will be announced by the Chairman, or such person as authorised, on or before Tuesday, October 03, 2023. The Scrutinizer's decision on the validity of the e-voting shall be final and binding.

15. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.pvpglobal.com and on the website of NSDL www.evoting.nsdl.com immediately after the result is declared by the Chairman or any other person authorized by him, and the same shall be communicated to the Stock Exchanges, where the equity shares of the Company are listed.

16. The Resolution, if approved by the requisite majority through Postal Ballot, shall be deemed to have been passed on Saturday, September 30, 2023, i.e. the last date specified for receipt of votes through the Remote e-Voting process

17. Process for those members whose e-mail ids are not registered with the Depositories/the Company for procuring user id and password and registration of e-mail ids for e-voting for the resolutions set out in this Postal Ballot Notice:

Registration of email addresses with Cameo Corporate Service Limited ("Cameo"): To facilitate Members to receive this Postal Ballot Notice electronically and cast their vote electronically, members are requested to write to the Registrar and Share Transfer Agent, Cameo, for registration of e-mail addresses at the following address:

CAMEO CORPORATE SERVICES LIMITED
Unit: Picturehouse Media Limited

Subramanian Building, No.1 Club House Road, Chennai 600 002, Tamilnadu
 Ph: 91-44-28460390 / 91-44-40020700 (Board);
 Email : murali@cameoindia.com; Web : www.cameoindia.com

Eligible Members whose e-mail addresses are not registered with the Company/ DPs are required to provide the same to Cameo, on or before 5:00 pm (IST) on Friday, September 29, 2023:

Procedure for registration of email id with the Company/Depository Participants: Members are requested to register the same with their concerned DPs, in respect of electronic holding and with KFin, in respect of physical holding, by sending duly signed and completed Form ISR1 alongwith the supporting documents as stated therein . Members holding shares in physical form are requested to get their folio KYC complaint for smooth processing of the transactions Further, those Members who have already registered their e-mail addresses are requested to keep their e-mail addresses validated/updated with their DPs / Cameo to enable servicing of notices / documents / Annual Reports and other communications electronically to their e-mail address in future.

18. The details of the process and manner for for Remote e-Voting are explained herein below:

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the " Beneficial Owner " icon under " Login " which is available under ' IDeAS ' section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on " Access to e-Voting " under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com . Select " Register Online for IDeAS Portal " or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or

	<p>on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>4. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.</p>
Individual Shareholders holding securities in demat mode with CDSL	<p>1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi.</p> <p>2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cDSLindia.com or contact at 022-23058738 or 022-23058542-43
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B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?

(i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

(ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**

6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to dhr300@gmail.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be

disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to ir.telephoto@pvpglobal.com.

2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to ir.telephoto@pvpglobal.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**

3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.

4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

Annexure to the Notice
Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013.

Item No.1

Authorisation Under Section 186 Of The Companies Act, 2013

In order to make optimum use of funds available with the Company and also to achieve long term strategic and business objectives, the Board of Directors of the Company proposes to make use of the same by making investment in other bodies corporate or granting loans, giving guarantee or providing security to other persons or other body corporate as and when required. Members may note that pursuant to Section 186 of the Companies Act, 2013 ("Act"), the Company can give loan or give any guarantee or provide security in connection with a loan to any other body corporate or person and acquire securities of any other body corporate, in excess of 60% of its paid up share capital, free reserves and securities premium account or 100% of its free reserves and securities premium account, whichever is more, with approval of Members by special resolution passed at the general meeting.

It is pertinent to mention here that the members have, vide the Postal Ballot dated October 14, 2014, have authorised the Board of Directors to give loan or give any guarantee or to invest in securities up to INR 500 Crores. As the objects clause was altered in the Annual General Meeting on September 30, 2022, to include the real estate / infrastructure business, and the company is looking to invest in real estate / infrastructure companies in the future, as a good corporate practice, the present resolution seeks the consent of the shareholders, afresh.

In view of the aforesaid, it is proposed to take approval under Section 186 of the Companies Act, 2013, by way of special resolution, up to a limit of Rs.100 Crores, as proposed in the Notice.

The above proposal is in the interest of the Company and the Board recommends the Resolution as set out at Item No.1 for approval by the members of the Company.

None of the Directors or Key Managerial Personnel or their relatives are in any way concerned with or interested, financially or otherwise in the resolution at Item no. 1 of the accompanying notice.

The Board recommends the resolution at Item no.1 to be passed as Special Resolution

Item No.2

Acquisition Of New Cyberabad City Projects Pvt Limited

The Members are hereby informed that in line with expansion into real estate business the board in its meeting held on 24th August, 2023 has approved the acquisition of 80% shareholding of New Cyberabad City Projects Pvt Ltd at a consideration of Rs. 32,56,44,200/- (Rupees Thirty Two Crores Fifty Six Lakhs Forty Four Thousand and Two Hundred Only).

The Company at its Annual General Meeting held on September 30,2022 altered the object clause of the Memorandum of Association by addition of the real estate line of business. In view of this the company as part of restructuring exercise has decided to acquire 81% stake of New Cyberabad City Projects Pvt Ltd from PVP Ventures Limited, its holding company.

The above proposal is in the interest of the Company and the Board recommends the Resolution as set out at Item No.2 for approval by the members of the Company.

None of the Directors or Key Managerial Personnel or their relatives are in any way concerned with or interested, financially or otherwise in the resolution at Item no. 2 of the accompanying notice.

The Board recommends the resolution at Item no.2 to be passed as Special Resolution.

Item No.3

Approve Material Related Party Transaction

Pursuant to Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter called as "the Listing Regulations"), all Related Party Transactions shall require prior approval of the Audit Committee and all material transactions with related parties shall require approval of the Members of the Company through a resolution and all related parties shall abstain from voting on such resolution.

"Material Related Party Transaction" under the Listing Regulations means any transaction(s) entered into individually or taken together with previous transactions during a financial year exceeding 10% of the annual consolidated turnover of a company as per its last audited financial statements.

The annual consolidated turnover of the Company for the financial year 2022-23 is INR 18.90 Crores. Accordingly, any transaction(s) by the Company with its related party exceeding INR 1.89 Crores (10% of the Company's annual consolidated turnover) shall be considered as material transaction and hence, the approval of the Members will be required for the same. It is therefore proposed to obtain the Members' approval for the following arrangements/transactions/ contracts which may be entered into by the Company with its related parties from time to time:

Name of Related Party	Name of Relationship	Nature of Transaction	Amount
PVP Ventures Limited	Holding Company	Purchase of Investments	Rs. 50 Crores

The ceiling on the amounts of the transactions specified as above would mean the transactions entered into and the remaining outstanding at any point of time.

In terms of Regulation 23 of the SEBI Listing Regulations and section 188 of the Companies Act, 2013 the approval of the Shareholders is sought by way of Ordinary Resolution.

The Audit Committee and Board have approved the aforesaid Related Party Transactions at their meetings held on August 24, 2023, in terms of Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 With respect to the above matter, the Shareholders/Members are requested to note following disclosures of Interest:

S. No.	Name of the Related Party	Name of the director or key managerial personnel who is related, if any;	Nature of Concern or Interest
1.	PVP Ventures Limited	Mr.Prasad V. Potluri, Managing Director of PMHL is the Chairman & Managing director of PVP Ventures Limited.	Holding Company / a company in which the promoter group has

			significant control / ownership / voting rights
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Further, in terms of applicable SEBI Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 the members are requested to take note of the following:

S. No.	Particulars	Details
1.	A summary of the information provided by the management to the Audit Committee	<p>a. Type, material terms and particulars of the proposed transaction;</p> <p>b. Name of the related party and its relationship with the listed entity;</p> <p>c. Tenure of the proposed transaction;</p> <p>d. Value of the proposed transaction;</p> <p>e. The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction</p> <p>f. If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:</p> <p>i. details of the source of funds in connection with the proposed transaction;</p> <p>ii. where any financial indebtedness is incurred to make or give loans, interoperate deposits, advances or investments, nature of indebtedness; cost of funds; and tenure;</p> <p>iii. applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and</p> <p>iv. the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT.</p> <p>g. Justification as to why the RPT is in the interest of the listed entity;</p> <p>h. A copy of the valuation or other external party report, if any such report has been relied upon;</p> <p>i. Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT on a voluntary basis</p> <p>The above information were placed / discussed by the Audit Committee at its meeting held on August 24, 2023</p>

2.	Justification for why the proposed transactions is in the interest of the Company	The company is fully focussing on real-estate development / infrastructure business, apart from the cinema and film production. The acquisition / target company have land development rights, that being long gestation projects may yield good results, if holding on for a fairly long period. Hence it is proposed to invest in NCCPL from the holding company, at a arm' length price, being valued by an independent valuer. The end use by the recipient would be for their business requirements, repayment of existing loans and general corporate purposes and investments would be made for maximizing the yield on available surplus funds which is in the interest of the Company.
Transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary		
3.	Details of the source of funds in connection with the proposed transaction;	Through the company's cash flow, and borrowings from the associate companies.
4.	where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments, <ul style="list-style-type: none"> · nature of indebtedness · tenure; and · Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security 	<ul style="list-style-type: none"> · Inter Corporate Deposit · upto 1 year Unsecured, repayable on demand. Interest rate as mutually agreed
5.	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds.	For the Company: Onward lending, repayment of existing loans and general corporate purpose For Other Companies: Repayment of existing loans and general corporate purpose
6.	Statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through the registered email address of the shareholders;	Valuation reports from the independent valuer.

The Board recommends the resolution set out at Item No. 3 of the EGM Notice to the Members for their consideration and approval, by way of Ordinary Resolution. Except to the extent of shareholding of the Promoters / Directors their Relatives and Key Managerial Personnel in the abovementioned related parties which is duly disclosed above, none of the other Directors/ Key Managerial Personnel/ their Relatives is, in any way, concerned or interested, financially or otherwise in the Ordinary Resolution set out at Item Nos. 3 respectively.

Item No.4

Appointment of Mr. Gautam Shahi as an independent director

Mr. Gautam Shahi (DIN: 10236790) was appointed by the Board of Directors as an Additional Director under the category of Non-Executive and Non-Independent Director w.e.f 16th August, 2023 and now proposes the same for the approval of shareholders.

Mr. Gautam Shahi is a law graduate having more than 20 years of experience in the field of law. His core area of practice is regulatory and competition law. He has been associated with leading legal firms in the country. He also has extensive experience in formulating legal strategies and defending his clients before various legal and quasi judicial bodies.

The Company has received a declaration from him that he meets with the criteria of independence as prescribed both under Section 149(6) of the Act and provisions of the SEBI LODR Regulations. He has registered with the Independent Director databank maintained by Indian Institute of Corporate Affairs (IICA).

Mr. Gautam Shahi has consented to and declared as qualified for the appointment as an Independent Director, if made. In the opinion of the Board, he fulfills the conditions specified in the Act and is independent of the management.

Accordingly, the Board of Directors recommends the resolution set forth in Item No.4 for approval of members as a Special Resolution. None of the Directors and Key Managerial Personnel or their relatives, except Mr. Gautam Shahi , to whom the resolution relates, is interested or concerned in this resolution, except to the extent of the shareholding, if any.

Details of the Director seeking appointment pursuant to Regulation 36(3) of SEBI LODR Regulations, 2015 in conjunction with the Secretarial Standards on General Meetings (SS-2), issued by the Institute of Company Secretaries of India are as under:

S. No	Particulars	Details
1.	Name of the director	Mr. Gautam Shahi
2.	Director Identification Number	10236790
3.	Nationality	Indian
4.	Date of Birth	24 July, 1985
5.	Age	38
6.	Terms and Conditions of Re-Appointment	Independent director
7.	Date of first appointment to the Board	August 16, 2023
8.	Shareholding in the Company as on 31 March 2023	NIL
9.	Expertise in Specific Function Areas	Mr. Gautam Shahi is a law graduate having more than 20 years of experience in the field of law. His core area of practice is regulatory and competition law. He has been associated with leading legal firms in the country. He also has extensive experience in formulating legal strategies and defending his clients before various legal and quasi judicial bodies.
10.	List of Directorship in Other Companies	PVP Ventures Limited
11.	Relationship with Other Directors	Not Applicable
12.	Number of Board Meetings attended during the year (post appointment as director)	Not Applicable