



# Padmalaya Telefilms Limited

CIN No. L92111AP1991PLC013222

TG

Date: 06.09.2021

To  
The Deputy General Manager,  
Department of Corporate Affairs,  
BSE Limited,  
P.J.Towers, Dalal Street, Fort,  
Mumbai – 400001

**Scrip Code: BSE: 532350**  
**PADMALAYA TELEFILMS LIMITED**

Dear Sir,

**Sub: Submission of 30<sup>th</sup> Annual Report including Notice of AGM for the Financial Year 2020-2021 under Regulation 34 of Securities and Exchange Board of India (LODR), Regulations, 2015.**

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With reference to the subject cited and in compliance of Regulation 34(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby submit the Notice of the 30<sup>th</sup> Annual General Meeting to be held on 30<sup>th</sup> September, 2021 at 09:30 AM at the State Gallery of fine arts, Road No.1, Kavuri Hills, Madhapur, Hyderabad - 500033, Telangana, along with the Annual Report for the financial year 2020- 2021.

This is for your information and record.

Thanking You

Yours faithfully,

For Padmalaya Telefilms Ltd

*K. N. S. Suresh Kumar*

Compliance officer



Encl: a/a

# 30<sup>TH</sup> ANNUAL REPORT

2020-21



*Padmalaya*

TELEFILMS LIMITED

## CORPORATE INFORMATION

### Board of Directors

Sri. Tammareddy Bharadwaja	-	Chairman (DIN: 07332749)
Sri. G.V.Narasimha Rao	-	Executive Director (DIN: 01763565)
Sri. S.Sreenivasa Rao	-	Independent Director (DIN: 01691043)
Dr. D.V.N.Raju	-	Independent Director (DIN: 01887919)
Smt. Uma Devi Narravula	-	Independent Director (DIN: 08537674)

### Key Managerial Persons:

Sri. G.V.Narasimha Rao	-	CEO & Executive Director
Sri. MVRS Suryanarayana	-	CFO & Compliance Officer

### Registered & Administrative Office

Plot No. 138, H.No. 8-3-222/1/23,  
Madhuranagar, YousufGuda,  
Hyderabad – 500 038

### Statutory Auditors

M/s.P C N & Associates.,  
Chartered Accountants  
Plot No. 12, “N Heights”  
Software Unit Layout, Cyberabad  
Hyderabad – 500 081

### Bankers

Union Bank of India, Film Nagar, Hyderabad

### Share Transfer Agents

KFin Technologies Private Limited, (earlier known as KarvyFintech Private Limited)  
 (“KFin” or “KFintech”)  
Selenium Tower B, Plot Nos. 31 & 32 Financial District  
Nanakramguda, Serilingampally Mandal, Hyderabad – 500032, India  
P: +91 40 6716 2222  
[www.kfintech.com](http://www.kfintech.com)

### Listing

BSE Limited, Mumbai

### Corporate Identification Number

L92111TG1991PLC013222

**PADMALAYA TELEFILMS LIMITED**

Regd. Office: H.NO.8-3-222/1/23, MADHURANAGAR, YUSUFGUDA, HYDERABAD, TELANAGANA-500038

**NOTICE**

Notice is hereby given that the 30<sup>th</sup> Annual General Meeting of M/s. Padmalaya Telefilms Limited will be held on Thursday, the 30<sup>th</sup> day of September 2021 at 9.30 AM at State Gallery of fine arts, Road No.1, Kavuri Hills, Madhapur 500 033 to transact the following business:

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**ORDINARY BUSINESS**

1. To Receive, Consider and Adopt the Financial Statements of the Company for the year ended 31<sup>st</sup> March, 2021 including audited Balance Sheet and the Statement of Profit and Loss for the year ended on that date and the reports of the Board of Directors ("the Board") and Auditors thereon.
2. To appoint a director in place of Mr. GV Narasimha Rao (DIN No. 01763565), who retires by rotation and being eligible, offers himself for reappointment to the office of Director.

**By Order of the Board of Directors**

**Place: Hyderabad**  
**Date: 2<sup>nd</sup> September 2021**

**Sd/-**  
**(G.V.Narasimha Rao)**  
**CEO & Executive Director**

**Notes:**

1. A Statement relating to appointment of Directors to be transacted at the AGM is annexed hereto.
2. A Member Entitled to Attend and Vote Is Entitled to Appoint a Proxy to Attend and Vote on His / Her Behalf and The Proxy Need Not Be a Member of The Company. Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of not more than fifty members and holding in aggregate not more than ten percent of the total Share Capital of the Company. Members holding more than ten percent of the total Share Capital of the Company may appoint a single person as proxy, who shall not act as a proxy for any other Member. The instrument of Proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not later than 48 hours before the commencement of the meeting. A Proxy Form is annexed to this Report. Proxies submitted on behalf of limited companies, societies, etc., must be supported by an appropriate resolution / authority, as applicable.
3. The Register of Members and Share Transfer Books of the Company will remain closed from Friday, 24<sup>th</sup> September 2021 to Thursday, 30<sup>th</sup> September 2021 (both days inclusive) for determining the names of members eligible for Voting at the General Meeting. The book closure dates have been fixed in consultation with the Stock Exchanges.
4. The relevant details of Director seeking re-appointment under item no. 2 of this Notice are provided in the Annual Report.
5. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules made thereunder, Companies can serve Annual Reports and other communications through electronic mode to those Members who have registered their e-mail address either with the Company or with the Depository. Members who have not registered their e-mail address with

- the Company can now register the same by submitting a duly filled in 'E-Communication Registration Form, available on the website of the Share Transfer Agent of the Company. i.e., [www.karvycomputershare.com](http://www.karvycomputershare.com), to KFin Technologies Private Limited, Registrar & Transfer Agent of the Company, (earlier known as Karvy Fintech Private Limited) ("KFin" or "KFintech"). Members holding shares in demat form are requested to register their e-mail address with their Depository Participant(s) only.
6. Corporate/Institutional Members are entitled to appoint authorised representatives to attend the AGM on their behalf and cast their votes through remote e-voting or at the AGM. Corporate/Institutional Members intending to authorize their representatives to participate and vote at the Meeting are requested to send a certified copy of the Board resolution / authorization letter to the Scrutinizer at e-mail ID [pjagan123@gmail.com](mailto:pjagan123@gmail.com) with a copy marked to [evoting@kfintech.com](mailto:evoting@kfintech.com) and to the Company at [padmalayatelefilms@gmail.com](mailto:padmalayatelefilms@gmail.com), authorizing its representative(s) to attend and vote on their behalf at the Meeting, pursuant to Section 113 of the Act.
  7. The Notice of AGM, Annual Report and Attendance Slip are being sent in electronic mode to Members whose e-mail IDs are registered with the Company or the Depository Participant(s) unless the Members have registered their request for a hard copy of the same. Physical copy of the Notice of AGM, Annual Report and Attendance Slip are being sent to those Members who have not registered their e-mail IDs with the Company or Depository Participant(s). Members who have received the Notice of AGM, Annual Report and Attendance Slip in electronic mode are requested to print the Attendance Slip and submit a duly filled in Attendance Slip at the registration counter to attend the AGM.
  8. **ELECTRONIC DISPATCH OF NOTICE AND ANNUAL REPORT:** In accordance with the MCA General Circular No. 20/2020 dated 5th May, 2020 and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020, in view of the prevailing situation and owing to the difficulties involved in dispatching physical copies of the financial statements (including Board's Report, Auditor's Report or other documents required to be attached therewith) for the Financial Year ended 31<sup>st</sup> March, 2021 pursuant to section 136 of the Act and Notice calling the Annual General Meeting pursuant to section 101 of the Act read with the Rules framed thereunder, such statements including the Notice of AGM are being sent only in electronic mode to those Members whose e-mail addresses are registered with the Company/ KFintech or the Depository Participant(s).  
The Company will not be dispatching physical copies of such statements and Notice of AGM to any Member. Members are requested to register/update their email addresses, in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with KFintech by following due procedure.
  9. For ease of conduct of AGM, members who wish to ask questions/express their views on the items of the businesses to be transacted at the meeting are requested to write to the Company's investor email-id [padmalayatelefilms@gmail.com](mailto:padmalayatelefilms@gmail.com), at least 48 hours before the time fixed for the AGM mentioning their name, demat account no./folio number, email ID, mobile number etc. The queries may be raised precisely and in brief to enable the Company to answer the same suitably depending on the availability of time at the AGM.
  10. Pursuant to Section 108 of the Companies Act, 2013, read with the relevant Rules of the Act, the Company is pleased to provide the facility to Members to exercise their right to vote by electronic means. The Members, whose names appear in the Register of Members / list of

Beneficial Owners as on 23<sup>rd</sup> September 2021, i.e., the date prior to the commencement of book closure date are entitled to vote on the Resolutions set forth in this Notice. Members who have acquired shares after the dispatch of the Annual Report and before the book closure may approach the Share Transfer Agent of the Company for issuance of the User ID and Password for exercising their right to vote by electronic means. The e-voting period will commence at 10.00 a.m. on Monday, 27<sup>th</sup> September 2021 and will end at 5.00 p.m. on Wednesday, 29<sup>th</sup> September 2021. The Company has appointed Mr. Puttaparthi Jagannatham, Advocate, to act as the Scrutinizer, for conducting the scrutiny of the votes cast. The Members desiring to vote through electronic mode may refer to the detailed procedure on e-voting given hereinafter.

### PROCEDURE FOR REMOTE E-VOTING

- i. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI Listing Regulations and in terms of SEBI vide circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020 in relation to e-Voting Facility Provided by Listed Entities, the Members are provided with the facility to cast their vote electronically, through the e-Voting services provided by KFintech , on all the resolutions set forth in this Notice. The instructions for e-Voting are given herein below.
- ii. However, in pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on “e-Voting facility provided by Listed Companies”, e-Voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts / websites of Depositories / DPs in order to increase the efficiency of the voting process.
- iii. Individual demat account holders would be able to cast their vote without having to register again with the e-Voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs to access e-Voting facility.
- iv. The remote e-Voting period commences Monday, September 27th, 2021 at 10:00 a.m. and ends on Wednesday, September 29th, 2021 at 5.00 p.m.
- v. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.
- vi. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at [evoting@Kfintech.com](mailto:evoting@Kfintech.com). However, if he / she is already registered with KFintech for remote e-Voting then he /she can use his / her existing User ID and password for casting the vote.
- vii. In case of Individual Shareholders holding securities in demat mode and who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date may follow steps mentioned below under “Login method for remote e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.”
- viii. The details of the process and manner for remote e-Voting and e-AGM are explained herein below:
  - Step 1 : Access to Depositories e-Voting system in case of individual shareholders holding shares in demat mode.
  - Step 2 : Access to KFintech e-Voting system in case of shareholders holding shares in physical and non-individual shareholders in demat mode.

**Details on Step 1 are mentioned below:**
**I) Login method for remote e-Voting for Individual shareholders holding securities in demat mode.**

Type of shareholders	Login Method
<b>Individual Shareholders holding securities in demat mode with NSDL</b>	<ol style="list-style-type: none"> <li><b>1. User already registered for IDeAS facility:</b> <ol style="list-style-type: none"> <li>I. Visit URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a></li> <li>II. Click on the “Beneficial Owner” icon under “Login” under ‘IDeAS’ section.</li> <li>III. On the new page, enter User ID and Password. Post successful authentication, click on “Access to e-Voting”</li> <li>IV. Click on company name or e-Voting service provider and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period.</li> </ol> </li> <li><b>2. User not registered for IDeAS e-Services</b> <ol style="list-style-type: none"> <li>I. To register click on link : <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a></li> <li>II. Select “Register Online for IDeAS” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>III. Proceed with completing the required fields.</li> <li>IV. Follow steps given in points 1</li> </ol> </li> <li><b>3. Alternatively by directly accessing the e-Voting website of NSDL</b> <ol style="list-style-type: none"> <li>I. Open URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a></li> <li>II. Click on the icon “Login” which is available under ‘Shareholder/Member’ section.</li> <li>III. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen.</li> <li>IV. Post successful authentication, you will requested to select the name of the company and the e-Voting Service Provider name, i.e.KFintech.</li> <li>V. On successful selection, you will be redirected to KFintech e-Voting page for casting your vote during the remote e-Voting period.</li> </ol> </li> </ol>
<b>Individual Shareholders holding securities in demat mode with CDSL</b>	<ol style="list-style-type: none"> <li><b>1. Existing user who have opted for Easi / Easiest</b> <ol style="list-style-type: none"> <li>I. Visit URL: <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a></li> <li>II. Click on New System Myeasi</li> <li>III. Login with your registered user id and password.</li> <li>IV. The user will see the e-Voting Menu. The Menu will have links of ESP i.e. KFintech e-Voting portal.</li> <li>V. Click on e-Voting service provider name to cast your vote.</li> </ol> </li> <li><b>2. User not registered for Easi/Easiest</b> <ol style="list-style-type: none"> <li>I. Option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>II. Proceed with completing the required fields.</li> <li>III. Follow the steps given in point 1</li> </ol> </li> <li><b>3. Alternatively, by directly accessing the e-Voting website of CDSL</b> <ol style="list-style-type: none"> <li>I. Visit URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a></li> <li>II. Provide your demat Account Number and PAN No.</li> <li>III. System will authenticate user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account.</li> <li>IV. After successful authentication, user will be provided links for the respective ESP, i.e <b>KFintech</b> where the e- Voting is in progress.</li> </ol> </li> </ol>



<b>Individual Shareholder login through their demat accounts / Website of Depository Participant</b>	<p>I. You can also login using the login credentials of your demat account through your DP registered with NSDL /CDSL for e-Voting facility.</p> <p>II. Once logged-in, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature.</p> <p>III. Click on options available against company name or e-Voting service provider – <b>Kfintech</b> and you will be redirected to e-Voting website of <b>KFintech</b> for casting your vote during the remote e-Voting period without any further authentication.</p>
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**Important note:** Members who are unable to retrieve User ID / Password are advised to use Forgot user ID and Forgot Password option available at respective websites.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: <b>1800 1020 990</b> and <b>1800 22 44 30</b>
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at <b>022- 23058738</b> or <b>022-23058542-43</b>

**Details on Step 2 are mentioned below:**

**II) Login method for e-Voting for shareholders other than Individual's shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

(A) Members whose email IDs are registered with the Company/ Depository Participants (s), will receive an email from KFintech which will include details of E-Voting Event Number (EVEN), USER ID and password. They will have to follow the following process:

- i. Launch internet browser by typing the URL: <https://evoting.kfintech.com/>
- ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) **6270**, followed by folio number.-In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFintech for e-voting, you can use your existing User ID and password for casting the vote.
- iii. After entering these details appropriately, click on "LOGIN".
- iv. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.,). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
- v. You need to login again with the new credentials.
- vi. On successful login, the system will prompt you to select the "EVEN" i.e., "**6270- AGM**" and click on "Submit"
- vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/AGAINST" taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
- viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/ demat accounts.



- ix. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
- x. You may then cast your vote by selecting an appropriate option and click on “Submit”.
- xi. A confirmation box will be displayed. Click “OK” to confirm else “CANCEL” to modify. Once you have voted on the resolution (s), you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
- xii. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to cast its vote through remote e-voting. Together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email id [pjagan123@gmail.com](mailto:pjagan123@gmail.com) with a copy marked to [evoting@kfintech.com](mailto:evoting@kfintech.com). The scanned image of the above-mentioned documents should be in the naming format “Corporate Name\_Even No.”

(B) Members whose email IDs are not registered with the Company/Depository Participant(s), and consequently the Annual Report, Notice of AGM and e-voting instructions cannot be serviced, will have to follow the following process:

- i. Members who have not registered their email address and in consequence the Annual Report, Notice of AGM and e-voting instructions cannot be serviced, may temporarily get their email address and mobile number provided with KFinTech, by accessing the link:  
<https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx>. Members are requested to follow the process as guided to capture the email address and mobile number for sending the soft copy of the notice and e-voting instructions along with the User ID and Password. In case of any queries, member may write to [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com).
- ii. Alternatively, member may send an e-mail request at the email id [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) along with scanned copy of the signed copy of the request letter providing the email address, mobile number, self-attested PAN copy and Client Master copy in case of electronic folio and copy of share certificate in case of physical folio for sending the Annual report, Notice of AGM and the e-voting instructions.
- i. The Members who have not cast their vote through remote e-voting shall be eligible to cast their vote through voting system available during the AGM.
- ii. A Member can opt for only single mode of voting i.e., through Remote e-voting or voting at the AGM. If a Member casts votes by both modes, then voting done through Remote e-voting shall prevail and vote at the AGM shall be treated as invalid.
- I. In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of <https://evoting.kfintech.com> (KFinTech Website) or contact Ms. C Shobha Anand, at [evoting@kfintech.com](mailto:evoting@kfintech.com) or call KFinTech’s toll free No. 1-800-309-4001 for any further clarifications.
- II. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on Thursday, 23rd September 2021, being the cut-off date, are entitled to vote on the Resolutions set forth in this Notice. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently.

- III. In case a person has become a Member of the Company after dispatch of AGM Notice but on or before the cut-off date for E-voting, he/she may obtain the User ID and Password in the manner as mentioned below:
- i. If the mobile number of the member is registered against Folio No./ DP ID Client ID, the member may send SMS: MYEPWD <space> E-Voting Event Number+Folio No. or DP ID Client ID to 9212993399
    1. Example for NSDL:
    2. MYEPWD <SPACE> IN12345612345678
    3. Example for CDSL:
    4. MYEPWD <SPACE> 1402345612345678
    5. Example for Physical:
    6. MYEPWD <SPACE> XXXX1234567890
  - ii. If e-mail address or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.kfintech.com/>, the member may click “Forgot Password” and enter Folio No. or DP ID Client ID and PAN to generate a password.
  - iii. Members who may require any technical assistance or support before or during the AGM are requested to contact KFinTech at toll free number 1-800-309-4001 or write to them at [evoting@kfintech.com](mailto:evoting@kfintech.com).
- II. The results of the electronic voting shall be declared to the Stock Exchanges after the AGM. The results along with the Scrutinizer’s Report, shall also be placed on the website of the Company.

#### ADDITIONAL INFORMATION REQUIRED TO BE FURNISHED

##### Brief Details of Directors seeking re-appointment at this Annual General Meeting

I	<b>Name</b>	: Sri. GV Narasimha Rao
	Date of Birth (Age)	: 15 <sup>th</sup> August 1971 (50) Years
	Qualifications	: Graduation
	Profile / Experience	: He is having vast experience and wealth of knowledge production management and media negotiations. He Combined the spirit of youth and eagerness to foray into new terrains with professional grasp of media technologies.  Sri. Ghattamaneni Venkata Narasimha Rao (DIN: 01763565), has been associated with the Company since its inception, and was appointed as Executive Directors since 2005 at a regular interval, with due compliances of the Companies Act. Later he was elevated as CEO & Executive Director since 30th May 2019.  The services of Sri. Ghattamaneni Venkata Narasimha Rao (DIN: 01763565), are essential for the company at this juncture.
	Other Directorships / Partnerships	: <ul style="list-style-type: none"> <li>• Sri Geethika Mines and Minerals Private Limited</li> <li>• Bedrock Films LLP</li> </ul>

## DIRECTORS' REPORT

To  
The Members  
PADMALAYA TELEFILMS LTD

Your directors have pleasure in presenting the 30<sup>th</sup> Annual Report on the business of your company and the Audited Financial Statements for the year ended on 31<sup>st</sup> March 2021 thereof. The Business and operations of the company over the last fiscal year are briefly encapsulated in this Annual Report.

### Financial Results

Financial performance of the Company is elaborated in the Financial Statements annexed to this Annual Report.

### Effect of COVID -19

Impact of COVID-19, on the Indian film industry at large is still being evaluated, production and related fields have suffered in India a lot. Due to the pandemic, big releases postponed, film, TV and web series shootings halted, theatres unable to screen movies, daily wage employees struggling for their next meal. The Indian film industry is going through its worst phase because of the lockdown necessitated by the coronavirus pandemic

Covid-19's ripple effect was felt when film bodies including Federation of Western Indian Cine Employees (FWICE) and Indian Film & Television Directors' Association (IFTDA) decided to halt shooting of movies, TV shows and web series. Major production houses like Balaji Motion Pictures, Dharma Productions and Yash Raj Films also promptly called off all production activity. Amid this, various state governments ordered the closing down of cinema halls, and these situations sealed the fate for several projects.

The Company's proactive and compassionate response to the unprecedented challenges posed by the COVID-19 pandemic is very much in keeping with its founding principles. Our three-pronged approach to the pandemic includes ensuring the safety and well-being of our employees, supporting the health care system with innovative products and solutions, and supporting the underprivileged, who have been impacted the most by this crisis.

### Business Performance Review

During the year under review, due to various external, marketing & industry factors have affected the business, and the performance of the company is not as per the business standards set-up by the management. The Board and its Management has made the postmortem analysis on the lacuna in the performance and the Board of Directors assures you better performance in the years to come.

### Outlook for the current year

Your Company has reviewed all its business divisions and, the performance of the Company is not as per the expectations inspite of continuous efforts to strengthen its stand in the market.

**Dividend**

The Board could not recommend dividend during the year under review in absence of profits.

**BUSINESS RISK MANAGEMENT**

The Company, like any other enterprise, is exposed to business risk which can be internal risks as well as external risks. The threats to the industry in which the company operates are -

**Piracy:** Piracy of the produced content, under the purview of intellectual property rights, can adversely affect revenues and profitability.

**Mitigation:** Industry members have set up an Antipiracy Society (AACT) to fight the menace.

**DEPOSITS**

The Company has not accepted deposits covered under Chapter V of the Companies Act, 2013 and accordingly, the disclosure requirements stipulated under the said Chapter are not applicable.

**PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS**

During the year under review, the company has not given any loans, Guarantees and Investments covered under the provisions of Section 186 of the Companies Act, 2013

**CONTRACTS AND ARRANGEMENTS WITH RELATED PARTIES**

Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014, except the remuneration to managerial personnel, there are no related party transactions to be disclosed.

**EXTRACT OF ANNUAL RETURN**

The details forming part of the extract of the Annual Return in form MGT-9 is annexed herewith elsewhere in the Annual Report.

**DEMAT SUSPENSE ACCOUNT UNCLAIMED SHARES**

As on 31<sup>st</sup> March 2021, there were no Equity Shares of Shareholders were lying in the Escrow Account due to non-availability of the correct particulars.

**CORPORATE GOVERNANCE**

Your directors are happy to report that your Company is compliant with the Corporate Governance requirements as per the Provisions of SEBI (Listing Obligations and Disclosures Requirements) Regulations. A separate section on Corporate Governance together with a certificate from the Statutory Auditor's confirming compliance is set out in the Annexure forming part of this report.

## MANAGEMENT DISCUSSIONS AND ANALYSIS REPORT

A Management Discussion and Analysis Report, has been attached and forms part of the Annual Report.

### ADDITIONAL INFORMATION AS REQUIRED U/ S 134(3)(m) OF THE COMPANIES ACT, 2013

**(a) Conservation of Energy:**

- (i) details of steps taken by the company for utilising alternate sources of energy, and
- (ii) the capital investment on energy conservation equipments, are -

The company is not engaged in manufacturing activities, and as such the particulars relating to conservation of energy is not applicable. The company makes every effort to conserve energy as far as possible in its editing facilities, Production Floors, Office etc.

**(b) (i) Technology Absorption, adaptation and innovation:-**

The company is not engaged in manufacturing activities, and as such the particulars relating to Research, Development and technology absorption are not applicable.

- (ii) Research and Development (R & D): No research and Development has been carried out.

**(c) Foreign exchange earnings: Nil**

**(d) Foreign exchange out go: Nil**

### PARTICULARS OF EMPLOYEES

The Directors are to report that none of the employee was in receipt of remuneration exceeding the limit prescribed under rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014

### STATUTORY AUDITORS

The provisions of Section 139(2) of the Companies Act 2013 and the Rules made there-under, mandated the Company to rotate its Statutory Auditors and Board of Directors of the Company (on recommendation of Audit Committee) in its meeting held on 1<sup>st</sup> September 2017, has, (which was ratified by the shareholders in the Annual General meeting held on 29<sup>th</sup> September 2017), approved the appointment of M/s. P C N & Associates., (FRN: 016016S), Chartered Accountants, as the Statutory Auditors of the Company.

In this regard, the said Statutory Auditors has given the declaration that they meet the criteria to act as the Statutory Auditor and they are not disqualified to continue as the Statutory Auditors of the Company.

### BOARD AND COMMITTEES PERFORMANCE EVALUATION

Pursuant to the provisions of the Companies Act, 2013 and SEBI (LODR) Regulations 2015, the Board has carried out an annual performance, the directors individually as well as the evaluation of the working of its Audit and Nomination & Remuneration Committees.

**NUMBER OF BOARD MEETINGS HELD DURING THE FINANCIAL YEAR AND THE DATES OF THE BOARD MEETINGS:**

The Board met during the financial year 2020-21 as follows & the dates on which the above-Board meetings were held are as follows:

30th May 2020; 30th June 2020, 31st July 2020, 5th September 2020, 15th September 2020, 14th November 2020, and 13th February 2021.

**DIRECTORS AND INDEPENDENT DIRECTORS**

Sri. Tammareddy Bharadwaja (DIN: 07332749) was regularised as Director, in the last AGM, and Sri. Sakhamuri Sreenivasa Rao was appointed as an Independent Director of the Company.

All Independent Directors have given declarations that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013 and SEBI (LODR) Regulations 2015. The Company has received declarations from the Independent Directors of the Company to the effect that they are meeting the criteria of independence as provided in Sub-section (6) of Section 149 of the Companies Act, 2013 and are available for inspection at the registered office of the Company.

**DIRECTORS' RESPONSIBILITY STATEMENT**

Pursuant to the requirement under Section 134(3) (c) of the Companies Act, 2013, with respect to Director's responsibilities Statement it is hereby confirmed:

- a. That in preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- b. That the directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year ended 31<sup>st</sup> March, 2021 and of the profit and loss of the company for that period;
- c. That the directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- d. That the directors have prepared the annual accounts on a going concern basis.
- e. that proper internal financial controls were in place and that the financial controls were adequate and were operating effectively;
- f. That systems to ensure compliance with the provisions of all applicable laws were in place and were adequate and operating effectively.

**POLICIES****Material Subsidiary**

During the year ended March 31, 2021, the Company does not have any material listed/unlisted subsidiary companies as defined in SEBI (LODR) Regulations. The policy on determining material unlisted subsidiary of the Company is approved by the Board of Directors of the company.



## **Vigil Mechanism**

The Board of Directors of the company are committed to maintain the highest standard of honesty, openness and accountability and recognize that employees have important role to play in achieving the goal. As a public company the integrity of the financial matters of the Company and the accuracy of financial information is paramount. The stakeholders of the Company and the financial markets rely on this information to make decisions. For these reasons, the Company must maintain workplace where it can retain and treat all complaints concerning questionable accounting practices, internal accounting controls or auditing matters or concerning the reporting of fraudulent financial information to our shareholders, the Government or the financial markets. The employees should be able to raise these free of any discrimination, retaliation or harassment. Pursuant to the policy, employees are encouraged to report questionable accounting practices to Dr. DVN Raju, Chairman of Audit Committee through email or by correspondence through post.

## **Details of Subsidiaries, Associate Companies, and Joint Venture Companies, including in the consolidated financial statements:**

The Company do not have Subsidiaries, Associate Companies, and Joint Venture Companies. So, the financials of the Company do not require to be prepared on consolidated basis.

## **Material changes and commitments affecting the financial position.**

During the period under review, there is no event & Material change and commitments affecting the financial position.

## **Company's policy on director's appointment & remuneration.**

The company has a policy on Directors' appointment & Remuneration and the same will be implemented whenever the appointments take place.

## **Particulars of loans, Guarantees or investments.**

During the period under review, there were no loans / Guarantees / Investments taken / provided by the Company.

## **Particulars of contract or arrangement with related party**

During the period under review, there were no contract or arrangement with related party except as provided in the Auditor's Report.

## **Annual evaluation of its own & Board committees' performance.**

The company has a policy on Board & Committees' evolution & performance and the same is being reviewed on quarterly basis.

## **Implementation of risk management policy.**

The company has a policy on risk management and the same is implemented by the Company to mitigate the risk in the business.

**Policy on CSR initiatives**

The Company need not have to make constitute a policy for CSR as the same is not applicable to the Company.

**Post Balance Sheet events**

There are no material events after the 31<sup>st</sup> March 2021 till the signing of this Annual Report, which has significant impact on the business of the Company.

**Disclosure about Cost Audit**

The requirement of maintaining the cost Audit Records is not applicable to the Company

**Disclosure about ESOP and Sweat Equity Share**

There are securities issued on ESOP basis / Sweat Equity.

**Familiarisation programme for Independent Directors**

Pursuant to the provisions of SEBI (LODR) Regulations, the Company has formulated a programme for familiarising the Independent Directors with the company, their roles, rights, responsibilities in the company, nature of the industry in which the company operates, business model of the company etc through various initiatives.

**Key Managerial Personnel**

Sri. GV Narasimha Rao – Executive Director of the Company is the Chief Executive Officer of the Company (CEO) and Sri. MVRS Suryanarayana, Chief Financial Officer (CFO) of the Company shall act as the Compliance Officer; both are the Key Managerial Personnel in accordance with the Section 203 of the Companies Act, 2013.

During the period under review, the Company has not appointed a Qualified Company Secretary due to high cost expected by the Company Secretary and shall appoint them as soon as possible.

**Related Party Transaction**

Policy on dealing with Related Party Transactions is approved by the Board. No related party transactions were entered into during the financial year under review, except remuneration to managerial personnel, there are no materially significant related party transactions made by the Company with Promoters, Directors, Key Managerial Personnel or other designated persons which may have a potential conflict with the interest of the Company at large. The same was discussed by the Audit Committee as also the Board. The policy on Related Party Transactions as approved by the Board. None of the Directors has any pecuniary relationships or transactions vis-à-vis the Company.

**Internal Financial Controls**

The Company has in place adequate internal financial controls with reference to financial statements. Periodic audits are undertaken on a continuous basis covering all the operations i.e., manufacturing, sales & distribution, marketing, finance, etc. Reports of internal audits are reviewed by management from time to time and desired actions are initiated to strengthen the control and effectiveness of the system.

### **Secretarial Audit**

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Secretarial Audit Report in Form MR-3 is obtained by the company from Puttaparthi Jagannatham & Co., Practising Company Secretaries, Hyderabad and forms part of this Annual report.

### **Explanation to the qualifications mentioned in the Secretarial Audit Report in Form MR-3 obtained from Puttaparthi Jagannatham & co., Practising Company Secretaries, Hyderabad:**

1. The Company is in the process of appointing a Qualified Company Secretary as its Compliance Officer and shall comply the same as soon as possible
2. The Company shall update its website with all necessary postings in its website immediately.
3. There were instances of non-filing/delay in filing of compliances with the Stock Exchange during the financial year, it was due to inadvertence, and due to outbreak of COVID-19.

### **Disclosures pursuant to the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014**

The details of remuneration paid to the Managerial Personnel are as under -

1. The Disclosures pursuant to sub-rule (1) of Rule 5 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are forms part of the Board's Report.
2. The Disclosures pursuant to sub-rule (2) of Rule 5 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, in respect of employees of the Company forms part of the Board's Report.

### **Remuneration Policy**

The Board has, on the recommendation of the Nomination & Remuneration Committee framed a policy for selection and appointment of Directors, Senior Management and their remuneration. The details pertaining to criteria for determining qualifications, positive attributes and independence of a Director and remuneration policy have been provided in Section of the attached Corporate Governance Report.

### **Significant and Material Orders Passed by the Regulators or Courts**

There are no significant material orders passed by the Regulators/Courts which would impact the going concern status of the Company and its future operations.

### **Reply to the Qualifications / Reservation in the Audit Report / Secretarial Audit Report**

Statutory Auditors of the Company, has made the following qualification / reservations on the financial statements for the period ended on 31<sup>st</sup> March 2021, and the reply of management is as follows:

1. *The Company has not paid the GST liability upto 31<sup>st</sup> March 2021.*

**Management's Response:**

The GST liability as on 31<sup>st</sup> March 2021, could not be paid due to the suspension of the registration of the GST registration. The company made appeal and it is under active consideration of the department for restoration of the same. On resolving of the issue, the company will proceed to affect the payments.

2. *The Company has not submitted the physical verification reports of inventory aggregating to Rs. 13,13, 13, 770/- as at 31<sup>st</sup> March 2021, and no provision for impairment has been made therein. In the absence of alternative corroborative evidence, we are unable to comment on carrying value of inventory and realizable value of the same.*

**Management's Response:**

The amount has been spent by the company over the past years and the company does not have any inventory to be valued as on date as the inventory pertains to the production of films in the past and it is not practically verifiable at this point of time due to practical difficulties involved in the typical film production.

3. *The Company has not submitted the confirmations of Trade Payables and Trade Receivables. In the absence of alternative corroborative evidence, we are unable to comment on the extent to which such balances are payable or receivable.*

**Management's Response:**

The company as per customary practice has issue letters to the trade creditors as well as to the Trade debtors and no response has been received and as such the company is not able to confirm the

The Secretarial Auditors i.e., Puttapparthi Jagannatham & Co. has made qualifications in their Secretarial Audit Report, regarding appointment of Key Managerial Personnel (CS). The Company is in the process of appointing the same soon and will comply with the Corporate Governance Requirements. There were instances of non-filing/delay in filing of compliances with the Stock Exchange during the financial year; it was due to inadvertence, and due to outbreak of COVID-19.

The Company has set in place the compliance adherence mechanism and is reviewed quarterly to achieve 100% compliance status.

**Disclosure under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013**

The Company has in place an Anti Sexual Harassment Policy in line with the requirements of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act 2013. An Internal committee has been set up to redress the complaints received regarding sexual harassment at workplace. All employees including trainees are covered under this policy.

**PERSONNEL**

The relationship between the management and the staff was very cordial throughout the year under review. Your directors take this opportunity to record their appreciation for the cooperation and loyal services rendered by the employees.

**ACKNOWLEDGEMENTS**

Your directors place on records their appreciation of the continuous assistance and co-operation extended to your Company by the valued customers, bankers, Reserve Bank India, SEBI, Bombay Stock Exchange Limited & National Stock Exchange of India Limited and all other regulatory Authorities. The Directors also sincerely acknowledge the significant contributions made by all the employees for their dedicated services to the Company.

**By Order of the Board of Directors**

**Place: Hyderabad**  
**Date: 2<sup>nd</sup> September 2021**

**Sd/-**  
**(G.V.Narasimha Rao)**  
**CEO & Executive Director**

## Form No. MR-3

## SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED MARCH 31<sup>ST</sup> 2021

[Pursuant to Section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To  
The Members of Padmalaya Telefilms Limited  
Hyderabad

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Padmalaya Telefilms Limited (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minutes books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31<sup>st</sup> March, 2021 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31<sup>st</sup> March, 2021 according to the provisions of:

- i. The Companies Act, 2013 (the Act) and the rules made thereunder;
- ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- iv. Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
  - d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
  - e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
  - f) 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;
  - g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;
  - h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;



- i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015
- v. Other Specifically applicable laws to the Company:
- Up linking / down linking policy /guidelines issued by ministry of information and Broadcasting
  - The Cable Television Network (Regulations) Act, 1995 and rules framed there under;
  - Intellectual Property Rights related laws;
  - (Amendment) Regulations, 2013 issued by Telecom Regulatory Authority of India;
  - The Telecommunication (Broadcasting and cable services) interconnection (Digital Addressable Cable Television Systems) Regulations, 2012
  - Approvals from the AP/ Telangana Chamber of Commerce
  - Approvals from Central Board of Film Certification

We have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by the Institute of Company Secretaries of India.
- (ii) The Listing Agreement(s) entered into by the Company with Stock Exchange(s)

#### **We further report that**

- Based on the information provided by the Company, its officers and authorized representatives during the conduct of the audit, and also on the review of quarterly compliance reports by respective department heads taken on record by the Board of Directors of the Company, in our opinion, adequate systems and processes and control mechanism exist in the Company to monitor and ensure compliance with applicable general laws like labour laws, competition law, and environmental laws.
- The Compliance by the Company of applicable financial laws like direct and indirect laws has not been reviewed in this Audit since the same have been subject to review by Statutory Financial Audit and Other designated professionals.
- The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors.
- Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
- All the decisions at the Board Meetings and Committee Meetings have been carried out unanimously as recorded in the Minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be.

During the period under review the company has complied with the provision of the Act, Rules, Regulations, Guidelines, Standards etc. mentioned above except as mentioned below:

1. The Company Secretary has not been appointed as required by the applicable laws.
2. Requisite disclosures have not been made on the website of the Company.
3. There were instances of non-filing/delay/non disclosure in filing of compliances with the Stock Exchange during the financial year.
4. There was no share transfer agent during the period.

**We further report that**

- There are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.
- There were no such specific events/actions in pursuance of the above referred laws, rules, regulations, etc., having a major bearing on the Company's affairs.

**For Puttaparthi Jagannatham & Co****Sd/-****Navajyoth Puttaparthi****Practicing Company Secretary****FCS: 9896; CP No: 16041****Place: Hyderabad****Date: 02-09-2021****UDIN: F009896C000884627**

\*This report is to be read with our letter of even date which is annexed as 'Annexure A' and forms an integral part of this report.

**ANNEXURE A'****To****The Members of Padmalaya Telefilms Limited****Hyderabad.**

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

**For Puttaparthi Jagannatham & Co****Sd/-****Navajyoth Puttaparthi****Practicing Company Secretary****FCS: 9896; CP No: 16041****Place: Hyderabad****Date: 02-09-2021****UDIN: F009896C000884627**

**ANNEXURE - 2**
**Form No. MGT-9**
**EXTRACT OF ANNUAL RETURN  
As on the financial year ended on  
31<sup>st</sup> March 2021**

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

**I. REGISTRATION AND OTHER DETAILS:**

i.	<b>CIN</b>	:	L92111TG1991PLC013222
ii.	<b>Registration Date</b>	:	17/09/1991
iii.	<b>Name of the Company</b>	:	PADMALAYA TELEFILMS LIMITED
iv.	<b>Category / Sub-Category of the Company</b>	:	Indian – Non- Govt. Company
v.	<b>Address of the Registered office and contact details</b>	:	H.NO.8-3-222/1/23, Madhura Nagar, YusufGuda, Hyderabad – 500038
vi.	<b>Whether listed company Yes / No</b>	:	Yes
vii.	<b>Name, Address and Contact details of Registrar and Transfer Agent, if any</b>	:	KFin Technologies Private Limited, (earlier known as Karvy Fintech Private Limited) ("KFin" or "KFintech") Selenium Tower B, Plot Nos. 31 & 32 Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad – 500032, India P: +91 40 6716 2222 www.kfintech.com

## II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10 % or more of the total turnover of the company shall be stated: -

The particulars of Segment reporting were mentioned in the financials enclosed to this Annual Report.

## III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES -

S. NO	Name and address of the Company	CIN/GLN	Holding/ Subsidiary / Associate
1	NA		

## IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

### i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year [As on 31-March-2020]				No. of Shares held at the end of the year [As on 31-March-2021]				% Change during the year
	Demat	Physical	Total	% Of Total Shares	Demat	Physical	Total	% Of Total Shares	
<b>A. Promoter s</b>									---
<b>(1) Indian</b>									
a) Individual/ HUF	62455	25000	87455	0.51	62455	25000	87455	0.51	---
b) Central Govt									
c) State Govt(s)									
d) Bodies Corp.	1688019	0	1688019	9.93	1688019	0	1688019	9.93	---
e) Banks / FI									
f) Any other									---
<b>(2) Foreign</b>									
a) Individual									
b) Bodies Corp.									---
c) QIB									
<b>Total shareholding of Promoter (A)</b>	<b>1750474</b>	<b>25000</b>	<b>1775474</b>	<b>10.44</b>	<b>1750474</b>	<b>25000</b>	<b>1775474</b>	<b>10.44</b>	---
<b>B. Public Shareholding</b>									

<b>Sub-total (B)(2): -</b>	<b>11423475</b>	<b>3801051</b>	<b>15224526</b>	<b>89.56</b>	<b>11927125</b>	<b>3297401</b>	<b>15224526</b>	<b>89.56</b>	<b>---</b>
Total Public Shareholding (B)=(B)(1) + (B)(2)	11423475	3801051	15224526	89.56	11927125	3297401	15224526	89.56	---
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>									
<b>Grand Total (A+B+C)</b>	<b>13173949</b>	<b>3826051</b>	<b>17000000</b>	<b>100</b>	<b>13677599</b>	<b>3322401</b>	<b>17000000</b>	<b>100</b>	<b>---</b>

**ii) Shareholding of Promoter-**

SN	Shareholder's Name	Shareholding at the beginning of the year			Share holding at the end of the year			% Change in shareholding during the year
		No. of Shares	% Of total Shares of the company	%Of Shares Pledged / encumbered to total shares	No. of Shares	% Of total Shares of the company	%Of Shares Pledged / encumbered to total shares	
1.	Yamuna Enterprises Pvt Ltd	1673019	9.84	0	1673019	9.84	0	---
2.	G Ramesh Babu	50000	0.29	0	50000	0.29	0	----
3.	Jayadev Galla	25000	0.15	0	25000	0.15	0	----
4.	Krishna Productions Pvt Ltd	15000	0.09	0	15000	0.09	0	----
5.	G Durgamba	12000	0.07	0	12000	0.07	0	----
6.	P Aparna	305	0.00	0	305	0.00	0	----
7.	G Parvathi Devi	150	0.00	0	150	0.00	0	----

**iii) Change in Promoters' Shareholding (please specify, if there is no change): NO CHANGE**

SN		Shareholding at the beginning of the year		Cumulative Shareholding during the Year	
		No. of shares	% Of total shares of the company	No. of shares	% Of total shares of the company
	At the beginning of the year	1775474	10.44	Nil	Nil
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus/ sweat equity etc):	NA	NA	NA	NA
	At the end of the year	1775474	10.44	Na	NA

(iv) Shareholding Pattern of Top Ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

SN	Shareholder's Name	Shareholding at the beginning of the year		Cumulative Shareholding during the Year		Share holding at the end of the year	
		No. of Shares	% Of total Shares	No. of Shares	% Of total Shares	No. of Shares	% of total Shares
1.	Lime Light Projects India Pvt Ltd	835000	4.91	0	0	835000	4.91
2.	Sri Geethika Films and Media Limtied	0	0	835000	4.91	835000	4.91
3.	Tabla Entertainment Pvt Ltd	830000	4.88	0	0	830000	4.88
4.	SJ Studio Ltd	750000	4.41	0	0	750000	4.41
5.	Reliance Capital Ltd	511000	3.01	0	0	0	0
6.	Venkata Rama Satya S M	0	0	217386	1.28	217386	1.28
7.	Anup Kumar	0	0	185030	1.09	185030	1.09
8.	Amit Gupta	0	0	144732	0.85	144732	0.85
9.	MVRS Suryanarayana	126400	0.74	0	0	126400	0.74
10.	Surendra Kancheti	111206	0.65	0	0	0	0

Note: Above transactions are on-line transactions and there is no allotment / physical transfer / bonus/ sweat equity.

V. INDEBTEDNESS OF THE COMPANY INCLUDING INTEREST OUTSTANDING/ACCRUED BUT NOT DUE FOR PAYMENT

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount Rs. In Lakhs	Detailed Explanation was given elsewhere in the Annual Report			
ii) Interest due but not paid				
iii) Interest accrued but not due				
<b>Total (i+ii+iii) Rs. In Lakhs</b>				
<b>Change in Indebtedness during the financial year</b>				
* Addition				
* Reduction				
<b>Net Change</b>				
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount Rs. In Lakhs				
ii) Interest due but not paid				
iii) Interest accrued but not due				
<b>Total (i+ii+iii) Rs. In Lakhs</b>				



**VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-**
**A. Remuneration to Managing Director, Whole-time Directors and/or Manager: Nil**

SN.	Particulars of Remuneration	Name of MD/WTD/ Manager		Total Amount (Rs.)
1	Gross salary	--	--	--
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	--	--	--
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	--	--	--
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	--	--	--
2	Stock Option	--	--	--
3	Sweat Equity	--	--	--
4	Commission - as % of profit	--	--	--
	- others, specify...	--	--	--
5	Others, please specify	--	--	--
	Total (A)	--	--	--
	Ceiling as per the Act	--	--	--

**B. Remuneration to other directors: NIL**

SN.	Particulars of Remuneration	Name of Directors				Total Amount
1	Independent Directors					
	Fee for attending board committee meetings					
	Commission					
	Others, please specify					
	Total (1)					
2	Other Non-Executive Directors					
	Fee for attending board committee meetings					
	Commission					
	Others, please specify					
	Total (2)					
	Total (B)=(1+2)					
	Total Managerial Remuneration					
	Overall Ceiling as per the Act					

**C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD:**

SN	Particulars of Remuneration	Key Managerial Personnel				Total
		Sri.GV Narasimha Rao (CEO)	Venkata Rama Satya Suryanarayana Meduri (CFO)	CS		
1	Gross salary	6,00,000	4,80,000	----	10,80,000	
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	----	----	----	----	
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	----	----	----	----	
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	----	----	----	----	
2	Stock Option	----	----	----	----	
3	Sweat Equity	----	----	----	----	
4	Commission	----	----	----	----	
	- as % of profit	----	----	----	----	
	others, specify...	----	----	----	----	
5	Others, please specify	90,000	----	----	90,000	
	Total	6,90,000	4,80,000	----	11,70,000	

**II. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES: NIL**

ype	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
<b>A. COMPANY</b>					
Penalty					
Punishment					
Compounding					
<b>B. DIRECTORS</b>					
Penalty					
Punishment					
Compounding					
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty					
Punishment					
Compounding					

## MANAGEMENT DISCUSSION AND ANALYSIS REPORT

### MEDIA AND ENTERTAINMENT INDUSTRY OVERVIEW

As per the Indian Brand Equity Foundation Report, the Indian Media and Entertainment (M&E) industry is a sunrise sector for the economy and is making high growth strides. The Indian M&E industry is on the cusp of a strong phase of growth, backed by rising consumer demand and improving advertising revenues. The industry has been largely driven by increasing digitisation and higher internet usage over the last decade. Internet has almost become a mainstream media for entertainment for most of the people.

### COMPANY'S PERFORMANCE

#### Business Performance Review and Out-look for the current year

During the year under review, the Company has reviewed all its business divisions and the company could not reach to the expected level despite of all its efforts to strengthen its stand in the market. And your company's performance will be based on the economy of the country in the years to come.

### PRINCIPAL RISKS AND UNCERTAINTIES

**Piracy:** Piracy of the produced content, under the purview of intellectual property rights, can adversely affect revenues and profitability.

**Mitigation:** Industry members have set up an Antipiracy Society (AACT) to fight the menace.

## REPORT ON CORPORATE GOVERNANCE

**Padmalaya Telefilms Limited** is committed to the standards of corporate governance in all activities. Pursuant to SEBI (LODR) Regulations 2015, your directors present below a detailed Report on Corporate Governance.

### 1. Company's Philosophy on code of Governance

Your company believes in providing highest transparency and ethical value in Corporate Governance. Your Company also believes in taking into confidence all the stakeholders viz., Shareholders, Employees, Creditors, Customers etc. Your company is committed to take the torch of Corporate Governance forward, so that every stakeholder of the company synchronies and synergies their efforts in their growth of their company.

### 2. Board of Directors

#### a. Composition of the Board

During the period under review, i.e. as on 31<sup>st</sup> March 2021, total number of the Directors on the Board are 5, comprises of 1 (One) Executive, Four Non-Executive Directors. On 30<sup>th</sup> September 2019 one Non-Executive Independent Director was appointed as the Chairman of the Company. The independent Directors are drawn from persons with experience in Business, Finance, Management, Marketing and Industry.

The Chairman of the Company is Non-Executive Independent.

In this Record of Corporate Governance, we provide the details, only as on 31<sup>st</sup> March 2021.

#### b. Other Directorship / Committee Memberships held: -

S. No	Name of Director	Category	Designation	Director Ship in other Companies	
				Director	Committee Member
1	Tammareddy Bharadwaja	Independent	Chairman	<b>2</b>	<b>Nil</b>
2	G.V.Narasimha Rao	Promoter	Executive Director	<b>1</b>	<b>Nil</b>
3	Dr D.V.N.Raju	Independent	Director	<b>Nil</b>	<b>Nil</b>
4	S.Srinivasa Rao	Independent	Director	<b>2</b>	<b>Nil</b>
5	N Umadevi	Independent	Director	<b>Nil</b>	<b>Nil</b>

#### c. Board Meetings held During the Year

S. No	Date of Board Meeting
1.	30/05/2020
2.	30/06/2020
3.	31/07/2020
4.	05/09/2020
5.	15/09/2020
6.	14/11/2020
7.	13/02/2021

**d. Attendance of Directors at Board Meetings and Last Annual General Meeting :**

Name of The Director	No of Board Meetings Attended	Attendance at Last AGM
Tammareddy Bharadwaja	7	Yes
G. V. Narasimha Rao	7	Yes
Dr D. V. N. Raju	7	Yes
S. Srinivasa Rao	6	Yes
N Umadevi	7	Yes

**3. Audit Committee**

**a) Terms of Reference**

The Audit Committee Provides the Board with additional Assurance as to the adequacy of the Company's internal control systems and financial disclosures. The Audit committee acts as a link between the Management, Statutory Auditors, and the Board of Directors. The composition, powers and functions of the Audit committee meet the requirements of the SEBI (LODR) Regulations, and Section 177 of the Companies Act, 2013. The Broad terms of reference of the Audit committee are to review with the Management and/or Statutory Auditors in the following areas.

- I. Overview of Company's financial reporting process and financial disclosures.
- II. Review with Management, external and internal audits, the adequacy of internal control systems.
- III. Review the adequacy and effectiveness of accounting and financial controls of the company, compliance with the company's policies and applicable laws and regulations.
- IV. Review with Management, the Annual financial statement before submission to the Board.
- V. Recommending the appointment/removal of external auditors, fixation of Audit fees.

**b) Composition, names of the members and chairman**

The Audit Committee comprises three Members and the composition of Audit Committee was as under:

- |                          |   |          |
|--------------------------|---|----------|
| 1. Dr D.V.N. Raju        | - | Chairman |
| 2. Tammareddy Bharadwaja | - | Member   |
| 3. N Umadevi             | - | Member   |

**c) Meetings and Attendance during the year**

Name of Director	No. of Meetings held	No. of Meetings Attended
Tammareddy Bharadwaja	7	7
Dr. DVN Raju	7	7
N Umadevi	7	7

#### d) Audit Committee Meetings held During the Year

S. No	Date of Audit Committee Meeting
1.	30/05/2020
2.	30/06/2020
3.	31/07/2020
4.	05/09/2020
5.	15/09/2020
6.	14/11/2020
7.	13/02/2021

#### 4. Remuneration Committee

The Committee consists of the following members:

The Remuneration Committee recommends the company policy on all elements of remuneration of Executive Directors.

The Remuneration Committee comprises the following Directors:

Dr D.V.N. Raju	-	Chairman
Tammareddy Bharadwaja	-	Member
N Umadevi	-	Member

Details of Remuneration to the Executive Directors paid/ payable for the financial year 2020-21 is as follows:

(Rs.lakhs)

Particulars	G.V. Narasimha Rao (Executive Director & CEO)	Venkata Rama Satya Suryanarayana Meduri CFO
Salary	6.00	4.80
HRA	0.90	0.00
Total	6.90	4.80

#### 5. Share Holders /Investors Grievance Committee

As a measurement of Good Corporate Governance and to focus on the shareholder's grievance and towards strengthening investor relations, an Investor's Grievance Committee has constituted as subcommittee of the Board.

In Pursuance of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations (Duly Amended), the Board has approved the "Code of Conduct for Prevention of Insider Trading" and authorized the Committee to implement and monitor the various requirements as set out in the code.

The Board has designated the Executive Director, as the Compliance Officer.



a) The function of the Committee include:

To specifically look into redressing investor's grievance pertaining to:

1. Transfer of shares
2. Dividend
3. Dematerialisation of Shares
4. Replacement of lost/stolen/mutilated share certificates.
5. Non-receipt of rights/bonus/split shares certificates
6. Any other related issues

b) Re- Constitution and composition

Your company has re-constituted the investor's grievance committee, with three directors under the Chairmanship of Non-Executive Director, as follows

Dr D.V.N.Raju	-	Chairman
Tammareddy Bharadwaja	-	Member
G V Narasimha Rao	-	Member

c) Mr. MVRS Suryanarayana, CFO of the Company is acting as compliance officer

**6. Investor Complaints Received and resolved during the Year 2020-21**

Nature of Complaints	Received	Resolved	Pending
A. Non-receipt of Dividend Warrants	Nil	Nil	Nil
B. Non receipt of Annual Reports	6	6	Nil
C. Non-Receipt of share Certificates	Nil	Nil	Nil

**7. General Body Meetings**

AGM No.	Financial Year	Date	Time	Venue
29 <sup>th</sup>	31.03.2020	30.09.2020	9.30 a.m.	State Gallery of Fine Arts, Road No. 1, Kavuri Hills, Hyderabad-500033
28 <sup>th</sup>	31.03.2019	30.09.2019	9.30 a.m.	Hotel Trishul Grand, Adj to Metro Pillar No. 35, Main Road, Madhapur, Hyderabad - 500 081
27 <sup>th</sup>	31.03.2018	29.09.2018	9.30 a.m.	Hotel Trishul Grand, Adj to Metro Pillar No. 35, Main Road, Madhapur, Hyderabad - 500 081

- a) Details of Location and time of the Last three Annual General Meetings of the Company.
- b) No Special Resolutions passed during the previous year
- c) During the year no Extra-ordinary General Meetings were held.
- d) During the year no resolutions were passed through postal ballot.

**8. Disclosures**

- 1) The Executive Director and Vice President (F&A) have given a certificate to the Board as contemplated in SEBI (LODR) Regulations, and is enclosed at the end of the report.

- 2) During the Financial year 2020-21, there is no related party transaction as required to be disclosed under the provisions of companies Act 2013, except payment of remuneration to managerial personnel.
- 3) There was delay in filing the requirements of regulatory authorities on capital market and there were penalties for delay filings have been imposed against it in the last three years.

## 9. Means of Communication

Pursuant to the SEBI (LODR) Regulations, Financial Results are generally published in National news papers and in Regional Language newspapers. As the results of the company are published in newspapers and submitting to the stock exchanges immediately after the Board Meeting, the same are not send to each household of shareholder.

### General Share Holders Information

- 1. Annual General Meeting** :
- Date : 30.09.2021
- Time : 9.30 AM.
- Venue : State Gallery of Fine Arts, Road No. 1, Kavuri Hills, Hyderabad-500033
- 2. Financial Calendar** : 1<sup>st</sup> April to 31<sup>st</sup> March (2021-22)
- Financial Reporting for:
- Quarter ending June, 30 2021 : **on 14<sup>th</sup> August 2021 (as permitted)**
- Quarter ending September, 30 2021 : Second Week of November, 2021
- Quarter ending December, 31 2021 : Second Week of February, 2022
- Quarter ending March, 31 2022 : Last Week of May, 2022
- Annual General Meeting (Next year) : Last week of September, 2022
- 3. Date of Books Closure** : Friday, 24<sup>th</sup> September 2021 to Thursday, 30<sup>th</sup> September 2021 (Inclusive of both days)
- 4. Listing on Stock Exchanges** : BSE Limited, Mumbai
- 5. Listing Fee** : Listing fee for the year 2021-2022 has been paid.
- 6. Stock Code** : BSE :- 532350 ,
- 7. Market Price Data:** Monthly High and Low quotations of shares traded on the BSE Limited, from 1<sup>st</sup> April, 2020 to 31<sup>st</sup> March, 2021 are as stated hereunder.

Year 2020-21	BSE Ltd	
	High Price	Low Price
Apr-20	1.47	1.14
May-20	2.12	1.40
Jun-20	2.56	1.81
Jul-20	2.68	1.81
Aug-20	2.44	1.98
Sep-20	2.27	1.62

Oct20	1.81	1.47
Nov-20	2.14	1.40
Dec-20	3.12	1.90
Jan-21	3.30	2.45
Feb-21	2.78	2.25
Mar-21	2.65	2.26

\*The Scrip of the Company has been voluntarily delisted from the National Stock Exchange of India Limited.

**8. Distribution Schedule & Shareholding Pattern of the Company is enclosed elsewhere in the Annual Report**

**9. Share Transfer Agents :**

KFin Technologies Private Limited,  
(Earlier known as Karvy Fintech Private Limited)  
("KFin" or "KFintech")  
Selenium Tower B, Plot Nos. 31 & 32 Financial District  
Nanakramguda, Serilingampally Mandal, Hyderabad – 500032,  
India; P: +91 40 6716 2222  
www.kfintech.com

**10. Share Transfer System**

The Share Transfers, both physical and demat form, are done by the Registrar and Share Transfer Agents i.e., M/s. KFin Technologies Private Limited, (earlier known as Karvy Fintech Private Limited) ("KFin" or "KFintech"), Hyderabad. The requests received for transfer of shares in physical form are generally completed within the stipulated time.

**11. Certificate From Company Secretary in Practice**

M/s. Puttaparthi Jagannatham & Co., Practicing Company Secretaries, has issued a certificate as required under the Listing Regulations, confirming that none of the directors on the Board of the Company has been debarred or disqualified from being appointed or continuing as director of companies by the SEBI/Ministry of Corporate Affairs or any such statutory authority. The certificate is enclosed with this section as Annexure A.

**12. Dematerialisation of Shares and Liquidity**

As per notification issued by SEBI, Trading in Equity Shares of the company is permitted only in dematerialised form for all categories of investors.

The International Securities Identification Number (ISIN) of the Company, as allotted by NSDL and CDSL, is ISIN Number ISIN 243B01016.

**Details of Shares Dematerialised as on 31/03/2021**

Particulars	No. of Shares	% Of Share Capital
NSDL	90,00,515	52.94
CDSL	46,77,084	27.51
Physical	33,22,401	19.54
<b>TOTAL</b>	<b>1,70,00,000</b>	<b>100.00</b>

**13. Outstanding GDR/warrants and Convertible or Any Convertible Instruments**

Not Applicable

**14. Works Location**

Integrated Television, Shooting Studio : Plot No – 138,H.No.8-3-222/1/23  
2D/3D Animation Studio Madhuranagar, Yousufguda  
Hyderabad – 500 038

Feature Film Distribution Offices

- a) Kolkata : 48, Chitranjan Avenue,  
Kolkata – 700 012
- b) Vijayawada : # 26-9-23, Bhagyachandra Towers,  
Ramarao Street, Gandhi Nagar,  
Vijayawada – 520 002

**15. Address for Correspondence :** Padmalaya Telefilms limited  
Regd & Corporate Office,  
Plot No – 138, H.No.8-3-222/1/23  
Madhuranagar, Yousufguda  
Hyderabad – 500 038  
Ph: 040-23738955  
E-Mail – [info@padmalaya.co.in](mailto:info@padmalaya.co.in)  
E-Mail – padmalayatelefilms@gmail.com

**16. SEBI Complaints Redressal System (SCORES):**

SEBI has initiated SCORES for processing the investor complaints in a centralized web-based redress system and online redressal of all the shareholders complaints. The company is in compliance with the SCORES and redressed the shareholders complaints well within the stipulated time.

**Annexure A****CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS**

**(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)**

To,  
The Members of  
Padmalaya Telefilms Limited  
H.No.8-3-222/1/23, Madhuranagar Yusufguda  
Hyderabad-500038, Telangana, India

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Padmalaya Telefilms Limited having CIN L92111TG1991PLC013222 and having registered office at H.No. 8-3-222/1/23, Madhuranagar Yusufguda, Hyderabad-500038, Telangana (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal [www.mca.gov.in](http://www.mca.gov.in)) as considered necessary and explanations furnished to us by the Company & its officers, we hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2021 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

Sr. No.	Name of Director	DIN	Date of appointment
1	Sreenivasa Rao Sakhamuri	01691043	22/01/2007
2	Ghattamaneni Venkata Narasimha Rao	01763565	17/09/1991
3	Datla Venkata Narasimha Raju	01887919	26/12/2005
4	Bharadwaja Thammareddy	07332749	30/09/2019
5	Uma Devi Narravula	08537674	14/08/2019

Ensuring the eligibility of for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**Place: Hyderabad**  
**Date: 02-09-2021**  
**UDIN: F009896C000884671**

**For Puttaparthi Jagannatham & Co**  
**Sd/-**  
**Navajyoth Puttaparthi**  
**Practicing Company Secretary**  
**FCS: 9896; CP No: 16041**

**CERTIFICATE BY CHIEF EXECUTIVE OFFICER AND CHIEF FINANCIAL OFFICER OF THE COMPANY**

We, G. V. Nasimaha Rao, Executive Director & Chief Executive Officer (CEO) and MVRS Suryanarayana – Chief Financial Officer (CFO) & Compliance Officer of M/s. PADMALAYA TELEFILMS LIMITED, hereby certify to the Board that :

- a) We have reviewed financial statements and the Cash Flow statement for the year and that to the best of our knowledge and belief:
  - i) These statements do not contain any materially untrue statement for the year or omit any material fact or contain statements that might be misleading:
  - ii) These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- b) There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violate of the Company's code of conduct.
- c) We are responsible for establishing and maintaining internal controls in the Company and that we have evaluated the effectiveness of the internal control systems of the Company and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operations of internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- d) We have indicated to the auditors and the Audit committee As:
  - i) There is no changes in internal control during the year,
  - ii) There is no changes in accounting policies during the year,
  - iii) Instances of significant fraud of which they have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system.
- e) We affirm that we have not denied any personnel access to the Audit Committee of the Company (in respect of matters involving alleged misconduct)
- f) We further declare that all Board Members and designated Senior Management have performed compliance with the Code of Conduct for the current year.

Place: Hyderabad

Date: 2<sup>nd</sup> September 2021

Sd/-

G.V.Narasimaha Rao  
CEO & Executive Director

Sd/-

MVRS Suryanarayana  
CFO & Compliance Officer

**CERTIFICATE ON COMPLIANCE OF CORPORATE GOVERNANCE**

To  
The Members,  
Padmalaya Telefilms Limited  
Hyderabad

We have read the report of the Board of Directors on Corporate Governance and have examined the relevant records relating to compliance condition of corporate governance of M/s Padmalaya Telefilms Limited (“the company”) for the year ended 31<sup>st</sup> March, 2021.

The compliance of the conditions of the Corporate Governance is examined in the manner described in the Guidance note on Certification of Corporate governance” issued by the Institute of Chartered Accountants of India was limited to procedures and implementation thereof adopted by the company for ensuring compliance with the conditions of Corporate Governance.

In our opinion and to the best of our information and explanations given to us and on the basis of our examination described above, the company has complied with the conditions of Corporate Governance.

We further state that such compliance is neither an assurance as to the future viability of the company nor the efficiency or effectiveness with which the management has conducted the affairs of the company.

**Place: Hyderabad**  
**Date: 2<sup>nd</sup> September 2021**

**Sd/-**  
**G.V.Narasimaha Rao**  
**CEO & Executive Director**

**Sd/-**  
**MVRS Suryanarayana**  
**CFO & Compliance Officer**



## INDEPENDENT AUDITOR'S REPORT

**To the Members of  
PADMALAYA TELEFILMS LIMITED**

**Report on the Ind AS Financial Statements  
Qualified Opinion**

We have audited the accompanying Ind AS Financial Statements of M/s **PADMALAYA TELEFILMS LIMITED** ("the company"), which comprise the Balance Sheet as at 31st March, 2021, the Statement of Profit and Loss (including Other Comprehensive Income), the Cash Flow Statement and the Statement of changes in equity for the year then ended, and a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2021, and **Loss**, and its cash flows for the year ended on that date.

**Basis for Qualified Opinion:**

We conducted our audit of the financial statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Group in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the independence requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules made there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

**Qualified Opinion paragraph:**

1. The company has not paid the GST Liability up to 31-03-2021.
2. The company has not submitted physical verification reports of inventory aggregating to Rs. 13.13 Lakhs, as at 31<sup>st</sup> march 2021 and Rs. 13.13 Lakhs (as of previous year) and no provision for impairment has been made therein. In the absence of alternative corroborative evidence, we are unable to comment on carrying value of inventory and realizable value of the same.

The company has not submitted the confirmations of Trade Payables and Trade receivables. In the absence of alternative corroborative evidence we are unable to comment on the extent to which such balances are payable or receivable

## Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significant in our audit of the IND AS financial statements for the financial year 31<sup>st</sup> March 2021. These matters were addressed in the context of our audit of the IND As financial statements as a whole and in forming our opinion thereon and we don't provide separate opinion on these matters.

Except the matters discussed in the Qualified Opinion paragraph, there are no other key audit matters 2021 be discussed.

**Information Other than the Financial Statements and Auditor's Report Thereon:** The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexure to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon. In connection with our audit of the financial statements, our responsibility is to read the other information, and in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated. When we read the annual report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with the governance.

## Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("The Act"), with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design,

implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are also responsible for overseeing the Company's financial reporting process.

## Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit Procedures that is appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists; we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Materiality is the magnitude of misstatements in the financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.
- We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

- We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.
- From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

### **Report on Other Legal and Regulatory Requirements**

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "Annexure A", a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by Section 143(3) of the Act, based on our audit we report that:
  - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit except for the points discussed in the qualified opinion paragraph.
  - b) In our opinion, proper books of accounts is maintaining by the company as required by law so far as it appears from our examination of those books except for the points given in the Basis of Opinion Paragraph.
  - c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, Statement of Changes in Equity and the Statement of Cash Flow dealt with by this Report are in agreement with the relevant books of account.
  - d) In our opinion, the aforesaid financial statements comply with the Ind AS specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 except for the matters discussed in the Qualified Opinion Paragraph.
  - e) On the basis of the written representations received from the directors as on March 31, 2021 taken on record by the Board of Directors, none of the directors are disqualified in terms of Section 164 (2) of the Act.
  - f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B". Our report expresses a modified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.

- g) The Company has not appointed Company Secretary during the Year Under consideration which is not in accordance with the provisions of The Act.
- h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:
- i. As per the information and explanations given by the Company have no pending litigations on its financial position in its financial statements.
  - ii. The Company does not have any long term contracts including derivative contracts for which there were any material foreseeable losses.
  - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

**For P C N & Associates,  
Chartered Accountants,  
Firm Registration no: 016016S**

**Sd/-**

**K.Gopala Krishna**

**Partner**

**Membership No: 0203605**

**UDIN:21203605AAAAGO6220**

**Place: Hyderabad**

**Date: 30/06/2021**

**“ANNEXURE A” TO THE INDEPENDENT AUDITOR’S REPORT**

**Annexure referred to in Independent Auditors Report to the Members of M/s. PADMALAYA TELEFILMS LIMITED on the Ind AS Financial Statements for the year ended 31<sup>st</sup> March 2021, we report that:**

- i. The Company has no fixed assets. Accordingly, the provisions of this clause are not applicable to the company.
- ii. As per the information given by the management, the physical verification of inventory has not been conducted during the year and the company is in the process of conducting the same. Hence in the absence of corroborative evidence, we are unable to comment upon the inventory shown in the balance sheet as at 31 March 2021 for which we have given qualified opinion in our Basis of Qualified Opinion Paragraph.
- iii. The Company has not granted any loans, secured or unsecured, to companies, firms, and Limited Liability partnerships or other parties covered in the register maintained under section 189 of the Companies Act, 2013. Therefore, the provisions of Clause 3(iii), (iii)(a), (iii)(b) and (iii)(c) of the said order are not applicable to the company.
- iv. In our opinion and according to the information and explanations given to us, the Company has not granted any loans or made any investments, or provided any guarantee or security to the parties covered under 185 and 186 of the companies Act 2013 .Therefore, the provisions of the clause 3(iv) of the said order are not applicable to the company.
- v. The Company has not accepted any deposits from the public covered under Section 73 to 76 of the Companies Act, 2013 and rules framed there under to the extent notified.
- vi. The Cost records as specified under Sec 148(1) of the Companies Act 2013 are not prescribed to the Company.
- vii. (a) According to the information and explanations given to us and based on the records of the company examined by us, the company is generally regular in depositing the undisputed statutory dues, including Provident Fund, Employees’ State Insurance, Income-tax and other material statutory dues. However the company has not paid GST which is qualified in our report and has been given in the Basis of Qualified Opinion Paragraph.  
  
(b) There were no undisputed amounts payable in respect of Provident Fund, Employees’ State Insurance, Income-tax and other material statutory dues in arrears as at 31<sup>st</sup> March 2021 for a period of more than 6 months from the date they became payable except GST as given in the qualified opinion paragraph.  
  
(c)According to the information and explanations given to us and based on the records of the company examined by us, there are no dues to Income Tax Act and Material Statutory dues, which have not been deposited on account of any disputes.

- viii. The company has not taken any loans from financial institutions or Banks or Government and has not issued any debentures as at the balance sheet date.
- ix. The Company has not raised any moneys by way of initial public offer, further public offer (including debt instruments) and term loans. Accordingly, the provisions of this clause are not applicable.
- x. According to the information and explanations given to us, no material fraud by the company or on the company by its officers or employees has been noticed or reported during the course of our Audit.
- xi. The Company has not paid/provided for managerial remuneration during the year. Accordingly the provisions of section 197 of the companies act, 2013 are not applicable.
- xii. As the Company is not a Nidhi Company and the Nidhi Rules, 2014 are not applicable to it, the Provisions of clause 3(xii) of the order are not applicable to the company.
- xiii. The Company has not entered into transactions with related parties during the year. Accordingly, the provisions of the clause 3(xiii) of the order are not applicable to the company. The company has not appointed Company Secretary during the Year under consideration, which is not in compliance with the provisions of Sec.177 of The Companies Act 2013.
- xiv. According to the information and explanations given by the management, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
- xv. The Company has not entered into non-cash transactions with its directors or persons connected with him. Accordingly, the provisions of clause 3(xv) of the Order are not applicable to the Company.
- xvi. The Company is not required to be registered under section 45-IA of The Reserve Bank of India Act 1934. Accordingly, the provisions of clause 3(xvi) of the order are not applicable to the Company.

**For P C N & Associates,  
Chartered Accountants,  
Firm Registration no: 016016S**

**Sd/-  
K.Gopala Krishna  
Partner  
Membership No: 0203605  
UDIN:21203605AAAAGO6220**

**Place: Hyderabad  
Date: 30/06/2021**



## **ANNEXURE “B” TO THE INDEPENDENT AUDITOR’S REPORT**

### **Report on the Internal Financial Controls over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)**

We have audited the internal financial controls over financial reporting of **M/s PADMALAYA TELEFILMS LIMITED** (“the Company”) as of March 31, 2021 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

#### **Management’s Responsibility for Internal Financial Controls**

The Company’s management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

#### **Auditor’s Responsibility**

Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Company based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.



We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls system over financial reporting of the Company.

### **Meaning of Internal Financial Controls over Financial Reporting**

A Company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of Ind AS Financial Statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial control over financial reporting includes these policies and procedures that (1) pertain to the maintenance of records that, in reasonable detailed, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of Ind AS Financial Statements in accordance with generally accepted principles, and that receipts and expenditures are being made only in accordance with authorization of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the Ind AS Financial Statements.

### **Inherent Limitation of Internal Financial Controls over Financial Reporting**

Because of the inherent limitation of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, Projections of any evaluation of the internal financial controls over financial

Reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate

### **Qualified Opinion:**

According to the information and explanations given to us and based on our audit, the following material weaknesses have been identified in the operating effectiveness of the company internal financial controls over financial reporting as at March 31, 2021.

1. Balances of trade receivable, trade payables, other liabilities and loans & advances are subject to confirmation.
2. Statutory Dues payments of GST are delayed and making provision for the same has been delayed hence the company needs to strengthen internal control system in this regard.
3. Inventory Verification has not been conducted by the company during the year under consideration.
4. The company has not appointed company secretary during the year also, which is non compliance as per companies Act 2013.

A material weakness is a deficiency or a combination of deficiencies, in internal financial control over financial reporting, such that there is a reasonable possibility that a material misstatement of the company's annual or interim financial statements will not be prevented or detected on a timely basis.

In our opinion , except for the effects/ possible effects of the material weakness described above under qualified opinion paragraph on the achievement of the objectives of the control criteria, the company has in all material respects an adequate internal financial control system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31<sup>st</sup> March, 2021 based on the internal financial controls over financial reporting criteria established b the company considering essential components of internal control stated in the Guidance note on Audit of internal financial controls over financial reporting issued by the ICAI

We have determined, material weakness identified and reported above in determining the nature, timing and extent of audit tests applied in our audit of the March, 31<sup>st</sup> 2021, IND AS financial statements of the company and these material weaknesses affect our opinion on IND AS financial statements of the company for the year ended 31<sup>st</sup> March, 2021.

**For P C N & Associates,  
Chartered Accountants,  
Firm Registration no: 016016S**

**Sd/-**

**K. Gopala Krishna**

**Partner**

**Membership No.: 0203605**

**UDIN:21203605AAAAGO6220**

**Place: Hyderabad**

**Date: 30/06/2021**

**PADMALAYA TELEFILMS LIMITED**  
**Statement of Assets & Liabilities as on 31st March 2021**

Particulars	Notes	As At 31 March,21	As At 31 March,20
<b>I. ASSETS:</b>			
<b>1. Non Current Assets:</b>			
a) Property, Plant and Equipment			
b) Capital Work in Progress			
b) Financial Assets			
i) Non Current Investments			
ii) Loans			
iii) Other Non Current Financial Assets	2	5,000,000	12,252,000
c) Deferred Tax Asset			
d) Other Non Current Assets	3	63,500	128,000
<b>Total Non-Current Assets</b>		<b>5,063,500</b>	<b>12,380,000</b>
<b>2. Current Assets:</b>			
a) Inventories	4	131,313,770	131,313,770
b) Financial Assets			
i) Investments			
ii) Trade Receivables	5	3,600,000	3,600,000
iii) Cash and Cash Equivalents	6	8,057	210,389
iv) Other Balances with Bank			
v) Loans			
vi) Other Financial Assets			
c) Other Current Assets	7	59,880,365	78,991,852
<b>Total Current Assets</b>		<b>194,802,192</b>	<b>214,116,011</b>
<b>TOTAL ASSETS</b>		<b>199,865,692</b>	<b>226,496,011</b>
<b>II. EQUITY AND LIABILITIES:</b>			
<b>Equity</b>			
a) Equity Share Capital	8	169976000	169,976,000
b) Other Equity	9	-55101	611,495
<b>Total Equity</b>		<b>169,920,899</b>	<b>170,587,495</b>
<b>Liabilities</b>			
<b>1. Non Current Liabilities:</b>			
a) Financial Liabilities			
i) Borrowings			
ii) Other Financial Liabilities			
b) Provisions	10	318,846	137,500
c) Deferred Tax Liabilities (Net)	11	1,777,365	1,777,365
d) Other Non Current Liabilities			
<b>Total Non-Current Liabilities</b>		<b>2,096,211</b>	<b>1,914,865</b>

<b>2. Current Liabilities:</b>			
a) Financial Liabilities			
i) Borrowings	12		9,450,000
ii) Trade Payables	13		2,156,478
iii) Other Financial Liabilities			
b) Provisions	14	6,132,946	5,914,529
c) Other Current Liabilities	15	21,715,637	36,472,646
<b>Total Current Liabilities</b>		<b>27,848,583</b>	<b>53,993,653</b>
<b>TOTAL EQUITY &amp; LIABILITIES</b>		<b>199,865,692</b>	<b>226,496,011</b>

Summary of Significant Accounting Policies 1

The Accompanying notes are an Integral Part of the Financial Statement

As per our Report of Even Date

**For Padmalaya Telefims Limited**

**For P C N & Associates,**  
Chartered Accountants,  
Firm Registration no: 016016S

**Sd/-**  
**K.Gopala Krishna**  
Partner  
M.No: 203605  
Udin: 21203605AAAAGP5132

**Sd/-**  
CEO & Executive Director

**Sd/-**  
Director

**Sd/-**  
CFO & Compliance officer

**Place: Hyderabad**  
**Date: 30/06/2021**

**PADMALAYA TELEFILMS LIMITED**  
**STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2021**

Particulars	Notes	As At 31 March,21	As At 31 March,20
<b>INCOME</b>			
Revenue from Operations	16	-	10,350,000
Other income	17	1,690,000	22,712,282
<b>TOTAL INCOME</b>		<b>1,690,000</b>	<b>33,062,282</b>
<b>EXPENSES</b>			
Cost of materials consumed	18	-	1,212,000
Employees benefit Expenses	19	664,301	433,000
Finance Costs	20	2,367	-
Depreciation and Amortisation Expenses		-	
Other Operating and General Expenses	21	1,689,928	16,495,843
<b>TOTAL EXPENSES</b>		<b>2,356,596</b>	<b>18,140,843</b>
<b>Profit/(Loss) before exceptional items and tax</b>		(666,596)	14,921,439
Exceptional Items		-	3,935,692
<b>Profit/(Loss) before tax</b>		(666,596)	<b>10,985,747</b>
Tax Expenses:			
(1) Current Tax		-	
(2) Deferred Tax		-	840,777
<b>Total</b>			
<b>Profit (Loss) after Tax for the period</b>		<b>(666,596)</b>	<b>11,826,524</b>
<b>Other Comprehensive Income</b>			
A. (i) Items that will not be reclassified subsequently to Profit or Loss			-
(ii) Income Tax relating to items that will not be reclassified to profit or loss			-
B. (i) Items that will be reclassified subsequently to Profit or Loss			-
(ii) Income Tax relating to items that will be reclassified to profit or loss			-
<b>Total (Net of Tax)</b>			-

<b>Total Comprehensive Income for the year</b>		<b>(666,596)</b>	<b>11,826,524</b>
<b>Earnings Per Share:</b>			
a) Basic (Rs.)		-0.004	1
b) Diluted (Rs.)		-0.004	1
Face Value per Equity Share		10/-	10/-

Summary of Significant Accounting Policies 1  
 The Accompanying notes are an Integral Part of the Financial Statement

As per our Report of Even Date

**For Padmalaya Telefilms Limited**

**For P C N & Associates,**  
 Chartered Accountants,  
 Firm Registration no: 016016S

**Sd/-**  
**K.Gopala Krishna**  
 Partner  
 M.No: 203605  
**Udin: 21203605AAAAGP5132**

**Sd/-**  
 CEO & Executive Director

**Sd/-**  
 Director

**Sd/-**  
 CFO & Compliance officer

**Place: Hyderabad**  
**Date: 30/06/2021**

**PADMALAYA TELEFILMS LIMITED**  
**CASH FLOW STATEMENT FOR THE YEAR ENDED 31st MARCH, 2021**

Particulars	For the Year Ended 31st March 2021	For the Year Ended 31st March 2020
<b>A. CASH FLOW FROM OPERATING ACTIVITIES:</b>		
Net profit before tax	(666,596)	10,985,747
<b>Adjustments for:</b>		
Depreciation and Amortization Expenses		
Profit/Loss on sale of Fixed Assets (Net)		
Finance Costs	2,367	
Interest Income		220,000
Adjustments for Ind As(Deferred Tax)		-
<b>Cash Operating Profit before working capital changes</b>	<b>(664,229)</b>	<b>10,765,747</b>
<b>Adjustments for (increase)/decrease in operating assets</b>		
Trade receivables	-	12,758,061
Inventories	-	
Other Current Assets	19,111,487	
Short Term Loans & Advances		
Other non current Financial Assets	7,252,000	
Other Non Current Assets	64,500	(12,252,000)
<b>Adjustments for increase/(decrease) in operating liabilities</b>	<b>25,763,758</b>	<b>11,271,808</b>
Borrowings	(9,450,000)	
Short Term Provisions	399,763	5,792,044
Trade Payables	(2,156,478)	
Other Financial Liabilities		(17,092,282)
Other Non Current Liabilities		
Other short term Liabilities	(14,757,009)	
<b>Cash Generated from Operations</b>		
Direct Taxes - Refund / (paid)		
<b>Net Cash Generated From Operating Activities (A)</b>	<b>(199,966)</b>	<b>(28,430)</b>

<b>B. CASH FLOW FROM INVESTING ACTIVITIES:</b>		
Purchase of fixed assets (net)		
Sale of Fixed Assets		
Dividend Income		
Interest Income	-	220,000
<b>Net Cash Generated/Used In Investing Activities (B)</b>		
<b>C. CASH FLOW FROM FINANCING ACTIVITIES:</b>		
Financing Charges	(2,367)	
Proceeds from Share Capital		
Proceeds/ (Repayment) from Long Term Borrowings		
Proceeds/ (Repayment) from Short Term Borrowings		
<b>Net Cash Generated/Used In Financing Activities (C)</b>	<b>(2,367)</b>	
<b>NET INCREASE / (DECREASE) IN CASH AND CASH EQUIVALENTS (A+B+C)</b>	<b>(202,333)</b>	<b>191,570</b>
Opening Cash and Cash Equivalents as at 31st March,2020	210,389	18,920
Closing Cash and Cash Equivalents as at 31st March 2021	8,057	210,389

Summary of Significant Accounting Policies

1

The Accompanying notes are an Integral Part of the Financial Statement

As per our Report of Even Date

**For P C N & Associates,**

Chartered Accountants,

Firm Registration no: 016016S

**Sd/-**

**K.Gopala Krishna**

Partner

M.No: 203605

Udin: 21203605AAAAGP5132

**Place: Hyderabad**

**Date: 30/06/2021**

**For Padmalaya Telefilms Limited**

Sd/-  
CEO & Executive Director      Sd/-  
Director

Sd/-  
CFO & Compliance officer



**Note No 2 : Other Non Current Financial Assets**

Particulars	As At 31.03.2021	As At 31.03.2020
	Rs.	Rs.
Advances to others		12,252,000
Rosaiah- 50,00,000/-	5,000,000	
<b>Total Other Non Current Assets</b>	<b>5,000,000</b>	<b>12,252,000</b>

**Note No 3: Other Non Current Assets**

Particulars	As At 31.03.2021	As At 31.03.2020
	Rs	Rs.
Security Deposit	63,500	128,000
<b>Total Other Non Current Assets</b>	<b>63,500</b>	<b>128,000</b>

**Note No 4 : Inventories**

Particulars	As At 31.03.2021	As At 31.03.2020
	Rs	Rs.
Closing Stock	33,382,134	33,382,134
Software under Production	73,385,497	73,385,497
Projects on Hand	24,546,139	24,546,139
a) production No 42: Rs.9849840/-		
b) Production No 50: 54,37,970/-		
c ) production No 58:92,58,329/-		
<b>Total Inventory</b>	<b>131,313,770</b>	<b>131,313,770</b>

**Note No 5: Trade Receivables**

Particulars	As At 31.03.2021	As At 31.03.2020
	Rs	Rs.
<b>Current – Unsecured</b>		
Considered Good	3,600,000	16,358,061
Bad Debts Written Off	-	12,758,061
<b>Total Trade Receivables</b>	<b>3,600,000</b>	<b>3,600,000</b>

**Note No 6: Cash and Cash Equivalents**

Particulars	As At 31.03.2021	As At 31.03.2020
	Rs	Rs.
Balances with Banks :		
On Current Accounts	6,691	199,889
Cheques, drafts on hand		
Cash on Hand	1,366	10,500
<b>Total Cash and Cash Equivalents</b>	<b>8,057</b>	<b>210,389</b>

**Note No 7 : Other Current Assets**

Particulars	As At 31.03.2021	As At 31.03.2020
	Rs	Rs.
Prepaid Expenses	-	1,151,685
Loan Receivables	56,610,379	74,570,181
Other Advances	3,269,986	3,269,986
<b>Total Other Current Assets</b>	<b>59,880,365</b>	<b>78,991,852</b>

**Note No 8 : Share Capital**

Particulars	As At 31.03.2021	As At 31.03.2020
<b>Authorised Share Capital</b>	<b>Rs</b>	<b>Rs.</b>
2,00,00,000 Equity Shares of Rs.10/- each (31st March, 2019: 2,00,00,000 Equity Shares of Rs.10/- each) (1st April, 2018: 2,00,00,000 Equity Shares of Rs.10/- each)	200,000,000	200,000,000
<b>Issued Share Capital</b>		
1,70,00,000 Equity Shares of Rs.10/- each (31st March, 2019: 1,70,00,000 Equity Shares of Rs.10/- each) (1st April, 2018: 1,70,00,000 Equity Shares of Rs.10/- each)	170,000,000	170,000,000
<b>Subscribed and Fully Paid up</b>		
1,69,65,200 Equity Shares of Rs.10/- each (31st March, 2019: 1,69,95,200 Equity Shares of Rs.10/- each) (1st April, 2018: 1,69,95,200 Equity Shares of Rs.10/- each)	169,952,000	169,952,000
<b>Subscribed and Not Fully Paid up</b>		
4,800 Equity Shares of Rs.10/- each (31st March, 2019 : 4,800 Equity Shares of Rs.10/- each) (1st April, 2018: 4,800 Equity Shares of Rs.10/- each)	24,000	24,000
<b>Total Equity Share Capital</b>	<b>169,976,000</b>	<b>169,976,000</b>
<b>Share Holders Holding More than 5% of shares</b>	<b>As At 31.03.2021</b>	<b>As At 31.03.2020</b>
Yamuna Enterprises Pvt Ltd <span style="float: right;">9.84</span>	1673019	1673019

**Note No 9: Other Equity**

Particulars	Reserves & Surplus			
	General Reserve	Securities Premium Reserve	Retained Earnings	Total
<b>Balance as at 1st April 2017</b>	88,284,200	756,608,703	(837,140,002)	<b>7,752,901</b>
Dividend (Including Dividend Distribution Tax)				
Profit For The Year			(14,358,706)	
<b>Balance as at 31st March,2018</b>	88,284,200	756,608,703	(851,498,708)	<b>(6,605,805)</b>
Dividend (Including Dividend Distribution Tax)				
Profit For The Year			(4,609,224)	
<b>Balance as at 31st March,2019</b>	88,284,200	756,608,703	(856,107,932)	<b>(11,215,029)</b>
<b>Profit For The Year</b>			11,826,524	
<b>Balance as at 31st March,2020</b>	88,284,200	756,608,703	(844,281,408)	<b>611,495</b>
<b>Profit For The Year</b>			(666,596)	
<b>Balance as at 31st March 2021</b>	88,284,200	756,608,703	(844,948,004)	<b>(55,101)</b>

**PADMALAYA TELEFILMS LIMITED**
**Statement Of Changes In Equity For The Year Ended 31st March,2021**

Particulars	Equity share capital	Other Equity						Total Equity
	Equity share capital Subscribed	Reserves & Surplus					Other Equity	
		Equity Component of Other Financial Instruments				Other Comprehensive Income		
			Securities Premium Reserve	General reserve	Retained Earnings	Equity Instruments through other comprehensive income		
Total Of Other Comprehensive Income (Net of Tax)								
Dividend (Including Dividend Distribution Tax)								
Profit For The Year					11,826,524			
<b>Balance as at 31st March,2020</b>	169,976,000		756,608,703	88,284,200	(844,281,409)	-	611,494	<b>170,587,494</b>
Total Of Other Comprehensive Income (Net of Tax)								
Dividend (Including Dividend Distribution Tax)								
Profit For The Year					(666,596)			
<b>Balance as at 31st March,2021</b>	169,976,000		756,608,703	88,284,200	(844,948,005)	-	(55,102)	<b>169,920,899</b>

**Note No 10 : Provisions**

Particulars	As At 31.03.2021	As At 31.03.2020
	Rs.	Rs.
<b>Provision for Employee Benefits</b>		
Gratuity	97,500	97,500
Leave Encashment		
Others	<b>221,346</b>	<b>40,000</b>
<b>Total Provisions</b>	<b>318,846</b>	<b>137,500</b>

**Note No 11 : Deferred Tax Liability (Net)**

Particulars	As At 31.03.2021	As At 31.03.2020
	Rs.	Rs.
Opening Balance	1,777,365	2,618,142
Add/(Less): Provision of Deferred tax charge / (Credit) for the year	-	840,777
Add/(Less): Adjustment Due to Ind AS		
<b>Closing Balance</b>	<b>1,777,365</b>	<b>1,777,365</b>

**Note No 12 : Borrowings**

Particulars	As At 31.03.2021	As At 31.03.2020
	<b>Unsecured</b>	
From Others	-	9,450,000
<b>Total Borrowings</b>	<b>-</b>	<b>9,450,000</b>

The Borrowings are from Geethika and has been adjusted with the amount payable to geethika films which is a related party. AS And the set off of the same is made as per IND AS 32.

**Note No 13 : Trade Payables**

Particulars	As At 31.03.2021	As At 31.03.2020
	Rs	Rs.
Suppliers		2,156,478
<b>Total Trade Payables</b>	-	2,156,478

**Note No 14 : Provisions**

Particulars	As At 31.03.2021	As At 31.03.2020
	Rs.	Rs.
<b>Provision for Employee Benefits</b>		
PF & ESI Payable		3,887
Rent Payable	86,000	
Salaries Payable	158,597	24,836
<b>Others</b>		
<b>Electricity and Others</b>	<b>2,273</b>	
Statutory Liabilities	56,072	56,072
TDS Payable	37,961	37,691
Provision for Audit Fees payable	186,500	186,500
Provision for Gst	1,669,851	1,669,851
exceptional item Gst Payable	3,935,692	3,935,692
<b>Total Provisions</b>	<b>6,132,946</b>	<b>5,914,529</b>

**Note No 15 : Other Current Liabilities**

Particulars	Amount As on 31.03.2021	Amount As on 31.03.2020
Other Payables	16,315,637	53,564,928
Less: taken to income		22,492,282
advance Received from MM Movies	5,400,000	5,400,000
<b>Total Other Current Liabilities</b>	<b>21,715,637</b>	<b>36,472,646</b>

**Note No 16: Revenue From Operations**

Particulars	Year ended 31.03.2021	Year ended 31.03.2020
	Rs.	Rs.
<b>Revenue From Operations:</b>		
(A) Sale of Products		10,350,000
(B) Other Operating Income		
<b>Total</b>		<b>10,350,000</b>

**Note No 17 : Other Income**

Particulars	Year ended 31.03.2021	Year ended 31.03.2020
	Rs.	Rs.
Other Non Operating Income		220,000
other Income	1,690,000	22,492,282
<b>Total</b>	<b>1,690,000</b>	<b>22,712,282</b>

**Note No 18 : Cost of Materials Consumed**

Particulars	Year ended 31.03.2021	Year ended 31.03.2020
	Rs	Rs.
Production Expenditure	-	1,212,000
<b>Total</b>		<b>1,212,000</b>

**Note No 19 : Employee Benefit Expenses**

Particulars	Year ended 31.03.2021	Year ended 31.03.2020
	Rs.	Rs.
Salaries,Wages and bonus	628,397	433,000
Contribution to Provident & Other Funds	35,904	
Managerial Remuneration		
Staff Welfare Expenses		
<b>Total</b>	<b>664,301</b>	<b>433,000</b>



**Note No 20 : Finance Costs**

Particulars	Year ended 31.03.2021	Year ended 31.03.2020
	Rs.	Rs.
Bank Charges	2,367	
<b>Total</b>	<b>2,367</b>	<b>-</b>

**Note No 21 : Other Operating and General expenses**

Particulars	Year ended 31.03.2021	Year ended 31.03.2020
	Rs.	Rs.
<b>(i) Operating expenses consist of the following :</b>		
Packing, consumables & stores		
Rent	197,500	175,000
Bad Debts Written Off		12,758,061
Repairs & Maintenance		-
Other Operating Expenses		1,544,920
Provision for GST		1,669,851
<b>(ii) General expenses consist of the following :</b>		
Printing and Stationery	5,784	-
Security Expenses		-
Conveyance	161,606	-
Office Maintenance	127,345	-
Business Promotion Expenses	14,850	-
Loss on sale of fixed assets		-
Postage & Telephones	17,340	-
Professional & Consultancy Fee		-
Power and fuel	19,047	
AGM & EGM Expenses	414,900	
Subscription, Membership and corporate bodies Gratuity, Bonus & Leave Encashment		
License Fees	354,000	
Donation Expenses		
Miscellaneous Expenses	191,056	161,511

Pre-Production & Production Expenses		
Payment to Auditors:		
(i) As Audit fee	59,400	59,400
(ii) For Taxation Matters	48,400	48,400
(iii) For Other Services	18,700	18,700
Internal Auditors Remuneration	60,000	60,000
<b>Total</b>	<b>1,689,928</b>	<b>16,495,843</b>

**PADMALAYA TELEFILMS LIMITED**
**NOTES TO ACCOUNTS:**

23) The company is operating in a single segment of Film Production and distribution, hence IND-108, segment reporting is not applicable for the company

24) The company is in the Gst Registration Renewal process, and has made provision for the entire liability of GST from the FY 2019-20. The company is in the process of discharging the entire outstanding liability of GST during the current year.

25) The company has written off various current assets and current liabilities during last year Consisting of Trade receivables amount of Rs. 1,27,58,601/- and trade payable amount of Rs.22,49,2282/- and as per the Board of Directors of the company these assets and liabilities will not result any future cash flows, and hence the company has decided to write off the same in the board meeting conducted in the month of January 2020.

26) The inventory of the company consists of Movie Rights and CD's . However there is no market for those movies at present. Hence the company has not conducted inventory valuation for the same.

27) Disclosure of Remuneration to Auditors:

Particulars	FY-2020-21 Amount (Rs.)	FY-2019-20 Amount (Rs.)
Statutory Audit Fees	59,400	59,400
Tax Audit Fess	48,400	48,400
Other Services	18,700	18,700
<b>Total</b>	<b>1,26,500</b>	<b>1,26,500</b>

28) Earnings Per Share:(in Rs)

Particulars	FY 2020-21	FY 2019-20
Basic EPS	-0.004	0.70
Dilute EPS	-0.004	0.70

29) The company has not recognized any Deferred tax Asset during the year under consideration.

30.)The company has not received any intimation for nonpayment of dues to MSME made the payments to units covered Micro, small and Medium Enterprises Development act, 2006 in due time. There are no outstanding balances due to these units at the closure of the accounting year.

31) Previous year figures have been regrouped and rearranged wherever found necessary, to be in confirmative with current year classification.

32) The company is in the process of appointing company secretary.

33) Figures are rounded off to the nearest rupee.

**SIGNATURE TO NOTES 1 To 33**

**For P C N & Associates,  
Chartered Accountants,  
Firm Registration no: 016016S**

**For M/s Padmalaya Telefilms Limited**

**Sd/-  
K.Gopala Krishna  
Partner  
M.No:0203605**

**Sd/-  
CEO & Executive Director**

**Sd/-  
Director**

**Sd/-  
CFO & Compliance Officer**

**Place: Hyderabad  
Date: 28/06/2021**

**Udin: 21203605AAAAGO6220**

## PADMALAYA TELEFILMS LIMITED

### SIGNIFICANT ACCOUNTING POLICIES:

The below are the significant accounting policies adopted by the company:

#### a. Basis of preparation:

For all periods, up to and including the year ended 31 March 2021, the Company prepared its financial statements in accordance with accounting standards notified under the Section 133 of the Companies Act 2013, read together with paragraph 7 of the Companies (Accounts) Rules, 2014 (Indian GAAP).

These financial statements for the year ended 31 March 2021 have been prepared in accordance with Indian Accounting Standards (“Ind-AS”) consequent to the notification of The Companies (Indian Accounting Standards) Rules, 2015 (the Rules) issued by the MCA.

The financial statements have been prepared on a historical cost basis.

All assets and liabilities have been classified as current or noncurrent as per the Company’s normal operating cycle and other criteria set out in the Schedule III to the Act. The Company considers 12 months to be its normal operating cycle.

#### b. Revenue Recognition

Revenue is recognized, net of sales related taxes, when persuasive evidence of an arrangement exists, the fees are fixed or determinable, the product is delivered or services have been rendered and collectability is reasonably assured. The Company considers the terms of each arrangement to determine the appropriate accounting

Treatment. The following additional criteria apply in respect of various revenue streams within filmed entertainment: Theatrical - Contracted minimum guarantees are recognized on the theatrical release date. The Company’s share of box office receipts in excess of the minimum guarantee is recognized at the point they are notified to the Company. Television - License fees received in advance which do not meet the revenue recognition criteria are included in deferred income until the above criteria is met. Other - DVD, CD and video distribution revenue is recognized on the date the product is delivered or if licensed in line with the revenue recognition criteria. Provision is made for physical returns where applicable. Digital and ancillary media revenues are recognized at the earlier of when the content is accessed or declared. Visual effects, production and other fees for services rendered by the Company and overhead recharges are recognized in the period in which they are earned and in certain cases, the stage of production is used to determine the proportion recognized in the period.

#### c. Other income:

Dividend income is recognised when the Company’s right to receive the payment is established, which is generally when shareholders approve the dividend. Interest income is recognized on a time proportion basis taking into account the amount outstanding and the effective interest rate applicable.

#### d. Property, plant and equipment and depreciation

Property, Plant and Equipment is stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. Cost comprises of purchase price inclusive of taxes etc. up to the date the asset is ready for its intended use. Depreciation is provided under written down value method at the rates and in the manner prescribed under Schedule II to the Companies Act, 2013.

**e. Borrowing costs**

Borrowings are recognised initially at fair value, net of transaction costs incurred. Borrowings are subsequently stated at amortized cost with any difference between the proceeds (net of transaction costs) and the redemption value recognised in the Statement of profit and loss within finance costs over the period of the borrowings using the effective interest method. Finance costs in respect of film productions and other assets which take a substantial period of time to get ready for use or for exploitation are capitalized as part of the assets. Borrowings are classified as current liabilities unless the Company has an unconditional right to defer settlement of the liability for at least 12 months after the statement of financial position date.

**f. Provisions**

Provisions are recognized when the Company has a present legal or constructive obligation as a result of a past event, it is more likely than not that an outflow of resources will be required to settle the obligations and can be reliably measured. Provisions are measured at Management's best estimate of the expenditure required to settle the obligations at the statement of financial position date and are discounted to present value where the effect is material.

**g. Financial Assets:**

Financial assets are divided into the following categories:

- i. Financial assets carried at amortised cost
- ii. Financial assets at fair value through other comprehensive income
- iii. Financial assets at fair value through profit and loss;

Financial assets are assigned to the different categories by management on initial recognition, depending on the nature and purpose of the financial assets. The designation of financial assets is re-evaluated at every reporting date at which a choice of classification or accounting treatment is available. Financial Assets like Investments in Subsidiaries are measured at Cost as allowed by Ind-AS 27 – Separate Financial Statements and hence are not fair valued. Financial assets carried at amortised cost .A financial asset is subsequently measured at amortised

Cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

These are non-derivative financial assets that are not quoted in an active market. Loans and receivables (including trade and other receivables, bank and cash balances) are measured subsequent to initial recognition at amortized cost using the effective interest method, less provision for impairment. Any change in their value through impairment or reversal of impairment is recognized in the Statement of profit and loss. In accordance with Ind AS 109: Financial Instruments, the Company recognizes impairment loss allowance on trade receivables and content advances based on historically observed default rates.

Impairment loss allowance recognized during the year is charged to Statement of profit and loss. Financial assets at fair value through other comprehensive income Financial assets at fair value through other comprehensive income are non-derivative financial assets held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets at fair value through profit or loss a financial asset which is not classified in any of the above categories are subsequently fair valued through profit or loss. It includes non-derivative financial assets that are either designated as such or do not qualify for inclusion in any of the other categories of financial assets. Gains and losses arising from investments classified under this category is recognized in the Statement of profit and loss when they are sold or when the investment is impaired. In the case of impairment, any loss previously recognized in other comprehensive income is transferred to the Statement of profit and loss.

Impairment losses recognized in the Statement of profit and loss on equity instruments are not reversed through the Statement of profit and loss. Impairment losses recognized previously on debt securities are reversed through the Statement of profit and loss when the increase can be related objectively to an event occurring after the impairment loss was recognized in the Statement of profit and loss.

When the Company considers that fair value of financial assets can be reliably measured, the fair values of financial instruments that are not traded in an active market are determined by using valuation techniques. The Company applies its judgment to select a variety of methods and make assumptions that are mainly based on market conditions existing at each balance sheet date. Equity instruments measured at fair value through profit or loss that do not have a quoted price in an active market and whose fair value cannot be reliably measured are measured at cost less impairment at the end of each reporting period.

An assessment for impairment is undertaken at least at each balance sheet date. A financial asset is derecognized only where the contractual rights to the cash flows from the asset expire or the financial asset is transferred and that transfer qualifies for de-recognition. A financial asset is transferred if the contractual rights to receive the cash flows of the asset have been transferred or the Company retains the contractual rights to receive the cash flows of the asset but assumes a contractual obligation to pay the cash flows to one or more recipients.

A financial asset that is transferred qualifies for de-recognition if the Company transfers substantially all the risks and rewards of ownership of the asset, or if the Company neither retains nor transfers substantially all the risks and rewards of ownership but does transfer control of that asset.

#### **h. Financial liabilities:**

Financial liabilities are classified as either 'financial liabilities at fair value through profit or loss' or 'other financial liabilities'. Financial liabilities are subsequently measured at amortized cost using the effective interest method or at fair value through profit or loss.

Financial liabilities are classified as at fair value through profit or loss when the financial liability is held for trading such as a derivative, except for a designated and effective hedging instrument, or if upon initial recognition it is thus designated to eliminate or significantly reduce measurement or recognition inconsistency or it forms part of a contract containing one or more embedded derivatives and the contract is designated as fair value through profit or loss.

Financial liabilities at fair value through profit or loss are stated at fair value. Any gains or losses arising of held for trading financial liabilities are recognized in Statement of profit and loss. Such gains or losses incorporate any interest paid and are included in the "other gains and losses" line item.

Other financial liabilities (including borrowing and trade and other payables) are subsequently measured at amortized cost using the effective interest method. The effective interest method is a method of calculating the amortized cost of a financial liability and of allocating interest expense over the relevant period.

The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability, or a shorter period, to the net carrying amount on initial recognition.

A financial liability is derecognized only when the obligation is extinguished, that is, when the obligation is discharged or cancelled or expires. Changes in liabilities' fair value that are reported in profit or loss are included in the Statement of profit and loss within finance costs or finance income.

#### **i. Taxes**

Taxation on profit and loss comprises current tax and deferred tax. Tax is recognized in the Statement of profit and loss except to the extent that it relates to items recognized directly in equity or other comprehensive income in which case tax impact is also recognized in equity or other comprehensive income.

Current tax is provided at amounts expected to be paid (or recovered) using the tax rates and laws that have been enacted at the balance sheet date along with any adjustment relating to tax payable in previous years.

Deferred income tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. Deferred income tax is provided at amounts expected to be paid (or recovered) using the tax rates and laws that have been enacted or substantively enacted at the balance sheet date and are expected to apply when the related deferred income tax asset is realized or the deferred income tax liability is settled. Deferred tax assets and deferred tax liabilities are offset when there is a legally enforceable right to set off assets against liabilities representing current tax and where the deferred tax assets and the deferred tax liabilities relate to taxes on income levied by the same governing taxation laws. Minimum alternate tax (MAT) paid in a year is charged to the Statement of profit and loss as current tax.

MAT credit entitlement is recognised as an asset only when and to the extent there is convincing evidence that the Company will pay normal income tax during the specified period, which is the period for which MAT credit is allowed to be carried forward.

Such asset is reviewed at each balance sheet date and the carrying amount of the MAT credit asset is written down to the extent there is no longer a convincing evidence to the effect that the Company will pay normal income tax during the specified period.

#### **j. Earnings per share:**

Basic earnings per share are computed using the weighted average number of ordinary shares outstanding during the period.

Diluted earnings per share is computed by considering the impact of the potential issuance of ordinary shares, on the weighted average number of shares outstanding during the period except where the results would be anti dilutive.



**k. Cash and cash equivalents:**

Cash and cash equivalents include cash in hand, deposits held at call with banks, other short term highly liquid investments which are readily convertible into known amounts of cash and are subject to insignificant risk of changes in value.

Bank overdrafts are shown within borrowings in current liabilities on the balance sheet. Deposits held with banks as security for overdraft facilities are included in restricted deposits held with bank.

**l. Inventories:**

Inventories are valued at cost or net realizable value whichever is lower after providing for cost of obsolescence and other anticipated losses, wherever considered necessary. Cost includes the aggregate of all expenditure incurred in bringing the inventories to the present condition and situation.

**PADMALAYA TELEFILMS LIMITED**

Regd. Office: Plot No.138, H. No.8-3-222/1/23, Madhuranagar,  
Yousufguda, Hyderabad – 500 038.

*Proxy form*

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

**CIN : L92111TG1991PLC013222***Name of the company:* **PADMALAYA TELEFILMS LIMITED***Registered office:* Plot No.138, H. No.8-3-222/1/23, Madhuranagar, Yousufguda, Hyderabad – 500 038

Name of the member (s):

Registered address:

E-mail Id:

Folio No/ Client Id:

DP ID:

I/We, being Member /Members of : **PADMALAYA TELEFILMS LIMITED**

1. Name: .....

Address:

E-mail Id:

Signature:....., or failing him

2. Name: .....

Address:

E-mail Id:

Signature:....., or failing him

3. Name: .....

Address:

E-mail Id:

Signature:.....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 30<sup>th</sup> Annual general meeting of the company, to be held on the Thursday, 30<sup>th</sup> September 2021 at 9.30 A.M at State Gallery of fine arts, Road No.1, Kavuri Hills, Madhapur 500 033 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution
Ordinary Business	
1.	To receive, consider and adopt the Audited Balance Sheet as at 31st March 2021 the Profit and Loss Account for the year ended on that date and the Reports of the Directors and the Auditors thereon
2.	To appoint a director in place of Sri. GV Narasimha Rao (DIN: 01763565), who retires by rotation and being eligible offers himself for re-appointment

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2021

Affix  
Revenue  
Stamp

Signature of Shareholder \_\_\_\_\_

Signature of Proxy holder (s) \_\_\_\_\_

Note:

- a. Proxy need not be a member of the Company.
- b. The Proxy Form duly filled in and signed by the Member(s) across the revenue stamp should reach the Company's Registered Office at least 48 hours before the commencement of the meeting.
- c. corporate members intending to send their authorized representative(s) to attend the meeting are requested to send a certified copy of the Board resolution authorizing their representative(s) to attend and vote on their behalf at the meeting.

**PADMALAYA TELEFILMS LIMITED**

Plot No.138, H. No.8-3-222/1/23, Madhuranagar, Yousufguda, Hyderabad – 500 038

**30<sup>th</sup> Annual General Meeting – Thursday – 30<sup>th</sup> September 2021***Attendance Slip***Folio no. / DPID and Client ID no:****No. of shares**

Name and address of First/sole shareholder:

I, hereby record my presence at the 30<sup>th</sup> Annual General Meeting of the Company to be held on Thursday, 30<sup>th</sup> September, 2021 at 9.30 A.M at State Gallery of fine arts, Road No.1, Kavuri Hills, Madhapur 500 033.

Name of the Member/Proxy  
(Block Letters)

Signature of the Member/Proxy

Notes:

- a. Only Member/Proxy can attend the Meeting. No minors would be allowed at the Meeting.
- b. Member/Proxy who wish to attend the Meeting must bring this attendance slip to the Meeting and hand over at the entrance duly filled in and signed.
- c. Member/Proxy should bring his/her copy of the Annual Report for reference at the Meeting.

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**Printed Matter**

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Padmalaya Telefilms Limited  
Plot No. 138, H.No. 8-3-222/1/23,  
Madhuranagar, YousufGuda,  
Hyderabad – 500 038.