



Picturehouse Media Limited

To

May 30, 2024

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 2023-24

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 2023-24.

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

Derrin Ann George
Company Secretary & Compliance Officer

Picturehouse Media Limited.

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Banjara Hills Hyderabad - 500 034 T: +91 40 6730 9999
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Chennai - 600 031 T: +91 44 3028 5570 F: +91 44 3028 5571

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CIN: L92191TN2000PLC044077



**SECRETARIAL COMPLIANCE REPORT OF
PICTUREHOUSE MEDIA LIMITED
FOR THE FINANCIAL YEAR ENDED 31.03.2024**

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:

- all the documents and records made available to us and explanation provided by **PICTUREHOUSE MEDIA LIMITED** (“the listed entity”),
- the filings/submissions made by the listed entity to the stock exchange,
- website of the listed entity,
- 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, 2024 (“Review Period”) in respect of compliance with the provisions of :

- the Securities and Exchange Board of India Act, 1992 (“SEBI Act”) and the Regulations, circulars, guidelines issued thereunder, and
- 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:-

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

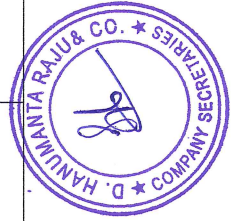
and circulars/ guidelines issued thereunder;

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

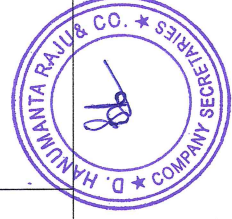


a) The Listed Entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:

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 Practising 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.	--	--	The intimation was not submitted on the same day as that of publication of financial results.	NIL	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 period under review.	The company has taken steps for timely disclosure to stock exchange.	NIL
2.	At least two-thirds of the directors of Nomination and Remuneration Committee shall be	Regulation 19(1)(c) of SEBI (LODR) Regulations, 2015	Nomination and Remuneration Committee had only 1 (one) Independent Director as a member of the Committee	BSE	Fine	Nomination and Remuneration Committee had only 1 (one) Independent Director as a member of the	Rs.89,680/- for the quarter ended 31.12.2023	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	Mr. NS Kumar, independent director had resigned on 31 st May 2023 due to age related reason. The vacancy in NRC was filled in by appointing Ms. PJ Bhavani as	NIL



independent directors	during the period: ➤ 01.06.2023 to 04.06.2023 ➤ 09.08.2023 to 15.08.2023. ➤ 25.08.2023 to 07.11.2023.	Committee during the period: ➤ 01.06.2023 to 04.06.2023 ➤ 09.08.2023 to 15.08.2023. ➤ 25.08.2023 to 07.11.2023	during the period: ➤ 01.06.2023 to 04.06.2023 ➤ 09.08.2023 to 15.08.2023 ➤ 25.08.2023 to 07.11.2023	member on 05 th June 2023. Mr. Sohrab Chinoy, Chairman of NRC who resigned on 08 th August 2023, the vacancy in the committee was filled in by appointing Mr. Gautam Shahi on 16 th Aug, 2023. Mr. Nandakumar Subburaman also a member resigned on 24 th August, 2023 and subsequently in the meeting held on 8 th Nov 2023 the committee was reconstituted by inducting Mr. Subramanian Parameswaran. The Non compliances were due to successive resignations of independent directors. The management had taken timely efforts to ensure compliance.
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3.	Recommendation to the Board for Appointment of Director by Nomination and Remuneration Committee	Regulation 19(4) read with Part D Para A of Schedule II of SEBI (LODR) Regulations, 2015	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.	--	--	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.	--	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.	Due to successive resignations of directors the NRC was reconstituted multiple times. Prior to Mr. Gautam Shahi's appointment the NRC was not constituted as per Reg 19 so his appointment was directly placed before the Board members for their approval.	NIL	The SOP fine of Rs.89,680/- imposed was also withdrawn by the exchange on basis of submissions made by the company.
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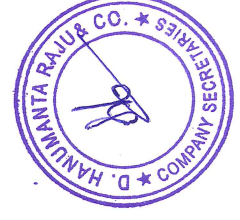


4.	All material related party transactions and subsequent material modifications as defined by the Audit Committee shall require prior approval of the shareholders through resolution	Regulation 23(4) of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015	The Listed Entity has not 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 for the related party transaction entered with BVR Malls Private Limited for the financial year 2023-24.	Going forward the company will ensure that the Prior approval for Material Related Party transactions are obtained from the Shareholders.	NIL
5.	The Listed Entity shall also intimate in respect of Closure of Trading Window in XBRL mode within 24 hours of submission of PDF filing.	BSE Circular No 20231208-34	The submission of Closure of trading window in XBRL mode was not made within 24 hours of PDF filing.	--	--	The submission of Closure of trading window in XBRL mode was not made within 24 hours of PDF filing.	NIL	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 company has taken steps for timely disclosure to stock exchange.	NIL



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, 2023	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 1 day in intimating to the stock exchange about resignation of statutory auditors of the Listed Entity.	The Listed entity has delayed by 1 day in intimating to the stock exchange about resignation of statutory auditors of the Listed Entity.	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.	The intimation was not made within 24 hours to the stock exchange.	As informed to us the Company has taken steps for timely compliances on information dissemination.	There was no such similar event during the review period.
2.	The listed entity has not complied with quorum requirements for Audit Committee Meeting held on 06.09.2022.	The listed entity has not complied with quorum requirements for Audit Committee Meeting held on 06.09.2022.	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)	Requisite quorum was not present in the Audit Committee meeting.	The listed entity has ensured that, there will not be any such instances in future.	There was no such similar event during the review period.

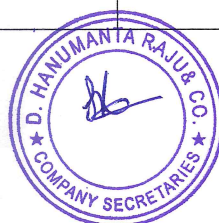


I. We hereby report that, during the Review Period the compliance status of the listed entity with the following requirements:

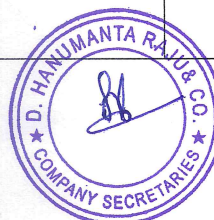
Sr. No	Particulars	Compliance Status (Yes/No/ NA)	Observations/Remarks by PCS
1.	Secretarial Standards: The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries of India (ICSI).	Yes	NIL
2.	Adoption and timely 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.	<p>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.</p>	Yes	NIL
5.	<p>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.</p>	Yes Not Applicable	NIL Provisions with regard to material subsidiaries are not applicable to the listed entity.
6.	<p>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.</p>	Yes	NIL
7.	<p>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.</p>	Yes	NIL
8.	<p>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.</p>	Yes Not Applicable	NIL There are no such transactions.



9.	<p>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.</p>	Yes	NIL
10.	<p>Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) & 3(6) of SEBI (Prohibition of Insider Trading) Regulations, 2015.</p>	Yes	NIL
11.	<p>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.</p>	Yes	<ul style="list-style-type: none"> • Mentioned in table (a) above. • The listed entity is in receipt of Notice dated 30.10.2023 under Standard Operating Procedure mechanism of SEBI/ Stock Exchanges during the review period in respect of non-compliance of Regulation 34 of SEBI (LODR) Regulations, 2015 and based on the reply / response of the listed entity, BSE Limited vide their email dated 04.12.2023 has withdrawn the fine imposed considering the compliance done by the listed entity.
12.	<p>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 Circular on compliance with the provisions of the LODR Regulations by listed entities.</p>	Not Applicable	NIL



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
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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: 29.05.2024

For D. HANUMANTA RAJU & CO
COMPANY SECRETARIES



CS SHAIK RAZIA
PARTNER

FCS: 7122, CP NO: 7824
UDIN: F007122F000489551
PR NO: 699/2020