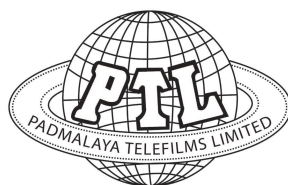


28th
ANNUAL REPORT
2018 – 19



Padmalaya

TELEFILMS LIMITED

Corporate Information

Board of Directors

| | | |
|------------------------|---|--------------------------------------|
| Sri. G.V.Narasimha Rao | - | Executive Director (DIN: 01763565) |
| Sri. S.Sreenivasa Rao | - | Director (DIN: 01691043) |
| Dr. D.V.N.Raju | - | Independent Director (DIN: 01887919) |
| Smt. N. Uma Devi | - | Additional Director (DIN: 08537674) |

Key Managerial Persons:

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

Registered & Administrative Office

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

Statutory Auditors

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

Bankers

Punjab National Bank
UTI Bank Limited
ING Vysya Bank

Share Transfer Agents

Karvy Computershare Pvt. Ltd.
Plot No.17-24, Vittal Rao Nagar,
Madhapur, Hyderabad - 500 081.
Ph : 040-44655000, Fax: 040-23420814
email : einward.ris@karvy.com

Listing

BSE Limited, Mumbai

Corporate Identification Number : L92111TG1991PLC013222

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NOTICE

Notice is hereby given that the 28th Annual General Meeting of M/s. Padmalaya Telefilms Limited will be held on Monday, the 30th day of September 2019 at 9.30 AM at Hotel Trishul Grand, Adj to Metro Pillar No. 35, Main Road, Madhapur, Hyderabad - 500 081 to transact the following business:

ORDINARY BUSINESS

1. To Receive, Consider and Adopt the Financial Statements of the Company for the year ended 31st March, 2019 including audited Balance Sheet as at 31st March, 2019 and the Statement of Profit and Loss for the year ended on that date and the reports of the Board of Directors ("the Board") and Auditors thereon.
2. To appoint a Director in place of Sri. S. Sreenivasa Rao who retires by rotation and being eligible offers himself for reappointment.

SPECIAL BUSINESS

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

Appointment of Smt. N. Uma Devi (DIN: 08537674), 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, Smt. N. Uma Devi (DIN: 08537674), who was appointed by the Board of Directors as an Additional Director of the Company w.e.f 14th August 2019 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 her 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 be and is hereby authorized to take all such steps as may be necessary, proper or expedient to give effect to this resolution".

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

Appointment of Smt. N. Uma Devi (DIN: 08537674), 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, Smt. N. Uma Devi (DIN: 08537674), a non-executive independent director of the Company, who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company, with effect from 14th August 2019 for a period of Five Years."

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

Appointment of Dr. DVN Raju (DIN: 01887919), as Independent Director of the Company for 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, Dr. DVN Raju (DIN: 01887919), 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 appointment, be and is hereby re-appointed as an Independent Director of the Company, for a further period of Five Years with effect from 30th September 2019."

FURTHER RESOLVED THAT any one of the Directors of the Company be and is hereby authorized to do to file the forms with the Registrar of the Companies, Hyderabad and to do all such Acts, Deeds and execute all documents, things as required in the furtherance of this Resolution."

By Order of the Board of Directors

Sd/-

(G.V. Narasimha Rao)

CEO & Executive Director

Place : Hyderabad

Date : 2nd September, 2019

Notes:

1. A Statement relating to re-appointment of Director 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 Tuesday, 24th September 2019 to Monday, 30th September 2019 (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, of this Notice are provided in the Annual Report.
5. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules made thereunder, Companies can serve Annual Reports and other communications through electronic mode to those Members who have registered their e-mail address either with the Company or with the Depository. Members who have not registered their e-mail address with the Company can now register the same by submitting a duly filled in 'E-Communication Registration Form, available on the website of the Share Transfer Agent of the Company. i.e. www.karvycomputershare.com, to M/s. Karvy Computershare Pvt. Ltd. Members holding shares in demat form are requested to register their e-mail address with their Depository Participant(s) only. Members of the Company, who have registered their e-mail address, are entitled to receive such communication in physical form upon request.
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. 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 2019, i.e. the date prior to the commencement of book closure date are entitled to vote on the Resolutions set forth in this Notice. Members who have acquired shares after the dispatch of the Annual Report and before the book closure may approach the Share Transfer Agent of the Company for issuance of the User ID and Password for exercising their right to vote by electronic means. The e-voting period will commence at 10.00 a.m. on Friday, 27th September 2019 and will end at 5.00 p.m. on Sunday, 29th September 2019. 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 E-VOTING

- I. The Company has entered into an arrangement with M/s Karvy Computershare Pvt. Ltd for facilitating e-voting to all the Share Holders of the company for AGM. The instructions for e-voting are as under:

The instructions for e-voting are as under:

A. In case a Member receiving an email from Karvy [for Members whose email IDs are registered with the Company / Depository Participant(s)]:

- i) Launch internet browser by typing the URL: <https://evoting.karvy.com>
- ii) Enter the login credentials (i.e., User ID and password mentioned below). Your Folio No./DP ID-Client ID will be your User ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your 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 "EVENT" i.e., Padmalaya Telefilms Limited.
- 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 in "AGAINST" but the total number in "FOR/AGAINST" taken together should not exceed your total shareholding as mentioned hereinabove. You may also choose the option ABSTAIN. If the shareholder does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
- viii) Shareholders holding multiple folios/Demat accounts shall choose the voting process separately for each folios/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 confirm, you will not be allowed to modify your vote. During the voting period, Members can login any numbers 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. together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at email ID: schid285@gmail.com with a copy marked to evoting@karvy.com. The scanned image of the above mentioned documents should be in the naming format "Corporate Name_ EVENT NO."
- B.** In case of Members receiving physical copy of the AGM Notice by Post [for Members whose email IDs are not registered with the Company/Depository Participant(s)]:
- i)** User ID and initial password as provided below:
- ii)** Please follow all steps from Sr. No. (i) to (xii) as mentioned in (A) above, to cast your vote.
- C.** The e-voting period commences on the Friday, September 27th, 2019 at 10:00 a.m. and ends on Sunday, September 29th, 2019 at 5.00 p.m. During this period, the Members of the Company holding shares in physical form or in dematerialized form, as on the cut-off date being Monday, 23rd September, 2019, may cast their vote by electronic means in the manner and process set out hereinabove. The e-voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently. Further, the Members who have casted their vote electronically shall not vote by way of poll, if held at the Meeting.
- D.** In case of any query pertaining to e-voting, please visit Help & FAQ's section of <https://evoting.karvy.com>. (Karvy's website).
- E.** The voting rights of the Members shall be proportion to their shares of the paid up equity share capital of the Company as on the cut-off date being Monday, 23rd September, 2019.
- F.** The Company has appointed Mr. Puttaparthi Jagannatham, Advocate as a Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- G.** The Scrutinizer after conclusion of the e-voting period will unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and will make a Scrutinizer's Report of the votes cast in favour or against, if any, to the Chairman of the Company.
- H.** The Results on resolutions shall be declared on or before 3rd October 2019 and the resolution will be deemed to be passed on the Annual General Meeting date subject to receipt of the requisite number of votes in favour of the Resolution(s).
- I.** The Results declared along with the Scrutinizer's Report(s) will be available on the Service Provider's website (<https://evoting.karvy.com>) within two (2) days of passing of the resolutions and communication of the same to the stock exchanges, where the equity shares of the company are listed.

| EVEN (E-Voting Event Number) | USER ID | PASSWORD / PIN |
|------------------------------|------------------|-------------------|
| 1209 | 1100001100016468 | Existing Password |

8. Members holding shares in physical form are requested to intimate any change of address and / or bank mandate to M/s. Karvy Computershare Pvt. Ltd / Investor Service Department of the Company immediately.
9. The Securities and Exchange Board of India has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in demat form are, therefore, requested to submit PAN details to the Depository Participants with whom they have demat accounts. Members holding shares in physical form can submit their PAN details to M/s. Karvy Computershare Pvt. Ltd / Investor Service Department of the Company.
10. For convenience of the Members and proper conduct of the meeting, entry to the meeting venue will be regulated by Attendance Slip. Members are requested to sign at the place provided on the Attendance Slip and hand it over at the registration counter.
11. Members desiring any information relating to the accounts are requested to write to the Company well in advance so as to enable the management to keep the information ready.

ADDITIONAL INFORMATION REQUIRED TO BE FURNISHED

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

| | | | |
|--|---|---|--|
| I | Name | : | Smt. N. UMA DEVI |
| | Age | : | 41 Years |
| | Qualifications | : | Graduation |
| | Experience | : | Having knowledge about the Financial & Audit Matters |
| | Other Directorships (in Public Companies) | : | Nil |
| II | Name | : | Dr. DVN Raju |
| | Age | : | 79 Years |
| | Qualifications | : | He holds Bachelor's Degree in Doctor & Medicine. |
| | Experience | : | Having enormous experience in the field of Business |
| | Other Directorships (in Public Companies) | : | Nil |
| Name of the Director | | Sri. S.Sreenivasa Rao | |
| Date of Birth/Age | | 05/04/1970 (48 Years) | |
| Education Qualification | | Diploma in Mechanical Engineering | |
| Expertise in Specific functional areas | | In post Production Activity of the Films & Television Serials and Animation | |
| List of Companies in which Directorships held as on 31.03.2019. | | 2 | |
| Chairman/Member of the Committees of other Companies in which he is a Director as on 31.03.2019. | | Nil | |

Explanatory Statement

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

Item No. 3 & 4

Appointment of Smt. N. Uma Devi as Director of the Company

Pursuant to the provisions of Sections 149, 152 of the Companies Act, 2013 ("Act") Mrs. Uma Devi Narravula was appointed by the Board of Directors as an Additional Director of the Company w.e.f 14th August 2019 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 her candidature for the office of Director of the Company.

Notices have been received from Members proposing candidature of the above Directors for the office of Independent Director of the Company. In the opinion of the Board, she fulfil the conditions specified in the Companies Act, 2013 and the Rules made thereunder for appointment as Independent Directors of the Company. A copy of the draft Letter of Appointment for Independent Directors, setting out terms and conditions of her 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 & 4 are submitted to the meeting for the approval by the members of the Company.

The Board of Directors re-commends the above resolutions at item no. 3 & 4 for the members' approval in the Annual General Meeting

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.

Item No. 5:

Appointment of Dr. DVN Raju (DIN: 01887919), as Independent Director of the Company for further period of Five Years

Dr. DVN Raju was originally appointed on 26th December 2005, and as required under the Companies Act 2013, earlier appointed as Independent Directors of the Company in the 23rd Annual General Meeting held on 30th September 2014, for a period of five years i.e. till 29th September 2019. Now, it is proposed to re-appoint him again for another period of five years.

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 2019. A brief profile of proposed Independent Director, including nature of their expertise, is provided in this Annual Report.

Notices have 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 Appointment for Independent Director, setting out terms and conditions of their appointment, is available for inspection at the Registered Office of the Company during business hours on any working day.

None of the Directors or Key Managerial Personnel of the Company and their relatives, other than Independent Director for his respective appointment, is concerned or interested, financially or otherwise, in these Resolution. The Board recommends the Special Resolution as set out at items no. 5 for approval of the Members.