

**SECRETARIAL COMPLIANCE REPORT OF
PICTUREHOUSE MEDIA LIMITED
FOR THE YEAR ENDED 31.03.2020**

We, D. Hanumanta Raju & Co, Company Secretaries, having our office at B-13, F-1, P.S. Nagar, Vijayanagar Colony, Hyderabad – 500 057 have examined

1. all the documents and records made available to us and explanation provided by **PICTUREHOUSE MEDIA LIMITED**, (“The Listed Entity”), via email through Google Drive as we were not able to visit the office of the Listed Entity on account of COVID – 19 Pandemic
2. the filings/ submissions made by the Listed Entity to the stock exchanges,
3. website of the Listed Entity,
4. declaration received from the listed entity on Annual Compliance for the Year ended 31st March, 2020 (“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 there under; and
 - b) the Securities Contracts (Regulation) Act, 1956 (“SCRA”), rules made there under and the Regulations, circulars, guidelines issued there under by the Securities and Exchange Board of India (“SEBI”);

The specific Regulations, whose provisions and the circulars/ guidelines issued there under, 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;
- c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; (**Not applicable to the listed entity during the period under review**)
- e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; (**Not applicable to the listed entity during the period under review**)
- f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (**Not applicable to the listed entity during the period under review**)
- g) Securities and Exchange Board of India (Issue and Listing of Non Convertible and Redeemable Preference Shares) (**Not applicable to the listed entity during the period under review**)
- h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;



- i) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- j) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018.

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 there under, except in respect of matters specified below:-

Sr. No	Compliance requirement (Regulation/ Circulars/ guidelines including specific clause)	Deviations	Observations /Remarks of the Practising Company Secretary
1.	Constitution of the Board of Directors as per Regulation No. 17(1)(b) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.	Failure to appoint Independent Director.	Board of Directors of Listed entity did not have at least 50% of Directors as independent directors for quarter ending 31 st December 2019.
2.	Composition of Nomination and Remuneration Committee of the listed entity as per Regulation No. 19(1) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.	Failure to have minimum three Non Executive Directors	Composition of Nomination and Remuneration Committee of the listed entity was not in compliance of said regulation from 15.08.2019 till 06.11.2019. However, Listed Entity has complied with regulations by reconstituting the committee on 07.11.2019.
3.	Regulation 23(9) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015	Non Submission of statement pertaining to Related Party Transactions.	The Listed entity had to submit the statement relating to Related Party Transactions on consolidated basis within 30 days from the date of publication of financial results for the half year ended on 31.03.2019 and 30.09.2019 but the same has not been done and also



			did not publish the same on listed entity's website.
4.	Submission of Quarterly Corporate Governance compliance as per regulation 27(2) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.	Delay in filing of Corporate Governance Report	The Listed Entity had to submit Quarterly Corporate Governance Report within 15 days from the end of quarter but the same was submitted with a delay of 5 days to Stock Exchange for the quarter ended 31.12.2019.
5.	Filing of certificate by listed entity issued by RTA in accordance with Regulation 74(5) of SEBI (Depository Participants), 2018.	Non filing of certificate with stock exchange	During the period under review the Listed Entity did not file the certificate/s with the Stock Exchange as required under Regulation 74(5) of SEBI (Depository Participants), 2018.
6.	Initial Disclosure to be made by an entity identified as a large corporate within 30 days from the end of the financial year as per Circular No. SEBI/HO/DDHS/CIRIP/2018/144 dated November 26, 2018	Delay in Intimation to Stock Exchange.	The Listed Entity did not file the initial disclosure with regard to entity identified as a Large Corporate to the stock exchange within prescribed period. However this was filed on 15.10.2019.
7.	Regulation 9 of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 read with Schedule B.	Improper closure of trading window	The Listed Entity was required to Close trading window for insiders from the end of every quarter till 48 hours after declaration of financial results for Designated persons in terms of Regulation 9 of SEBI (PIT) Regulations, 2015 read with Schedule B. However they closed trading window from the date of Intimation of Board Meeting to Stock exchange till 48 hours after declaration of financial results for all the quarters.



- (b) The Listed Entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued there under in so far as it appears from our examination of those records.
- (c) The following actions are taken against the Listed Entity by Stock Exchanges (*including under the Standard Operating Procedures issued by SEBI through various circulars*) under the aforesaid Acts/ Regulations and circulars/ guidelines issued there under:

Sr. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
1.	BSE Limited	Regulation 17(1) – Non Compliance with the requirements pertaining to the Composition of the Board including failure to appoint woman director.	Fine of Rs. 3,24,500 including GST is imposed on the Listed Entity.	The Listed Entity has replied to the Stock exchange on the said matter stating that the Listed Entity has appointed Mr. Nandakumar Subburaman as Non-Executive Director on 07 th November, 2019 and he needed time to check the Role and Responsibility of Independent Director and also to check with the existing roles in other companies before being appointed as Independent Director. After receiving his confirmation, the board has re-designated him as an Independent Director on 30 th January, 2020. Also, the Listed Entity has paid the fine as imposed by the Stock exchange.
2.	BSE Limited	Regulation 27(2) – Non Submission of the Corporate Governance report within the period provided under this regulation.	Fine of Rs. 11,800 including GST is imposed on the Listed Entity	The Listed Entity has delayed by 5 days in submission of Corporate Governance Report for the quarter ended 31 st December, 2019. Also, the Listed Entity has paid the fine as imposed by the Stock exchange.



(d) The Listed Entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the Secretarial compliance report for the year ended 31 st March, 2019	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
1.	Listed entity did not have Woman Director on the Board from 01.04.2018 till 04.12.2018. However, Woman Director was appointed on 05.12.2018.	Listed entity did not have Woman Director on the Board from 01.04.2018 till 04.12.2018. However, Woman Director was appointed on 05.12.2018.	The listed entity appointed Woman Director on December 05, 2018 and she continued as a Director till August 14, 2019. The causal vacancy caused by such resignation was filled by appointing Mrs. Sai Padma Potluri as Executive Woman Director with effect from August 14, 2019.	During the current period under review the Listed entity is in compliance with the said Regulation.
2.	Composition of Nomination and Remuneration Committee of the listed entity was not in compliance of said provisions. However, Listed Entity has complied with regulations by reconstituting the committee on 05.12.2018.	Composition of Nomination and Remuneration Committee of the listed entity was not in compliance of said provisions. However, Listed Entity has complied with regulations by reconstituting the committee on 05.12.2018.	The Board of Directors of Listed Entity reconstituted the committee on December 05, 2018. Mrs. P J Bhavani who was appointed as Non Executive Woman Director became the member of the Nomination and Remuneration Committee.	During the current period under review the Composition of Nomination and Remuneration Committee of the listed entity was not in compliance of said regulation from 15.08.2019 till 06.11.2019 due to resignation of Mrs. P J Bhavani on 14.08.2019. However, the Listed Entity has complied with this regulation



				by reconstituting the committee on 07.11.2019.
3.	Board meeting of the listed entity held on 30.05.2018 concluded at 1:30 PM and outcome was to be intimated within 30 minutes but the same was intimated with a delay of 20 minutes to Stock Exchanges.	Board meeting of the listed entity held on 30.05.2018 concluded at 1:30 PM and outcome was to be intimated within 30 minutes but the same was intimated with a delay of 20 minutes to Stock Exchanges.	As informed to us the listed entity had faced technical issues while uploading of documents with Stock exchanges as there were huge volume of documents, as such outcome of board meeting could not be given within the prescribed time. During the current period the listed entity ensured the submission of outcome within stipulated time.	During the current period under review the Listed entity is in compliance with the said Regulation. The outcomes of the Board Meetings were given within prescribed time.
4.	Wholly Owned Subsidiary of the listed entity at Singapore i.e. Picturehouse Media Private Limited, was struck off from register of ACRA (Accounting and Corporate Regulatory Authority), Singapore and dissolved w.e.f. 05.11.2018. However this was intimated to the stock exchange in the financial results for the quarter ended 31.12.2018.	Wholly Owned Subsidiary of the listed entity at Singapore i.e. Picturehouse Media Private Limited, was struck off from register of ACRA (Accounting and Corporate Regulatory Authority), Singapore and dissolved w.e.f. 05.11.2018. However this was intimated to the stock exchange in the financial results for the quarter ended 31.12.2018.	As informed to us the delay of submission of material events will be avoided in future.	Compliance under Regulation 30 of SEBI LODR is event based and Company has assured us timely compliance of the same in case of similar events in future.



Note:

We further report that the Company had filed an appeal before Securities Appellate Tribunal, Mumbai, against the order dated October 31, 2018 passed by BSE Limited imposing a penalty of Rs.7,59,920/ for violation of Regulations 17(1) and 19(1) & 19(2) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) 2015 and also against the order of SEBI dated April 26, 2019 rejecting the representation seeking exemption of the aforesaid penalty under Regulation 102 of the SEBI (LODR) Regulations. Securities Appellate Tribunal vide its order dated March 04, 2020 dismissed the appeal filed by the company stating that they do not find any error in the impugned order.

Place: Hyderabad
Date: 23.07.2020



For D.HANUMANTA RAJU & CO
COMPANY SECRETARIES


CS MOHIT KUMAR GOYAL
PARTNER

FCS: 9967, CP NO: 12751
UDIN: F009967B000492031