

NOTICE

NOTICE IS HEREBY GIVEN THAT THE 21ST ANNUAL GENERAL MEETING OF THE MEMBERS OF PICTUREHOUSE MEDIA LIMITED "COMPANY" WILL BE HELD ON FRIDAY, 11TH DECEMBER, 2020 AT 11.30 A.M. THROUGH VIRTUAL CONFERENCE/OTHER AUDIO VIDEO MEDIA (OAVM) TO TRANSACT THE FOLLOWING BUSINESS. THE VENUE OF MEETING SHALL BE DEEMED TO BE THE REGISTERED OFFICE OF THE COMPANY SITUATED AT KRM CENTRE, 9TH FLOOR, DOOR NO. 2 HARRINGTON ROAD, CHETPET – 600031, TAMILNADU

ORDINARY BUSINESS

1. 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.
2. **Appointment of Statutory Auditor.**

To consider and if thought fit, to pass, the following Resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to Section 139 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, if any, (including any statutory modification(s), clarifications, exemptions or re-enactments thereof for the time being in force) M/s Sundaram & Srinivasan, Chartered Accountants, Chennai – 600 018 (Firm's Registration No. 004207S), be and are hereby appointed as Statutory Auditors of the Company in place of M/s Brahmayya & Co., Chartered Accountants, Chennai (FRN: 000511S) to hold office for a period of five years, from the conclusion of 21st Annual General Meeting to be held in December 2020 till the conclusion of 26th Annual General Meeting of the Company to be held in the year 2025 on such remuneration as may be fixed by the Board of directors in consultation with them."

"RESOLVED FURTHER THAT for the financial year 2020-2021 a remuneration of Rs. 7,50,000/- (Rupees Seven lakhs and fifty thousand only) (exclusive of applicable taxes and out of pocket expenses and fees for certification work) as fixed by the Board of Directors be paid to the Auditors for conducting statutory audit, tax audit and limited review of quarterly results."

"RESOLVED FURTHER THAT the Board of Directors be and are hereby severally authorised to do all acts and take all steps as may be necessary, proper or expedient to give effect to this resolution."

Material facts pertaining to Appointment of Statutory Auditors.

Item No 2

In terms of Section 139 and other applicable provisions of the Companies Act, 2013 (the Act) and the Companies (Audit and Auditors) Rules, 2014, made thereunder, consequent to resignation of present Statutory Auditors of the Company, M/s Brahmayya & Co., Chartered Accountants, Chennai (FRN: 000511S), vide their letter dated 20th October 2020, the proposal for appointment of M/s. Sundaram & Srinivasan, Chartered Accountants, Chennai – 600 018 (Firm's Registration No. 004207S) is placed before the members for their approval.

The Company is required to appoint another Statutory Auditor for a period of five years to hold office from the conclusion of the ensuing Annual General Meeting till the conclusion of 26th Annual General Meeting. The Board of Directors at its meeting held on 6th November 2020 after considering the recommendations of the Audit Committee had recommended the appointment of M/s. Sundaram & Srinivasan, Chartered Accountants, Chennai – 600 018 (Firm Registration No.004207S), as the Statutory Auditors of the Company subject to the approval of the members.

The Audit Committee has recommended appointment of M/s. Sundaram & Srinivasan, Chartered Accountants, Chennai – 600 018 based on its standing for 76 years.

The new auditors will hold office for a period of five consecutive years from the conclusion of 21st Annual General Meeting till the conclusion of 26th Annual General Meeting of the Company on a remuneration to be fixed by the Board of Directors.

M/s. Sundaram & Srinivasan, Chartered Accountants, Chennai – 600 018 have consented to the aforesaid appointment and confirmed that their appointment, if made, will be within the limits specified under Section 141(3)(g) of the Act.

They have further confirmed that they are not disqualified to be appointed as the Statutory auditors in terms of the Act and the Rules made thereunder.

Pursuant to provisions of section 139 of the Act approval of the members is required for appointment of the Statutory auditors and fixing their remuneration by means of an ordinary resolution.

Accordingly, approval of the members is sought for appointment of M/s. Sundaram & Srinivasan, Chartered Accountants, Chennai – 600 018 as the Statutory Auditors of the Company on a proposed fee of Rs. 7,50,000/- (Rupees Seven Lakh Fifty Thousand only) for the financial year ending 31st March 2021.

None of the Directors, Key Managerial Personnel or their relatives are concerned or interested in the resolution.

SPECIAL BUSINESS:

3. Appointment of Mr. Nandakumar Subburaman (DIN: 00611401) as an Independent Director of Company.

To consider and if thought fit, to pass with or without modification(s) the following resolutions as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and SEBI (Listing obligations and disclosure requirements) Regulation, 2015 (Listing Regulations), Mr. Nandakumar Subburaman (DIN: 00611401), who was appointed as an Additional Director on November 07, 2019 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 and who holds office up to the date of this Annual General Meeting, be and is hereby appointed as an Independent Director of the Company to hold office for 5(five) consecutive years."

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

"RESOLVED FURTHER THAT the Board be and is hereby authorized to take all such steps as it may deem necessary, desirable or expedient and to do all acts, deeds and things in connection therewith and incidental in order to give effect to this resolution"

4. Appointment of Mrs. P J Bhavani (DIN: 08294839) as Woman Non Executive Non-Independent Director of Company.

To consider and if thought fit, to pass with or without modification(s) the following resolutions as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Listing Regulations, Mrs. P J Bhavani (DIN: 08294839), who was appointed as an Additional Director on 31st July, 2020 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 and who holds office up to the date of this Annual General Meeting, be and is hereby appointed as Woman Non-Executive Non-Independent Director of the Company."

"RESOLVED FURTHER THAT Mrs. P J Bhavani (DIN: 08294839) as Director shall be liable for retirement by rotation during the tenure of her office."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to take all such steps as it may deem necessary, desirable or expedient and to do all acts, deeds and things in connection therewith and incidental in order to give effect to this resolution"

By order of the Board of Directors
FOR **PICTUREHOUSE MEDIA LIMITED**

Sd/-

Prasad V. Potluri
Managing Director

Place: Chennai
Date: November 06, 2020

NOTES

Notes for e-AGM Notice

1. Considering the present Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its circular dated May 5, 2020 read together with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as "MCA Circulars") permitted convening the Annual General Meeting ("AGM" / "Meeting") through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"), without the physical presence of the members at a common venue. In accordance with the MCA Circulars, provisions of the Companies Act, 2013 ('the Act') and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the AGM of the Company is being held through VC / OAVM. The deemed venue for the AGM shall be the Registered Office of the Company.

KFin Technologies Private Limited, (earlier known as Karvy Fintech Private Limited) ("KFin" or "KFintech") shall be providing facility for remote e-voting, for participation in the AGM through VC/OAVM and e-voting during the AGM. The instructions for participation by Members are given in the subsequent paragraphs. Participation at the AGM through VC/OAVM shall be allowed on a first-come-first-serve basis.

2. Generally, a member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on resolution(s) by poll instead of himself and the proxy need not be a member of the Company. Since this AGM is being held through VC/OAVM pursuant to the MCA Circulars, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed hereto.

3. Members attending the AGM through VC/OAVM will be reckoned for the purpose of quorum under Section 103 of the Act.
4. The members can join the e-AGM 15 Minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned below in instructions.
5. Upto 1000 members will be able join on a FIFO basis to the e-AGM.
6. Since the AGM will be held through VC/OAVM, the route map of the venue of the Meeting is not annexed hereto.
7. The Register of Members and Share Transfer Books of the Company will remain closed from 7th December, 2020 to 11th December, 2020 (both days inclusive) for the purpose of Annual General Meeting.
8. Dispatch of Annual Report through electronic mode.
9. In accordance with the MCA General Circular No. 20/2020 dated 5th May, 2020 and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020, in view of the prevailing situation and owing to the difficulties involved in dispatching physical copies of the financial statements (including Board's Report, Auditor's Report or other documents required to be attached therewith) for the financial year ended 31st March, 2020 pursuant to Section 136 of the Act and Notice calling the Annual General Meeting pursuant to Section 101 of the Act read with the Rules framed thereunder, such statements including the Notice of AGM are being sent only in electronic mode to those Members whose e-mail addresses are registered with the Company/ Cameo Corporate Services Limited or the Depository Participant(s). The Company will not be dispatching physical copies of such statements and Notice of AGM to any Member. A copy of the Notice of this AGM along with Annual Report for the Financial Year 2019-2020 is available on the website of the Company at www.pvpcinema.com, website of the Stock Exchanges where the shares of the Company are listed i.e. BSE Limited at www.bseindia.com and on the website of KFin at <https://evoting.kfintech.com/>
10. Members are requested to register/update their email addresses for receiving all communications (including Annual Report) from the Company electronically:
 - a) Members holding shares in physical form and who have not registered / updated their email addresses with the Company are requested to register / update the same by writing to the Company with details of folio number and attaching a self-attested copy of PAN card at ir.telephoto@pvpglobal.com or to cameo@cameoindia.com.
 - b) Members holding shares in dematerialised form are requested to register / update their email addresses with the relevant Depository Participant.
11. A statement pursuant to Section 102(1) of the Act, relating to the Special Business to be transacted at the AGM is annexed hereto.
12. In accordance with the proviso to Regulation 40(1) of the SEBI Listing Regulations, effective from April 1, 2019, transfers of securities of the Company shall not be processed unless the securities are held in dematerialized form with a depository. Accordingly, shareholders holding equity shares in physical form are urged to have their shares dematerialized so as to be able to freely transfer them and participate in corporate actions.

Instructions for the Members for attending the e-AGM through Video Conference:

1. **Attending e-AGM Video conference:** Member will be provided with a facility to attend the e-AGM through video conferencing platform provided by M/s KFin Technologies Private Limited. Members may access the same at <https://evoting.kfintech.com/> and click on the **"video conference"** and access the shareholders/members login by using the remote e-voting credentials. The link for e-AGM will be available in shareholder/members login where the EVENT and the name of the company can be selected.
2. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice.
3. Members are encouraged to join the Meeting through Laptops with Google Chrome for better experience.
4. Further Members will be required to allow Camera, if any, and hence use Internet with a good speed to avoid any disturbance during the meeting.
5. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
6. **AGM Questions prior to e-AGM:** Shareholders who would like to express their views/ask questions during the meeting may log into <https://evoting.kfintech.com/> and click on "Post your Questions" may post their queries/views/questions in the window provided by mentioning the name, demat account number/folio number, email id, mobile number. Please note that, members questions will be answered only, the shareholder continue to hold the shares as of cut-off date benpos. Questions/queries received by the company from **09:00 A.M Friday, 4th December 2020 till 05:00 P.M Monday, 7th December 2020** will only be considered and responded during the AGM.
7. **Speaker Registration:** Log into <https://evoting.kfintech.com/> and click on "Speaker Registration" by mentioning the demat account number/folio number, city, email id, mobile number and submit. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker from **09:00 A.M Friday, 4th December 2020 till 05:00 P.M Monday, 7th December 2020**.

Instructions for members for e-Voting during the e-AGM session:

1. The e-Voting “Thumb sign” on the left hand corner of the video screen shall be activated upon instructions of the chairman during the e-AGM proceedings. Shareholders shall click on the same to take them to the “instapoll” page
2. Members to click on the “Instapoll” icon to reach the resolution page and follow the instructions to vote on the resolutions.
3. Only those shareholders, who are present in the e-AGM and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the e-AGM.

Remote Voting through electronic means

In terms of the provisions of section 108 of the Act, read with rule 20 of the Companies (Management and Administration) Rules, 2014 as amended (hereinafter called ‘the Rules’ for the purpose of this section of the Notice) and regulation 44 of the Listing Regulations, the Company is providing facility of remote e-voting facility to exercise votes on the items of business given in the Notice through electronic voting system, to members holding shares as on **4th December, 2020**, being the cut-off date fixed for determining voting rights of members, entitled to participate in the remote e-voting process, through the e-voting platform provided by KFin or to vote at the e-AGM. Person who is not a member as on the cut-off date should treat this Notice for information purposes only.

The details of the process and manner for remote e-voting are given below:

- i. Initial password is provided in the body of the email.
- ii. Launch internet browser and type the URL: <https://evoting.kfintech.com/> in the address bar.
- iii. Enter the login credentials i.e. User ID and password mentioned in your email. Your Folio No./DP ID Client ID will be your User ID. However, if you are already registered with KFin for e-voting, you can use your existing User ID and password for casting your votes.
- iv. After entering the details appropriately, click on LOGIN.
- v. You will reach the password change menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$,etc.). It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- vi. You need to login again with the new credentials.
- vii. On successful login, the system will prompt you to select the EVENT **i.e. Picturehouse Media Limited**.
- viii. On the voting page, the number of shares (which represents the number of votes) held by you as on the cut-off date will appear. If you desire to cast all the votes assenting/dissenting to the resolution, enter all shares and click ‘FOR’/‘AGAINST’ as the case may be or partially in ‘FOR’ and partially in ‘AGAINST’, but the total number in ‘FOR’ and/or ‘AGAINST’ taken together should not exceed your total shareholding as on the cut-off date. You may also choose the option ‘ABSTAIN’ and the shares held will not be counted under either head.
- ix. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat account.
- x. Cast your votes by selecting an appropriate option and click on ‘SUBMIT’. A confirmation box will be displayed. Click ‘OK’ to confirm, else ‘CANCEL’ to modify. Once you confirm, you will not be allowed to modify your vote subsequently. During the voting period, you can login multiple times till you have confirmed that you have voted on the resolution.
- xi. Corporate/institutional members (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned image (PDF/JPG format) of certified true copy of relevant board resolution/authority letter etc. together with attested specimen signature of the duly authorised signatory(ies) who is/are authorised to vote, to the Scrutinizer through email at dh300@gmail.com and may also upload the same in the e-voting module in their login. The scanned image of the above documents should be in the naming format ‘BAL_EVENT No.’
- xii. Members can cast their vote online from **December 7, 2020 09:00 A.M till December 10, 2020 05:00 P.M** Voting beyond the said date shall not be allowed and the remote e-voting facility shall be blocked.
- xiii. In case of any queries/grievances, you may refer the Frequently Asked Questions (FAQs) for Members and e-voting User Manual available at the ‘download’ section of <https://evoting.kfintech.com/> or call KFin on 1800 345 4001 (toll free).

GENERAL INFORMATION:

1. The Company’s equity shares are listed at BSE Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400001.
2. Members are requested to send all communication relating to shares (Physical and Electronic) to the Company’s Registrar and Share Transfer Agent at M/s. Cameo Corporate Services Limited, Subramanyam Building, 1, Club House Road, Chennai 600 002 E-mail: cameo@cameoindia.com.
3. All documents referred to in the Notice will also be available electronically for inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to ir.telephoto@pvpglobal.com

Explanatory Statement

(As required under Section 102 of the Act, the following explanatory statement sets out all material facts relating to business mentioned under Item Nos. 3 and 4 of the accompanying Notice and should be read as forming part of the Notice)

Item No. 3:

Mr. Nandakumar Subburaman (DIN: 00611401) was appointed by the Board of Directors as an Additional Director under the category of Non-Executive and Non-Independent Director w.e.f November 07, 2019. Further his directorship was changed from Non-Executive and Non-Independent Director to Independent Director, in terms of Sections 161 and 149 of the Companies Act 2013, with effect from January 30, 2020. In terms of the said Section, Mr. Nandakumar Subburaman shall hold office upto the date of the ensuing Annual General Meeting of the Company or the last date on which the Annual General Meeting should have been held, whichever is earlier.

Pursuant to the Companies (Amendment) Act, 2017, requirement of deposit of amount shall not apply in case of appointment of an Independent Director.

In the opinion of the Board, his presence on the Board of the Company will add value to the management.

Mr. Nandakumar Subburaman, 51 (Fifty One) years old and the Whole Time Director of Perfint Healthcare Private Limited, a Robotic Medical Equipment Company, focused on Image Guided, Minimally Invasive Cancer care procedures. He is an alumnus of the Indian Institute of Management, Lucknow, India and of the Government college of Engineering, Tirunelveli, India.

Further, he has given a declaration to the Board that he meets the criteria of independence as provided under section 149(6) of the Act. In the opinion of the Board, he fulfills the conditions specified in the Act and the Rules framed there under for appointment as an Independent Director and he is independent of the management.

In compliance with the provisions of section 149 read with Schedule IV of the Act, the appointment of Mr. Nandakumar Subburaman as an Independent Director is now been placed before the members for their approval.

A copy of the terms and conditions of appointment of the above Director is available for inspection at the registered office of the company during the business hours on any working days.

None of the Directors and Key Managerial Personnel as may be deemed to be concerned or interested in the resolution.

Item No 4:

Mrs. P J Bhavani (DIN: 08294839) was appointed as an Additional Director with effect from July 31, 2020 by Board on the recommendation of Nomination & Remuneration Committee. In terms of Section 161 of the Act, Mrs. P J Bhavani shall hold office upto the date of the ensuing Annual General Meeting of the Company or the last date on which the Annual General Meeting should have been held, whichever is earlier.

Pursuant to the Companies (Amendment) Act, 2017, requirement of deposit of amount shall not apply in case where Director is recommended by the Nomination and Remuneration Committee, constituted under sub-section (1) of section 178 of the Act.

Mrs. P J Bhavani was already a Director of the Company until August 14, 2019 and she possesses requisite knowledge, experience and skill for the position of the directorship.

In compliance with the provisions of section 149 of the Act, the appointment of Mrs. P J Bhavani as Women Director is now been placed before the members for their approval.

A copy of the terms and conditions of appointment of the above Director is available for inspection at the registered office of the company during the business hours on any working days.

None of the Directors and Key Managerial Personnel as may be deemed to be concerned or interested in the resolution.

ANNEXURE TO ITEMS 3 & 4 OF THE NOTICE

Details of Directors seeking appointment and re-appointment at the forthcoming Annual General Meeting
(Pursuant to Regulation 36 (3) of Securities and Exchange Board of India
(Listing Obligations and Disclosure Requirements) Regulations, 2015)

Name of the Director	Mr. Nandakumar Subburaman	Mrs. P J Bhavani
DIN	00611401	08294839
Date of Birth	30-06-1969	05-07-1989
Nationality	Indian	Indian
Date of Appointment on the Board	07-11-2019 (Change in Designation to Independent Director w.e.f 30.01.2020)	31-07-2020 An Additional Director
Qualifications	an alumnus of the Indian Institute of Management, Lucknow, India and of the Government college of Engineering , Tirunelveli, India.	B.Com., CA(Inter), CS(Inter)
Expertise in specific functional area	He is Whole-Time Director & CEO of Perfint Healthcare Private Limited a Robotic Medical Equipment Company. He started his career in GE Healthcare and held various responsibilities in Supply Chain, Operations, Six Sigma and Finance. His experience spans multiple functions and industries.	Has six (6) years of experience in Auditing, Project/Revenue Management and Finance in Real Estate Sector. She associated with leading Audit firms in Chennai.
Number of shares held in the Company	Nil	Nil
List of the directorships held in other companies	1. Perfint Healthcare Private Limited 2. PVP Ventures Limited	1. PVP Ventures Limited
Chairman/ Member in the Committees of the Boards of companies in which he is Director*	Nil	1. PVP Ventures Limited
Relationship of Directors inter-se	Nil	Nil
*Committee memberships/Chairmanships includes only Audit Committee and Stake holders' Relationship Committee of other Public Limited Companies (whether Listed or not).		

By order of the Board of Directors
FOR **PICTUREHOUSE MEDIA LIMITED**

Sd/-
Prasad V. Potluri
Managing Director

Place: Chennai
Date: November 06, 2020