



Picturehouse Media Limited

To

Hyderabad, October 14, 2014

The BSE Ltd
Phiroze Jeejeebhoy Towers
Dalal Street,
Fort, Mumbai-400 001

Dear Sirs,

Sub: Declaration of Postal Ballot Results
Ref: Scrip Code: BSE - 532355

With reference to the subject matter, we would like to inform you that the Board of Directors of the Company vide Postal Ballot Notice dated August 08, 2014 have sought the Members approval for the following resolutions, the results of which were declared on October 14, 2014 at 4.00 p.m. at the Registered Office of the Company:

- (1) To authorize the Board to borrow up to Rs.500 crore;
- (2) To authorize the Board to sell, lease, mortgage, or otherwise dispose of the whole or substantially the whole of the undertaking of the Company both present and future &
- (3) To authorize the Board to make Loans or give guarantee/provide securities and/or invest in securities

M/s. D. Hanumanta Raju & Co., Practicing Company Secretaries, Hyderabad who were appointed as the Scrutinizers to conduct the postal ballot process have submitted their report on October 12, 2014. Based on the report submitted by the Scrutinizers, Mr. S. Kannan, Group Head - Finance & Accounts has declared that the shareholders have approved the aforementioned resolutions with requisite majority.

A summary of the Postal Ballot results along with the Scrutinizer's Report is enclosed to this letter for your reference and record.

Kindly take the above information on records.

Thanking you,

Yours faithfully,
For Picturehouse Media Limited

Bhargava Burra
Company Secretary

Encl: a/a

Picturehouse Media Limited

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

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

CIN:L92191TN2000PLC044077



Picturehouse Media Limited

SUMMARY OF THE RESULTS FOR THE RESOLUTIONS PASSED BY THE POSTAL BALLOT

a) Special Resolution 1: To authorize the Board to borrow up to Rs. 500 crore:

BALLOT FORMS					E-VOTING				
Particulars	No. of Postal ballot Forms	No. of Shares	As a % of total paid-up share capital	As a % of total votes caste	Particulars	No. of Share holders	No. of Shares	% of total paid up share capital	As a % of total votes caste
(a) Total postal ballot forms received	10	228	0.00	100	(a)Total Number of shareholders casted vote through e-voting	7	3,86,46,706	73.96	100
(b) Less: Invalid postal ballot forms (as per register)	0	0	0	0	(b)Invalid Votes	0	0	0	0
(c) Net valid postal ballot forms (as per register)	10	228	0.00	100	(c)Shareholders who assented for the resolution	6	3,86,46,611	73.96	99.98
(d) Postal ballot forms with assent for the resolution	9	200	0.00	87.72	(d)Shareholders who dissented for the resolution	1	95	0.00	0.02
(e) Postal ballot forms with dissent for the resolution	1	28	0.00	12.28					

Out of the 3,86,46,934 total valid votes casted, 3,86,46,811 votes aggregating to 99.97% have assented for the aforementioned resolution and 123 votes aggregating to 0.03% have dissented for the aforementioned resolution.

Hence, the resolution was passed with requisite majority.



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- b) Special Resolution 2: To authorise the Board to sell, lease, mortgage, or otherwise dispose of the whole or substantially the whole of the undertaking of the Company both present and future:

BALLOT FORMS					E-VOTING				
Particulars	No. of Postal ballot Forms	No. of Shares	As a % of total paid-up share capital	As a % of total votes received	Particulars	No. of Share holders	No. of Shares	% of total paid up share capital	As a % of total votes received
(f) Total postal ballot forms received	10	228	0.00	100	(a) Total Number of shareholders casted vote through e-voting	7	3,86,46,706	73.96	100
(g) Less: Invalid postal ballot forms (as per register)	0	0	0	0	(b) Invalid Votes	0	0	0	0
(h) Net valid postal ballot forms (as per register)	10	228	0.00	100	(c) Shareholders who assented for the resolution	5	3,86,46,583	73.96	99.97
(i) Postal ballot forms with assent for the resolution	9	200	0.00	87.72	(d) Shareholders who dissented for the resolution	2	123	0.00	0.03
(j) Postal ballot forms with dissent for the resolution	1	28	0.00	12.28					

Out of the 3,86,46,934 total valid votes casted, 3,86,46,783 votes aggregating to 99.97% have assented for the aforementioned resolution and 151 votes aggregating to 0.03% have dissented for the aforementioned resolution.

Hence, the resolution was passed with requisite majority.



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- c) Special Resolution 3: To authorize the Board to make Loans or give guarantee/provide securities and/or invest in securities:

BALLOT FORMS					E-VOTING				
Particulars	No. of Postal ballot Forms	No. of Shares	As a % of total paid-up share capital	As a % of total votes received	Particulars	No. of Share holders	No. of Shares	% of total paid up share capital	As a % of total votes received
(k) Total postal ballot forms received	10	228	0.00	100	(a) Total Number of shareholders casted vote through e-voting	7	3,86,46,706	73.96	100
(l) Less: Invalid postal ballot forms (as per register)	0	0	0	0	(b) Invalid Votes	0	0	0	0
(m) Net valid postal ballot forms (as per register)	10	228	0.00	100	(c) Shareholders who assented for the resolution	5	3,86,46,583	73.96	99.97
(n) Postal ballot forms with assent for the resolution	9	200	0.00	87.72	(d) Shareholders who dissented for the resolution	2	123	0.00	0.03
(o) Postal ballot forms with dissent for the resolution	1	28	0.00	12.28					

Out of the 3,86,46,934 total valid votes casted, 3,86,46,783 votes aggregating to 99.97% have assented for the aforementioned resolution and 151 votes aggregating to 0.03% have dissented for the aforementioned resolution.

Hence, the resolution was passed with requisite majority.

for Picturehouse Media Limited

Bhargava Burra
Company Secretary

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Office :
B-13, F-1, P.S. Nagar,
Vijayanagar Colony, Hyderabad - 500 057.
Phone : (0) 91-40-23340985, 23347946, 23341213
e-mail : dhr300@gmail.com
dhr300@yahoo.com

CS SHAIK RAZIA

M.COM., FCS

PARTNER

D. HANUMANTA RAJU & CO.
COMPANY SECRETARIES

Scrutinizer(s) Combined Report of Postal Ballot

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

To,
The Chairman of
PICTUREHOUSE MEDIA LIMITED (the Company)
Corporate Office: Plot No. 83&84, 4th Floor,
Punnaih Plaza, Road No. 2, Banjara Hills,
Hyderabad, Telangana – 500 034.

Dear Sir,

We, D.Hanumanta Raju & Co, Company Secretaries, having our office at B-13, F-1 & F-2, P.S.Nagar, Vijayanagar Colony, Hyderabad – 500 057, have been appointed as Scrutinizers of PICTUREHOUSE MEDIA LIMITED (“the Company”) having its Registered Office address at KRM Centre, 9th Floor, Door No. 2, Harrington Road, Chetpet, Tamil Nadu – 600 031 for the purpose of scrutinizing the e- voting process and Postal Ballot process in a fair and transparent manner carried out as per the provisions of Companies Act, 2013 and Rule 20 and 22 of the (Management and Administration) Rules, 2014 on below mentioned resolution(s), through Postal Ballot. We submit our report as under:

1. The e-voting period remained opened from Wednesday 3rd September, 2014 (10.00 Hrs) to Tuesday, 07th October, 2014 (18.00 Hrs)
2. The shareholders holding shares as on the “cut off” date i.e., 15th August, 2014 were entitled to vote through e-voting and through postal ballot on the resolution(s) 1 to 3 as set out in the Notice of Postal Ballot issued pursuant to Section 110 of the Companies Act, 2013.
3. The Votes for e-voting process were unblocked on Saturday the 07th October, 2014 after 06:00 P.M in the presence of two witnesses, Mr. Mohit Kumar Goyal and Ms. Rachana R Daripalli who are not in the employment of the company.

Thereafter, the details containing, inter-alia list of equity shareholders, who voted “for” and “against” were downloaded from the e-voting website of Karvy Computershare Private Limited i.e. www.evoting@karvy.com

4. Further, upto 07th October, 2014, the last date for the receipt of Postal Ballot, 10 (Ten) shareholders voted through postal ballot process.
5. The result of e-voting as well as Postal Ballot is as under:



1. Special Resolution to authorize the Board of Directors to borrow up to Rs.500 Crore:

i. Voted in favour of resolution:

Number of members voted	Number of votes cast	% of total number of valid votes cast
15	38646811	99.97

ii. Voted against the resolution

Number of members voted	Number of votes cast	% of total number of valid votes cast
2	123	0.03

iii. Invalid votes:

Number of members whose votes were declared invalid	Number of votes cast
0	0

2. Special Resolution 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:

i. Voted in favour of the resolution:

Number of members voted	Number of votes cast	% of total number of valid votes cast
14	38646783	99.97

ii. Voted against the resolution:

Number of members voted	Number of votes cast	% of total number of valid votes cast
3	151	0.03

iii. Invalid votes:

Number of members whose votes were declared invalid	Number of votes cast
0	0



3. Special Resolution 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:

i. Voted in favour of the resolution

Number of members voted	Number of votes cast	% of total number of valid votes cast
14	38646783	99.97

ii. Voted against the resolution:


Number of members voted	Number of votes cast	% of total number of valid votes cast
3	151	0.03

iii. Invalid votes:

Number of members whose votes were declared invalid	Number of votes cast
0	0

6. The register, all other papers and relevant records relating to e-voting and postal ballot shall remain in our safe custody until the chairman considers, approves and signs the minutes of the aforesaid Postal Ballot and thereafter the same would be handed over to Bhargava Burra, Company Secretary for safe keeping.

Thanking You,
Yours faithfully,



SHAIK RAZIA
FCS: 7122, C.P. No: 7824
PARTNER
D. HANUMANTA RAJU & CO.
COMPANY SECRETARIES



Place: Hyderabad
Date: 12.10.2014.