



Picturehouse Media Limited

May 29, 2025

The BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai – 400001
Scrip Code: **532355**

Dear Sir/Madam,

Sub: Annual Secretarial Compliance Report for Financial Year 2024-25

Pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with relevant SEBI circulars issued from time to time, please find enclosed herewith Annual Secretarial Compliance Report for the financial year 2024-25

The above document is available on the Company's website www.pvpcinema.com.

This is for your information and records.

Thanking You

For Picturehouse Media Limited

Rajesh Samal
Company Secretary

Picturehouse Media Limited.

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CIN: L92191TN2000PLC044077



**SECRETARIAL COMPLIANCE REPORT OF
PICTUREHOUSE MEDIA LIMITED
FOR THE FINANCIAL YEAR ENDED 31.03.2025**

We, **D. Hanumanta Raju & Co., Company Secretaries**, having our office at B-13, F-1, P.S. Nagar, Vijaynagar Colony, Hyderabad – 500057, Telangana have examined:

- a) all the documents and records made available to us and explanation provided by **PICTUREHOUSE MEDIA LIMITED** (“the listed entity”),
- b) the filings/submissions made by the listed entity to the stock exchange,
- c) website of the listed entity,
- d) any other document/filing, as may be relevant, which has been relied upon to make this report.

for the financial year ended on March 31, 2025 (“Review Period”) in respect of compliance with the provisions of :

- (a) the Securities and Exchange Board of India Act, 1992 (“SEBI Act”) and the Regulations, circulars, guidelines issued thereunder, and
- (b) the Securities Contracts (Regulation) Act, 1956 (“SCRA”), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India (“SEBI”);

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **(Not Applicable to the listed entity during the review period);**
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018; **(Not Applicable to the listed entity during the review period);**



- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; **(Not Applicable to the listed entity during the review period);**
- (f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; **(Not Applicable to the listed entity during the review period);**
- (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (h) Securities and Exchange Board of India (Registrars to an Issue and Share transfer Agents) Regulations, 1993; regarding the Companies Act and Dealing with the client;
- (i) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018
- (j) Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021-
(Not Applicable to the listed entity during the review period);

and circulars/ guidelines issued thereunder;

and based on the above examination, we hereby report that, during the Review Period:



- a) The Listed Entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:

Sr. No	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
1.	The listed entity shall submit to the stock exchange disclosures of related party transactions every six months on the date of publication of its financial results	Regulation 23(9) of SEBI (LODR) Regulations, 2015	The listed entity has delayed in intimating the disclosure of related party transactions to the stock exchange.	BSE	Fine	The intimation was not submitted on the same day as that of publication of financial results.	An aggregate amount of Rs.11,800/- including GST for the half-years ended 31.03.2024 and 30.09.2024	The listed entity has delayed by one day in submitting the disclosure of related party transactions for the half years ended 31.03.2024 and 30.09.2024 to stock exchange during the review period.	Due to technical glitch/issue in BSE Listing portal/XBRL file, we were not able to file the disclosure of related party transactions for the half years ended 31.03.2024 and 30.09.2024 resulting one day of delay in filing with the exchange. However, we had sought the resolution of the said issue from BSE immediately after facing of the said issue.	NIL



2.	All material related party transactions and subsequent material modifications as defined by the Audit Committee shall require prior approval of the shareholders through resolution	Regulation 23(4) of SEBI (LODR) Regulations, 2015	The Listed Entity has not obtained prior approval of the shareholders through resolution.	--	The Listed Entity has not obtained prior approval of the shareholders through resolution.	--	The Listed Entity has not obtained prior approval of the shareholders through resolution.	--	The Listed Entity has not obtained prior approval of the shareholders through resolution.	The Listed Entity has not obtained prior approval of the shareholders through resolution.	The Listed Entity has not obtained prior approval of the shareholders through resolution.	The company is in process to obtain approval for ratification of the RPT transactions which was already executed & also prior approval from the shareholders of the company for the material RPT transaction for FY 2025-26.	NIL
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b) The Listed Entity has taken the following actions to comply with the observations made in previous reports:

Sr. No	Observations/ Remarks of the Practicing Company Secretary	Observations made in the secretarial compliance report for the year ended March 31, 2024	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Details of Violation/Deviations and actions taken/penalty imposed, if any, on the listed entity	Remedial actions if any taken by the listed entity	Comments of the PCS on the actions taken by the listed entity
1.	The listed entity has delayed by one day in submitting the disclosure of related party transactions for the half year ended 31.03.2023 to stock exchange during the review period.	The listed entity has delayed by one day in submitting the disclosure of related party transactions for the half year ended 31.03.2023 to stock exchange during the review period.	The listed entity shall submit to the stock exchange disclosures of related party transactions every six months on the date of publication of its financial results as per Regulation 23(9) of SEBI (LODR) Regulations, 2015	The intimation was not submitted on the same day as that of publication of financial results.	As informed to us, the company has taken steps for timely disclosure to stock exchange.	The Company is still in non - compliance of this provision.



2.	<p>The constitution of Nomination and Remuneration Committee of the listed entity was not as per the Regulation 19(1)(c) of SEBI (LODR) Regulations, 2015 during the period:</p> <p>➤ 01.06.2023 to 04.06.2023 ➤ 09.08.2023 to 15.08.2023 ➤ 25.08.2023 to 07.11.2023</p>	<p>The constitution of Nomination and Remuneration Committee of the listed entity was not as per the Regulation 19(1)(c) of SEBI (LODR) Regulations, 2015 during the period:</p> <p>➤ 01.06.2023 to 04.06.2023 ➤ 09.08.2023 to 15.08.2023 ➤ 25.08.2023 to 07.11.2023</p>	<p>At least two-thirds of the directors of Nomination and Remuneration Committee shall be independent directors as per Regulation 19(1)(c) of SEBI (LODR) Regulations, 2015</p>	<p>Nomination and Remuneration Committee had only 1 (one) Independent Director as a member of the Committee during the period:</p> <p>➤ 01.06.2023 to 04.06.2023 ➤ 09.08.2023 to 15.08.2023 ➤ 25.08.2023 to 07.11.2023.</p> <p>BSE Limited has imposed a fine of Rs.89,680/- for the quarter ended 31.12.2023 for the stated non-compliance.</p>	<p>As informed to us, the Listed entity has ensured that, there will not be any such instances in future.</p>	<p>The constitution of Nomination and Remuneration Committee is in compliance of the said Regulation during the review period.</p>
3.	<p>Recommendation of Nomination and Remuneration Committee was not sought for appointment of Mr. Gautam Shahi as Independent Director of the company as required under the said regulation.</p>	<p>Recommendation of Nomination and Remuneration Committee was not sought for appointment of Mr. Gautam Shahi as Independent Director of the company as required under the said regulation.</p>	<p>Recommendation to the Board for Appointment of Director by Nomination and Remuneration Committee as per Regulation 19(4) read with Part D Para A of Schedule II of SEBI (LODR) Regulations, 2015</p>	<p>Appointment of Mr. Gautam Shahi as Independent Director was directly considered and approved by the Board of Directors on 16.08.2023 without seeking recommendation for his appointment from Nomination and Remuneration Committee.</p>	<p>As informed to us, the Listed entity has ensured that, there will not be any such instances in future.</p>	<p>There was no such similar event during the review period.</p>



4.	The Listed Entity has not obtained prior approval of the shareholders through resolution for the related party transaction entered with BVR Malls Private Limited for the financial year 2023-24.	The Listed Entity has not obtained prior approval of the shareholders through resolution for the related party transaction entered with BVR Malls Private Limited for the financial year 2023-24.	All material related party transactions and subsequent material modifications as defined by the Audit Committee shall require prior approval of the shareholders through resolution as per Regulation 23(4) of SEBI (LODR) Regulations, 2015	The Listed Entity has not obtained prior approval of the shareholders through resolution.	As informed to us, the company will ensure that prior approval for Material Related Party Transactions will be relevantly obtained from the Shareholders.	The Company is still in non-compliance of this provision.
5.	The Listed Entity has intimated about Closure of Trading Window for the quarter ended 31.12.2023 to the stock exchange in PDF mode on 26.12.2023 and in XBRL mode on 29.12.2023 i.e beyond 24 hours of PDF filing.	The Listed Entity has intimated about Closure of Trading Window for the quarter ended 31.12.2023 to the stock exchange in PDF mode on 26.12.2023 and in XBRL mode on 29.12.2023 i.e beyond 24 hours of PDF filing.	The Listed Entity shall also intimate in respect of Closure of Trading Window in XBRL mode within 24 hours of submission of the same in PDF filing as per BSE Circular No 20231208-34 dated 08.12.2023.	The submission of Closure of trading window in XBRL mode was not made within 24 hours of PDF filing.	As informed to us, the company has taken steps for timely disclosure to stock exchange.	There was no such similar event during the review period.



I. We hereby report that, during the Review Period the compliance status of the listed entity with the following requirements:

Sr. No	Particulars	Compliance Status (Yes/No/ NA)	Observations/Remarks by PCS
1.	Secretarial Standards: The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries of India (ICSI).	Yes	NIL
2.	Adoption and timely updation of the Policies: <ul style="list-style-type: none"> All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities. All the policies are in conformity with SEBI Regulations and have been reviewed & updated on time, as per the regulations/circulars/guidelines issued by SEBI. 	Yes	NIL
3.	Maintenance and disclosures on Website: <ul style="list-style-type: none"> The Listed entity is maintaining a functional website. Timely dissemination of the documents/ information under a separate section on the website. Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s) /section of the website. 	Yes	NIL



4.	Disqualification of Director(s): None of the director(s) of the listed entity is/are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.	Yes	NIL
5.	Details related to Subsidiaries of listed entities have been examined w.r.t.: (a) Identification of material subsidiary companies. (b) Disclosure requirement of material as well as other subsidiaries.	Yes	NIL
6.	Preservation of Documents: The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI (LODR) Regulations, 2015.	Yes	NIL
7.	Performance Evaluation: The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.	Yes	NIL
8.	Related Party Transactions: (a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; (b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ ratified/ rejected by the Audit Committee.	Yes Not Applicable	NIL There are no such transactions.



9.	Disclosure of events or information: The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI (LODR) Regulations, 2015 within the time limits prescribed there under.	Yes	NIL
10.	Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) & 3(6) of SEBI (Prohibition of Insider Trading) Regulations, 2015.	No	<i>It is observed that sharing of unpublished price sensitive information in respect of quarterly financial results for the quarter ended 30.06.2024 was not recorded in the Structured Digital Database maintained by the company.</i> <i>Also the entries made in Structured Digital Database for sharing unpublished price sensitive information in respect of quarterly financial results for the quarters ended 31.03.2024 and 30.09.2024 were delayed with incomplete information in Structured Digital Database maintained by the company.</i>
11.	Actions taken by SEBI or Stock Exchange(s), if any: The actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges are specified in the last column.	Yes	Mentioned in table (a) above.
12.	Resignation of Statutory Auditors from the listed entity or its material subsidiaries: In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary(ies) has / have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master	Not Applicable	NIL



	Circular on compliance with the provisions of the LODR Regulations by listed entities.		
13.	Additional Non-compliances, if any: No additional non-compliances observed for any SEBI regulation / circular / guidance note etc. except as reported above.	Yes	NIL

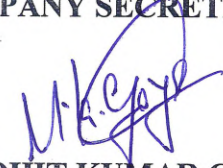
Assumptions & Limitation of scope and Review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial records and books of account of the listed entity.
4. This report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

Place: Hyderabad
Date: 29.05.2025



For D. HANUMANTA RAJU & CO
COMPANY SECRETARIES


CS MOHIT KUMAR GOYAL
PARTNER
FCS: 9967, CP NO: 12751
UDIN: F009967G000484474
PR NO: 6326/2024