

MINUTES BOOK

MINUTES OF THE 24TH ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF PVP VENTURES LIMITED HELD ON SEPTEMBER 29, 2015 AT 10.00 A.M. AT HOTEL GREEN PARK, 'VAUHINI HALL', NO. 183, NSK SALAI, ARCOT ROAD, VADAPALANI, CHENNAI – 600026, TAMIL NADU

Directors and Officials Present:

Mr. Prasad V. Potluri	-	Chairman & Managing Director
Mr. R. Nagarajan	-	Independent Director
Mr. N.S. Kumar	-	Independent Director
Mr. GSV Ranga	-	Head - Legal & Company Secretary
Mr. S. Kannan	-	Chief Financial Officer
Mr. R. Thirumalmarugan	-	Partner, CNGSN & Associates, Chartered Accountants

In addition, 49 members were also present in person.

Mr. GSV Ranga, Head - Legal & Company Secretary welcomed shareholders and requested Directors and other dignitaries to occupy dais.

Mr. Prasad V. Potluri, Chairman & Managing Director presided over the meeting.

As the requisite quorum was present, the Chairman declared the Meeting open. The Chairman welcomed the members, the proxy holders and authorized representatives of bodies corporate to the 24th Annual General Meeting of the Company. It was also informed by the Chairman that Proxy Register, Audited Annual Accounts for the financial year 2014-15 of the subsidiaries of the Company, Register of Director's shareholding, Register of contracts u/s 301 of the Companies Act, 1956 and/or Section 189 of the Companies Act, 2013 were kept open for inspection by the Members present at the meeting.

Thereafter, the Chairman with the permission of Members present, took the Notice calling the Annual General Meeting and the Auditors' Report as read.

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Before taking up the resolutions for adoption, the Chairman sought the clarifications and queries from the Members attended at the AGM. The queries raised by the Shareholders were clarified in detail by the Chairman, to their satisfaction.

The Chairman then briefed the Members present about the operations and future plans of the Company.

The Chairman, then proceeded with the resolutions of the Notice convening 24th Annual General Meeting of the Company.

TRANSACTION OF BUSINESS

It was stated that considering all the statutory requirements both under the Companies Act, 2013 and the Listing Agreement and to ensure larger participation by members, the Company had provided the facility of e-voting to the members to enable them to cast their vote electronically by using e-voting facility. The e-voting facility was kept open from September 26, 2015 to September 28, 2015 to vote on resolutions 1 to 5 of the notice dated August 14, 2015.

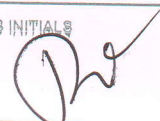
It was further informed that in line with the regulatory changes during the year, voting by show of hands was not permitted at the general meeting where e-voting was offered to the Members. Therefore, voting at the AGM would be conducted by poll through ballot. The Company has arranged for poll for all the resolutions to be passed at the meeting for the shareholders who have not participated in remote e - voting. It was further informed that the Company has appointed M/s. D. Hanumanta Raju and Co, Company Secretaries, to act as the Scrutinizer, for conducting the scrutiny of the votes cast through e - voting and poll. He further informed that the Ballot Box is under lock and key and the polling is open for half an hour from the conclusion of the meeting.

The Company Secretary then put before the members the business as mentioned in the notice for their consideration.

The Company Secretary asked the members to seek clarifications if they have any.

Since there was no other business to transact, the Company Secretary informed that the result of e - voting and poll along with combined results would be displayed on the website of the Company and the Stock Exchanges within 48 hours of the meeting and

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the Chairman concluded the meeting by requesting the Company Secretary to propose vote of thanks.

The Company Secretary thanked all the members for their active participation, thanked the Chairman of the meeting, Mr. Prasad V. Potluri, for conducting the proceedings and thanked the Board of Directors, Auditors for spending their valuable time. He also thanked the scrutinizer and Registrar and Transfer agents.

RESULTS

After due scrutiny of votes through remote e – voting and by poll for all the resolutions, M/s. D. Hanumanta Raju and Co, Scrutinizer submitted the report to the Chairman on September 30, 2015. Accordingly, as per the Scrutinizer's combined report, the following resolutions were passed / adopted by the members with requisite majority. It is to be noted that the combined result of e – voting and poll was declared on October 1, 2015 and the same was submitted to the Stock Exchanges and uploaded on website of the Company.

ORDINARY BUSINESS:

Item No. 1: To receive, consider and adopt the Audited Financial Statements (including consolidated financial statements) for the financial ended March 31, 2015 and the Reports of the Board of Directors and the Auditors thereon.

“RESOLVED THAT the Balance Sheet as at 31st March 2015, Statement of Profit & Loss for the year ended on that date and the Reports of Board of Directors and the Auditors Report thereon, be and are hereby received, considered and adopted.”

The voting results for the aforementioned resolution as per the Consolidated report submitted by M/s. D. Hanumanta Raju & Co., Scrutinizers, is as follows:

Voting Results	No of members voted	No. of votes cast	% of total number of votes cast
In favour	61	148690559	100
Against	0	0	0
Invalid	1	2	--
Total	62	148690561	100

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After perusal of the aforesaid report, the Chairman declared that the resolution was passed with majority.

Item No. 2: To appoint M/s. CNGSN and Associates LLP, Chartered Accountants, Chennai (FRN: 004915S) as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting at such remuneration as may be decided by the Board of Directors.

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

“RESOLVED THAT M/s. CNGSN & Associates (FRN: 004915S), Chartered Accountants, Chennai, be and are hereby re-appointed as Statutory Auditors of the Company to hold office from the conclusion of 24th Annual General Meeting until the conclusion of next Annual General Meeting at such remuneration as may be determined by the Board of Directors of the Company.”


“RESOLVED FURTHER THAT Directors of the Company and Secretary, be and are hereby severally authorized to intimate Registrar of Companies and such other regulators as may be required and file required forms and do such acts, things and deeds in connection therewith.”

The voting results for the aforementioned resolution as per the Consolidated report submitted by M/s. D. Hanumanta Raju & Co., Scrutinizers, is as follows:

Voting Results	No of members voted	No. of votes cast	% of total number of votes cast
In favour	61	148690559	100
Against	0	0	0
Invalid	1	2	--
Total	62	148690561	100

After perusal of the aforesaid report, the Chairman declared that the resolution was passed with majority.

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Item No. 3: Appointment of Mrs. P. Sai Padma as Director liable to retire by rotation

To consider and if thought fit, to pass with or without modifications, the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to Section 152 and other applicable provisions if any of the Companies Act, 2013, Mrs. P. Sai Padma, who was appointed as an Additional Director of the Company by the Board of Directors at their meeting held on March 28, 2015 and who holds office till the conclusion of the AGM, in terms of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Companies Act, 2013 signifying his intention to propose Mrs. P. Sai Padma as a candidate for the office of Director of the Company, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

The voting results for the aforementioned resolution as per the Consolidated report submitted by M/s. D. Hanumanta Raju & Co., Scrutinizers, is as follows:

Voting Results	No of members voted	No. of votes cast	% of total number of votes cast
In favour	61	148690559	100
Against	0	0	0
Invalid	1	2	--
Total	62	148690561	100


After perusal of the aforesaid report, the Chairman declared that the resolution was passed with majority.

Item No. 4: Corporate Guarantee and/or Collateral Security extended and to be extended to M/s. Picturehouse Media Limited

To consider and if thought fit, to pass with or without modifications, the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to Clause 49 (VII) of the Listing Agreement and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder, the corporate guarantee and collateral security aggregating to Rs. 30,00,00,000/-

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extended by the company to Picturehouse Media Limited ('PHML') an associate company, for the loans or financial assistance availed by PHML from banks or financial institutions be and hereby ratified and approved."

The voting results for the aforementioned resolution as per the Consolidated report submitted by M/s. D. Hanumanta Raju & Co., Scrutinizers, is as follows:

Voting Results	No of members voted	No. of votes cast	% of total number of votes cast
In favour	54	914466	100
Against	0	0	0
Invalid	1	2	--
Total	55	914468	100

After perusal of the aforesaid report, the Chairman declared that the resolution was passed with majority.

Item No. 5: Corporate Guarantee or Collateral Security to Subsidiary Companies

To consider and if thought fit, to pass with or without modifications, the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to Clause 49(VII) of the Listing Agreement and other applicable provisions, if any of the Companies Act, 2013 and Rules made thereunder, the consent of the Members be and is hereby accorded to extend guarantee(s) and /or security to the subsidiary/(ies), existing and future, for the loans or financial assistance availed by such subsidiary/(ies) from banks or financial institutions such that the aggregate amounts shall not exceed the maximum limits for which approval of Members was already obtained pursuant to the provisions of Section 186 of the Companies Act, 2013.

The voting results for the aforementioned resolution as per the Consolidated report

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submitted by M/s. D. Hanumanta Raju & Co., Scrutinizers, is as follows:

Voting Results	No of members voted	No. of votes cast	% of total number of votes cast
In favour	54	914466	100
Against	0	0	0
Invalid	1	2	--
Total	55	914468	100

After perusal of the aforesaid report, the Chairman declared that the resolution was passed with majority.



Chairman of the Meeting

Place: Hyderabad

Date: October 06, 2015

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