

NOTICE

Notice is hereby given that the 34th Annual General Meeting of the members of M/s. Padmalaya Telefilms Limited (CIN: L92111TG1991PLC013222) will be held on Tuesday, the 30th 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:

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 31st 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 30th 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 30th 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 2nd 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 30th 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. Puttaparthi 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**

**Place: Hyderabad
Date: 5th September 2025**

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

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, 24th September 2025 to Tuesday, 30th 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 with a copy marked to evoting@kfintech.com and to the Company at 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, 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 23rd 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, 27th September 2025 and will end at 5.00 p.m. on Monday, 29th 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, 27th September 2025 and will end at 5.00 p.m. on Monday, 29th 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, 23rd 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. 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	<p>1. User already registered for IDeAS facility:</p> <ul style="list-style-type: none"> I. Visit URL: https://eservices.nsdl.com II. Click on the “Beneficial Owner” icon under “Login” under ‘IDeAS’ section. III. On the new page, enter User ID and Password. Post successful authentication, click on “Access to e-Voting” 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. <p>2. User not registered for IDeAS e-Services</p> <ul style="list-style-type: none"> I. To register click on link : https://eservices.nsdl.com II. Select “Register Online for IDeAS” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp III. Proceed with completing the required fields. IV. Follow steps given in points 1 <p>3. Alternatively by directly accessing the e-Voting website of NSDL</p> <ul style="list-style-type: none"> I. Open URL: https://www.evoting.nsdl.com/ II. Click on the icon “Login” which is available under ‘Shareholder/Member’ section. 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. IV. Post successful authentication, you will requested to select the name of the company and the e-Voting Service Provider name, i.e.KFintech. V. On successful selection, you will be redirected to KFintech e-Voting page for casting your vote during the remote e-Voting period.
Individual Shareholders holding securities in demat mode with CDSL	<p>1. Existing user who have opted for Easi / Easiest</p> <ul style="list-style-type: none"> I. Visit URL: https://web.cdslindia.com/myeasi/home/login or URL: www.cdslindia.com II. Click on New System Myeasi III. Login with your registered user id and password. IV. The user will see the e-Voting Menu. The Menu will have links of ESP i.e. KFintech e-Voting portal. V. Click on e-Voting service provider name to cast your vote. <p>2. User not registered for Easi/Easiest</p> <ul style="list-style-type: none"> I. Option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration II. Proceed with completing the required fields. III. Follow the steps given in point 1 <p>3. Alternatively, by directly accessing the e-Voting website of CDSL</p> <ul style="list-style-type: none"> I. Visit URL: www.cdslindia.com II. Provide your demat Account Number and PAN No. III. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account.

	After successful authentication, user will be provided links for the respective ESP, i.e KFintech where the e-Voting is in progress.
Individual Shareholder login through their demat accounts / Website of Depository Participant	<p>I. You can also login using the login credentials of your demat account through your DP registered with NSDL /CDSL for e-Voting facility.</p> <p>II. Once logged-in, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature.</p> <p>III. Click on options available against company name or e-Voting service provider – Kfintech and you will be redirected to e-Voting website of KFintech for casting your vote during the remote e-Voting period without any further authentication.</p>

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 evoting@nsdl.co.in 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 helpdesk.evoting@cdslindia.com 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:

- Launch internet browser by typing the URL: <https://evoting.kfintech.com/>
- 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.
- After entering these details appropriately, click on "LOGIN".
- 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.
- You need to login again with the new credentials.
- On successful login, the system will prompt you to select the "EVEN" i.e., "**9221**". and "PTL-AGM" and click on "Submit"
- 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.
- Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/ demat accounts.
- 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.
- You may then cast your vote by selecting an appropriate option and click on "Submit".
- 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 with a copy marked to 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 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, 23rd 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.
 - 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:)

I	Name of the Director	Sri. Ghattamaneni Venkata Narasimha Rao (DIN: 01763565) CEO & Whole Time Director
	Date of Birth	15 th August 1971
	Nationality	Indian
	Date of Appointment on the Board	17 th 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	• Sri Geethika Mines and Minerals Private Limited
	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

II	Name	:	Tammareddy Bharadwaja
	Date of Birth (Age)	:	3 rd 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"> 1. Dedipya Entertainment Pvt Ltd 2. Maha Silica Mines and Minerals LLP 3. Bedrock Films LLP

III	Name	:	Sreenivasa Rao Sakhamuri
	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	Name	:	Sri. Puskur Ram Mohan Rao
	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 30th September 2019 and was regularized as Director as well as Independent Director in the Annual General Meeting held on 30th September 2020 for a period of five years.

Board of Directors in its meeting held on 5th 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 30th 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 30th September 2020 for a period of five years.

Board of Directors in its meeting held on 5th 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 30th 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. 2nd 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 30th 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: 5th September 2025**

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