

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

2024-25



*Padmalaya*

TELEFILMS LIMITED

## CORPORATE INFORMATION

### Board of Directors

Sri. Tammareddy Bharadwaja	-	Chairman (DIN: 07332749)
Sri. G.V.Narasimha Rao	-	Executive Director (DIN: 01763565)
Sri. Puskur Ram Mohan Rao*	-	Additional Director (DIN: 01980193)
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)

\*Appointed as Additional Director w.e.f. 2<sup>nd</sup> September 2025

# Ceased to be the Director w.e.f. 5<sup>th</sup> August 2025 due to demise

### 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 Murali & Co.,  
Chartered Accountants  
# 6-3-655/2/3, Somajiguda,  
Hyderabad, Telangana – 500082

### Bankers

Union Bank of India, Film Nagar, Hyderabad

### Share Transfer Agents

KFin Technologies 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

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## NOTICE

Notice is hereby given that the 34<sup>th</sup> Annual General Meeting of the members of M/s. Padmalaya Telefilms Limited (CIN: L92111TG1991PLC013222) will be held on Tuesday, the 30<sup>th</sup> day of September 2025 at 9.30 AM at State Gallery of Fine Arts, Road No.1, Kavuri Hills, Madhapur 500 033, Hyderabad, Telangana, India, to transact the following business:

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### ORDINARY BUSINESS:

1. To consider and if thought fit, to pass, with or without modifications, the following resolution as Ordinary Resolution

**Adoption of Audited Financial Statements and Board Report for the financial year ended March 31, 2025**

To receive consider and adopt the Audited Financial Statements of the Company for the Financial year ended 31<sup>st</sup> March 2025 together with the Reports of the Board of Directors and Auditors thereon.

2. To consider and if thought fit, to pass, with or without modifications, the following resolution as Ordinary Resolution

**Re-appointment of Sri Ghattamaneni Venkata Narasimha Rao (DIN: 01763565), who retires by rotation as a director and, being eligible, offers himself for re-appointment.**

“RESOLVED THAT pursuant to the provisions of Section 152 and all other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Sri Ghattamaneni Venkata Narasimha Rao (DIN: 01763565), Director who retires by rotation at this Annual General Meeting and being eligible has offered himself for re-appointment as a Director, be and is hereby reappointed as a Director of the Company, liable to retire by rotation.”

### SPECIAL BUSINESS:

3. To consider and if thought fit, to pass, with or without modifications, the following resolution as Special Resolution

**Re-appointment of Sri. Tammareddy Bharadwaja (DIN: 07332749), as Independent Director of the Company for a further period of five years.**

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Rules framed there under read with Schedule IV to the Act, as amended from time to time, Sri. Tammareddy Bharadwaja (DIN: 07332749), a non-executive independent director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for re-appointment, be and is hereby re-appointed as an Independent Director of the Company, with effect from 30<sup>th</sup> September 2025 for a further period of Five Years.”

4. To consider and if thought fit, to pass, with or without modifications, the following resolution as Special Resolution

**Re-appointment of Sri. S.Sreenivasa Rao (DIN: 01691043), as Independent Director of the Company for a further period of five years.**

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Rules framed there under read with Schedule IV to the Act, as amended from time to time, Sri. S.Sreenivasa Rao (DIN: 01691043), a non-executive independent director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for re-appointment, be and is hereby re-appointed as an Independent Director of the Company, with effect from 30<sup>th</sup> September 2025 for a further period of Five Years.”

5. To consider and if thought fit, to pass, with or without modifications, the following resolution as Ordinary Resolution

**Regularisation of Sri. Puskur Ram Mohan Rao (DIN: 01980193) as Director of the Company**

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Rules framed there under read with Schedule IV to the Act, as amended from time to time, Sri. Puskur Ram Mohan Rao (DIN: 01980193), who was appointed by the Board of Directors as an Additional Director of the Company w.e.f 2<sup>nd</sup> September 2025, and who holds office upto the date of this Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 (“Act”) and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed a Director of the Company.

RESOLVED FURTHER THAT any one of the Directors, or officers of the Company be and is hereby authorized to take all such steps as may be necessary, proper or expedient to give effect to this resolution”.

6. To consider and if thought fit, to pass, with or without modifications, the following resolution as Ordinary Resolution

**Appointment of Sri. Puskur Ram Mohan Rao (DIN: 01980193), as Independent Director of the Company**

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Rules framed there under read with Schedule IV to the Act, as amended from time to time, Sri. Puskur Ram Mohan Rao (DIN: 01980193), a non-executive independent director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for re-appointment, be and is hereby appointed as an Independent Director of the Company, with effect from 30<sup>th</sup> September 2025 for a further period of Five Years.”

7. To consider and if thought fit, to pass, with or without modifications, the following resolution as Ordinary Resolution

**Appointment of Secretarial Auditor**

“RESOLVED THAT pursuant to the provisions of Section 204 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”), as amended from time to time, and based on the recommendation of the Audit Committee and approval of the Board of Directors, M/s. Puttapparthi Jagannatham & Co., Practising Company Secretaries (Firm Registration No. P2008), be and are hereby appointed as the Secretarial Auditors of the Company for a continuous term of five (5) consecutive financial years commencing from FY 2025–26 until the conclusion of FY 2029–30, to conduct the Secretarial Audit of the Company on such remuneration and terms and conditions as may be determined by the Board of Directors in consultation with the said firm.

RESOLVED FURTHER THAT pursuant to Regulation 24A(2A) of the SEBI LODR Regulations, as amended by the SEBI (LODR) (Second Amendment) Regulations, 2023, the said appointment is for a continuous term of five (5) consecutive financial years as mandated under the said provisions.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) be and is hereby authorized to take all such actions, do all such acts, deeds, and things as may be necessary or incidental to give effect to this resolution.”

By Order of the Board  
For PADMALAYA TELEFILMS LIMITED

Sd/-

G.V.Narasimha Rao  
CEO & Executive Director  
DIN: 01763565

Place: Hyderabad  
Date: 5<sup>th</sup> September 2025

**Notes:**

1. An Explanatory Statement pursuant to Section 102 of the Companies Act 2013 relating to reappointment of Director(s) specified in Special Business 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 Wednesday, 24<sup>th</sup> September 2025 to Tuesday, 30<sup>th</sup> September 2025 (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 Directors seeking re-appointment under item no. 2, 3, 4, 5, 6 & 7 of this Notice are provided in the Annual Report.
5. Corporate/Institutional Members are entitled to appoint authorized 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 SRI. Puttaparthi Jagannatham, 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.
6. 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.
7. 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.
8. 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 2025, 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 Saturday, 27<sup>th</sup> September 2025 and will end at 5.00 p.m. on Monday, 29<sup>th</sup> September 2025. 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 at 10.00 a.m. on Saturday, 27<sup>th</sup> September 2025 and will end at 5.00 p.m. on Monday, 29<sup>th</sup> September 2025.

- 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 i.e. Tuesday, 23<sup>rd</sup> September 2025.
- 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
Individual Shareholders holding securities in demat mode with NSDL	<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.nsd.com">https://eservices.nsd.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.nsd.com">https://eservices.nsd.com</a></li> <li>II. Select “Register Online for IDeAS” or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.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.nsd.com/">https://www.evoting.nsd.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>
Individual Shareholders holding securities in demat mode with CDSL	<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> </ol> </li> </ol>

	After successful authentication, user will be provided links for the respective ESP, i.e <b>KFintech</b> where the e-Voting is in progress.
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<b>Individual Shareholder login through their demat accounts / Website of Depository Participant</b>	<ol style="list-style-type: none"> <li>I. You can also login using the login credentials of your demat account through your DP registered with NSDL /CDSL for e-Voting facility.</li> <li>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.</li> <li>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.</li> </ol>
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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
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at : 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

**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) **9221**, 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., "**9221**". and "PTL-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.
- ix. 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 Participants(s), and consequently the Annual Report, Notice of AGM and e-voting instructions cannot be serviced, will have to follow the following process:

Physical shareholders are hereby notified that based on SEBI Circular number: SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37, dated March 16th, 2023, All holders of physical securities in listed companies shall register the postal address with PIN for their corresponding folio numbers. It shall be mandatory for the security holders to provide mobile number. Moreover, to avail online services, the security holders can register e-mail ID. Holder can register/update the contact details through submitting the requisite ISR 1 form along with the supporting documents.

ISR 1 Form can be obtained by following the link: <https://ris.kfintech.com/clientservices/isc/default.aspx>

ISR Form(s) and the supporting documents can be provided by any one of the following modes.

- a) Through 'In Person Verification' (IPV): the authorized person of the RTA shall verify the original documents furnished by the investor and retain copy(ies) with IPV stamping with date and initials; or
- b) Through hard copies which are self-attested, which can be shared on the address below; or

Name: KFIN Technologies Limited

Address : Selenium Building, Tower-B, Plot No 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy, Telangana India - 500 032.

- c) Through electronic mode with e-sign by following the link: <https://ris.kfintech.com/clientservices/isc/default.aspx#>

Detailed FAQ can be found on the link: <https://ris.kfintech.com/faq.html>

For more information on updating the email and Mobile details for securities held in electronic mode, please reach out to the respective DP(s), where the DEMAT a/c is being held.

After receiving the e-voting instructions, please follow all steps above to cast your vote by electronic means.

- 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
- 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 Tuesday, 23<sup>rd</sup> September 2025, 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 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.
    - ii. 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).
  - IV. The results of the electronic voting shall be declared to the Stock Exchange after the AGM. The results along with the Scrutinizer's Report, shall also be placed on the website of the Company.

**DETAILS OF DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING  
(Pursuant to Regulation 36 of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015**

**Brief profile of Directors eligible for re-appointment vide item no. 3, 4 & 5 are as follows:)**

<b>I</b>	<b>Name of the Director</b>	<b>Sri. Ghattamaneni Venkata Narasimha Rao (DIN: 01763565) CEO &amp; Whole Time Director</b>
	Date of Birth	15 <sup>th</sup> August 1971
	Nationality	Indian
	Date of Appointment on the Board	17 <sup>th</sup> September 1991
	Qualifications	Graduate
	Expertise in specific functional area	Sri. Ghattamaneni Venkata Narasimha Rao (DIN: 01763565), 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. He 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.
	Number of shares held in the company	Nil
	Directorships held in other companies	<ul style="list-style-type: none"> <li>Sri Geethika Mines and Minerals Private Limited</li> </ul>
	Chairman / Member in the committee of the Boards of companies in which he is Director	Member of Stakeholder Relationship Committee in the Company
	Name of listed entities in which the Director has Resigned in the past three years	Nil
	Relationship with other directors Interse	Nil

<b>II</b>	<b>Name</b>	<b>: Tammareddy Bharadwaja</b>
	Date of Birth (Age)	: 3 <sup>rd</sup> June 1948 (77) Years
	Qualifications	: Graduation
	Profile / Experience	<p>He is a renowned and an Indian film producer and director. He is one of the successful Telugu film producers and respected personality in Tollywood Film Industry. He is the son of veteran producer Tammareddy Krishna Murthy.</p> <p>He did his B.E. in the College of Engineering, Osmania University. He pursued his career as a Civil Engineer in Andhra Pradesh's irrigation department and also had a brief stint at Hyderabad municipal corporation. He then stepped into film industry in 1979 as a producer and director.</p> <p>He has produced / Directed more than 30 films and many films have won the Prestigious Nandi Awards from the Andhra Pradesh Government</p> <p>He himself has acted in the films and distributed the films also.</p>
	Other Directorships / Partnerships	: <ol style="list-style-type: none"> <li>Dedipya Entertainment Pvt Ltd</li> <li>Maha Silica Mines and Minerals LLP</li> <li>Bedrock Films LLP</li> </ol>

III	<b>Name</b>	:	<b>Sreenivasa Rao Sakhamuri</b>
	Date of Birth (Age)	:	05/04/1970 (55 Years)
	Qualifications	:	Graduation
	Experience	:	Having vast experience and knowledge about the Financial & Audit Matters
	Other Directorships (in Companies)	:	1. Yamuna Enterprises Pvt Ltd 2. Green Chillies Entertainment Pvt Ltd

IV	<b>Name</b>	:	<b>Sri. Puskur Ram Mohan Rao</b>
	Date of Birth (Age)	:	03/06/1960 (65 Years)
	Experience	:	Having vast experience in the film industrial sector
	Other Directorships (in Companies)	:	P R Cinemas Pvt Ltd Multidimension Entertainment Pvt Ltd Multidimensional Warangal Multiplex Pvt Ltd Maddox Constructions Pvt Ltd United India Construction Company Pvt Ltd Paradise Cinemas LLP Asian Ram Infra LLP Sree Venkateswara Asian Cinemas LLP Multidimension Cinemas LLP Rangoli Recreation LLP Sree Venkateswara Cinemas LLP

### **Explanatory Statement**

**[Pursuant to Section 102 of the Companies Act, 2013]**

#### **Item No. 3**

##### **Re-appointment of Sri. Tammareddy Bharadwaja (DIN: 07332749), as Independent Director of the Company for a further period of five years:**

Pursuant to the provisions of Sections 149, 152 of the Companies Act, 2013 ("Act") Sri. Tammareddy Bharadwaja was appointed by the Board of Directors as an Additional Director of the Company w.e.f 30<sup>th</sup> September 2019 and was regularized as Director as well as Independent Director in the Annual General Meeting held on 30<sup>th</sup> September 2020 for a period of five years.

Board of Directors in its meeting held on 5<sup>th</sup> September 2025, has considered and approved his re-appointment for the second term as Independent Director, which needs to be ratified by the shareholders of the Company.

As per the provisions of the Companies Act, 2013 with respect to appointment and tenure of the Independent Director, the Independent Director shall be appointed for not more than two terms of five years each and shall not be liable to retire by rotation at every AGM. Accordingly, the Independent Director will serve for not more than two terms of five years each on the Board of the Company. In line with the requirements of the Companies Act, 2013, it is therefore proposed to re-appoint him as Independent Director on the Board of the Company, again, for another term upto five consecutive years, commencing from 30<sup>th</sup> September 2025. A brief profile of proposed Independent Director, including nature of his expertise, is provided in this Annual Report.

Sri. Tammareddy Bharadwaja shall continue to be the Chairman of the Company.

Notice has been received from Members proposing candidature of the above Director for the office of Independent Director of the Company. In the opinion of the Board, he fulfils the conditions specified in the Companies Act, 2013 and the Rules made thereunder for appointment as Independent Director of the Company.

A copy of the draft Letter of re-appointment for Independent Director, setting out terms and conditions of his re-appointment, is available for inspection at the Registered Office of the Company during business hours on any working day. Hence, the above resolution at item no.3 is submitted to the meeting for the approval by the members of the Company by way of Special Resolution.

None of the relatives of the proposed appointee is in the management of the Company or related to the business of the Company. None of the Directors, Managers (if any) and Key Managerial Persons of the Company is concerned or interested (financial / otherwise) in this resolution. The Board recommends the Special Resolution as set out at items no. 3 for approval of the Members.

#### **Item No. 4:**

##### **Re-appointment of Sri. S.Sreenivasa Rao (DIN: 01691043), as Independent Director of the Company for a further period of five years.**

Sri. S Sreenivasa Rao has been on the Board since 2007, and pursuant to the provisions of Sections 149, 152 of the Companies Act, 2013 ("Act") Sri. S Sreenivasa Rao was appointed by the Board of Directors as Independent Director in the Annual General Meeting held on 30<sup>th</sup> September 2020 for a period of five years.

Board of Directors in its meeting held on 5<sup>th</sup> September 2025, has considered and approved his re-appointment for the second term as Independent Director, which needs to be ratified by the shareholders of the Company. As per the provisions of the Companies Act, 2013 with respect to appointment and tenure of the Independent Director, the Independent Director shall be appointed for not more than two terms of five years each and shall not be liable to retire by rotation at every AGM. Accordingly, the Independent Director will serve for not more than two terms of five years each on the Board of the Company. In line with the requirements of the Companies Act, 2013, it is therefore proposed to re-appoint him as Independent Director on the Board of the Company, again, for another term upto five consecutive years, commencing from 30<sup>th</sup> September 2025.

A brief profile of proposed Independent Director, including nature of his expertise, is provided in this Annual Report.

Notice has been received from Members proposing candidature of the above Director for the office of Independent Director of the Company. In the opinion of the Board, he fulfils the conditions specified in the Companies Act, 2013 and the Rules made thereunder for appointment as Independent Director of the Company.

A copy of the draft Letter of re-appointment for Independent Director, setting out terms and conditions of his re-appointment, is available for inspection at the Registered Office of the Company during business hours on any working day. Hence, the above resolution at item no.4 is submitted to the meeting for the approval by the members of the Company by way of Special Resolution.

None of the relatives of the proposed appointee is in the management of the Company or related to the business of the Company. None of the Directors, Managers (if any) and Key Managerial Persons of the Company is concerned or interested (financial / otherwise) in this resolution. The Board recommends the Special Resolution as set out at items no. 4 for approval of the Members.

**Item No. 5 & 6:**

**Regularisation / appointment of Sri. Puskur Ram Mohan Rao (DIN: 01980193) as Director & Independent Director of the Company**

Sri Puskur Ram Mohan Rao was inducted on the Board of the Company as an Additional Director w.e.f. 2<sup>nd</sup> September 2025, and who shall hold the office as an Additional Director till the commencement of this Annual General Meeting and now it is proposed to regularise his appointment as the Director, and also appointment him as an Independent Director.

Notices have been received from Members proposing candidature of the above Director for the office of Director of the Company. In the opinion of the Board, he fulfil the conditions specified in the Companies Act, 2013 and the Rules made thereunder for appointment as Director of the Company. A copy of the draft Letter of Appointment for Director, setting out terms and conditions of his appointment, is available for inspection at the Registered Office of the Company during business hours on any working day.

Hence, the above resolutions at item(s) no. 5 & 6 are submitted to the meeting for the approval by the members of the Company.

None of the Directors or Key Managerial Personnel of the Company and their relatives, other than proposed Director for his respective appointment, is concerned or interested, financially or otherwise, in this Resolution.

The Board recommends the Special Resolution as set out at item(s) no. 5 & 6 for approval of the Members.

**Item No. 7:**

**Appointment of Secretarial Auditor**

The provisions of Section 204 of the Companies Act, 2013, read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, mandate every listed company to annex a Secretarial Audit Report from a Practising Company Secretary to its Board's Report.

Further, Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), as amended by the SEBI (LODR) (Second Amendment) Regulations, 2023, now requires the appointment of a Secretarial Auditor for a continuous term of five (5) consecutive financial years, subject to shareholders' approval.

In compliance with these provisions, and based on the recommendation of the Audit Committee, the Board of Directors, at its meeting held on 30<sup>th</sup> May 2025, approved the appointment of M/s. Puttaparthi Jagannatham & Co., Practising Company Secretaries (Firm Registration No. P2008) as the Secretarial Auditor of the Company for a term of five (5) consecutive financial years, commencing from FY 2025-26 until the conclusion of FY 2029-30, at a remuneration and on terms to be decided by the Board of Directors in consultation with the said firm.

The proposed firm has over three decades of professional experience in corporate governance, legal advisory, and secretarial compliance. The firm holds a valid Peer Review Certificate issued by the Institute of Company Secretaries of India (ICSI) and has confirmed that it meets all eligibility criteria and is not subject to any disqualification under the Companies Act, 2013 or SEBI Regulations.

Hence, the above resolutions at item no. 7 are submitted to the meeting for the approval by the members of the Company.

None of the Directors or Key Managerial Personnel of the Company and their relatives, other than proposed Director for his respective appointment, is concerned or interested, financially or otherwise, in this Resolution.

The Board recommends the Special Resolution as set out at item no. 7 for approval of the Members.

**By Order of the Board  
For PADMALAYA TELEFILMS LIMITED**

**Place: Hyderabad  
Date: 5<sup>th</sup> September 2025**

**Sd/-  
G.V.Narasimha Rao  
CEO & Executive Director  
DIN: 01763565**

## DIRECTORS' REPORT

To  
The Members  
**Padmalaya Telefilms Limited**

Your directors have pleasure in presenting the 34<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 2025 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 detailed in the Financial Statements annexed to this Annual Report.

### **BUSINESS PERFORMANCE REVIEW**

Due to various external, marketing & industry factors, during the financial year under review, 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 performance and the Board of Directors making tireless efforts for steering the Company in the right direction and exploring the various options for betterment.

### **OUTLOOK FOR THE CURRENT YEAR**

Your Company is not as per the expectations in spite of continuous efforts to strengthen its stand in the market and assures you better performance in the years to come.

### **DIVIDEND**

Due to paucity of funds and in absence of profits, the Board could not recommend dividend during the year under review.

### **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, and is available in the website of the Company i.e. [www.padmalyatelefilms.com](http://www.padmalyatelefilms.com)

**DEMAT SUSPENSE ACCOUNT UNCLAIMED SHARES**

As on 31<sup>st</sup> March 2025, there were no Equity Shares of Shareholders were lying in the Escrow Account due to non-availability of the correct particulars.

**CORPORATE GOVERNANCE**

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. Your Company is compliant with the Corporate Governance requirements as per the Provisions of SEBI (Listing Obligations and Disclosures Requirements) Regulations to a certain extent.

**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 equipment's, 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) Technology Absorption, adaptation and innovation:-**

- (i) 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 .

**AUDIT COMMITTEE:**

Pursuant to the provisions of section 177 of the Companies Act, 2013 the company's Board constituted the Audit Committee with the following directors (information provided as on 31<sup>st</sup> March 2025):

- Sri Datla Venkata Narasimha Raju, Independent Director as Chairman of Audit Committee.
- Sri Bharadwaja Thammareddy, Non-Executive - Independent Director
- Smt. Uma Devi Narravula, Non-Executive Independent Director.

**STATUTORY AUDITORS**

M/s. P Murali & Co., Chartered Accountants (FRN: 007257S), Hyderabad were appointed as Statutory Auditors of the Company at the 31<sup>st</sup> Annual General Meeting held on 30<sup>th</sup> September, 2022, to hold office for a period of five consecutive years commencing from the financial year 2022-23. 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, and their appointment is in accordance with the provisions of section 141 of the Companies Act, 2013.

**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 2024-25 as follows & the dates on which the above-Board meetings were held are as follows:

30<sup>th</sup> May 2024, 14<sup>th</sup> August 2024, 2<sup>nd</sup> September 2024, 14<sup>th</sup> November 2024, and 14<sup>th</sup> February 2025.

**DIRECTORS AND INDEPENDENT DIRECTORS**

In accordance with the provisions of the Act and Articles of Association of the Company, the Board is duly constituted. .

**Sad demise of Dr. DVN Raju**

We regret to inform you the untimely and sad demise of Dr. DVN Raju (DIN: 01887919), Independent Director of the Company, on Tuesday, 5th August 2025. Your Company was immensely benefited by the valuable pieces of advice by Dr. DVN Raju on various occasions. His vision & leadership and his long association enabled the Company to thrive during testing period. His sudden and unexpected passing away will be an irreparable loss to the Company. All the Directors and employees of the Company convey deep sympathy, sorrow and condolences to his family.

**Appointment /re-appointment of Directors****Re-appointment of Sri. Tammareddy Bharadwaja (DIN: 07332749), as Independent Director of the Company for a further period of five years:**

Pursuant to the provisions of Sections 149, 152 of the Companies Act, 2013 ("Act") Sri. Tammareddy Bharadwaja was appointed by the Board of Directors as an Additional Director of the Company w.e.f 30<sup>th</sup> September 2019 and was regularized as Director as well as Independent Director in the Annual General Meeting held on 30<sup>th</sup> September 2020 for a period of five years. Board of Directors in its meeting held on 5<sup>th</sup> September 2025, has considered and approved his re-appointment for the second term as Independent Director, which needs to be ratified by the shareholders of the Company. As per the provisions of the Companies Act, 2013 with respect to appointment and tenure of the Independent Director, the Independent Director shall be appointed for not more than two terms of five years each and shall not be liable to retire by rotation at every AGM. Accordingly, the Independent Director will serve for not more than two terms of five years each on the Board of the Company. In line with the requirements of the Companies Act, 2013, it is therefore proposed to re-appoint him as Independent Director on the Board of the Company, again, for another term upto five consecutive years, commencing from 30<sup>th</sup> September 2025. A brief profile of proposed Independent Director, including nature of his expertise, is provided in this Annual Report.

Sri. Tammareddy Bharadwaja shall continue to be the Chairman of the Company.

**Re-appointment of Sri. S.Sreenivasa Rao (DIN: 01691043), as Independent Director of the Company for a further period of five years.**

Sri. S Sreenivasa Rao has been on the Board since 2007, and pursuant to the provisions of Sections 149, 152 of the Companies Act, 2013 ("Act") Sri. S Sreenivasa Rao was appointed by the Board of Directors as Independent Director in the Annual General Meeting held on 30<sup>th</sup> September 2020 for a period of five years.

Board of Directors in its meeting held on 5<sup>th</sup> September 2025, has considered and approved his re-appointment for the second term as Independent Director, which needs to be ratified by the shareholders of the Company. As per the provisions of the Companies Act, 2013 with respect to appointment and tenure of the Independent Director, the Independent Director shall be appointed for not more than two terms of five years each and shall not be liable to retire by rotation at every AGM. Accordingly, the Independent Director will serve for not more than two terms of five years each on the Board of the Company. In line with the requirements of the Companies Act, 2013, it is therefore proposed to re-appoint him as Independent Director on the Board of the Company, again, for another term upto five consecutive years, commencing from 30<sup>th</sup> September 2025.

**Induction and Regularisation of appointment of Sri. Puskur Ram Mohan Rao (DIN: 01980193) as Director & Independent Director of the Company**

Sri. Puskur Ram Mohan Rao was inducted on the Board of the Company as an Additional Director w.e.f. 2<sup>nd</sup> September 2025, and who shall hold the office as an Additional Director till the commencement of this Annual General Meeting and now it is proposed to regularise his appointment as the Director, and also appointment him as an Independent Director.

A brief profile of proposed Independent Director, including nature of his expertise, is provided in this Annual Report.

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.

**Reconstitution of Committees of the Board of Directors of the Company :**

Due to the sad demise of Dr. DVN Raju-Independent Director, and induction of Sri. Puskur Ram Mohan Rao, it is proposed to re-constitute various committees of the Board of Directors, the same shall be intimated to the BSE Limited in the due course.

**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, 2025 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 system to ensure compliance with the provisions of all applicable laws was in place and was adequate and operating effectively.

**POLICIES**

**Material Subsidiary**

During the year ended March 31, 2025, 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**

Pursuant to the provisions of section 177(9) & (10) of the Companies Act, 2013, Pursuant to the provisions of section 177(9) & (10) of the Companies Act, 2013, a Vigil Blower Mechanism for directors and employees to report genuine concerns has been established.

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 the 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 contracts 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**

Except the said demise of Dr. DVN Raju, and Induction of new Director on the Board as stated above, there are no material events after the 31<sup>st</sup> March 2025 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 no 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 (DIN: 01763565) – Executive Director of the Company is the Chief Executive Officer of the Company (CEO), Sri. MVRS Suryanarayana, Chief Financial Officer (CFO) & Compliance officer of the Company, are the Key Managerial Personnel in accordance with the Section 203 of the Companies Act, 2013.

**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. Except the Executive Director w.r.t. the remuneration in the capacity of Director, 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 the operations. 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.

**Depository System**

Your Company's equity shares are tradable compulsorily in electronic form and your Company has connectivity with both the Depositories i.e., National Securities Depository Limited (NSDL) and Central Depository Service (India) Limited (CDSL). As per the SEBI (Listing Obligations & Disclosure Requirements) (Fourth Amendment) Regulations, 2018, vide Gazette notification dated 8<sup>th</sup> June, 2018 & 30<sup>th</sup> November, 2018 mandated that Share transfer shall be mandatorily carried out in dematerialized form only w.e.f. from 1st April 1, 2019. In view of the numerous advantages offered by the Depository System, members are requested to avail the facility of Dematerialization of the Company's shares on either of the Depositories mentioned as aforesaid.

**Corporate Governance Report**

Your Company has taken adequate steps to adhere to all the stipulations laid down in 27 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015. A report on the Corporate Governance is included as a part of this report. Certificate from the Secretarial Auditors of the company M/s. Puttaparthi Jagannatham & Co, Company Secretaries, Hyderabad, with respect to the compliance with the conditions of Corporate Governance as stipulated under above regulations is included elsewhere in the Annual Report.

## Secretarial Audit and Secretarial Audit Report

Pursuant to the provisions of Section 204 of the Companies Act, 2013 (“the Act”), the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”), as amended, the Board of Directors, based on the recommendation of the Audit Committee, has approved the appointment of M/s. Puttaparthi Jagannatham & Co., Company Secretaries, a peer-reviewed firm based in Hyderabad, as the Secretarial Auditors of the Company for a continuous term of five (5) consecutive financial years, commencing from FY 2025–26 through FY 2029–30, subject to approval of the shareholders.

The Secretarial Audit Report for the financial year ended 31st March 2025, issued by M/s. Puttaparthi Jagannatham & Co., Company Secretaries, is annexed to this Report as Annexure I and forms an integral part of this Annual Report.

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

The Secretarial Auditors i.e., M/s. Puttaparthi Jagannatham & Co, Company Secretaries, Hyderabad, has made qualifications in their Secretarial Audit Report, regarding the instances of non-filing/delay in filing of compliances with the Stock Exchange during the financial year and others; The Company shall be cautious in future in this regard, and shall adhere to the Compliance. The Company has set in place the compliance adherence mechanism as on the date of this report and is reviewed quarterly to achieve 100% compliance status.

### **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 2024, and the reply of management is as follows:

1. *The Company has not paid the GST liability of Rs. 56.06/-(in lakhs) upto 31<sup>st</sup> March 2025.*

#### **Management’s Response:**

The GST liability as on 31<sup>st</sup> Mach 2025, 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. 13,13.14/- (in lakhs) as at 31<sup>st</sup> March 2025, and we are unable to obtain sufficient appropriate audit evidence regarding the physical existence and valuation of Inventory. 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 of Rs. 36.00/- (in lakhs). 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 actual balances.

**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  
For PADMALAYA TELEFILMS LIMITED**

Sd/-  
G.V.Narasimaha Rao  
CEO & Executive Director  
(DIN: 01763565)

Sd/-  
S Sreenivasa Rao  
Director  
(DIN : 01691043)

Sd/-  
MVRS Suryanarayana  
CFO & Compliance Officer

Place: Hyderabad  
Date: 5<sup>th</sup> September 2025

**FORM NO. MR-3**  
**SECRETARIAL AUDIT REPORT**  
**FOR THE FINANCIAL YEAR ENDING 31<sup>ST</sup> MARCH 2025**

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

**To**  
**The Members**  
**Padmalaya Telefilms Limited**

We have conducted the Secretarial Audit of **Padmalaya Telefilms Limited** (“the Company”) pursuant to Section 204 of the Companies Act, 2013, and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, to examine compliance with applicable statutory provisions and adherence to corporate governance and secretarial practices. The audit was undertaken to form a reasonable basis for evaluating the statutory and procedural compliance framework of the Company and to express an opinion thereon.

This audit has been carried out primarily on the basis of records, filings, and documents that were produced to us, along with information and explanations provided by the Company’s management, officers, agents, and authorised representatives, as well as information available on the websites of regulatory authorities. We have relied upon management representations for matters where records or documents were not made available for verification, and such areas have been specifically commented upon in this report.

Our verification was conducted on a test-check basis and is subject to the non-production of certain statutory registers, signed minutes, and other primary records despite repeated requests. This report, therefore, reflects our observations based on the extent of documentation provided to us, and our opinion is to be read in that context.

We have examined, to the extent made available to us, the statutory books, papers, minute books, forms, returns filed, and other secretarial and statutory records maintained by the Company for the financial year ended 31st March 2025, in accordance with and subject to the provisions of:

1. The Companies Act, 2013 (the Act) and the rules made thereunder;
2. The Securities Contracts (Regulation) Act, 1956 (‘SCRA’) and the rules made thereunder;
3. The Depositories Act, 1996, and the Regulations and Bye-laws framed thereunder;
4. Foreign Exchange Management Act, 1999, and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment, and External Commercial Borrowings;
5. The following Regulations and Guidelines are 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; **Not Applicable during the period under review**
  - 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; **Not Applicable during the period under review;**
  - d) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; **Not Applicable during the period under review;**
  - e) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; **Not Applicable during the period under review;**
  - 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; **Not Applicable during the period under review;**
  - g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; **Not Applicable during the period under review;**
  - h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **Not Applicable during the period under review;**
  - i) The Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015; and
  - j) The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018.

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India with relating to Board Meetings and General Meetings.
- (ii) The Listing Agreements entered into by the Company with BSE Limited (BSE) on 31<sup>st</sup> March, 2025 read with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

- (iii) Other Specifically applicable laws to the Company in respect of which we relied on the Internal Audit report and noted relevant compliances and observations made by the Internal Auditor.
- (iv) Other specifically applicable laws to the Company:
- Up linking / down-linking policy /guidelines issued by the Ministry of Information and Broadcasting
  - The Cable Television Network (Regulations) Act, 1995, and rules framed thereunder;
  - Laws related to Intellectual Property Rights related laws;
  - Telecom Regulatory Authority of India (Amendment) Regulations, 2013;
  - The Telecommunication (Broadcasting and cable services) interconnection (Digital Addressable Cable Television Systems) Regulations, 2012;
  - Approvals from the Andhra Pradesh/ Telangana Chamber of Commerce;
  - Approvals from Central Board of Film Certification (CBFC);
6. During the financial year under review, and based solely on the documents, records, and information made available to us, along with management representations, we report that the Company has endeavoured to comply with the provisions of the Acts, Rules, Regulations, Guidelines, and Standards referred to above, to the extent they were applicable and verifiable from the limited records provided.  
Such reporting is subject to the significant qualifications, limitations, and disclaimers contained in this report.
- (i) As per the information and explanations furnished by the Company, its officers, agents, and authorised representatives during the conduct of the Secretarial Audit, we report that the provisions of the Foreign Exchange Management Act, 1999, and the Rules and Regulations made thereunder, to the extent applicable, were not attracted during the financial year under review in respect of:
- External Commercial Borrowings (ECB);
  - Foreign Direct Investment (FDI); and
  - Overseas Direct Investment (ODI) by residents in joint ventures or wholly owned subsidiaries abroad.
- (ii) Based on the same representations, we further report that the Company has not made any GDRs/ADRs or issued any other commercial instruments during the financial year under review.
7. We have relied entirely on the information, documents, and representations provided by the Company and its officers regarding the systems, procedures, and mechanisms said to be in place to ensure compliance with other applicable Acts, laws, and regulations referred to in paragraph 6 above. We have not independently verified the adequacy or effectiveness of such systems due to non-production of complete statutory and secretarial records.

**We further report that:**

- (i) Based solely on the information and representations provided by the Company, its officers, and authorised representatives during the conduct of this audit, and on review of reports placed before the Board, we have been informed that systems and processes are stated to exist in the Company, commensurate with its size and operations, for monitoring compliance with applicable general laws, including labour, competition, and environmental laws. However, no independent verification of the adequacy or effectiveness of such systems has been carried out due to non-production of complete records.
- (ii) The compliance by the Company of applicable financial laws, including direct and indirect tax laws, has not been reviewed in this audit, as these fall within the purview of the statutory financial auditors and other designated professionals.
- (iii) As per the documents produced and records available with us, the Board of Directors is stated to be duly constituted with a mix of Executive, Non-Executive, and Independent Directors in accordance with the provisions of the Companies Act, 2013 and SEBI LODR Regulations, 2015.
- (iv) Notices of Board and Committee meetings are stated to have been given in advance, and agenda papers with supporting documents are reported to have been circulated electronically. Shorter notice consents were stated to have been taken where applicable. We have been informed that a system exists for seeking and obtaining further information and clarifications to enable meaningful participation by Directors. However, we were not provided with signed minutes or complete Board records to independently confirm this.

We further report that during the course of our examination and based on the explanations and representations made by the management, and the records, documents, and returns made available to us, the following material qualifications/observations are noted. These issues may have a bearing on the Company's compliance posture and regulatory risk profile:

1. **Minutes of Meetings:** The signed minutes of meetings of the Board of Directors and its Committees, as mandated under Section 118 of the Companies Act, 2013 and Secretarial Standard-1 (SS-1), were not made available. Consequently, we are unable to confirm compliance with the statutory requirements regarding the maintenance, execution, and approval of minutes.
2. **Statutory Registers:** The statutory registers required to be maintained under the Companies Act, 2013, including but not limited to the registers under Sections 88, 170, and other applicable provisions, were not produced for inspection. Accordingly, their accuracy, completeness, and compliance with the prescribed requirements could not be verified.
3. **Non-Appointment of Whole-Time Company Secretary:** The Company has not appointed a Whole-Time Company Secretary as required under Section 203 of the Companies Act, 2013 and Regulation 6 of the SEBI (LODR) Regulations, 2015. This constitutes a continuing non-compliance attracting regulatory scrutiny and potential penalties.
4. **Delays/Non-Compliance in Filings with Stock Exchange:** Multiple instances of delayed filings, non-disclosures, and lapses in timely submission of information to the Stock Exchange under the SEBI (LODR) Regulations were noted during the review period. The Company has been issued notices and imposed fines by BSE Limited for such lapses, evidencing a pattern of delayed compliance.
5. **DIN Deactivation:** The Director Identification Number (DIN) of Ms. Uma Devi Narravula (DIN: 08537674) stands deactivated on the MCA portal due to non-filing of DIR-3 KYC, which is a violation of Section 164(2) and related provisions.
6. **Delayed MCA Filings and Non-Filing of Annual Returns:** Several forms under the Companies Act, 2013 were filed with significant delays, resulting in additional fee payments. Further, Form MGT-7 (Annual Return) for the financial years ended 31st March 2022 and 31st March 2023 remain unfiled as of the date of this report, constituting a material non-compliance under Section 92 of the Companies Act, 2013.

**We further report that,**

- (i) As per the information and representations provided by the Company's management and officers, systems and processes are stated to be in place, commensurate with the size and operations of the Company, to monitor and ensure compliance with applicable laws, rules, regulations, and guidelines. We have not independently assessed the adequacy or operational effectiveness of such systems due to non-production of complete records.
- (ii) Based on explanations given and records made available to us, there were no specific events or actions in pursuance of the above-referred laws, rules, and regulations having a material bearing on the Company's affairs, except as disclosed in this report and in the Financial Audit Report.

**Place: Hyderabad**  
**Date: 02<sup>nd</sup> September 2025**

**For Puttaparthi Jagannatham & Co.**  
**Company Secretaries**  
**Sd/-**  
**CS Navajyoth Puttaparthi**  
**Partner**  
**FCS No: 9896; C P No: 16041**  
**Peer Review Certificate No. 1158/2021**  
**UDIN: F009896G001172772**

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

**'ANNEXURE A'**

**To  
The Members  
Padmalaya Telefilms Limited.**

Our report with given 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 the company's financial records and Books of Accounts.
4. Wherever 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 company's future viability nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

**Place: Hyderabad  
Date: 02<sup>nd</sup> September 2025**

**For Puttapparthi Jagannatham & Co.  
Company Secretaries  
Sd/-  
CS Navajyoth Puttapparthi  
Partner  
FCS No: 9896; C P No: 16041  
Peer Review Certificate No. 1158/2021  
UDIN: F009896G001172772**

**ANNEXURE - 2**
**FORM NO. MGT-9**
**EXTRACT OF ANNUAL RETURN  
AS ON THE FINANCIAL YEAR ENDED ON  
31<sup>ST</sup> MARCH 2025**

[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, Telangana, India.
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, Telangana, 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 (The Company operates in single segment only) 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-2024]				No. of Shares held at the end of the year [As on 31-March-2025]				% 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	87455	0	87455	0.51	87455	0	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>1775474</b>	<b>0</b>	<b>1775474</b>	<b>10.44</b>	<b>1775474</b>	<b>0</b>	<b>1775474</b>	<b>10.44</b>	<b>---</b>
<b>B. Public Shareholding</b>									
<b>Sub-total (B)(2): -</b>	<b>11927125</b>	<b>3297401</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)	11927125	3297401	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>13702599</b>	<b>3297401</b>	<b>17000000</b>	<b>100</b>	<b>13702599</b>	<b>3297401</b>	<b>17000000</b>	<b>100</b>	<b>---</b>

**ii) 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 Shareholding 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

**(iii) Shareholding Pattern of Top Ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):** The Details are provided elsewhere in the Annual Report

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.)
		Sri. GV Narasimha Rao (Executive Director & CEO)		
1	Gross salary	6,00,000	--	<b>6,00,000</b>
	(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	84,000	--	84,000
	Total (A)	<b>6,84,000</b>	--	<b>6,84,000</b>
	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			
		-----	Venkata Rama Satya Suryanarayana Meduri (CFO)	CS	Total
1	Gross salary	----	4,80,000	----	4,80,000
	(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	---	----	----	----
	Total	-----	4,80,000	-----	4,80,000

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

Type	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					

By Order of the Board of Directors

For PADMALAYA TELEFILMS LIMITED

Sd/-

G.V.Narasimaha Rao  
CEO & Executive Director  
(DIN: 01763565)

Sd/-

S Sreenivasa Rao  
Director  
(DIN : 01691043)

Sd/-

MVRS Suryanarayana  
CFO & Compliance Officer

Place: Hyderabad

Date: 5<sup>th</sup> September 2025

## MANAGEMENT DISCUSSION AND ANALYSIS REPORT

### **MEDIA AND ENTERTAINMENT INDUSTRY OVERVIEW**

The Indian Media and Entertainment (M&E) industry remains one of the fastest-growing sectors of the economy. According to the Indian Brand Equity Foundation (IBEF) and industry reports, the sector is expected to continue its upward trajectory, driven by:

- Rising digital adoption and internet penetration, which have transformed the content consumption landscape;
- Growing advertising revenues across television, digital, and regional media;
- Expanding OTT platforms and subscription-based content models;
- Increased use of mobile devices and data affordability, making content more accessible; and
- A young demographic with increasing disposable incomes, creating strong demand for diversified entertainment offerings.

The digital segment is projected to remain a major growth driver, complemented by opportunities in regional content, gaming, and animation & VFX.

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 digitization 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.

#### **Strategic Response:**

- Streamlining operations and rationalizing costs;
- Exploring collaborations and partnerships to optimize content monetization;
- Increasing focus on intellectual property (IP) creation to strengthen future revenue streams;
- Monitoring regulatory developments in broadcasting, digital distribution, and taxation for better compliance planning.

#### **Outlook :**

The Company expects FY 2025–26 to be a year of strategic consolidation, focusing on rebuilding its portfolio and strengthening its financial position. The future outlook is dependent on the pace of macroeconomic recovery, growth in advertising spends, and the Company's ability to leverage emerging platforms.

### **OPPORTUNITIES AND THREATS**

#### **Opportunities:**

- Rapid growth of the digital content ecosystem and OTT platforms offers monetization opportunities.
- Rising demand for regional content presents a scalable market for content producers.
- Increased adoption of technology-driven production tools and animation/VFX opens up export potential.
- Expanding global streaming markets enable Indian content creators to access wider audiences.

**Threats:**

- Persistent piracy and unauthorized content distribution impact revenues and profitability.
- Intensifying competition from both domestic and global players in the streaming and entertainment space.
- Regulatory uncertainties, including taxation and broadcasting policies, which may affect operations.
- Shifting consumer preferences and rapid technological changes requiring continuous innovation.

**Principal Risks and uncertainties:****1. Piracy of Content:**

Piracy remains a critical challenge, leading to revenue leakage and undermining intellectual property protection.

Mitigation: Active engagement with industry associations, including the Anti-Piracy Society (AACT), deployment of technology-driven anti-piracy measures, and legal enforcement actions.

**2. Market Volatility:**

The Company's performance is closely tied to advertising spends and broader economic conditions, which remain volatile.

Mitigation: Diversification of content formats and markets, along with tighter cost controls.

**Regulatory Risks:**

Frequent regulatory updates in broadcasting, taxation, and compliance increase complexity.

Mitigation: Continuous monitoring of regulatory developments and strengthening of internal compliance frameworks.

**By Order of the Board of Directors  
For PADMALAYA TELEFILMS LIMITED**

**Sd/-  
G.V.Narasimaha Rao  
CEO & Executive Director  
(DIN: 01763565)**

**Sd/-  
S Sreenivasa Rao  
Director  
(DIN : 01691043)**

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

**Place: Hyderabad  
Date: 5<sup>th</sup> September 2025**

**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 2025, total number of the Directors on the Board are 5, comprises of 1 (One) Executive, Four Non-Executive Independent Directors. Chairman of the Company is Non-Executive Independent Director of the Company. The independent Directors are drawn from persons with experience in Business, Finance, Management, Marketing and Industry.

**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	3	Nil
2	G.V.Narasimha Rao	Promoter	Executive Director	2	Nil
3	Dr D.V.N.Raju	Independent	Director	Nil	Nil
4	S.Srinivasa Rao	Independent	Director	3	Nil
5	N Umadevi	Independent	Director	Nil	Nil

In this Record of Corporate Governance, we provide the details, only as on 31<sup>st</sup> March 2025. Hence, the changes subsequent to the Financial Year ending (31<sup>st</sup> March 2025) are not captured above.

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

S. No	Date of Board Meeting
1.	30/05/2024
2.	14/08/2024
3.	02/09/2024
4.	14/11/2024
5.	14/02/2025

**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	5	Yes
G. V. Narasimha Rao	5	Yes
Dr D. V. N. Raju	5	Yes
S. Srinivasa Rao	5	Yes
N Umadevi	5	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
Dr. DVN Raju	5	5
Tammareddy Bharadwaja	5	5
N Umadevi	5	5

#### Audit Committee Meetings held During the Year

S. No	Date of Board Meeting
1.	30/05/2024
2.	14/08/2024
3.	02/09/2024
4.	14/11/2024
5.	14/02/2025

### 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, Key Managerial Person(s), paid/ payable for the financial year 2023-24 is as follows:

(Rs.lakhs)

Particulars	G.V. Narasimha Rao (Executive Director & CEO)	M V R S Suryanarayana (CFO & Compliance Officer)
Salary + Allowance	6.84	4.80
<b>Total</b>	<b>6.84</b>	<b>4.80</b>

## 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. Dematerialization 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 FY 2024-25

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

## 7. General Body Meetings

a) Details of Location and time of the last three Annual General Meetings of the Company.

AGM No.	Financial Year	Date	Time	Venue
33 <sup>rd</sup>	31.03.2024	30.09.2024	9.30 a.m.	State Gallery of Fine Arts, Road No. 1, Kavuri Hills, Hyderabad-500033, Telangana, India.
32 <sup>nd</sup>	31.03.2023	30.09.2023	9.30 a.m.	State Gallery of Fine Arts, Road No. 1, Kavuri Hills, Hyderabad-500033, Telangana, India.
31 <sup>st</sup>	31.03.2022	30.09.2022	9.30 a.m.	State Gallery of Fine Arts, Road No. 1, Kavuri Hills, Hyderabad-500033, Telangana, India.

- 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 & Chief Executive Officer and CFO & Compliance Officer 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 2024-25, 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 newspapers 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.

## 10. General Share Holders Information

1. **Annual General Meeting** :
 

Date	:	30.09.2025
Time	:	9.30 AM.
Venue	:	State Gallery of Fine Arts, Road No. 1, Kavuri Hills, Hyderabad-500033, Telangana, India.
2. **Financial Calendar** : 1<sup>st</sup> April to 31<sup>st</sup> March (2025-26)  
 Financial Reporting for:
 

Quarter ending June, 30 2025	:	<b>on 14<sup>th</sup> August 2025 (held)</b>
Quarter ending September, 30 2025	:	Second Week of November, 2025
Quarter ending December, 31 2025	:	Second Week of February, 2026
Quarter ending March, 31 2026	:	Last Week of May, 2026
Annual General Meeting (Next year)	:	Last week of September, 2026
3. **Date of Books Closure** : Wednesday, 24<sup>th</sup> Sept. 2025 to Tuesday, 30<sup>th</sup> Sept. 2025  
(Inclusive of both days)
4. **Listing on Stock Exchanges** : BSE Limited, Mumbai
5. **Listing Fee** : Listing fee for the year 2025-2026 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, 2024 to 31<sup>st</sup> March, 2025 are as stated hereunder.

Month	BSE Limited (price in Rs.)			
	High Price	Low Price	Close Price	No. of Shares
<b>Apr-24</b>	3.52	2.47	3.44	138787
<b>May-24</b>	3.50	2.76	3.03	182249
<b>Jun-24</b>	3.24	2.73	2.92	509636
<b>Jul-24</b>	3.10	2.73	2.85	298915
<b>Aug-24</b>	3.15	2.52	2.65	530555
<b>Sep-24</b>	4.53	2.52	4.53	763889
<b>Oct-24</b>	9.47	4.75	9.47	1049686
<b>Nov-24</b>	10.84	8.73	8.73	706108
<b>Dec-24</b>	9.04	6.13	7.88	971519
<b>Jan-25</b>	7.73	5.04	5.71	277167
<b>Feb-25</b>	6.80	4.28	4.60	115088
<b>Mar-25</b>	5.35	4.32	4.67	196478

**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,  
Telangana, 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 - 5.

**12. Dematerialization 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 31/03/2025:**

Particulars	No. of Shares	% Of Share Capital
NSDL	84,84,514	49.91
CDSL	52,19,389	30.70
Physical	32,96,097	19.39
<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 :  
2D/3D Animation Studio

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

**Address for Correspondence :**

Padmalaya Telefilms limited  
Regd & Corporate Office,  
Plot No – 138, H.No.8-3-222/1/23  
Madhuranagar, Yousufguda  
Hyderabad – 500 038, Telangana, India.  
Ph: 040-23738955

E-Mail – [padmalayatelefilms@gmail.com](mailto:padmalayatelefilms@gmail.com)

**15. 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.

**By Order of the Board of Directors  
For PADMALAYA TELEFILMS LIMITED**

**Sd/-  
G.V.Narasimaha Rao  
CEO & Executive Director  
(DIN: 01763565)**

**Sd/-  
S Sreenivasa Rao  
Director  
(DIN : 01691043)**

**Place: Hyderabad  
Date: 5<sup>th</sup> September 2025**

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

### 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 its registered office at the above address (hereinafter referred to as “the Company”), produced before us for the purpose of issuing this certificate in accordance with Regulation 34(3) read with Schedule V, Para C, Clause 10(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”).

Based on our verification of the records and DIN status as available on the MCA portal ([www.mca.gov.in](http://www.mca.gov.in)) and representations provided by the management, and subject to non-production of certain supporting documentation, we hereby certify that, according to the information made available to us, none of the Directors of the Company as stated below for the financial year ended 31st March 2025 has been debarred or disqualified from being appointed or continuing as a Director of companies by the Securities and Exchange Board of India (SEBI), the Ministry of Corporate Affairs (MCA), or any other statutory authority:

Sr. No.	Name of Director	DIN	Date of appointment in the Company
1	Sri Sreenivasa Rao Sakhamuri	01691043	22 <sup>nd</sup> January, 2007
2	Sri Ghattamaneni Venkata Narasimha Rao	01763565	17 <sup>th</sup> September, 1991
3	Datla Venkata Narasimha Raju	01887919	26 <sup>th</sup> December, 2005
4	Bharadwaja Thammareddy	07332749	30 <sup>th</sup> September, 2019
5	Uma Devi Narravula*	08537674	14 <sup>th</sup> August, 2019

\*Note: DIN of Ms. Uma Devi Narravula is currently deactivated on the MCA portal due to non-filing of DIR-3 KYC.

Ensuring the eligibility of each Director for appointment or continuation on the Board is the responsibility of the management of the Company. This certificate is issued based solely on records, information, and representations provided to us and does not constitute an assurance of the future viability of the Company or the effectiveness of its management in conducting its affairs.

**Place: Hyderabad**  
**Date: 02<sup>nd</sup> September 2025**

**For Puttaparthi Jagannatham & Co.**  
**Company Secretaries**  
**Sd/-**  
**CS Navajyothi Puttaparthi**  
**Partner**  
**FCS No: 9896; C P No: 16041**  
**Peer Review Certificate No. 1158/2021**  
**UDIN: F009896G001172761**

**CERTIFICATE ON CORPORATE GOVERNANCE**

**To**  
**The Members of**  
**Padmalaya Telefilms Limited**

We have examined the relevant records concerning the compliance of conditions of Corporate Governance by **Padmalaya Telefilms Limited** ("the Company") for the year ended 31<sup>st</sup> March 2025, as stipulated in the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), specifically Regulation 15(2) of the Listing Regulations.

The compliance of the conditions of Corporate Governance is the responsibility of the management of the Company. Our examination was limited to reviewing the procedures and implementation thereof by the Company, and verifying documents and information made available to us, to ensure compliance with the conditions of Corporate Governance as required by the Listing Regulations. This review does not constitute an audit of financial statements or operational records of the Company, nor an expression of opinion on the accuracy of such financial data.

Based on our examination of the records and representations received from management, and subject to the non-production of certain statutory records and supporting documentation, we certify that, to the best of our knowledge and belief, the Company has endeavoured to comply with the conditions of Corporate Governance as stipulated in the Listing Regulations, except for the following material observations:

1. Signed minutes of meetings of the Board of Directors and Committees were not produced; certain supporting documents were also not provided for verification.
2. Website disclosures and policies mandated under SEBI LODR are not updated.
3. The Company has represented that it has no subsidiaries; however, no supporting documents were made available.
4. The DIN of Ms. Uma Devi Narravula remains deactivated due to non-filing of DIR-3 KYC.
5. The Company has not appointed a Whole-Time Company Secretary, which is a continuing non-compliance.
6. There are multiple instances of delayed filings, non-filings, and non-disclosures with the Stock Exchange.
7. The Company has received multiple notices from BSE for regulatory violations, including fines for delays in filing financial results, shareholding patterns, and corporate governance reports.

We further state that this certificate is neither an assurance of the future viability of the Company nor the efficiency or effectiveness with which the management has conducted its affairs.

**Place: Hyderabad**  
**Date: 02<sup>nd</sup> September 2025**

**For Puttaparthi Jagannatham & Co.**  
**Company Secretaries**

**Sd/-**  
**CS Navajyoth Puttaparthi**  
**Partner, FCS No: 9896; C P No: 16041**  
**Peer Review Certificate No. 1158/2021**

**UDIN: F009896G001172761**

**Annexure 7****CERTIFICATE BY CHIEF EXECUTIVE OFFICER AND CHIEF FINANCIAL OFFICER OF THE COMPANY**

We, G. V. Narasimha 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.

Sd/-  
G.V.Narasimaha Rao  
CEO & Executive Director  
(DIN: 01763565)

Sd/-  
S Sreenivasa Rao  
Director  
(DIN : 01691043)

Place: Hyderabad  
Date: 5<sup>th</sup> September 2025

Sd/-  
MVRS Suryanarayana  
CFO & Compliance Officer

**INDEPENDENT AUDITOR'S REPORT**

**To the Members**  
**M/S PADMALAYA TELEFILMS LIMITED**

**Report on the Audit of 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 March 31 2025, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year then ended, and notes to the financial statements, including 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, except for the effects of the matters described in the '**Basis for Qualified Opinion**' section of our report, the aforesaid Ind AS Financial Statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India prescribed under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2025 and its Loss, total comprehensive income, changes in equity and its cash flows for the year ended on that date.

**Basis for Qualified Opinion**

1. The company has not paid the GST Liability of Rs. 56.06 (in Lakhs) up to 31-03-2025.
2. The company has not submitted physical verification reports of inventory aggregating to Rs. 1313.14 (in Lakhs) as at 31<sup>st</sup> March 2025 and We were unable to obtain sufficient & appropriate audit evidence regarding the physical existence and valuation of inventory. In the absence of alternative corroborate evidence, we are unable to comment on carrying value of the inventory and realizable value of the same.
3. The company has not submitted the confirmations of Trade Receivables of Rs. 36.00 (in Lakhs). In the absence of alternative corroborative evidence, we are unable to comment on the extent to which such balances are payable or receivable.

We conducted our audit of the Ind AS 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 Ind AS Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the Ind AS 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 Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our qualified audit opinion on the Ind AS Financial Statements.

**Key Audit Matters**

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Ind AS Financial Statements of the current period. 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 do not provide a separate opinion on these matters.

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

**Information Other than the Financial Statements and Auditor's Report Thereon**

The Company's Board of Directors is responsible for 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 Ind AS Financial Statements and our auditor's report thereon.

Our opinion on the Ind AS 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 Ind AS Financial Statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the Ind AS Financial Statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

## 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 Act with respect to the preparation of these Ind AS Financial Statements that give a true and fair view of the financial position, financial performance, including other 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 Ind AS Financial Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Ind AS 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.

Those 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 Ind AS 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 Ind AS 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 Ind AS 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 Ind AS 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 Ind AS Financial Statements, including the disclosures, and whether the Ind AS Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.

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 Ind AS Financial Statements for the financial year ended 31st March, 2025 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, 2020 ("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 Basis for Qualified Opinion.
  - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books except for the points given in the Basis for Qualified Opinion.
  - 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 relevant rules issued there under except for the matters discussed in the Basis for Qualified Opinion.
  - e) On the basis of the written representations received from the directors as on March 31, 2025 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2025 from being appointed as a director 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) In our opinion and to the best of our information and according to the explanations given to us, the Company has not paid any remuneration to its directors during the year.
  - 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. The Company does not have pending litigations on its financial position in its Ind AS 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.
    - iv. (a) The Management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Company or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.  
(b) The Management has represented that, to the best of its knowledge and belief, no funds have been received by the Company from any persons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Funding Parties or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

- (c) Based on the audit procedures performed that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e) contain any material misstatement
- v. The company has not declared or paid any dividend during the year.
- vi. The Company uses accounting software for maintaining its books of account which has a feature of recording Audit Trail (edit log) facility, but the same was not enabled in the software during the year.

**For P. Murali & Co.**  
**Chartered Accountants**  
**FRN: 007257S**

Sd/-

**M.V. Joshi**  
**Partner**  
**M. No: 024784**  
**UDIN No: 25024784BMIXTU4396**

**Place: Hyderabad**  
**Date: 30.05.2025**

**ANNEXURE "A" TO THE INDEPENDENT AUDITOR'S REPORT**

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of Padmalaya Telefilms Limited of even date)

**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 2025, we report that:**

- i. The Company has no Property, Plant and Equipment and Intangible Assets.
- ii. a) As per the information given by the management, the physical verification of inventory has not been conducted during the year. Hence in the absence of corroborative evidence, we are unable to comment upon the inventory shown in the balance sheet as at 31 March 2025 for which we have given Qualified Opinion in our *Qualified Opinion Paragraph*.  
b) The Company has not been sanctioned working capital limits in excess of ₹ 5 crore, in aggregate, at any points of time during the year, from banks or financial institutions on the basis of security of current assets.
- 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.
- iv. The Company has not granted any loans or made any investments, or provided any guarantee or security to the parties covered under section 185 and 186 of the Act.
- 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 maintenance of cost records has not been specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013 for the business activities carried out by the Company.
- vii. In respect of statutory dues:
  - (a) According to the information and explanations given to us and based on the records of the company examined by us, the company is not regular in depositing the undisputed statutory dues. The company has not paid GST which is qualified in our report and has been given in the *Qualified Opinion Paragraph*. There are undisputed amounts payable in respect of Income-tax, Goods and Service Tax in arrears as at 31<sup>st</sup> March 2025 for a period of more than 6 months from the date they became payable including GST as given in the *Qualified Opinion Paragraph*.

Name of the Statute	Due amount (Rs. In Lakhs)	Nature of Dues
1. Income Tax Act, 1961	0.38/-	TDS
2. Income Tax Act, 1961	0.56/-	Income Tax
3. Goods and Service Tax	56.06/-	Provision for GST

- (b) According to the information and explanations given to us and based on the records of the company examined by us, there are no dues of Income Tax, Goods and Service Tax and customs duty which have not been deposited with appropriate authorities on account any dispute.
- viii. Based on our audit procedures and according to the information and explanations given to us, we are of the opinion that the company does not have any transactions which are not recorded in the books of account which have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act.
- ix. (a) The Company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender.  
(b) The Company has not been declared willful defaulter by any bank or financial institution or government or any government authority.  
(c) The Company has not taken any term loan during the year and there are no outstanding term loans at the beginning of the year.  
(d) On an overall examination of the financial statements of the Company, funds raised on short-term basis have, prima facie, not been used during the year for long-term purposes by the Company.  
(e) The Company does not have any subsidiaries, associates or joint ventures.
- x. (a) The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) during the year.  
(b) During the year, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully or partly or optionally)
- xi. (a) No fraud by the Company and no material fraud on the Company has been noticed or reported during the year.

(b) No report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and upto the date of this report.

(c) As represented to us by the management, there are no whistle blower complaints received by the company during the year.

xii. The Company is not a Nidhi Company.

xiii. In our opinion, the Company is in compliance with Section 177 and 188 of the Companies Act, 2013 with respect to applicable transactions with the related parties and the details of related party transactions have been disclosed in the Financial Statements as required by the applicable accounting standards.

xiv. a) In our opinion the Company has an adequate internal audit system commensurate with the size and the nature of its business.

b) The Company has not submitted any internal audit reports during the year.

xv. The Company has not entered into any non-cash transactions with its directors or persons connected with its directors during the year.

xvi. (a) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

(b) The Company has not conducted any Non-Banking Financial or Housing Finance activities as per the Reserve Bank of India Act, 1934.

(c) The Company is not a Core Investment Company as defined in the regulations made by the Reserve Bank of India.

(d) The Company is not part of any group (as per the provisions of the Core Investment Companies (Reserve Bank) Directions, 2016 as amended).

xvii. The company has incurred cash losses in the current and immediately preceding financial year and the amount of cash loss is as following:

Financial year	Amount of cash loss (Rs. In lakhs)
2024-25	(27.24)
2023-24	(21.61)

xviii. There has been no resignation of the statutory auditors during the year.

xix. On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the Financial Statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

xx. (a) The Company is not covered under the provisions of Section 135 of the Companies Act, 2013.

**For P. Murali & Co.**  
**Chartered Accountants**  
**FRN: 007257S**

Sd/-

**M.V. Joshi**  
**Partner**  
**M. No: 024784**  
**UDIN No: 25024784BMIXTU4396**

**Place: Hyderabad**  
**Date: 30.05.2025**

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

(Referred to in paragraph 2(f) under ‘Report on Other Legal and Regulatory Requirements’ section of our report to the Members of Padmalaya Telefilms Limited of even date)

**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, 2025 in conjunction with our audit of the Ind AS 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 Company’s 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 Ind AS 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

**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's internal financial controls over financial reporting as at March 31, 2025.

1. Balances of trade receivable, 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.

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 31st March, 2025 based on the internal financial controls over financial reporting criteria established by 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 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 31st March, 2025.

**For P. Murali & Co.**  
**Chartered Accountants**  
**FRN: 007257S**

**Sd/-**

**M.V. Joshi**  
**Partner**  
**M. No: 024784**  
**UDIN No: 25024784BMIXTU4396**

**Place: Hyderabad**  
**Date: 30.05.2025**

## PADMALAYA TELEFILMS LIMITED

CIN: L92111TG1991PLCO13222

Regd. Office: 8-3-222/1/23, (Plot No : 138 ), Madhuranagar, Yusufguda, Hyderabad - 500 038  
BALANCE SHEET as at 31st March, 2025

All Amounts(Rs.) in lakhs except EPS &amp; Share data

Particulars	Note No.	As at March 31, 2025	As at March 31, 2024
<b>I. ASSETS:</b>			
<b>1. Non Current Assets:</b>			
a) Property, Plant and Equipment		-	-
b) Capital Work in Progress		-	-
c) Investment Property		-	-
d) Goodwill		-	-
e) Other intangible assets		-	-
f) Intangible assets under development		-	-
g) Biological Assets other than bearer plants		-	-
h) Financial Assets			
i) Investments		-	-
ii) Trade Receivables		-	-
iii) Loans		-	-
iii) Others	2	62.44	63.10
i) Other Non Current Assets	3	0.64	0.64
<b>Total Non-Current Assets</b>		<b>63.07</b>	<b>63.74</b>
<b>2. Current Assets:</b>			
a) Inventories	4	1313.14	1313.14
b) Financial Assets			
i) Investments		-	-
ii) Trade Receivables	5	36.00	36.00
iii) Cash and Cash Equivalents	6	0.51	0.88
iv) Other Bank Balances		-	-
c) Other Current Assets	7	598.80	598.80
<b>Total Current Assets</b>		<b>1948.45</b>	<b>1948.82</b>
<b>TOTAL ASSETS</b>		<b>2011.54</b>	<b>2012.57</b>
<b>II. EQUITY AND LIABILITIES:</b>			
<b>Equity</b>			
a) Equity Share Capital	8	1699.76	1699.76
b) Other Equity	9	(87.38)	(60.15)
<b>Total Equity</b>		<b>1612.38</b>	<b>1639.61</b>
<b>Liabilities</b>			
<b>1. Non Current Liabilities:</b>			
a) Financial Liabilities			
i) Borrowings		-	-
ii) Trade Payables		-	-
iii) Other Financial Liabilities	10	13.25	13.25
b) Provisions	11	3.19	3.19
c) Deferred Tax Liabilities (Net)	12	17.77	17.77
d) Other Non Current Liabilities		-	-
<b>Total Non-Current Liabilities</b>		<b>34.21</b>	<b>34.21</b>
<b>2. Current Liabilities:</b>			
a) Financial Liabilities			
i) Borrowings	13	38.20	20.35
ii) Trade Payables		-	-
Total outstanding dues of Small Enterprises and Micro enterprises		-	-
Total outstanding dues of creditors other than small enterprises and micro enterprises.		-	-
iii) Other Financial Liabilities		-	-
b) Provisions	14	77.34	70.01
c) Other Current Liabilities	15	249.41	248.39
<b>Total Current Liabilities</b>		<b>364.95</b>	<b>338.75</b>
<b>TOTAL EQUITY &amp; LIABILITIES</b>		<b>2011.54</b>	<b>2012.57</b>

Summary of Significant Accounting Policies and accompanying notes are an Integral Part of the Financial Statements

1

As per our Report of Even Date Attached  
For P.Murali & Co.  
Chartered Accountants,  
Firm Registration no: 007257SSd/-  
M.V. Joshi  
Partner  
M.No: 024784  
UDIN: 25024784BMIXTU4396Place: Hyderabad  
Date: 30-05-2025

For and on Behalf of the Board Padmalaya Telefilms Limited

Sd/- |  
G.V Narasimha Rao  
CEO & Executive Director  
DIN: 01763565  
Sd/-  
MVRs Suryanarayana  
CFO & Compliance OfficerSd/-  
D.V.N Raju  
Director  
DIN: 01887919

PADMALAYA TELEFILMS LIMITED

CIN: L92111TG1991PLCO13222

Regd. Office: 8-3-222/1/23,(Plot No : 138 ), Madhuranagar, Yusufguda, Hyderabad - 500 038

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2025

All Amounts(Rs.) in lakhs except EPS & Share data

Particulars	Note No.	For the Year ended March	
		31, 2025	31, 2024
<b>INCOME</b>			
Revenue from Operations		-	-
Other income	16	23.70	12.66
<b>TOTAL INCOME</b>		<b>23.70</b>	<b>12.66</b>
<b>EXPENSES</b>			
Cost of materials consumed		-	-
Purchase of stock in trade		-	-
Changes in inventories of finished goods, stock-in-trade and work-in progress		-	-
Employees benefit Expenses	17	7.22	7.16
Finance Costs	18	0.01	0.02
Depreciation and Amortisation Expenses		-	-
Other Expenses	19	43.71	27.09
<b>TOTAL EXPENSES</b>		<b>50.94</b>	<b>34.27</b>
<b>Profit/(Loss) before exceptional items and tax</b>		<b>(27.24)</b>	<b>(21.61)</b>
Exceptional Items		-	-
<b>Profit/(Loss) before tax</b>		<b>(27.24)</b>	<b>(21.61)</b>
Tax Expenses:			
(1) Current Tax		-	-
(2) Deferred Tax		-	-
Profit (loss) for the period from continuing operations		<b>(27.24)</b>	<b>(21.61)</b>
Profit/(loss) from discontinued operations		-	-
Tax expense of discontinued operations		-	-
Profit/(loss) from Discontinued operations (after tax)		-	-
<b>Profit/(loss) for the period</b>		<b>(27.24)</b>	<b>(21.61)</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 other comprehensive income</b>		-	-
<b>Total comprehensive income for the period (Comprising Profit(Loss) and Other Comprehensive Income for the period)</b>		<b>(27.24)</b>	<b>(21.61)</b>
<b>Earnings Per Share:</b>			
a) Basic (Rs.)		<b>(0.16)</b>	<b>(0.13)</b>
b) Diluted (Rs.)		<b>(0.16)</b>	<b>(0.13)</b>

Summary of Significant Accounting Policies and accompanying notes are an Integral Part of the Financial Statements

1

As per our Report of Even Date  
For P.Murali & Co.  
Chartered Accountants,  
Firm Registration no: 007257S

For and on Behalf of the Board Padmalaya Telefilms Limited

Sd/-  
M.V. Joshi  
Partner  
M.No: 024784  
UDIN: 25024784BMIXTU4396

Sd/-  
G.V Narasimha Rao  
CEO & Executive Director  
DIN: 01763565

Sd/-  
D.V.N Raju  
Director  
DIN: 01887919

Place: Hyderabad  
Date: 30-05-2025

MVRS Suryanarayana  
CFO & Compliance Officer

**PADMALAYA TELEFILMS LIMITED**  
CIN: L92111TG1991PLCO13222

Regd. Office: 8-3-222/1/23,(Plot No : 138 ), Madhuranagar, Yusufguda, Hyderabad - 500 038

**STATEMENT OF CASH FLOWS FOR THE YEAR ENDED MARCH 31, 2025**

All Amounts(Rs.) in lakhs except EPS & Share data

Particulars	For the Year ended March 31, 2025	For the Year ended March 31, 2024
<b>A. CASH FLOW FROM OPERATING ACTIVITIES:</b>		
Profit for the Period	(27.24)	(21.61)
<b>Adjustments for:</b>		
Depreciation and Amortization Expenses	-	-
Deferred Income taxes	-	-
Profit/Loss on Sale of Fixed Assets (Net)	-	-
Finance Costs	0.01	0.02
Interest Income	-	-
Liability Written Off	-	-
<b>Cash Operating Profit before working capital changes</b>	<b>(27.23)</b>	<b>(21.59)</b>
<b>Adjustments for (increase)/decrease in operating assets</b>		
Trade receivables	-	-
Inventories	-	-
Other Current Assets	-	-
Short Term Loans & Advances	-	-
Other Non Current Financial Assets	-	-
Other Non Current Assets	-	-
<b>Adjustments for increase/(decrease) in operating liabilities</b>	<b>(27.23)</b>	<b>(21.59)</b>
Borrowings	-	-
Short Term Provisions	7.33	4.57
Trade Payables	-	-
Other Financial Liabilities	-	13.25
Other Current Liabilities	1.02	7.95
Other Short Term Liabilities	-	-
<b>Cash Generated from Operations</b>	<b>8.34</b>	<b>25.77</b>
Direct Taxes - Refund / (paid)	-	-
<b>Net Cash Generated From Operating Activities (A)</b>	<b>(18.89)</b>	<b>4.18</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES:</b>		
Purchase of fixed assets (net)	-	-
Sale of Fixed Assets	-	-
Dividend Income	-	-
Interest Income	-	-
<b>Net Cash Generated/Used In Investing Activities (B)</b>	<b>-</b>	<b>-</b>
<b>C. CASH FLOW FROM FINANCING ACTIVITIES:</b>		
Financing Charges	(0.01)	(0.02)
Proceeds from Share Capital	-	-
Loans & Advances Given	0.66	(13.10)
Proceeds/ (Repayment) from Long Term Borrowings	-	9.65
Proceeds/ (Repayment) from Short Term Borrowings	17.85	-
<b>Net Cash Generated/Used In Financing Activities (C)</b>	<b>18.51</b>	<b>(3.47)</b>
<b>NET INCREASE / (DECREASE) IN CASH AND CASH EQUIVALENTS (A+B+C)</b>	<b>(0.38)</b>	<b>0.71</b>
Opening Cash and Cash Equivalents as at 31st March,2023	0.88	0.17
Closing Cash and Cash Equivalents as at 31st March, 2024	<b>0.51</b>	<b>0.88</b>

Summary of Significant Accounting Policies and accompanying notes are an Integral Part of the Financial Statements

1

As per our Report of Even Date Attached  
For P.Murali & Co.  
Chartered Accountants,  
Firm Registration no: 007257S

For and on Behalf of the Board Padmalaya Telefilms Limited

sd/-

Sd/-

Sd/-

M.V. Joshi  
Partner  
M.No: 024784  
UDIN: 25024784BMIXTU4396

G.V Narasimha Rao  
CEO & Executive Director  
DIN: 01763565

D.V.N Raju  
Director  
DIN: 01887919

sd/-

Place: Hyderabad  
Date: 30-05-2025

MVRS Suryanarayana  
CFO & Compliance Officer

**PADMALAYA TELEFILMS LIMITED**  
**Notes Forming Part of Financial Statements**  
**For the year ended 31st March, 2025**

All Amounts(Rs.) in lakhs except EPS & Share data

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

Particulars	As at	As at
	March 31, 2025	March 31, 2024
	Amount	Amount
<b>Advances Given</b>		
Others advances	62.44	63.10
<b>Total Other Non Current Assets</b>	<b>62.44</b>	<b>63.10</b>

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

Particulars	As at	As at
	March 31, 2025	March 31, 2024
	Amount	Amount
Security Deposit - Rent deposit	0.64	0.64
<b>Total Other Non Current Assets</b>	<b>0.64</b>	<b>0.64</b>

**Note No 4 : Inventories**

Particulars	As at	As at
	March 31, 2025	March 31, 2024
	Amount	Amount
Closing Stock	333.82	333.82
Software under Production	733.85	733.85
Projects on Hand	245.46	245.46
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>1313.14</b>	<b>1313.14</b>

**PADMALAYA TELEFILMS LIMITED**  
**Notes Forming Part of Financial Statements**  
**For the year ended 31st March, 2025**

All Amounts(Rs.) in lakhs except EPS & Share data

**Note No 5: Trade Receivables**

Particulars	As at March 31, 2025	As at March 31, 2024
	Amount	Amount
<b>Current - Unsecured</b>		
Considered Good	36.00	36.00
Bad Debts Written Off	-	-
<b>Total Trade Receivables</b>	<b>36.00</b>	<b>36.00</b>

**Trade receivables ageing schedule for the as on March 31, 2025**

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 months -1 year	1-2 Years	2-3 years	More than 3 years	
(i) Undisputed Trade receivables – considered good	-	-	-	-	36.00	36.00
(ii) Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-
(iii) Undisputed Trade Receivables – credit impaired	-	-	-	-	-	-
(iv) Disputed Trade Receivables – considered good	-	-	-	-	-	-
(v) Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-
(vi) Disputed Trade Receivables – credit impaired	-	-	-	-	-	-
Less: Allowance for credit loss	-	-	-	-	-	-
<b>Total Trade Receivables</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>36.00</b>	<b>36.00</b>

**Trade receivables ageing schedule as on March 31, 2024**

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 months -1 year	1-2 Years	2-3 years	More than 3 years	
(i) Undisputed Trade receivables – considered good	-	-	-	-	36.00	36.00
(ii) Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-
(iii) Undisputed Trade Receivables – credit impaired	-	-	-	-	-	-
(iv) Disputed Trade Receivables – considered good	-	-	-	-	-	-
(v) Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-
(vi) Disputed Trade Receivables – credit impaired	-	-	-	-	-	-
Less: Allowance for credit loss	-	-	-	-	-	-
<b>Total Trade Receivables</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>36.00</b>	<b>36.00</b>

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

Particulars	As at March 31, 2025	As at March 31, 2024
	Amount	Amount
Cash on Hand	0.09	0.27
Balances with banks in current accounts	0.42	0.62
<b>Total Cash and Cash Equivalents</b>	<b>0.51</b>	<b>0.88</b>

**Note No 7: Other Current Assets**

Particulars	As at March 31, 2025	As at March 31, 2024
	Amount	Amount
Loan Receivables	566.10	566.10
Other Advances	32.70	32.70
<b>Total Other Current Assets</b>	<b>598.80</b>	<b>598.80</b>

Statement Of Changes In Equity For The Year Ended March 31,2025

All Amounts(Rs.) in lakhs except EPS & Share data

A. Equity Share Capital

(1) Current reporting period

Balance at the beginning of the current reporting period	Changes in Equity Share Capital due to prior period errors	Restated balance at the beginning of the current reporting period	Changes in equity share capital during the current year	Balance at the end of the current reporting period
1,699.76	-	-	-	1,699.76

(2) Previous reporting period

Balance at the beginning of the previous reporting period	Changes in Equity Share Capital due to prior period errors	Restated balance at the beginning of the previous reporting period	Changes in equity share capital during the previous year	Balance at the end of the previous reporting period
1,699.76	-	-	-	1,699.76

B. Other Equity

All Amounts(Rs.) in lakhs except EPS & Share data

(1) Current reporting period

Particulars	Share application money pending allotment	Equity component of compound financial instruments	Reserves And Surplus						Items of Other Comprehensive Income						Money received against share warrant	Total	
			Securities premium reserve	Investment Allowance Reserve	Subsidy	Capital Reserve	General Reserves	Retained Earnings	Debt Instruments through Other Comprehensive Income	Equity Instruments through Other Comprehensive Income	Effective portion of Cash Flow Hedges	Revaluation Surplus	Exchange differences on translating the financial statements of a foreign Currency	Other items of Other Comprehensive Income (specify nature)			
Balance at the end of March 31, 2024	-	-	7566.09	-	-	-	882.84	(8509.08)	-	-	-	-	-	-	-	-	(38.54)
Changes in accounting policy or prior period errors	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Restated balance at the beginning of the current reporting period	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Total Comprehensive Income for the period	-	-	-	-	-	-	-	(27.24)	-	-	-	-	-	-	-	-	(27.24)
Dividends	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Balance at the end of March 31, 2025	-	-	7566.09	-	-	-	882.84	(8536.31)	-	-	-	-	-	-	-	-	(65.78)

(2) Previous reporting period

Particulars	Share application money pending allotment	Equity component of compound financial instruments	Reserves And Surplus						Items of Other Comprehensive Income						Money received against share warrant	Total	
			Securities premium reserve	Investment Allowance Reserve	Subsidy	Capital Reserve	General Reserves	Retained Earnings	Debt Instruments through Other Comprehensive Income	Equity Instruments through Other Comprehensive Income	Effective portion of Cash Flow Hedges	Revaluation Surplus	Exchange differences on translating the financial statements of a foreign Currency	Other items of Other Comprehensive Income (specify nature)			
Balance at the end of March 31, 2023	-	-	7566.09	-	-	-	882.84	(8487.47)	-	-	-	-	-	-	-	-	(38.54)
Changes in accounting policy or prior period errors	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	0
Restated balance at the beginning of the current reporting period	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	0
Total Comprehensive Income for the period	-	-	-	-	-	-	-	(21.61)	-	-	-	-	-	-	-	-	(21.61)
Dividends	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	0
Balance as at March 31, 2024	-	-	7566.09	-	-	-	882.84	(8509.08)	-	-	-	-	-	-	-	-	(60.15)

Summary of Significant Accounting Policies and accompanying notes are an Integral Part of the Financial Statements 1

As per our Report of Even Date Attached  
For P.Murali & Co.  
Chartered Accountants,  
Firm Registration no: 007257S

For and on Behalf of the Board Padmalaya Telefilms Limited

Sd/-  
M.V. Joshi  
Partner  
M.No: 024784  
UDIN: 25024784BMIXTU4396

Sd/-  
G.V Narasimha Rao  
CEO & Executive Director  
DIN: 01763565

Sd/-  
D.V.N Raju  
Director  
DIN: 01887919

Place: Hyderabad  
Date: 30-05-2025

Sd/-  
M.V.R.S Suryanarayana  
CFO & Compliance Officer

**PADMALAYA TELEFILMS LIMITED**  
**Notes Forming Part of Financial Statements**  
**For the year ended 31st March, 2025**

All Amounts(Rs.) in lakhs except EPS & Share data

**Note No 8 : Share Capital**

Particulars	As at March 31, 2025	As at March 31, 2024
	Amount	Amount
<b>Authorised Share Capital</b> 2,00,00,000 Equity Shares of Rs.10/- each (31st March, 2025: 2,00,00,000 Equity Shares of Rs.10/- each) (31st March, 2024: 2,00,00,000 Equity Shares of Rs.10/- each)	2000.00	2000.00
<b>Issued Share Capital</b> 1,70,00,000 Equity Shares of Rs.10/- each (31st March, 2025: 1,70,00,000 Equity Shares of Rs.10/- each) (31st March, 2024: 1,70,00,000 Equity Shares of Rs.10/- each)	1700.00	1700.00
<b>Subscribed and Fully Paid up</b> 1,69,95,200 Equity Shares of Rs.10/- each (31st March, 2025: 1,69,95,200 Equity Shares of Rs.10/- each) (31st March, 2024: 1,69,95,200 Equity Shares of Rs.10/- each)	1699.52	1699.52
<b>Subscribed and Not Fully Paid up</b> 4,800 Equity Shares of Rs.10/- each (31st March, 2025 : 4,800 Equity Shares of Rs.10/- each [Rs. 5/- Outstanding on Each]) (31st March, 2024 : 4,800 Equity Shares of Rs.10/- each [Rs. 5/- Outstanding on Each])	0.24	0.24
<b>Total Equity Share Capital</b>	<b>1699.76</b>	<b>1699.76</b>

Shareholders Holding More than 5% of shares	% share holding	No. of shares As on March 31, 2025	No. of shares As on March 31, 2024
Yamuna Enterprises Pvt Ltd	9.84%	1,673,019	1,673,019

**Note No 9: Other Equity**

Particulars	Reserves & Surplus			
	General Reserve	Securities Premium Reserve	Retained Earnings	Total
	Amount	Amount	Amount	Amount
Balance as at 31st March 2023	882.84	7566.09	(8487.47)	(38.54)
Profit For The Year			(21.61)	(21.61)
Balance as at 31st March 2024	882.84	7566.09	(8509.08)	(60.15)
Profit For The Year			(27.24)	(27.24)
Balance as at 31st March 2025	882.84	7566.09	(8536.31)	(87.38)

**PADMALAYA TELEFILMS LIMITED**

Notes Forming Part of Financial Statements

For the year ended 31st March, 2025

All Amounts(Rs.) in lakhs except EPS & Share data

**Note No 10 : Other Financial Liabilities**

Particulars	As at March 31, 2025	As at March 31, 2024
	Amount	Amount
Unsecured Loan - Others	13.25	13.25
<b>Total Provisions</b>	<b>13.25</b>	<b>13.25</b>

**Note No 11 : Provisions**

Particulars	As at March 31, 2025	As at March 31, 2024
	Amount	Amount
<b>Provision for Employee Benefits</b>		
Gratuity	0.98	0.98
Others	2.21	2.21
<b>Total Provisions</b>	<b>3.19</b>	<b>3.19</b>

**Note No 12 : Deferred Tax Liability (Net)**

Particulars	As at March 31, 2025	As at March 31, 2024
	Amount	Amount
Opening Balance	17.77	17.77
Add/(Less): Provision of Deferred tax charge / (Credit) for the year	-	-
Add/(Less): Adjustment Due to Ind AS	-	-
<b>Closing Balance</b>	<b>17.77</b>	<b>17.77</b>

**Note No 13 : Borrowings**

Particulars	As at March 31, 2025	As at March 31, 2024
	Amount	Amount
<b>Unsecured</b>		
Loans from others	36.70	20.35
Bed Rock Films LLP	1.50	-
<b>Total Borrowings</b>	<b>38.20</b>	<b>20.35</b>

**Note No 14 : Provisions**

Particulars	As at March 31, 2025	As at March 31, 2024
	Amount	Amount
<b>Provision for Employee Benefits</b>		
PF & ESI Payable	0.47	0.27
Salaries Payable	6.97	5.47
Rent Payable	9.44	3.81
<b>Electricity and Others</b>		
Statutory Liabilities	0.56	0.56
TDS Payable	0.38	0.38
Provision for Audit Fees payable	2.47	2.47
Provision for GST	16.70	16.70
GST Payable	39.36	39.36
Advertisement Expenses Payable	1.00	1.00
<b>Total Provisions</b>	<b>77.34</b>	<b>70.01</b>

**Note No 15 : Other Current Liabilities**

Particulars	As at March 31, 2025	As at March 31, 2024
	Amount	Amount
Other Payables	175.41	174.39
Advance Received from MM Movies	74.00	74.00
<b>Total Other Current Liabilities</b>	<b>249.41</b>	<b>248.39</b>

**PADMALAYA TELEFILMS LIMITED**  
**Notes Forming Part of Financial Statements**  
**For the year ended 31st March, 2025**

All Amounts(Rs.) in lakhs except EPS & Share data

**Note No 16 : Other Income**

Particulars	For the Year ended March 31, 2025	For the Year ended March 31, 2024
	Amount	Amount
Other Income	23.70	12.66
<b>Total</b>	<b>23.70</b>	<b>12.66</b>

**Note No 17 : Employee Benefit Expenses**

Particulars	For the Year ended March 31, 2025	For the Year ended March 31, 2024
	Amount	Amount
Salaries,Wages and bonus	6.84	6.68
Contribution to Provident & Other Funds	0.29	0.42
Staff Welfare	0.08	0.06
<b>Total</b>	<b>7.22</b>	<b>7.16</b>

**Note No 18 : Finance Costs**

Particulars	For the Year ended March 31, 2025	For the Year ended March 31, 2024
	Amount	Amount
Bank Charges	0.01	0.02
<b>Total</b>	<b>0.01</b>	<b>0.02</b>

**Note No 19 : Other Expenses**

Particulars	For the Year ended March 31, 2025	For the Year ended March 31, 2024
	Amount	Amount
Sitting Fees	-	-
Rent	21.93	5.78
Conveyance	1.68	1.65
Office Maintenance	1.50	1.85
Business Promotion Expenses	0.99	2.20
Electricity Charges	0.02	0.08
Professional & Consultancy Fee	0.82	1.63
Power and fuel	-	-
AGM & EGM Expenses	2.95	2.80
Secretarial Fee	2.50	1.74
Kifin tech service fee	0.94	1.32
License Fees	-	-
Lisitng Expenses	5.37	5.43
Water Expenses	0.06	0.06
Payment to Auditors:		
(i) As Audit fee	1.27	1.27
(ii) For Taxation Matters	-	-
Transportation	0.04	-
ROC Expenses	0.15	-
BSE Charges	0.12	-
Printing & Stationery	0.06	-
Recording & Editing	1.52	-
Miscellaneous Expenses	1.81	1.29
<b>Total</b>	<b>43.71</b>	<b>27.09</b>

Particulars	Numerator	Denominator	March, 2025	March, 2024	Variance
* Current Ratio	Current Assets	Current Liabilities	5.34	5.75	-7.20
Debt-Equity Ratio	Total Debt - Deffered Tax Liability	Shareholders Equity	0.24	0.22	9.19
Debt Service Coverage Ratio	Earnings available for Debt Services	Interest+ Installments	NA	NA	NA
** Return on Equity Ratio	Net Profit after Tax	Shareholders Equity	-0.02	-0.01	28.19
Inventory Turnover Ratio	Sales	Average Inventory	NA	NA	NA
Trade Receivables Turnover ratio	Credit Sales	Average Trade Receivables	NA	NA	NA
Trade Payables Turnover ratio	Annual Net Credit Purchases	Average Trade Payables	NA	NA	NA
Net Capital Turnover Ratio	Sales	Working Capital	NA	NA	NA
Net Profit Ratio	Net Profit after Tax	Sales	NA	NA	NA
^ Return on Capital Employed	Earnings before Interest and taxes	Capital Employed= Total Assets (-) Current Liabilities	-0.02	-0.01	28.08
Return on Investments(Assets)	Total Comprehensive Income	Average Total Assets	-0.01	-0.01	5.77
<p>* Eventual increase in current liabilities has caused the Current Ratio to decrease thus leaving a negative impact on Current ratio</p> <p>** Due to increase in the current year lossess it resulted in increase in Return on Equity Ratio</p> <p>^ Due to increase in the current year losses it resulted in increase in Return on Capital Employed Ratio</p>					

**NOTES****forming part of the Financial Statements for the year ended March 31, 2025**

20. The company is operating in a single segment of Film Production and distribution, hence IND AS-108, segment reporting is not applicable for the company.
21. The company is in the GST Registration Renewal process, and has made provision for the entire liability of GST from the F.Y 2019-20. The company is in the process of discharging the entire outstanding liability of GST during the current year.
22. 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.

**23. Disclosure of Remuneration to Auditors:**

Particulars	FY-2024-25 Amount (Rs. In Lakhs)	FY-2023-24 Amount (Rs. In Lakhs)
Statutory Audit Fees	1.27	1.27
Tax Audit Fess	-	-
Other Services	-	-
<b>Total</b>	<b>1.27</b>	<b>1.27</b>

**24. Earnings Per Share:(in Rs)**

Particulars	FY 2024-25	FY 2023-24
Basic EPS	(0.16)	(0.13)
Dilute EPS	(0.16)	(0.13)

25. The company has not recognized any Deferred Tax Asset during the year under consideration.
26. The company has not received any intimation for non-payment of dues to MSME and 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.
27. Closing Balances of Debtors / Creditors / Loans & Advances are subjected to confirmation from the parties.

**28. Additional Regulatory Information**

- i. The company does not own any land or buildings either in its name or any other name and hence there are no title deeds for submission.
- ii. The Company has not granted any loans or advances in the nature of loans to promoters, directors, KMPs and other related parties.
- iii. The Company does not hold any Benami Property. Thus, there are no proceedings initiated or are pending against the company under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.
- iv. The Company has not been sanctioned working capital limits in excess of five crore rupees, in aggregate, from banks or financial institutions on the basis of security of current assets at any point of time during the year.
- v. The Company is not declared as wilful defaulter by any bank or financial Institution or other lenders.
- vi. The Company did not have any transactions with Companies struck off under Section 248 of Companies Act, 2013 or Section 560 of Companies Act, 1956 considering the information available with the Company.
- vii. There are no charges or satisfactions yet to be registered with ROC beyond the statutory period by the Company.
- viii. The Company does not have any parent company and accordingly, compliance with the number of layers prescribed under clause (87) of section 2 of the Act read with Companies (Restriction on number of Layers) Rules, 2017 is not applicable for the year under consideration.

**NOTES**
**forming part of the Financial Statements for the year ended March 31, 2025**
**ix. Key Financial Ratios:**

Particulars	Numerator	Denominator	March, 2025	March, 2024	Variance
* Current Ratio	Current Assets	Current Liabilities	5.94	5.75	-7.20
Debt-Equity Ratio	Total Debt - Deferred Tax Liability	Shareholders Equity	9.24	9.22	9.19
Debt Service Coverage Ratio	Earnings available for Debt Services	Interest+ Installments	NA	NA	NA
** Return on Equity Ratio	Net Profit after Tax	Shareholders Equity	-0.02	-0.01	28.19
Inventory Turnover Ratio	Sales	Average Inventory	NA	NA	NA
Trade Receivables Turnover ratio	Credit Sales	Average Trade Receivables	NA	NA	NA
Trade Payables Turnover ratio	Annual Net Credit Purchases	Average Trade Payables	NA	NA	NA
Net Capital Turnover Ratio	Sales	Working Capital	NA	NA	NA
Net Profit Ratio	Net Profit after Tax	Sales	NA	NA	NA
* Return on Capital Employed	Earnings before interest and taxes	Capital Employed- Total Assets (-) Current Liabilities	-0.02	-0.01	26.08
Return on Investments(Assets)	Total Comprehensive Income	Average Total Assets	-0.01	-0.01	5.77

\*Eventual increase in Current Liabilities has caused the Current Ratio to decrease thus leaving a negative impact on Current Ratio.

\*\* Due to increase in the current year losses, it resulted in increase in Return on Equity Ratio.

^ Due to increase in the current year losses, it resulted in increase in Return on Capital Employed Ratio.

- x. There are no Scheme of Arrangements approved by the Competent Authority in terms of sections 230 to 237 of the Companies Act, 2013 during the year.
- xi. (A) The company has not advanced or loaned or invested funds (either borrowed funds or share premium or any other sources or kind of funds) to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding (whether recorded in writing or otherwise) that the Intermediary shall (i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or (ii) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.  
(B) The company has also not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the company shall (i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or (ii) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- xii. The Company does not have any transactions which are not recorded in the books of accounts that has been surrendered or disclosed as income in the tax assessments under the Income Tax Act, 1961 during any of the years.
- xiii. The provisions of section 135 of the Companies Act, 2013 for constitution of CSR committee is not applicable to the Company.
- xiv. The Company did not trade or invest in Crypto Currency or virtual currency during the financial year. Hence, disclosures relating to it are not applicable.
29. Previous year figures have been regrouped and rearranged wherever necessary to conform to this years' classification.

**SIGNATURE TO NOTES 1 To 29**

As Per our Report of Even Date  
For P. Murali & Co.,  
Chartered Accountants,  
FRN: 007257S

For and on Behalf of the Board  
Padmalaya Telefilms Limited

Sd/-

M V Joshi  
Partner  
M.No:024784  
UDIN:

Sd/-

G.V Narasimha Rao  
CEO & Executive Director  
DIN: 01763565

Sd/-

D V N Raju  
Director  
DIN: 01887919

Place: Hyderabad  
Date: 30.05.2025

Sd/-  
MVRS Suryanarayana  
CFO & Compliance Officer

**Note 1: Significant Accounting Policies****A. Background**

Padmalaya Telefilms Limited ("the Company") is a Company domiciled in India and limited by shares. The shares of the Company are publicly traded on the BSE Limited. [The address of the Company's registered office is Regd. Office: 8-3-222/1/23, (Plot No: 138), Madhuranagar, Yusufguda, Hyderabad - 500 038, Telangana, India.

The Company is primarily involved in Film Production and Distribution.

**B. Significant Accounting Policies****(a) Basis of preparation:**

(i) The financial statements comply in all material aspects with Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 (the Act) Companies (Indian Accounting Standards) Rules, 2015] and other relevant provisions of the Act.

All assets and liabilities have been classified as current and non-current as per the Company's normal operating cycle and other criteria's set out in the Schedule III to the Companies Act, 2013. Based on the nature of products/services and the time between the acquisition of assets for processing and their realization in cash and cash equivalents, the Company has ascertained its operating cycle as twelve months for the purpose of current/non-current classification of assets and liabilities.

Based on the nature of products/services and the time between the acquisition of assets for processing and their realization in cash and cash equivalents, the Company has ascertained its operating cycle as twelve months for the purpose of current/non-current.

**(ii) Historical cost convention**

The financial statements of the Company have been prepared on the historical cost basis except for certain Financial assets and liabilities which are measured at fair value.

**(b) Foreign Currency Translation****(i) Functional and presentation currency**

Items included in the financial statements of the Company are measured using the currency of the primary economic environment in which the entity operates ('the functional currency'). These financial statements are presented in Indian rupee (₹), which is Company's functional and presentation currency.

**(ii) Transactions and balances**

Foreign currency transactions are translated into the functional currency using exchange rates at the date of the transaction. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at year end exchange rates are recognized in Statement of Profit and Loss. Non-monetary items carried at fair value that are denominated in foreign currencies are translated at the rates prevailing at the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

**(c) 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.

**(d) Interest and Dividend Income Recognition**

Interest income from a financial asset is recognized when it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's carrying amount on initial recognition.

Dividends are recognized in the Statement of Profit and Loss only when the right to receive payment is established, it is probable that the economic benefits associated with the dividend will flow to the Company, and the amount of the dividend can be measured reliably.

**(e) Income Taxes**

The income tax expense for the period is the tax payable on the current period's taxable income based on the applicable income tax rate adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses, if any.

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of the reporting period in the country where the Company generates taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Deferred 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 tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the end of the reporting period and are expected to apply when the related deferred tax asset is realized or the deferred tax liability is settled.

Deferred Tax assets are recognized for all deductible temporary differences, unused tax losses and carry forward tax credits only if it is probable that future taxable amounts will be available to utilize those temporary differences, tax losses and tax credits.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

Current and deferred tax is recognized in the Statement of Profit and Loss, except to the extent that it relates to items recognized in other comprehensive income or directly in equity. In this case, the tax is also recognized in other comprehensive income or directly in equity, respectively.

**(f) Cash and Cash Equivalents**

Cash and cash equivalents include cash on hand, deposits held at call with financial Institutions, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value. For the purpose of Cash Flow Statement, Cash and cash equivalents are considered net of outstanding overdrafts, if any, as they are considered an integral part of Company cash management.

**Inventories**

Inventories as disclosed in financial statements comprise are stated at the lower of cost and net realizable value. Cost is determined on the basis of actual / amortized cost. Net realizable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and costs necessary to make the sale.

**(h) Trade receivables**

Trade receivable are recognized initially at fair value and subsequently measured at amortized cost using the effective interest method, less provision for impairment.

**(i) Financial Instruments****(i) Financial Assets****Classification**

The Company classifies its financial assets in the following measurement categories:

- those to be measured subsequently at fair value (either through other comprehensive income, or through profit or loss), and
- those measured at amortized cost.

The classification depends on the entity's business model for managing the financial assets and the contractual terms of the cash flows.

For assets measured at fair value, gains and losses will either be recorded in Statement of Profit and Loss or Other Comprehensive Income.

**Measurement**

At initial recognition, the Company measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through profit or loss are expensed in Statement of Profit and Loss.

**Impairment of Financial Assets**

The Company assesses on a forward-looking basis the expected credit losses associated with its assets carried at amortized cost. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

For trade receivables only, the Company applies the simplified approach permitted by Ind AS 109 Financial Instruments, which requires expected lifetime losses to be recognized from initial recognition of the receivables.

**De-recognition of Financial Assets**

A financial asset is de-recognized only when

- The Company has transferred the rights to receive cash flows from the financial asset or
- Retains the contractual rights to receive the cash flows of the financial asset, but assumes a contractual obligation to pay the cash flows to one or more recipients

Where the Company has transferred an asset, it evaluates whether it has transferred substantially all risks and rewards of ownership of the financial asset. In such cases, the financial asset is derecognized. Where the Company has not transferred substantially all risks and rewards of ownership of the financial asset, the financial asset is not de-recognized.

Where the Company has neither transferred a financial asset nor retains substantially all risks and rewards of ownership of the financial asset, the financial asset is derecognized if the Company has not retained control of the financial asset. Where the Company retains control of the financial asset, the asset is continued to be recognized to the extent of continuing involvement in the financial asset.

**(ii) Financial Liabilities****Classification as debt or equity**

Financial liabilities and equity instruments issued by the Company are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument.

**Initial recognition and measurement**

Financial liabilities are recognized when the Company becomes a party to the contractual provisions of the instrument. Financial liabilities are initially measured at the fair value.

**Subsequent measurement**

Financial liabilities are subsequently measured at amortized cost using the effective interest rate method. Financial liabilities carried at fair value through profit or loss are measured at fair value with all changes in fair value recognized in the Statement of Profit and Loss.

**Derecognition**

A financial liability is derecognized when the obligation specified in the contract is discharged, cancelled or expires.

**(j) Offsetting Financial Instruments**

Financial assets and liabilities are offset and the net amount is reported in the balance sheet where there is a legally enforceable right to offset the recognized amounts and there is an intention to settle on a net basis or realize the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the Company or the counterparty.

**(k) Property, Plant and Equipment**

All property, plant and equipment are stated at historical cost less accumulated depreciation and accumulated impairment losses, if any. Historical cost includes expenditure that is directly attributable to the acquisition of the asset. Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognized when replaced. All other repairs and maintenance expenses are charged to Statement of Profit and Loss during the reporting period in which they are incurred.

**Depreciation methods, estimated useful lives and residual value**

Depreciation is calculated using the straight-line method to allocate the cost of the asset, net of their residual values, if any, over their estimated useful lives which are in accordance with the useful lives prescribed under Schedule II to the Companies Act, 2013.

The residual values are not more than 5% of the original cost of the asset. The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period. An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is higher than its estimated recoverable amount.

Gains or losses arising from the retirement or disposal of a tangible asset are determined as the difference between the net disposal proceeds and the carrying amount of the asset and recognized as income or expense in the Statement of Profit and Loss.

**(l) 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.

**(m) Impairment of assets**

Non-Financial assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognized for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or groups of assets (Cash-generating units). Non-financial assets other than goodwill that suffered impairment are reviewed for possible reversal of the impairment at the end of each reporting period.

When an impairment loss subsequently reverses, the carrying amount of the asset (or a cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognized for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognized immediately in the Statement of profit or loss.

#### **(n) Provisions and Contingent Liabilities**

Provisions are recognized when the Company has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation and the amount can be reliably estimated. Provisions are measured at the present value of Management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period. Provisions are not recognized for future operating losses.

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made.

Where the likelihood of outflow of resources is remote, no provision or disclosure as specified in Ind AS -37 – "Provision, contingent liabilities and contingent assets" is made.

#### **(o) Employee Benefits**

##### **(i) Short-term obligations**

Liabilities for wages and salaries, including non-monetary benefits that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognized in respect of employee's services up to the end of the reporting period and are measured at the amount expected to be paid when the liabilities are settled.

##### **(ii) Post-employment obligations**

The Company operates the following post-employment schemes:

(a) defined benefit plans such as gratuity;

(b) defined contribution plans such as provident fund

##### **Defined benefit plans:**

The Company has a scheme for payment of gratuity to all its employees as per provisions of the Payment of Gratuity Act 1972. The Company provides for period end liability using the projected unit credit method as per the actuarial valuation carried out by the independent actuary. The cost of providing benefit under gratuity plan are charged to the statement of profit and loss, except for their measurements, comprising of actuarial gains and losses which are recognized in full in the statement of other comprehensive income in the reporting period in which they occur.

##### **Defined contribution plans:**

Contributions to Provident Fund and Pension Fund are charged to the Statement of Profit and Loss as incurred. Provident fund contributions are made to a government administered provident fund towards which the Company has no further obligations beyond its monthly contributions.

#### **(p) Earnings Per Share**

##### **(i) Basic earnings per share**

Basic earnings per share is calculated by dividing:

- the profit attributable to owners of the Company
- by the weighted average number of equity shares outstanding during the financial year

**(ii) Diluted earnings per share**

Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account:

- the after income tax effect of interest and other financing costs associated with dilutive potential equity shares, and
- the weighted average number of additional equity shares that would have been outstanding assuming the conversion of all dilutive potential equity shares.

**(q) Rounding of Amounts**

All amounts disclosed in the financial statements and notes have been rounded off to the nearest two decimal digits after Lacs as per the requirement of Schedule III of the Act, unless otherwise stated.

**C. Critical Estimates and Judgements**

The preparation of financial statements requires the use of accounting estimates which, by definition, will seldom equal the actual results. This note provides an overview of the areas that involve a higher degree of judgement or complexity, and of items which are more likely to be materially adjusted due to estimates and assumptions turning out to be different than those originally assessed. Estimates and judgements are continually evaluated. They are based on historical experience and other factors, including expectations of future events that may have a financial impact on the Company and that are believed to be reasonable under the circumstances.

**The areas involving critical estimates or judgements are:****Estimated useful life of Tangible Assets:**

The Company reviews the useful lives and carrying amount of property, plant and equipment at the end of each reporting period. This reassessment may result in change in depreciation and amortization expense in future periods.

**Estimation of Current Tax Expense and Income Tax Payable / Receivable:**

The calculation of Company's tax charge necessarily involves a degree of estimation and judgement in respect of certain items whose tax treatment cannot be finally determined until resolution has been reached with the relevant tax authority or, as appropriate, through a formal legal process. The final resolution of some of these items may give rise to material adjustment to taxable profits/losses.

**Estimation of Defined Benefit Obligation:**

The Company's obligation on account of gratuity is determined based on actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, this liability is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

**Estimation of Contingent Liabilities:**

The Company exercises judgment in measuring and recognizing provisions and the exposures to contingent liabilities which is related to pending litigation or other outstanding claims. Judgement is necessary in assessing the likelihood that a pending claim will succeed, or a liability will arise, and to quantify the possible range of the financial settlement. Because of the inherent uncertainty in this evaluation process, actual liability may be different from the originally estimated as provision or contingent liability.

**Recognition of Deferred Tax Assets:**

The recognition of deferred tax assets is based upon whether it is probable that sufficient taxable profits will be available in the future against which the reversal of temporary differences will be offset. In assessing the realizability of deferred tax assets, the Company considers the extent to which it is probable that the deferred tax asset will be realized. The ultimate realization of deferred tax assets is dependent upon the generation of future taxable profits during the periods in which those temporary differences and tax loss carry-forwards become deductible. The Company considers the expected reversal of deferred tax liabilities, projected future taxable income and tax planning strategies in making this assessment.

**Impairment of Trade Receivables:**

Trade receivables are typically unsecured and are derived from revenue earned from customers. Credit risk has been managed by the Company through credit approvals, establishing credit limits and continuously monitoring the creditworthiness of customers to which the Company grants credit terms in the normal course of business. On account of adoption of Ind AS 109, the Company uses expected credit loss model to assess the impairment loss or gain. The Company uses a provision matrix and forward-looking information and an assessment of the credit risk over the expected life of the financial asset to compute the expected credit loss allowance for trade receivables.

**As Per our Report of Even Date  
For P. Murali & Co.,  
Chartered Accountants,  
FRN: 007257S**

Sd/-

**M V Joshi  
Partner  
M.No:024784  
UDIN:**

**Place: Hyderabad  
Date: 30.05.2025**

**For and on Behalf of the Board  
Padmalaya Telefilms Limited**

Sd/-

**G.V Narasimha Rao  
CEO & Executive Director  
DIN: 01763565**

Sd/-

**D V N Raju  
Director  
DIN: 01887919**

Sd/-

**MVRS Suryanarayana  
CFO & Compliance Officer**

**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 34<sup>th</sup> Annual general meeting of the company, to be held on Tuesday, 30<sup>th</sup> September 2025 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
<b>Ordinary Business</b>	
1.	To receive, consider and adopt the Audited Balance Sheet as at 31st March 2025 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
<b>Special Business</b>	
3.	Re-appointment of Sri. Tammareddy Bharadwaja (DIN: 07332749), as Independent Director of the Company for a further period of five years.
4.	Re-appointment of Sri. S.Sreenivasa Rao (DIN: 01691043), as Independent Director of the Company for a further period of five years.
5.	Regularisation of Sri. Puskur Ram Mohan Rao (DIN: 01980193) as Director of the Company
6.	Appointment of Sri. Puskur Ram Mohan Rao (DIN: 01980193), as Independent Director of the Company
7.	Appointment of Secretarial Auditor

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2025

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

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

Note:

- Proxy need not be a member of the Company.
- 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.
- 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

**34<sup>th</sup> Annual General Meeting – Tuesday, 30<sup>th</sup> September 2025*****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 34<sup>th</sup> Annual General Meeting of the Company to be held on Tuesday, 30<sup>th</sup> September, 2025 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.

**Printed Matter**

**If Undelivered please return to**

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