



2015/16

**PICTUREHOUSE MEDIA LIMITED
ANNUAL REPORT**





CONTENTS

Chairman's Message	4
Corporate Information	6
Notice	7
Director's Report	14
Management Discussion and Analysis	22
Report on Corporate Governance	28
Standalone Financial Section	71
Consolidated Financial Section	98
Proxy Form	121
Attendance Slip	123

CHAIRMAN'S MESSAGE

Dear Shareholders,

The Indian Media and Entertainment (M&E) industry embarked the year 2015-16 into a new beginning with major reforms and developments in the industry. The Major Developments were the Government's initiatives of digitising the cable distribution sector to attract greater institutional funding, expansion of digital infrastructure with 4G rollout and increase in FDI limit from 74 per cent to 100 per cent in cable and DTH satellite platforms.

The KPMG-FICCI Media and Entertainment industry report 2016 reports an expected growth at a CAGR of 14.3 per cent to Rs 2260 billion by 2020 attributed to Television (15.1%), Print (7.8%), Films (10.5%), Radio (16.9%) and Digital Advertising (33.5%).

During the last year 2015, the M&E sector grew by 12.8 % from Rs.1026 Billion in 2014 to Rs.1157 billion in 2015. The major contributor was Digital Advertising which grew by 38.2% followed by Radio-15.3% and TV-14.2% while the Film Industry grew by 9.3%.

The Film Industry in the year 2015 showed a significant growth in regional and Hollywood film collections as compared to the Hindi films which witnessed flat growth. The regional content gained more acceptance among the non-native language speaking audience improving the share of the regional films in the industry. Two thirds of the film produced during the year are Tamil, Telugu and Bollywood movies. It is expected that the South India movies mainly Tamil and Telugu will surpass the Bollywood movies in terms of the share of box office collections by language.

Our Company continued to strengthen its ardor towards movies by financing movies and producing movies under its own banner. There was lot of learning during the year with successes and failures in equal measure. There were 4 releases during the year. Kshanam and Oopiri (in Telugu and Tamil) were the major hits during the year and the other two movies Size Zero and Bangalore Days got average reviews at the Box Office.

The PVP Cinemas brand is one of the most coveted and well known with the public, reaching all age groups in Southern India. Our Company is committed to produce movies which gets accolades both in India and International. The goal is to be the top most producer of feature films in Telugu, Tamil, and Bollywood and the management team is committed to the same.

Best Regards,

Prasad V. Potluri

Managing Director

Corporate Information

BOARD OF DIRECTORS

Mr. Prasad V. Potluri - Managing Director
Mr. R. Nagarajan - Independent Director
Mr. N. S. Kumar - Independent Director
Mrs. P. Sai Padma - Director

BOARD COMMITTEES

Audit Committee

Mr. R. Nagarajan - Chairman
Mr. N. S. Kumar
Mr. Prasad V. Potluri

Stakeholders Relationship Committee

Mr. R. Nagarajan - Chairman
Mr. N. S. Kumar
Mr. Prasad V. Potluri

Nomination and Remuneration Committee

Mr. N. S. Kumar - Chairman
Mr. R. Nagarajan
Ms. P. Sai Padma

CSR Committee

Mr. R. Nagarajan - Chairman
Mr. N. S. Kumar
Mr. Prasad V. Potluri

KEY MANAGERIAL PERSONNEL

Mr. Prasad V. Potluri - Managing Director
Mr. A. Praveen Kumar - CFO
Mrs. Mona Rajora - Company Secretary

STATUTORY AUDITORS

M/s CNGSN & Associates LLP
Chartered Accountants
No. 2, Vijayaraghava Road,
T Nagar, Chennai 600 017

PRINCIPAL BANKERS

Canara Bank
Central Bank of India

REGISTERED OFFICE

KRM Centre, 9th Floor, Door No. 2
Harrington Road,
Chetpet, Chennai 600 031

T +91 44 3028 5570
F +91 44 3028 5571
E ir.telephoto@pvpglobal.com

CORPORATE OFFICE

4th Floor, Punnaiah Plaza
Plot No. 83 and 84, Road No. 02
Banjara Hills, Hyderabad 500 034

T +91 40 6730 9999
F +91 40 6730 9988

STOCK EXCHANGES WHERE COMPANY'S SECURITIES ARE LISTED

The BSE Limited

REGISTRAR AND SHARE TRANSFER AGENTS

Cameo Corporate Services Limited,
Subramanyam Building, 1, Club House Road,
Chennai 600 002

T +91 44 2846 0390
F +91 44 2846 0129
E investor@cameoindia.com

NOTICE

Notice

NOTICE is hereby given that the 17th Annual General Meeting of the Members of Picturehouse Media Limited will be held on Tuesday, September 27, 2016 at 11.30 a.m. at Hotel Green Park, Vauhini Hall No.183, NSK Salai, Arcot Road, Vadapalani, Chennai, Tamil Nadu – 600 026 to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements (including consolidated financial statements) for the financial year ended March 31, 2016 and the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Mrs. Sai Padma Potluri (DIN: 01683528) who retires by rotation and being eligible offers herself for re-appointment.
3. To appoint the Statutory Auditors of the Company and to fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s) the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 139, 141 and 142 of the Companies Act, 2013 read with rules made thereunder, M/s. Brahmayya & Co, Chartered Accountants, Chennai (FRN: 000511S) be and are hereby appointed as statutory auditors of the Company from the conclusion of 17th Annual General Meeting until the conclusion of the 22nd Annual General Meeting subject to ratification by members at every Annual General Meeting, at a remuneration as may be decided by the Board of Directors.”

By order of the Board of Directors
for PICTUREHOUSE MEDIA LIMITED

Date: August 17, 2016
Place: Chennai

Sd/-
Mona Rajora
Company Secretary

Notes

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING ['THE MEETING'] IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ONLY ON A POLL ON HIS/HER/ITS BEHALF AND THE PROXY, HOWEVER, NEED NOT BE A MEMBER OF THE COMPANY. The instrument appointing the proxy should, however, be deposited at the Registered Office of the company not less than 48 hours before commencement of the meeting. A Proxy form for the AGM is enclosed with this Annual Report.**
2. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf.
3. Members who hold shares in dematerialized form are requested to write their Client ID and DP ID and those who hold shares in physical form are requested to write their Folio Number in the attendance slip for attending the Meeting. Members are requested to bring their attendance slips along with their copy of Annual Report to the Meeting.
4. In case of joint holders, the first joint holder will be entitled to vote in the meeting.
5. The Register of Members and Share Transfer Books of the Company will remain closed from September 22, 2016 to September 27, 2016 (both days inclusive) for the purpose of Annual General Meeting.
6. Pursuant to Section 101 of Companies Act, 2013 read with the relevant Rules, the Company is allowed to serve documents like notices, annual reports, etc., in electronic form to its Members. Accordingly, the said documents of the Company for the financial year ended March 31, 2016 are being sent in electronic form to those Members who have registered their e-mail addresses with their DPs. However, in case, a Member wishes to receive a physical copy of the said documents, such Member is requested to send an e-mail duly quoting his DP ID and Client ID or the Folio number, as the case may be, to **ir.telephoto@pvpglobal.com** for receipt of hard copy. This would enable the Company to update its database by incorporating/ updating the designated e-mail addresses in its records. The Members may also note that the said Reports are also being uploaded on the website of the Company at **www.pvpcinema.com**.
7. Members are requested to quote their Registered Folio Number, Client ID, Number of shares in all correspondences with the Company/RTA and notify the Company's RTA, or the Depository Participants, the change of registered address, if any.
8. Non-Resident Indian Members are requested to inform the Company's RTA immediately of:
 - a) Change in their residential status on return to India for permanent settlement.
 - b) Particulars of their bank account in India with complete name, branch, account type, account number and address of the Bank with Pin Code Number, if not furnished earlier.
9. The Company has designated an exclusive email ID viz. **ir.telephoto@pvpglobal.com**, which would enable the investors/ shareholders to post their grievances, if any, by quoting their Registered Folio Number, Client ID, and Number of shares. However, it may be noted that the Company would not respond to any kind of malicious allegations made by the shareholders with ulterior motives.
10. Queries concerning Annual Accounts and operations of the Company, if any, may please be sent to the Company at least seven days in advance of the Meeting so that the answers may be made readily available at the meeting.
11. The Annual Report of the Company for the year 2015-16 circulated to the

Members of the Company is available on the Company's website, viz. **www.pvpcinema.com**

12. The Company Pursuant to Section 108 of Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014, is extending e-voting facility for its Members to enable them to cast their vote electronically. Further, the facility for voting, through ballot paper, will also be made available at the AGM. However, the Members attending the AGM who cannot cast their votes by remote e-voting, can also exercise their right at the AGM through ballot paper. Members who have cast their votes by e-voting prior to the AGM may attend the AGM but shall not be entitled to cast their votes again. In this regard, the Company has appointed M/s. D. Hanumanta Raju and Co, Practicing Company Secretaries, Hyderabad, who in the opinion of the Board is a duly qualified person, as a Scrutinizer to oversee the electronic voting process in a fair and transparent manner.
13. The e-voting facility will be available at the link **http://evoting.karvy.com** during the voting period.
14. The login ID and password for e-voting along with process, manner and instructions is being sent to the members along with email/physical copy of the Notice.
15. Any person, who acquires shares of the Company and becomes a shareholder of the Company after dispatch of the Notice of AGM and holds shares as of cut-off date i.e., September 21, 2016 may obtain the login ID and password by sending a request at **evoting@karvy.com**. However, if you are already registered with Karvy for e-voting, then you can use your existing User ID and password for casting your vote.
16. Members are requested to note that the e-voting will open on September 24, 2016 at 9.00 a.m. and shall remain open for 3 days i.e. up to September 26, 2016 and it shall not be allowed beyond 5 p.m. on September 26, 2016.

17. The procedure and instructions for e-voting are as follows:

I. Remote e-voting: In compliance with the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and the provisions of Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by Karvy Computershare Private Limited (Karvy) on all resolutions set forth in this Notice, from a place other than the venue of the Meeting (Remote e-voting).

(A) In case a Member receives an email from Karvy [for Members whose email IDs are registered with the Company/Depository Participants (s)]:

- a) Launch internet browser by typing the URL: **https://evoting.karvy.com**.
- b) Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) xxxx followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote.
- c) After entering these details appropriately, click on "LOGIN".
- d) You will now reach 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.). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your