



Padmalaya Telefilms Limited

CIN No.L92 111AP1991PLC013222
Th

Date: 12th August 2023

To
The Manager,
Dept. of Corporate Services,
BSE LTD ,
P J TOWRS, Mumbai

Dear Sir,

Sub: Submission of Annual Secretarial Compliance Report for the **Financial Year 2021-22**
Ref: Reg: 24A of SEBI (LODR) Regulations 2015, read with -
SEBI Circular No: CIR/CFD/CMD1/27/2019 dated February 08, 2019

Company Name: M/s. PADMALAYA TELEFILMS LTD (Scrip Code: 532350)
For the Financial Year 2021-22

With reference to the captioned subject, and above referred Regulation 24A of SEBI (LODR) Regulations 2015, read with - SEBI Circular No: CIR/CFD/CMD1/27/2019 dated February 08, 2019, we hereby submit Annual Secretarial Compliance Report for the **Financial Year 2021-22** of **M/s. PADMALAYA TELEFILMS LIMITED**

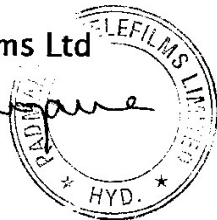
This is for your information and record.

Thanking you,

For Padmalaya Telefilms Ltd

R. N. S. S. S. S. S.

Compliance officer





SECRETARIAL COMPLIANCE REPORT OF PADMALAYA TELEFILMS LIMITED FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2022

We have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by **Padmalaya Telefilms Limited** (hereinafter referred as 'the listed entity') having its Registered Office at H.No.8-3-222/1/23, Madhuranagar, Yusufguda, Hyderabad, Telangana- 500038, India, reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the listed entity's books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents, and authorized representatives during the conduct of Secretarial Review, we hereby report that in our opinion, the listed entity has, during the review period covering the financial year ended on 31st March 2022, complied with the statutory provisions listed hereunder and also that the listed entity has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We, Puttaparathi Jagannatham & Co., a firm of Practicing Company Secretaries, Hyderabad, have examined:

- a) all the documents and records made available to us and explanation provided by **Padmalaya Telefilms Limited** ("the listed entity") except for the Statutory Meeting Minutes, Registers and other related documents.
- b) the filings/ submissions made by the listed entity to the stock exchanges {The acknowledgements were given for the filings made}.
- c) Website of the listed entity, {Not Active}
- d) any other document/ filing, as may be relevant, which has been relied upon to make this certification.

for the financial year ended 31st March 2022 ("Review Period") in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:



- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **Not Applicable during the period under review;**
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; **Not Applicable during the period under review;**
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **Not Applicable to the Company during the review period;**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; **Not Applicable during the period under review;**
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **Not Applicable to the Company during the review period;**
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2021; **Not Applicable to the Company during the review period;**
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (j) and circulars/ guidelines issued thereunder;



I/We hereby report that, during the Review Period the compliance status of the listed entity is appended as below:

Sr. No.	Particulars	Compliance Status (Yes/ No/NA)	Observations/ Remarks by PCS
1	Secretarial Standard The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI), as notified by the Central Government under section 118(10) of the Companies Act, 2013, and mandatorily applicable.	No	Board Meeting Minutes and other documents were not presented to comment on the same.
2	Adoption and timely updation of the Policies: <ul style="list-style-type: none">All applicable policies under SEBI Regulations are adopted with the approval of the board of directors of the listed entities.All the policies are in conformity with SEBI Regulations and have been reviewed & timely updated as per the regulations/ circulars/ guidelines issued by SEBI.	No	None
3	Maintenance and disclosures on the Website: <ul style="list-style-type: none">The Listed entity is maintaining a functional website.Timely dissemination of the documents/ information under a separate section on the website.Web links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website.	No	Website not updated with relevant disclosures and policies as required under the SEBI LODR.
4	Disqualification of Director: None of the Directors of the Company are disqualified under Section 164 of the Companies Act, 2013 as confirmed by the listed entity.	Yes	None



5	Details related to Subsidiaries of listed entities have been examined w.r.t.: (a) Identification of material subsidiary companies. (b) Disclosure Requirements of material as well as other subsidiaries.	NA	No subsidiaries exist as on date.
6	Preservation of Documents: The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per the Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.	No	But the same was not produced to us in this year.
7	Performance Evaluation: The listed entity has conducted performance evaluations of the Board, Independent Directors, and the Committees at the start of every financial year as prescribed in SEBI Regulations.	Yes	None
8	Related Party Transactions: (a) The listed entity has obtained prior approval of the Audit Committee for all Related party transactions; or (b) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee, in case no prior approval has been obtained.	Yes	None
9	Disclosure of events or information: The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	No	Detailed below*
10	Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	None



11	Actions taken by SEBI or Stock Exchange(s), if any: No action(s) has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder except as provided under separate paragraph herein (**).	Yes	Yes, BSE has issued mails for violating regulations as prescribed and detailed below.*
12	No additional non-compliance was observed for any SEBI regulation/circulars/guidance note etc.	No	Yes, BSE has issued mails for violating regulations as prescribed and detailed below.*

Compliances related to the resignation of Statutory Auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October 2019: NA

Sr. No.	Particulars	Compliance Status (Yes/No/ NA)	Observations /Remarks by PCS*
1.	Compliances with the following conditions while appointing/re-appointing an auditor		



	<p>i. If the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter; or</p> <p>ii. If the auditor has resigned after 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter as well as the next quarter; or</p> <p>iii. If the auditor has signed the limited review/ audit report for the first three quarters of a financial year, the auditor before such resignation, has issued the limited review/ audit report for the last quarter of such financial year as well as the audit report for such financial year.</p>	NA NA NA	No Such event during the review period. No Such event during the review period. No Such event during the review period.
2.	Other conditions relating to the resignation of the statutory auditor		
	<p>i. Reporting of concerns by the Auditor with respect to the listed entity/its material subsidiary to the Audit Committee:</p> <p>a. In case of any concern with the management of the listed entity/material subsidiary such as non-availability of information / non-cooperation by the management which has hampered the audit process, the auditor has approached the Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings.</p>	NA	No Such event during the review period.
	<p>b. In case the auditor proposes to resign, all concerns with respect to the proposed resignation, along with relevant documents has been brought to the notice of the Audit Committee. In cases where the proposed resignation is due to non-receipt of information/explanation from the company, the auditor has informed the Audit Committee the details of information / explanation sought and not provided by the management, as applicable.</p>	NA	No Such event during the review period.



	<p>c. The Audit Committee / Board of Directors, as the case may be, deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above and communicate its views to the management and the auditor.</p> <p>ii. Disclaimer in case of non-receipt of information: The auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the Standards of Auditing as specified by ICAI / NFRA, in cases where the listed entity/ its material subsidiary has not provided information as required by the auditor.</p>	NA	No Such event during the review period.
		NA	No Such event during the review period.
3.	The listed entity / its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in Annexure- A in SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October 2019.	NA	No Such event during the review period.

**Observations/Remarks by PCS are mandatory if the Compliance status is provided as 'No' or 'NA'*

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



Sr. No	Compliance Requirement (Regulations/Circulars/Guidelines including specific clause)	Regulation / Circular No.	Deviations	Action Taken by	Type of Action Advisory / Clarification / Fine / Show Cause Notice / Warning, etc.	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
1	Reg 6	Regulation 6 SEBI (LODR) 2015	The Company has not appointed Company Secretary for the first six months of the FY 2021-22.	BSE	Fine	There was non-compliance regarding the appointment of Company Secretary and Compliance Officer	Not Prescribed in the Notice from BSE	It is observed that the Company has not appointed a Company Secretary till 15.09.2021. However, a Company Secretary and Compliance	The Company has tried to appoint a Company Secretary but could not find for till 02.09.2021. However, a Company	NA



								Officer was appointed and the same was intimated to BSE on 02.09.2021 w.e.f 15.09.2021.	Secretary and Compliance Officer was appointed and the same was intimated to BSE on 02.09.2021 w.e.f 15.09.2021.	
2	Reg 13(3)	Regulation 13(3), SEBI (LODR) 2015	The Company has delayed in submitted the Statement of Investor Complaints/Grievances for the quarter ended 31 st December 2021.	BSE	-	There was a delay in submission of Statement of Investor Complaints /Grievances for the quarter ended 31 st December 2021	-	It was observed that the Company has filed the Statement of Investor Complaints/Grievances for the quarter ended 31 st December 2021 with a delay.	The Company has filed after the due date with a delay of 4 days.	NA
3	Reg 31	Regulation 31 SEBI (LODR) 2015	The Company has delayed in filing the Shareholding Pattern for the quarter ended 30 th June, 2021, 31 st December 2021 and 31 st March 2022.	BSE	-	The Company has delayed in filing the Shareholding Pattern for the quarter ended 30 th June, 2021, 31 st December 2021 and 31 st March 2022.	-	It was observed that the company has filed the shareholding pattern for June Quarter on 17.08.2021, for December quarter on 31.01.2022 and for March quarter on 31.08.2022.	The Company has filed after the due date with a delay of 57 days, 9 days and 131 days respectively.	NA



4	Reg 7(3)	Regulation 7(3) of SEBI (LODR) Regulations 2015.	The Company has delayed in submitting the Regulation 7(3) for the year ended 31 st March 2022.	BSE	-	The Company has delayed in submitting the Regulation 7(3) for the year ended 31 st March 2022.	-	It was observed that the company has filed the Certificate under Regulation 7(3) after the due date on 29.08.2022.	The Company has filed after the due date with a delay of 121 days.	NA
5	Reg 40(9) & (10)	Regulation 40(9) & (10) of SEBI (PIT) Regulations 2015.	The Company has received a mail dated 07.06.2022 from BSE Ltd for the said non-compliance.	BSE	-	The Company has not submitted Certificate under Reg 40(9) &(10) for the year ended 31 st March 2022.	-	It was observed that the company has not complied with the said regulation till 29.08.2022.	The Company has filed after the due date with a delay of 121 days.	NA
6	Reg 23(9)	Regulation 23(9) of SEBI (PIT) Regulations 2015.	The Company has received a mail dated 14.07.2022 & 01.08.2022 from BSE Ltd for the said non-compliance.	BSE	Fine	Not submitted the report within fifteen days from the date of publication of its standalone financial results for the March 2022 quarter	150000+ 283200= 433200	It was observed that the company has not complied with said regulation till the date of issue of this Report.	As per the management, the company is in the process of filing the same at the earliest.	Neither the Fines levied were also paid by the Company.
7	Reg 24(A)	Regulation 24(A) of SEBI	The Company has not filed the Annual	BSE	-	Non- submission of Annual Secretarial	-	It was observed that company has not complied with said	As reported by the management,	



		(LODR) Regulations 2015	Secretarial Compliance Report for the year ended 31 st March 2021 within sixty days from end of each financial year.			Compliance Report for the year ended 31 st March 2021		regulation till 31.08.2021.	The company has submitted the Certificate under Reg 24A during the year on 31.08.2021 with a delay of 93 days.	
8	Reg 46	Regulation 46 of SEBI (LODR) Regulations 2015	The Company has not complied with the said regulation.	BSE	-	The website of the company does not have requisite disclosures.	-	It was observed that company has not complied with said regulation till date of issue of this Report.	As reported by the management, the company is in the process of complying by updating all the necessary information as per the said regulation.	
9	Reg 74(5)	Regulation 74(5) of (Depository & Participant) Regulations 2018	The Company has delayed in filing the Reg 74(5) for the quarter 30 th June 2021, 31 st September 2021, 31 st December 2021	BSE	-	There was a delay in filing for all the quarters.	-	It was observed that the company has submitted the Regulation 74(5) for 30 th June 2021, 31 st September 2021, 31 st December and 31 st March 2022 i.e., after due date.	The Company has filed after the due dates.	NA



			and 31 st March 2022 within the due date.							
10	Reg 76 & Reg 55A - XBRL	Regulation 76 of (Depository & Participant) Regulations 2018 SEBI-DP Reg 55A-XBRL	The Company has not complied with Regulation 76 & 55A for the June 2021 and March 2022 quarters.	BSE	-	Delay in submission of Reconciliation of Share Capital Audit Report for the quarter ended 30th June, 2021, and 31st March 2022	-	It was observed that the company has filed Reg 76 after due date for the quarter 30 th June 2021 and 31 st March 2022 on 16.08.2021 and 29.08.2022 respectively.	The Company has filed after the due dates.	NA



1	Reg 6	Regulation 6, SEBI (LODR) 2015	The Company has not appointed the Company Secretary and Compliance Officer	---	--	The Company has not appointed the Company Secretary and Compliance Officer	--	The Company Secretary was appointed and the same was intimated to BSE on 02.09.2021 w.e.f 15.09.2021.	The Company has tried to appoint a Company Secretary but could not find for till 02.09.2021. However, a Company Secretary and Compliance Officer was appointed and the same was intimated to BSE on 02.09.2021 w.e.f 15.09.2021.	Complied
---	----------	--------------------------------------	--	-----	----	--	----	---	---	----------



2	Reg 7(1)	Regulation 7(1) of SEBI (LODR) Regulations 2015	There was no Share Transfer Agent ("STA") for the period under review	---	--	No STA for the period under review	--	There was delay in communication with the share transfer agent. However as on date there is a Share Transfer agent	As reported by the management, the company has appointed a STA and has requested BSE for waiver of fines/penalties imposed.	NA
3	Reg 13(3)	Regulation 13(3) of SEBI (LODR) 2015	Delay in submission of Statement of Investor Complaints/ Grievances for the quarter ended 30th June 2020 and 31st March 2021	---	--	Delay in submission of Statement of Investor Complaints/ Grievances for the quarter ended 30th June 2020 and 31st March 2021	-	There was delay in submission of Statement of Investor Complaints/ Grievances for the quarter ended 30th June 2020 and 31st March 2021	The Company has filed after the due dates.	Complied
4	Reg 31	Regulation 31 of SEBI (LODR) 2015	Non-submission of shareholding pattern for the quarter ended 30 th June 2019 and 30 th September 2019	---	--	Non-submission of shareholding pattern for the quarter ended 30 th	---	The company has not filed shareholding pattern for the quarter ended 30th June 2019	The Company has filed all the SHPs after the due dates.	Complied late.



			Delay in filing of the Shareholding Pattern for the quarter ended 31 st December 2020 and 31 st March 2021			June 2019 and 30 th September 2019 Delay in filing of the Shareholding Pattern for the quarter ended 31 st December 2020 and 31 st March 2021		and 30 th September 2019. The filing was done belatedly for the quarter ended 30 th September 2019.		
5	7(3)	Regulation 7(3) of SEBI (LODR) 2015	Delay in submission of Compliance certificate u/r 7(3) for the half year ended 30 th September, 2020 and 31 st March 2021	---	--	Delay in submission of Compliance certificate u/r 7(3) for the half year ended 30 th September, 2020 and 31 st March 2021.	---	There was delay in filing of Compliance Certificate	The Company has filed after the due dates.	Complied



6	Reg 27	Regulation 27 of SEBI LODR: Corporate Governance Report	Delay in submission of Corporate Governance Report for the quarter ended 31 st March 2021	---	--	There was a delay in submission of Corporate Governance Report for the quarter ended 31 st March 2021	---	There was delay in filing of Corporate Governance Report.	The Company has filed after the due date.	Complied
7	Reg 40 (9)	Regulation 40(9) of SEBI (LODR) 2015	Delay in submission of Compliance Certificate u/r 40(9) for the half-year ended 31 March, 2021	---	--	Delay in submission of Compliance Certificate u/r 40(9) for the half-year ended 31 March, 2021.	---	There was delay in filing of Compliance Certificate Reg 40(9) for the half-year ended 31 March, 2021.	The Company has filed after the due date.	Complied
7	Reg 23(9)	Regulation 23(9) of SEBI (LODR) 2015	No disclosure of related party transactions	BSE		No disclosure of related party transactions		It was observed that the company has not complied with said regulation till the date of issue of this Report.	As per the management, the company is in the process of filing the same at the earliest.	Neither the Fines levied were also paid by the Company.



8	Reg 24A	Regulation 24(A) of SEBI (LODR) 2015	Non- compliance with submission of Annual Secretarial Compliance Report	BSE	---	Non- compliance with submission of Annual Secretarial Compliance Report	---	The Company has submitted Annual Secretarial Compliance Report for the year ended 31 st March 2020 after the due date.	The Company has filed after the due date.	Complied
9	Reg 46	Regulation 46 of SEBI (LODR) Regulations 2015	The website of the Company doesn't have requisite disclosures	----	----	The website of the Company doesn't have requisite disclosures	---	The website of the Company yet to update disclosures	The disclosure is not given	Not yet complied.
10	Reg 47	Regulation 47 of the SEBI (LODR) Regulations 2015	News Paper Publication has not been given for intimation of Board Meetings	----	----	News Paper Publication has not been given for intimation of Board Meetings	---	The Company has not given Newspaper Publication for the same.	The Compliance is not met	Not yet complied.
11	Reg 76	Regulation 76 of SEBI Depositories and Participants) Regulations 2018	Delay in submission of Reconciliation of Share Capital Audit Report for the quarter ended 30th	----	----	Delay in submission of Reconciliation of Share Capital Audit Report for	---	Delayed filing of Reconciliation of Share Capital Audit Report for the quarter ended 30th	The Company has filed after the due date.	Complied



PUTTAPARTHI JAGANNATHAM & CO.
C O M P A N Y S E C R E T A R I E S

			June, 2020, 31 December, 2020 and 31st March 2021.			the quarter ended 30th June, 2020, 31 December, 2020, and 31st March 2021.		June, 2020, 31 December, 2020, and 31st March 2021		
--	--	--	---	--	--	--	--	---	--	--

Place: Hyderabad
Date: 12th August 2023

For Puttaparthi Jagannatham & Co.
Company Secretaries

PUTTAPARTHI
I NAVAJYOTH

Digitally signed by
PUTTAPARTHI NAVAJYOTH
Date: 2023.08.12 18:12:46
+05'30'

CS Navajyoth Puttaparthi
Partner
FCS No: 9896; C P No: 16041
Peer Review Certificate No. 1158/2021
UDIN: F009896E000796211

Note: The management of the Company has approached us for the Reg 24 Certificate for the year ended 31.03.2022 on 02.08.2023. As per the information of the RTA and management made available to us, we are hereby issuing the Reg 24 Certificate for the year ended 31.03.2022. Please note that the Reg 24 Format as per new format is being taken for the year 2022 though not applicable for conformity with the present regulations.