



Picturehouse Media Limited

October 03, 2023

To
The BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street Fort,
Mumbai – 400001

Scrip Code: BSE – 532355

Dear Sir/Madam,

Sub: Proceedings of Postal Ballot and Voting Results under Regulation 44(3) of SEBI (LODR) Regulations, 2015

In terms of the Regulation 30 & 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith, the proceedings of postal ballot and the Voting Results on the special business transacted through Postal Ballot Notice dated August 31, 2023, along with the consolidated Scrutinizer's Report on E-voting and Postal Ballot.

Kindly take the results on records.

**Thanking You,
Yours faithfully,
For Picturehouse Media Limited**

**Derrin Ann George
Company Secretary & Compliance Officer**

Encl : As above



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

CIN: L92191TN2000PLC044077



Picturehouse Media Limited

SUMMARY OF THE PROCEEDINGS OF THE RESOLUTION PASSED BY WAY OF POSTAL BALLOT BY THE SHAREHOLDERS OF PICTUREHOUSE MEDIA LIMITED, ON SEPTEMBER 30, 2023

Pursuant to the provisions of Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had issued a Postal Ballot Notice dated August 31, 2023 to obtain approval of shareholders through Postal Ballot / e-voting for the following business:

1. Authorization Under Section 186 Of The Companies Act, 2013
2. Acquisition Of New Cyberabad City Projects Pvt Limited
3. Approve Material Related Party Transaction
4. Appointment Of Mr. Gautam Shahi As An Independent Director

The Board of Directors had engaged services of National Securities Depository Limited (NSDL) to provide e-voting facility to all the members as on cut-off date i.e. August 25, 2023.

The e-voting period commenced on Friday, September 01, 2023, at 9:00 A.M. (IST) and ended on Saturday, September 30, 2023 at 5:00 P.M. (IST)

The Board of Directors had appointed Mr. Mohit Goyal, Practicing Company Secretary, Partner of D Hanumanta Raju & Co , Company Secretaries to act as the scrutinizer, for conducting the postal ballot process, in a fair and transparent manner.

Shareholders who had registered their e-mail ids with depositories or with the Company were sent Notice of Postal Ballot by e-mail and shareholders who had not registered their e-mail ids received Notice of Postal Ballot along with Postal Ballot Form through courier. The said Notice was also placed on the website of the Company. The intimation about completion of dispatch of the Postal Ballot Form/e-Voting and the last date for receipt of reply from shareholders was also intimated to the members by way of publication of advertisement in the newspapers namely, Financial Express (English Language) and Makkal Kural (Tamil Language). Members were advised to carefully read the instructions before casting their votes.

The Scrutinizer after scrutiny of all Postal Ballot Forms / e-voting received within the scheduled time has submitted his report on October 03, 2023.

The results of the Postal Ballot as required under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are enclosed herewith.

The Resolutions are deemed to have been passed on the last date of the receipt of the Postal Ballot Forms and E-voting, i.e., on September 30, 2023. The above information is also uploaded on the Company's website, viz. www.pvpcinema.com.



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CIN: L92191TN2000PLC044077

General information about company	
Scrip Code	
Name of company	PICTUREHOUSE MEDIA LIMITED
Type of meeting	Postal Ballot
Start time of meeting	09:00
End time of meeting	17:00

VOTING RESULTS	
Record date	25-08-2023
Total number of shareholders on record date	5371
Number of shareholders present in the meeting either in person or through proxy	
a) Promoter and promoter group	
b) Public	
Number of shareholders attended the meeting through video conferencing	
a) Promoter and promoter group	
b) Public	
Number of resolutions passed in meeting	
Disclosure of notes on voting results	

Resolution Required					Authorization Under Section 186 Of The Companies Act, 2013			
Whether promoter/ promoter group are interested in the agenda/resolution? NO								
Category	Mode of Voting	No. of shares held	No. of votes polled	% votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes - in favour	No. of votes - in Against	% of votes - in favour (6)=[(4)/(2)]*100	% of votes - in Against (7)=[(5)/(2)]*100
		(1)	(2)		(4)	(5)	(6)	(7)
Promoter and Promoter Group	E-voting		0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot(if applicable)	38615134	0	0	0	0	0	0
	Total	38615134	0	0	0	0	0	0
Public Institutions	E-voting		0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot(if applicable)	28	0	0	0	0	0	0
	Total	28	0	0	0	0	0	0
Public Non-Institutions	E-voting		24416	0.179070701	24288	128	99.4757536	0.524246396
	Poll		0	0	0	0	0	0
	Postal Ballot(if applicable)	13634838	0	0	0	0	0	0
	Total	13634838	24416	0.179070701	24288	128	99.4757536	0.524246396
Total		52250000	24416	0.046729187	24288	128	99.4757536	0.524246396

Resolution Details(2)								
Resolution Required					Acquisition Of New Cyberabad City Projects Pvt Limited			
Whether promoter/ promoter group are interested in the agenda/resolution? Yes								
Category	Mode of Voting	No. of shares held	No. of votes polled	% votes polled on outstanding shares	No. of votes - in favour	No. of votes - in Against	% of votes - in favour	% of votes - in Against
		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting		0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot(if applicable)	38615134	0	0	0	0	0	0
	Total	38615134	0	0	0	0	0	0
Public Institutions	E-voting		0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot(if applicable)	28	0	0	0	0	0	0
	Total	28	0	0	0	0	0	0
Public Non-Institutions	E-voting		24416	0.179070701	24288	128	99.4757536	0.524246396
	Poll		0	0	0	0	0	0
	Postal Ballot(if applicable)	13634838	0	0	0	0	0	0
	Total	13634838	24416	0.179070701	24288	128	99.4757536	0.524246396
Total		52250000	24416	0.046729187	24288	128	99.4757536	0.524246396

Resolution Details(3)								
Resolution Required					Approve Material Related Party Transaction			
Whether promoter/ promoter group are interested in the agenda/resolution? Yes								
Category	Mode of Voting	No. of shares held	No. of votes polled	% votes polled on outstanding shares	No. of votes - in favour	No. of votes - in Against	% of votes - in favour	% of votes - in Against
		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting		0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot(if applicable)	38615134	0	0	0	0	0	0
	Total	38615134	0	0	0	0	0	0
Public Institutions	E-voting		0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot(if applicable)	28	0	0	0	0	0	0
	Total	28	0	0	0	0	0	0
Public Non-Institutions	E-voting		24416	0.179070701	24288	128	99.4757536	0.524246396
	Poll		0	0	0	0	0	0
	Postal Ballot(if applicable)	13634838	0	0	0	0	0	0
	Total	13634838	24416	0.179070701	24288	128	99.4757536	0.524246396
Total		52250000	24416	0.046729187	24288	128	99.4757536	0.524246396

Resolution Required					Appointment of Mr. Gautam Shahi as an independent director			
Whether promoter/ promoter group are interested in the agenda/resolution? No								
Category	Mode of Voting	No. of shares held	No. of votes polled	% votes polled on outstanding shares	No. of votes - in favour	No. of votes - in Against	% of votes - in favour	% of votes - in Against
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting		0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot(if applicable)	38615134	0	0	0	0	0	0
	Total	38615134	0	0	0	0	0	0
Public Institutions	E-voting		0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot(if applicable)	28	0	0	0	0	0	0
	Total	28	0	0	0	0	0	0
Public Non-Institutions	E-voting		24416	0.179070701	24288	128	99.4757536	0.524246396
	Poll		0	0	0	0	0	0
	Postal Ballot(if applicable)	13634838	0	0	0	0	0	0
	Total	13634838	24416	0.179070701	24288	128	99.4757536	0.524246396
Total		52250000	24416	0.046729187	24288	128	99.4757536	0.524246396

SCRUTINIZER'S REPORT

[Pursuant to Sections 108 and 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014]

To
The Chairman,
Picturehouse Media Limited,
KRM Centre, 9th Floor,
Door No. 2, Harrington Road, Chetpet,
Chennai, Tamil Nadu- 600031.

Respected Sir,

1. I, Mohit Kumar Goyal, Partner, M/s. D. Hanumanta Raju & Co., Practicing Company Secretaries, having our office situated at B-13, F-1, P.S. Nagar, Vijayanagar Colony, Hyderabad – 500057 has been appointed by the Board of Directors of Picturehouse Media Limited (the Company) as a scrutinizer for the purpose of scrutinizing the e-voting process and ascertaining the requisite majority on e-voting carried out as per the provisions of Sections 108 and 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 on the Resolutions contained in the notice of Postal Ballot of the Company dated August 31, 2023, pursuant to Section 110 of the Companies Act, 2013.
2. As required under Section 110 of the Companies Act, 2013 ('the Act') and Rule 22 of the Companies (Management and Administration) Rules, 2014 as amended from time to time, and guidelines prescribed by the Ministry of Corporate Affairs ("MCA") vide General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022 and 11/2022 dated December 28, 2022, notice of Postal Ballot, along with the explanatory statement was sent only through email to the Members of the Company whose names appeared in the Register of Members/List of Beneficial Owners as received from Depositories on Friday, August 25, 2023 ("the Cut-off Date") and who had registered their e-mail address with the Company or Company's Registrar and Share Transfer Agent Cameo Corporate Services Limited since the requirement for sending the physical copy of Postal Ballot Notice along with Postal Ballot Forms and Prepaid Self-addressed Business envelopes to the Members has been dispensed with vide the above referred MCA Circulars.



3. The Company had availed the e-voting facility offered by National Securities Depository Limited (“NSDL”) for conducting remote e-voting by the Members of the Company.
4. 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 of Postal Ballot of the Company dated August 31, 2023. My responsibility as a scrutinizer for the remote e-voting process is restricted to make a Scrutinizer’s report of the votes cast “for” or “against” the resolutions stated in the notice of Postal Ballot, based on the reports generated from e-voting system provided by National Securities Depository Limited (“NSDL”) the authorized agency to provide remote e-voting facilities, engaged by the Company.

5. Further to the above, I submit my report as under:-

- i. The remote e-voting period remained open from Friday, September 01, 2023 at 09:00 A.M. (IST) and ended on Saturday, September 30, 2023 at 05:00 P.M. (IST).
- ii. The members of the Company as on the “cut-off” date i.e. Friday, August 25, 2023 were entitled to vote on the resolutions as set out in the notice of the Postal Ballot of the Company.
- iii. The votes cast were unblocked on September 30, 2023 at 5:07 P.M (IST) in the presence of 2 witnesses, Ms. K.Sai Keerthi and Ms. Vishaka A Paleja who are not in the employment of the Company. They have signed below in confirmation of votes being unblocked in their presence.

K. Sai Keerthi
(K. Sai Keerthi)

Vishaka A. Paleja
(VISHAKA. A. PALEJA)

- iv. Thereafter, the details containing inter alia, list of Equity shareholders, who voted “for” or “against” to the resolutions that was put to vote, were generated from the e-voting website of NSDL i.e. www.evoting.nsdl.com.
- v. Based on such reports generated, the result of the remote e-voting is as under:



ITEM NO.1:

**SPECIAL RESOLUTION - AUTHORISATION UNDER SECTION 186 OF THE
COMPANIES ACT, 2013:**

(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)
33	24288	99.4758

(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)
17	128	0.5242

(iii) Invalid votes (including votes abstained)

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

ITEM NO.2:

**SPECIAL RESOLUTION – ACQUISITION OF NEW CYBERABAD CITY PROJECTS
PVT LIMITED:**

(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)
33	24288	99.4758



(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)
17	128	0.5242

(iii) Invalid votes (including votes abstained)

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

ITEM NO.3:

ORDINARY RESOLUTION - APPROVE MATERIAL RELATED PARTY TRANSACTION:

(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)
33	24288	99.4758

(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)
17	128	0.5242

(iii) Invalid votes (including votes abstained)

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



ITEM NO.4:

SPECIAL RESOLUTION – APPOINTMENT OF MR. GAUTAM SHAHI AS AN INDEPENDENT DIRECTOR:

(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)
33	24288	99.4758

(ii) Voted against the resolution :

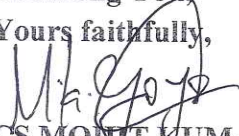
Number of members voted	Number of votes cast by them	% of total number of valid votes cast (For and Against)
17	128	0.5242

(iii) Invalid votes (including votes abstained)

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

The e-votes confirmation register relating to remote e-voting will be handed over for safe custody to Mr. Prasad V. Potluri, Managing Director or Ms. Derrin Ann George, Company Secretary, who has been authorised by the Board of the Company to complete the necessary formalities in this regard.

Thanking You,
Yours faithfully,


CS MOHIT KUMAR GOYAL
FCS: 9967; C.P. No: 12751
PARTNER
D. HANUMANTA RAJU & CO.
COMPANY SECRETARIES
UDIN: F009967E001163603
PR NO.699/2020



Place: Hyderabad
Date : 03.10.2023