

To,
The Board of Directors
Picturehouse Media Limited
9th Floor, Door No.2,
KRM Centre, Chetpet,
Harrington Road,
Chennai - 600031.

Independent Auditor's Certificate on proposed accounting treatment in the Draft Scheme of Amalgamation in accordance with the provisions of Companies Act, 2013 (the 'Act')

We, Brahmayya & Co, Chartered Accountants, the statutory auditors of Picturehouse Media Limited ("the company"), have been requested to examine and certify the proposed accounting treatment specified for the Scheme of Amalgamation of PVP Cinema Private Limited (Transferor Company-2) with Picturehouse Media Limited (Transferor Company-3) and thereafter, PVP Media Ventures Private Limited (Transferor Company- 1), Picturehouse Media Limited (Transferor Company-3) with PVP Ventures Limited (Transferee Company) ('Draft Scheme'), in terms of the provisions of Sections 230 to 232 of the Companies Act, 2013, with reference to compliance with the applicable Indian Accounting Standards ('Ind AS') notified under Section 133 of the Companies Act, 2013 read with relevant Rules issued thereunder and other Generally Accepted Accounting Principles (GAAP).

Management's Responsibility

The responsibility for the preparation of the draft scheme and its compliance with the relevant laws and regulations, including the applicable Indian Accounting Standards and other Generally Accepted Accounting Principles in India, is that of the management/Board of Directors of the companies involved. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the proposed Draft Scheme and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances.

The management is also responsible for ensuring that the company complies with the requirements of the applicable Indian Accounting Standards, the Act, SEBI Circular and the rules and for providing all the relevant information to Securities and Exchange Board of India ('SEBI').

Auditor's Responsibility

Pursuant to the requirements as of the relevant laws and regulations, it is our responsibility to provide reasonable assurance as to whether the proposed accounting treatment in the Draft Scheme complies with the applicable Indian Accounting standards and other Generally Accepted Accounting Principles in India . Nothing contained in the Certificate, nor anything said or done in the course of, or in connection with the services that are subject to this Certificate, will extend any duty of care that we may have in our capacity as the statutory auditors of financial statements of the company. The Appointed Date for the purpose of this certificate is considered as 01st April, 2018.



We have neither performed an audit nor conducted a review on the books of accounts of either the transferor companies or Transferee Company and this certificate is based only on the proposed scheme provided by the company.

We conducted our examination in accordance with the Guidance Note on Audit Reports or Certificates for Special Purposes (Revised 2016) ('the Guidance Note'), issued by the Institute of Chartered Accountants of India ('the ICAI'). The Guidance Note required that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.

We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information and Other Assurance and Related Services Engagements issued by the ICAI. Further, our examination did not extend to any other parts and aspects of a legal or proprietary nature with regard to the aforesaid Draft Scheme.

Opinion

Based on our examination and according to the information and explanation provided to us, we are of the opinion that the accounting treatment contained in clause 3.3 of the Draft Scheme and as reproduced in Annexure 1, is in compliance with the Indian Accounting Standards notified under section 133 of the Companies Act, 2013 read with relevant rules there under, and other Generally Accepted Accounting Principles in India, as applicable.

For ease of references, clause 3.3 of the Draft Scheme, duly authenticated on behalf of the company, is reproduced in Annexure 1 to this Certificate and is stamped by us only for the purposes of identification.

Restriction on use

This certificate is issued at the specific request of the company pursuant to the requirements of circulars issued under SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, for onward submission by the company to the National Stock Exchange Limited (NSE), Bombay Stock Exchange Limited (BSE), Regional Director of Registrar of Company (ROC) and National Company Law Tribunal (NCLT). This certificate should not be used, referred or distributed for any other purpose without our prior written consent. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other purpose to whom this certificate is shown or into whose hands it may come without our prior consent in writing.

Place: Chennai
Date: 25th February, 2019

For Brahmayya & Co.,
Chartered Accountants
Firm Reg. No: 000511S



K Jitendra Kumar
Partner
Membership No. 201825
UDIN : 19201825J4149





Picturehouse Media Limited

Annexure 1

Relevant extract of Draft Scheme of amalgamation of PVP Cinema Private Ltd (Transferor Company 2) with Picturehouse Media Limited (Transferor Company 3) and their respective shareholders under sections 230 to 232 read with other applicable provisions of the Companies Act, 2013 and rules framed thereunder.

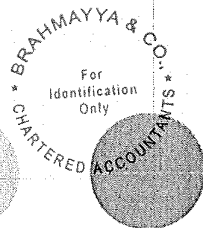
Merger of PVP Cinema Pvt Ltd & Picturehouse Media Ltd.

3.1 ACCOUNTING TREATMENT

3.3.1 Notwithstanding anything to the contrary herein, upon this Scheme becoming effective, the Transferor Company 3 shall give effect to the accounting treatment in its books of account in accordance with the accounting standards specified under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, or any other relevant or related requirement under the Companies Act, as applicable on the Appointed Date.

3.3.2 Upon the scheme becoming effective, the Transferor Company 3 shall account for the amalgamation of the transferor company in its books of accounts in accordance with "pooling of interest method:" of accounting as laid down in the Appendix C of IND AS (103) (Business Combinations of Entities under common control) as under.

- a. All the Assets and liabilities in the books of the Transferor Company 2 shall be recorded by the Transferor Company 3 in the book of Accounts of their Respective Carrying amounts as appearing in the Books of Accounts of the Transferor Company. No Adjustment shall be made to reflect fair values or recognize any new assets or liabilities.



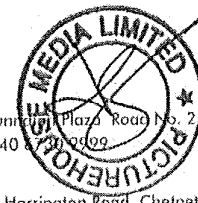
Picturehouse Media Limited.

Corp. Office: Plot No. 83 & 84 4th Floor Punj Plaza Road No. 2
Banjara Hills Hyderabad - 500 034 T: +91 40 6730 9988
F: +91 40 6730 9988

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

info@pvpglobal.com | pvpcinema.com

CIN: L92191TN2000PLC044077





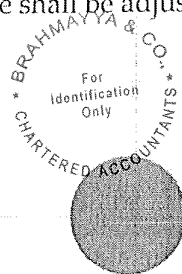
Picturehouse Media Limited

b. The identity of reserves shall be preserved and shall appear in the financial statements of the Transferor Company 3 in the same form in which they appear in the financial statements of the Transferor Company 2.

3.3.3 The carrying amount of investments in the Equity Shares of the Transferor Company 2 to the extent held by the Transferor Company 3 shall stand cancelled and there shall be no further obligation in that behalf and further diminution/provision in the value of Investments, if any provided in the books, shall be transferred to the Revenue Reserves (General Reserve and/or Retained earnings).

3.3.4 To the extent there are inter-corporate loans or advances or dues or balances between the Transferor Company 2 and the Transferor Company 3, the obligations in respect thereof shall come to an end and corresponding effect shall be given in the books of accounts and records of the Transferor Company 3 for the reduction of any assets or liabilities, as the case may be. Further diminution/provision in the value of any loans or advances, if any provided in the books, shall be transferred to the Revenue Reserves (General Reserve and/or Retained earnings).

3.3.5 The difference between the share-capital of the Transferor Company and the book value of the investments cancelled in terms of Clause 3.3.3 above shall be transferred to Capital Reserve and would be presented separately from other capital reserves in the books of Transferor Company 3. However, where such difference between the share-capital of the Transferor Company 2 and the book value of the investments cancelled in terms of Clause 3.3.3 is negative, such negative balance shall be adjusted to General Reserve.

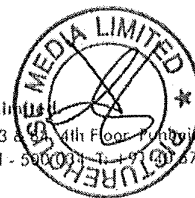


Picturehouse Media Limited
Corp. Office: Plot No. 83 & 84, 4th Floor, Punjivish Plaza, Road No. 2
Banjara Hills, Hyderabad - 500071. T: +91 40 6730 9999
F: +91 40 6730 9988

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

info@pvpglobal.com | pvpcinema.com

CIN: L92191TN2000PLC044077



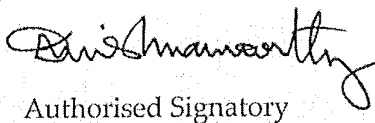


Picturehouse Media Limited

3.3.6 In case of any differences in accounting policy between the Transferor Company 2 and the Transferor Company 3, the impact of the same till the Scheme comes into effect will be quantified and adjusted in the General Reserve of the Transferor Company 3 to ensure that the financial statements of the Transferor Company 3 reflect the financial position on the basis of consistent accounting policy. Provided however that insofar as the depreciation policy relating to the assets of the Transferor Company 2 is concerned, the Board of Directors of the Transferor Company 3 may either follow the policy adopted by the Transferor Company 2 or the Transferor Company 3 and make appropriate disclosure of the same in the financial statements.

3.3.7 On the Scheme becoming effective, the financial statements of the Transferee company (including comparative period presented in the financial statements of the Transferee Company, if required) shall be restated for the accounting impact of the amalgamation, as stated above, as if the amalgamation has occurred from the acquisition date (date when common control was established) or beginning of the said comparative period whichever is later.

For Picturehouse Media Limited


Anish Manuvarthy
Authorised Signatory



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