

**SECRETARIAL COMPLIANCE REPORT OF
PICTUREHOUSE MEDIA LIMITED
FOR THE FINANCIAL YEAR ENDED 31.03.2023**

We have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by **PICTUREHOUSE MEDIA LIMITED (hereinafter referred as 'the listed entity')**, having **CIN: L92191TN2000PLC044077** and registered office situated at KRM Centre, 9th Floor, Door No. 2 Harrington Road Chetpet - 600031, Tamil Nadu. Secretarial Review was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and to provide our observations thereon.

Based on our verification of the listed entity's books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, we hereby report that the listed entity has, during the review period covering the financial year ended on March 31, 2023, complied with the statutory provisions listed hereunder in the manner and subject to the reporting made hereinafter:

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

1. all the documents and records made available to us and explanations provided by **PICTUREHOUSE MEDIA LIMITED**, ("the listed entity"),
2. the filings/submissions made by the listed entity to the stock exchanges,
3. website of the listed entity,
4. 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, 2023 ("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 (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 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 (Register to 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 Company during the period of audit);

and circulars/ guidelines issued thereunder;

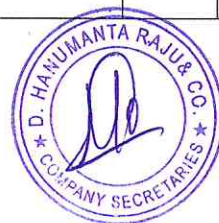
and based on our examination, We hereby report that, during the review period:



I.

a. The Listed Entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder except for the following:

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 intimate material event/ information within 24 hours from the receipt of such information to the stock exchange as per Regulation 30 read with Part A Clause 7A of Schedule- III	SEBI (LODR) Regulations, 2015	Intimation about resignation of statutory auditors was made to the stock exchange on 12.08.2022, whereas the resignation letter was received on 10.08.2022	NIL	NIL	The intimation was not made within 24 hours to the stock exchange.	NIL	The Listed entity has delayed by 1 day in intimating to the stock exchange about resignation of statutory auditors of the Listed Entity.	The intimation within 24 hours was inadvertently missed.	NIL
2.	The quorum for the Audit Committee Meeting of the listed entity shall be minimum of 2 (Two) independent directors as per Regulation 18(2)(b)	SEBI (LODR) Regulations, 2015	In Audit Committee Meeting held on 06.09.2022, only one independent director had attended the meeting & requisite quorum was not present.	NIL	NIL	Requisite quorum was not present in the Audit Committee meeting.	NIL	The listed entity has not complied with quorum requirements for Audit Committee Meeting held on 06.09.2022.	The Audit Committee of the Company has three members, comprising two independent directors and the Managing Director. Notice for the meeting on 06.09.2022 was duly given to all the	NIL



									<p>committee members. Due to unavoidable reasons, one of the independent directors could not attend the meeting. As two members were present; in terms of Section 174(2) of the Companies Act 2013, an independent director took the chair and conducted the proceedings. As the casual vacancy in the office of auditors under Section 139(8)(i) was to be taken up before the due date for the appointment, the said meeting could not be adjourned for want of quorum as per Reg 18(2)(b) of SEBI (LODR) Regulations. All the resolutions passed in the said</p>
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									meeting were duly confirmed in the subsequent meeting with the presence of quorum as required under the ibid SEBI Regulations.	
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B. The Listed Entity has taken the following actions to comply with the observations made in previous reports:

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.	Submission of investor complaints as per Regulation 13(3).	SEBI (LODR) Regulations, 2015	Delay in submission of statement on Investor Complaints	BSE Limited	Fine	Non-submission of the statement on shareholder complaints within the period prescribed.	Rs. 18,880/-	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	The Management has taken steps to submit statement on investor complaints	No such events during the review period.



								31.12.2021.	without delay	
2.	Submission of Annual Secretarial Compliance Report as per Regulation 24A	SEBI (LODR) Regulations, 2015	Delay in submission of Annual Secretarial Compliance Report	BSE Limited	Fine	Non-compliance with submission of Secretarial Compliance Report within the time prescribed.	Rs. 33,040/-	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.	The Management has taken steps to submit Annual Secretarial Compliance Report without delay	No such events during the review period.
3.	Submission of shareholding pattern as per Regulation 31(3)	SEBI (LODR) Regulations, 2015	Delay in submission of Shareholding Pattern	BSE Limited	Fine	Non submission of Shareholding pattern within the period prescribed	Rs. 51,920/-	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	The Management has taken steps to submit shareholding pattern	No such events during the review period.



								for the quarter ended 31.12.2021.	without delay	
4.	Information to be included in Management discussion and analysis report as per Regulation 34 read with Para B of Schedule V	SEBI (LODR) Regulations, 2015	Not included part of information in Management Discussion and Analysis Report	--	--	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 st March, 2021.	The management has taken steps to include the information as prescribed in both letter & Spirit.	No such events during the review period.
5.	Submission of Reconciliation of share capital audit report as per Regulation 76.	SEBI (Depositories and Participants) Regulations, 2018	Delay in submission of Reconciliation of Share Capital Audit Report	--	--	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	The Management has taken steps to submit Reconciliation of share	No such events during the review period.



								Exchange for the quarter ended 31.12.2021.	capital audit report without delay	
6.	Submission of Annual Disclosure to be made by an entity identified as a large corporate.	Circulars No. SEBI/HO/DHS/CIR/P/2018/144 dated November 26, 2018	Delay in submission of annual disclosure to Stock Exchange.	--	--	Delay in submission of annual disclosure to Stock Exchange.	--	The Listed Entity was required to submit 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.	The Management has taken steps to submit the Annual Disclosure on large corporate without delay.	No such events during the review period.



II. Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019:

Sr. No.	Particulars	Compliance Status (Yes/No/ NA)	Observations/ Remarks by PCS
1.	Compliances with the following conditions while appointing/re-appointing an auditor		
	<p>i. if the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter; or</p> <p>ii. if the auditor has resigned after 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter as well as the next quarter; or</p> <p>iii. if the auditor has signed the limited review/ audit report for the first three quarters of a financial year, the auditor before such resignation, has issued the limited review/ audit report for the last quarter of such financial year as well as the audit report for such financial year.</p>	<p>Yes</p> <p>NA</p> <p>NA</p>	<p>NIL</p> <p>During the review period there is no such event</p> <p>During the review period there is no such event</p>
2.	Other conditions relating to resignation of statutory auditor		
	<p>i. Reporting of concerns by Auditor with respect to the listed entity/its material subsidiary to the Audit Committee:</p> <p>a. In case of any concern with the management of the listed entity/material subsidiary such as non-availability of information / non- cooperation by the management which has hampered the audit process, the auditor has approached the Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee</p>	<p>No, subject to the observations mentioned herein.</p>	<p>Statutory Auditor has vide their resignation letter dated 10.08.2022 stated that there was delay in getting proper and reliable information necessary for</p>



	<p>meetings.</p> <p>b. In case the auditor proposes to resign, all concerns with respect to the proposed resignation, along with relevant documents has been brought to the notice of the Audit Committee. In cases where the proposed resignation is due to non-receipt of information / explanation from the company, the auditor has informed the Audit Committee the details of information/ explanation sought and not provided by the management, as applicable.</p> <p>c. The Audit Committee / Board of Directors, as the case may be, deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above and communicate its views to the management and the auditor.</p>	<p>No, subject to the observations mentioned herein.</p> <p>NA</p>	<p>verification of financial statements and such delay prevented them from finishing their work on time and they needed to spend more time disproportionate to their fee and further stated that their fee was yet to be paid for the past two years.</p> <p>Statutory Auditor has vide their resignation letter dated 10.08.2022 stated that during finalization of quarterly results and annual accounts the Chief Financial Officer was orally informed.</p> <p>During the review period there is no such event</p>
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	<p>ii. Disclaimer in case of non-receipt of information:</p> <p>The auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the Standards of Auditing as specified by ICAI / NFRA, in case where the listed entity/ its material subsidiary has not provided information as required by the auditor.</p>	NA	During the review period there is no such event
3.	The listed entity / its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in Annexure-A in SEBI Circular CIR/CFD/CMD1/114/2019 dated 18 th October, 2019.	Yes	NIL

III. We hereby report that, during the Review Period the compliance status of the listed entity is appended as below:

S. No	Particulars	Compliance Status (Yes/No/ NA)	Observations/Remarks by PCS
1.	<p>Secretarial Standards:</p> <p>The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI), as notified by the Central Government under Section 118(10) of the Companies Act, 2013 and mandatorily applicable.</p>	YES	NIL
2.	<p>Adoption and timely updation of the Policies:</p> <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 	YES	NIL



	been reviewed & updated on time, as per the regulations/ circulars /guidelines issued by SEBI		
3.	<p>Maintenance and disclosures on Website:</p> <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.	<p>Disqualification of Director:</p> <p>None of the Director(s) of the Company is/are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.</p>	YES	NIL
5.	<p>Details related to Subsidiaries of listed entities have been examined w.r.t.:</p> <p>(a) Identification of material subsidiary companies</p> <p>(b) Disclosure requirement of material as well as other subsidiaries</p>	YES	Provisions with regard to material subsidiaries are not applicable to the company.
6.	<p>Preservation of Documents:</p> <p>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</p>	YES	NIL



	SEBI LODR Regulations, 2015.		
7.	<p>Performance Evaluation:</p> <p>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.</p>	YES	NIL
8.	<p>Related Party Transactions:</p> <p>(a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or</p> <p>(b) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ ratified/rejected by the Audit Committee, in case no prior approval has been obtained.</p>	YES Not Applicable	NIL There are no such transactions.
9.	<p>Disclosure of events or information:</p> <p>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 thereunder.</p>	NO	As per our observations in this report.
10.	<p>Prohibition of Insider Trading:</p> <p>The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.</p>	Yes subject to the observations mentioned herein.	<p>Compliance in respect of Structured Digital Database is as under:</p> <ul style="list-style-type: none"> For quarter ended 30.06.2022: Listed Entity was maintaining the Structured Digital Database in excel format and was in the process of obtaining a



			<p>software in this regard.</p> <ul style="list-style-type: none"> For quarter ended 30.09.2022: Listed Entity was in the process of installation of in-house software and due to which UPSI along with nature, date and time was not captured in database / system.
11.	<p>Actions taken by SEBI or Stock Exchange(s), if any:</p> <p>No action(s) has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder.</p>	Yes	NIL
12.	<p>Additional Non-compliances, if any:</p> <p>No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.</p>	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 Accounts 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 : 30.05.2023**



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

A handwritten signature in blue ink, appearing to read "M. K. Goyal", written over the printed name.

**CS MOHIT KUMAR GOYAL
PARTNER**

FCS: 9967, CP NO: 12751

UDIN: F009967E000417913

PR NO: 699/2020