

**SECRETARIAL COMPLIANCE REPORT OF  
PICTUREHOUSE MEDIA LIMITED  
FOR THE YEAR ENDED 31.03.2022**

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”),
2. the filings/ submissions made by the Listed Entity to the stock exchange,
3. website of the Listed Entity,
4. declaration received from the Listed Entity on Annual Compliance for the Year ended 31<sup>st</sup> March, 2022 (“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 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 Debt Securities) Regulations, 2008; **(Not applicable to the Listed Entity during the review period)**
- g) Securities and Exchange Board of India (Issue and Listing of Non Convertible and Redeemable Preference Shares) Regulations, 2013 **(Not applicable to the Listed Entity during the review period)**
- 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:-

<b>Sr. No</b>	<b>Compliance requirement (Regulation/ Circulars/ guidelines including specific clause)</b>	<b>Deviations</b>	<b>Observations /Remarks of the Practising Company Secretary</b>
1.	Regulation 13(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015	Delay in submission of statement pertaining Investor Complaints	The Listed Entity has to submit a statement of Investor Complaints to the Stock Exchange within 21 days from the end of the quarter. However, the same was submitted with a delay of 17 days to the Stock Exchange for the quarter ended 31.12.2021.
2.	Regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015	Delay in submission of Annual Secretarial Compliance Report	The Listed Entity has to submit Annual Secretarial Compliance Report for the year ended 31.03.2021 to the stock exchange within prescribed / extended timelines. However, the same was submitted with the Stock Exchange on 14.07.2021.
3.	Regulation 31(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015	Delay in submission of Shareholding Pattern	The Listed Entity has to submit Shareholding Pattern to the Stock Exchange within 21 days from the end of the quarter. However, the same was submitted with a delay of 31 days to the Stock Exchange for the quarter ended 31.12.2021.





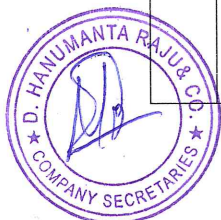
4.	Information to be included in Management discussion and analysis report as per Regulation 34 read with Para B of Schedule V of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015	Not included part of information in Management Discussion and Analysis Report	The Listed Entity has not included all the information as required under the said regulation in Management Discussion and Analysis Report forming part of Annual Report for the year ended 31 <sup>st</sup> March, 2021.
5.	Regulation 76 of Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018	Delay in submission of Reconciliation of Share Capital Audit Report	The Listed Entity is required to submit Reconciliation of Share Capital Audit Report to the Stock Exchange within 30 days from the end of the quarter. However, the same was submitted with a delay of 23 days to the Stock Exchange for the quarter ended 31.12.2021.
6.	Annual Disclosure to be made by an entity identified as a large corporate as per Circulars No. SEBI/HO/DDHS/CIR/P/2018/144 dated November 26, 2018	Delay in Intimation to Stock Exchange.	The Listed Entity was required to file the annual disclosure with regard to entity identified as a Large Corporate with the Stock Exchange within prescribed timelines. However the same was filed on 30.06.2021 to the stock exchange for the year ended 31.03.2021.

(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 were 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 6(1) – Non-compliance with respect to appointment of qualified Company Secretary as Compliance officer	–Fine of Rs.1,08,560/- including GST is imposed on the Listed entity	Listed Entity has replied to the Stock Exchange stating that the existing Company Secretary has resigned on 14.10.2021.  Further it is observed that, Listed Entity in its Board meeting held on 11.02.2022 appointed Ms. Derrin Ann George as Company Secretary and Compliance officer of the Listed Entity w.e.f 11.04.2022. The Listed Entity has requested the Stock Exchange to waive-off fine imposed by it and BSE Limited vide email dated 20.05.2022 has waived-off the fine amount imposed by it.
2	BSE Limited	Regulation 7(1) – Non-compliance with respect to appointment of Share transfer agent	Fine of Rs. 1,08,560/- including GST is imposed on the Listed Entity	Listed Entity has replied to the Stock Exchange stating that, during the review period there was no change in Share transfer agent of the listed entity.  As such the listed entity has requested the Stock Exchange to waive-off the fine imposed by it.  BSE Limited vide email dated 20.05.2022 has waived-off the fine amount imposed by it.
3	BSE Limited	Regulation 13(3) – Non-submission of the statement on shareholder complaints within the period prescribed under this regulation or under any circular issued in respect of redressal of investor grievances	–Fine of Rs. 18,880/- including GST is imposed on the Listed entity	It has been observed that Listed entity has delayed by 17 days in submission of Statement pertaining to Shareholder Complaints to the stock exchange for the quarter ended 31 <sup>st</sup> December, 2021.  The listed entity has requested the Stock Exchange to waive- off the fine amount imposed by it.

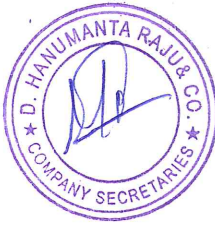




4	<b>BSE Limited</b>	Regulation 24A – Non-compliance with submission of Secretarial Compliance Report	Fine of Rs. 33,040/-including GST is imposed on the Listed entity	It has been observed that Listed entity has delayed by 13 days in submission of Annual Secretarial Compliance Report to the stock exchange for the year ended 31 <sup>st</sup> March, 2021.  The listed entity has requested the Stock Exchange to waive- off the fine amount imposed by it.
5	<b>BSE Limited</b>	Regulation 31–Non submission of Shareholding pattern within the period prescribed	Fine of Rs. 51,920/-including GST is imposed on the Listed entity	It has been observed that Listed entity has delayed by 31 days in submitting shareholding pattern to the Stock Exchange for the quarter ended 31 <sup>st</sup> December, 2021.  The listed entity has requested the Stock Exchange to waive- off the fine amount imposed by it.
6	<b>BSE Limited</b>	Regulation 76- SEBI(Depositories and Participants) Regulations, 2018 – Non-Compliance	NIL	The listed entity has to submit Reconciliation of share capital audit report to the Stock Exchange within 30 days from the end of the quarter.  However, the same was submitted on 23.02.2022 to the Stock Exchange for the quarter ended 31 <sup>st</sup> December, 2021.

(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	Actions taken by the Listed Entity, if any	Comments of the Practicing Company Secretary on the actions taken by the Listed Entity
1.	The Listed entity did not submit the Related Party Transactions on a consolidated basis for the half year ended 31.03.2020 with the stock exchange within the 30 days from the publication of financial	31 <sup>st</sup> March, 2021 	As informed to us, this was an inadvertent delay and will be avoided in future.	During the review period, the listed entity is in compliance with the said regulation.

	results. The Listed entity submitted the same on 31.08.2020 for the financial results published on 31.07.2020.			
2.	The Listed Entity had to give prior intimation about the meeting of Board of Directors in which the quarterly / annual financial results were to be considered for the period ended 31.03.2020 atleast 2 days in advance excluding the date of the intimation and date of the meeting. However, the same was intimated to Stock Exchange on 29.07.2020 for the Board meeting held on 31.07.2020	31 <sup>st</sup> March, 2021	As informed to us, this was an inadvertent delay and will be avoided in future.	During the review period, the listed entity is in compliance with the said regulation.
3.	The Listed Entity was required to give intimation to stock exchange about resignation of Statutory Auditors vide resignation letter dated 20.10.2020 which was received on 05.11.2020, within 24 hours of the receipt of resignation. However, this was intimated on 11.12.2020. Further the Listed Entity has not obtained the resignation in the format as prescribed in the said circular.	31 <sup>st</sup> March, 2021	As informed to us, this was an inadvertent omission/delay and will be avoided in future.	The listed entity has assured us of timely compliance of the same in case of similar events in future.
4.	The Listed Entity was required to provide the Statement on Impact of Audit Qualifications in its Annual Report for the year ended 31 <sup>st</sup> March, 2020 but the same has not been provided.	31 <sup>st</sup> March, 2021 	As informed to us, this was an inadvertent omission and will be avoided in future.	During the review period, the listed entity is in compliance with the said regulation.



5.	The Listed Entity has not included all the information as required under the said regulation in Management Discussion and Analysis Report forming part of Annual Report for the year ended 31 <sup>st</sup> March, 2020.	31 <sup>st</sup> March, 2021	As informed to us, this was an inadvertent omission and will be avoided in future.	During the review period the listed entity has not included all the information as required in the Annual Report as per the observations made in this report.
6.	The Listed Entity was required to provide information as per the said regulation as a part of explanatory statement to the notice of AGM where the Statutory Auditor is proposed to be appointed but the same has not been provided.	31 <sup>st</sup> March, 2021	As informed to us, this was an inadvertent omission and will be avoided in future.	The listed entity has assured us of compliance of the same in case of similar events in future.
7.	The Listed Entity did not publish the details in the newspapers with respect to: <ul style="list-style-type: none"> <li>• Notice of the Board Meeting held on 31.07.2020 in which financial results for the period ended 31.03.2020 were considered.</li> <li>• Financial results for the period ended 31.03.2020.</li> </ul>	31 <sup>st</sup> March, 2021	As informed to us, this was an inadvertent omission and will be avoided in future.	The Listed Entity assured us of compliance of the same in case of similar events in future.
8.	Listed Entity was required to file the certificate issued by RTA with the Stock Exchange. However the Listed Entity has not filed the same for the quarter ended 31.03.2020.	31 <sup>st</sup> March, 2021	As informed to us, this was an inadvertent omission and will be avoided in future.	During the review period, the listed entity has filed the quarterly certificates with the stock exchange.
9.	The Listed Entity did not intimate to stock exchange the details of closure of trading window for the quarter ended 31.03.2020 and for the quarter ended	31 <sup>st</sup> March, 2021	As informed to us, this was an inadvertent omission/delay and will be avoided in future.	During the review period, the listed entity is in compliance with the said regulation.



	31.12.2020 the intimation was made on 06.01.2021.			
10.	The Listed Entity did not file the annual disclosure with regard to entity identified as a Large Corporate to the stock exchange within prescribed / extended timelines. The Listed Entity filed the same on 03.07.2020.	31 <sup>st</sup> March, 2021	As informed to us, this was an inadvertent delay and will be avoided in future.	During the review period, the listed entity has filed this disclosure as per the observations made in this report.

- (e) The reporting on compliance of Clause 6(A) and 6(B) of the Circular No. CIR/CFD/CMD1/114/2019 dated October 18, 2019 issued by Securities and Exchange Board of India on “Resignation of statutory auditors from listed entities and their material subsidiaries” is not applicable during the Review Period.

**Place: Hyderabad  
Date: 30.05.2022**



**For D.HANUMANTA RAJU & CO  
COMPANY SECRETARIES**

**CS MOHIT KUMAR GOYAL  
PARTNER**

**FCS: 9967, CP NO: 12751  
UDIN:F009967D000425536  
PR NO: 699/2020**