



NITESH CHAUDHARY & ASSOCIATES
PRACTICING COMPANY SECRETARY

Form No. MGT-8

[Pursuant to section 92(2) of the Companies Act, 2013 and rule 11(2) of Companies (Management and Administration) Rules, 2014]

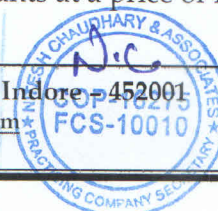
CERTIFICATE BY A COMPANY SECRETARY IN PRACTICE

I have examined the registers, records, books and papers of M/s. Panorama Studios International Limited ("the Company") having CIN-L74110MH1980PLC330008 having its Registered Office at 1003 & 1004, 10th Floor (West Side) Lotus Grandeur, Veera Desai Road Mumbai-400053, as required to be maintained under the Companies Act, 2013 (the Act) and the rules made there under for the financial year ended on 31st March, 2024. In my opinion and to the best of my information and according to the examinations carried out by me and explanations furnished to me by the company, its officers and agents, I certify that:

- A. The Annual Return states the facts as at the close of the aforesaid financial year ended on 31st March, 2024 correctly and adequately.
- B. During the aforesaid financial year, the Company has complied with provisions of the Act & Rules made there under in respect of:
 1. Its status as a Listed Public Limited Company under the Act;
 2. The Company has maintained registers/records & making entries therein within the time prescribed therefore;
 3. The company has filed the forms and returns as stated in the annual return, with the Registrar of Companies and other authorities within prescribed time;
 4. The company has hold meetings of Board of Directors or its committees and the meetings of the members of the company on due dates as stated in the annual return and in respect of meetings proper notices were given and the proceedings have been properly recorded in the Minute Book/registers maintained for the purpose and the same have been signed;
 5. The Company has closed the Register of Members/Security holders, as per the provisions and applicable section of the Companies Act, 2013 during the Audit Report.
 6. The Company has advanced any loans to its directors and/or persons or firms or Companies referred in section 185 of the Act; (In our opinion and according to the information, explanations and audited balance sheet given to us, the company has complied with the provisions of section 185 of the Companies Act, 2013).
 7. The company has entered the contracts/arrangements with related parties as specified in section 188 of the Act and the same were in the ordinary course of business and were on the arm's length basis; (All contracts / arrangements / transactions entered by the Company during the financial year with related parties were in the ordinary course of business and on an arm's length basis and that the provisions of Section 188 of the Companies Act, 2013. Details of transactions with related parties are given in the Disclosure of Related party in Annual Report.
 8. During the period under review, the Company has proposed to raised funds through preferential issue by which company proposed to issued 10,00,000 equity shares of face value Rs.10 each at a price of Rs.274 each (including a premium of Rs. 264) to non-promoters and 15,41,000 Warrants at a price of Rs.274 each (including a premium of Rs. 264) in dematerialized form on a preferential basis in one or more tranches to promoter, promoter-group and non-promoters.

However, the company has allotted 9,00,000 Eq. Shares and 15,41,000 Warrants at a price of Rs.274

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each (including a premium of Rs. 264), on 29th February, 2024 to the non-promoters (Public Shareholders) in accordance with the applicable regulations of Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.

These warrants were issued on a preferential basis, in one or more tranches, to both the promoter and non-promoter categories (referred to as the "proposed allottee").

Apart from the above there were no issue or allotment or buy back of securities/ redemption of preference shares or debentures/ alteration or reduction of share capital/ conversion of shares/ securities and issue of security certificates in all instances;

9. There were no keeping in abeyance the rights to dividend, rights share and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act, the company has given final dividend for F.Y. 2023-24 @10% of Face value of Eq. Shares;
10. The Shareholders of the company approve and conform final Dividend of Re. 0.20/- (i.e. 10% of face value of Eq. Shares) per equity share on each fully paid-up Eq. Shares of face value of Rs. 2/- each aggregating to Rs. 1,33,46,750/- (One Crore Thirty-Three Lakh Forty-Six Thousand Seven Hundred Fifty Only), as recommended by the Board of Directors of the Company for the financial year ended March 31, 2024 (After conclusion of Financial Year and before the announcement of Dividend the company has sub-divided the face value of Eq. Shares of Company from Rs. 10/- each face value to Rs. 2/- each face value);
11. The company has complied the applicable provisions of section 134 of the of the Act and report of directors is as per sub - sections (3), (4) and thereof;
12. Constitution/ appointment/ re-appointments/ retirement/ filling up casual vacancies/ disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them. However, during the year, the company has appointed Mr. Yatin Vilas Chaphekar as Company secretary and compliance officer w.e.f 05th December 2023 and Mr. Anant Chourasia appointed as Non-Executive Independent Director w.e.f. 28th December 2023, During the year the.
13. The company has complied the provisions of section 139 of the Act in respect to the re-appointment of Auditors of the company (During the year no appointment or re-appointment/no change of Auditors in the Company) however the M/s. S S R C A & Co., Chartered Accountants Firm, a Peer Reviewed Firm of Mumbai existing statutory auditors of the company whose term of Appointment completed in 44th annual general meeting, the company after F.Y. 2023-24 in Annual General Meeting dated 30.09.2024 in place of retiring auditors M/s. S S R C A & Co., the company has appoint M/s. S I G M A C & CO. FRN-116351 Was a Statutory Auditors of the company, for term of 5 years.
14. There were no instances to require take the approvals from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act;
15. There were no such instances observed during the year of acceptance of any public deposits;
16. Borrowings from its directors, members, public financial institutions, banks and others and creation/ modification/ satisfaction of charges in that respect, wherever applicable.
17. The advance, loans or guarantees, investments within the limit as per companies Act during the period under review; (In our opinion and according to the information, explanations and audited balance sheet given to us, the company has complied with the provisions of section 186 of the Companies Act, 2013 in respect of loans, investments, guarantees, and security)

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18. During the year the Company has not altered the Memorandum of Association & Article of Association. (No such cases observed of alteration in MOA & AOA during the audit period).
19. As per the provisions of Section 135 of the Companies Act, 2013, as well as the Companies (Corporate Social Responsibility Policy) Rules, 2014 and information given to us the company has spent Rs. 38,37,000/- on CSR activities, the details of which given under below table:

Details of CSR amount spent against other than ongoing projects for the financial year:

1	2	3	4	5		6	7	8	
				State	Dist.			Name	CSR Registration no.
Sr. No.	Name of the Project	Items from the list of activities in schedule VII to the Act.	Local area (Y/N)	Location of the project		Amount allocated for the project (in Rs.)	Mode of Implementation Direct (Yes/No)	Mode of Implementation Through Implementing Agency	
1	Health, Livelihood, Education	Clause (i)	Y	Maharashtra	Palghar	27,37,837	Yes	-	-
2.	Health And Social Work.	Clause (i)	Y	Maharashtra	Mumbai	11,00,000	Yes	-	-

I further Inform/report that during the year under review, the following events or actions had a major bearing on its affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc.:

Sr. No.	Action taken by	Details of Non-compliance	Details of action taken	Remarks by PCS, if any
1	BSE Ltd.	Non-compliance under Regulation 33 of SEBI (LODR) Regulations 2015 for the quarter ended 30/09/2023	A penalty of ₹5,900, including GST, was imposed on the Company by BSE Ltd.	The Company has informed us that a SOP fine of Rs. 5,900, including GST, was paid on January 2, 2024. There were no other actions taken in this regard.
2	BSE Ltd.	Non-compliance under Regulation 23 (9) Regulation 33 of SEBI (LODR) Regulations 2015, for the quarter ended 30/09/2023	A penalty of Rs. 17,700, including GST, was imposed on the Company by BSE Ltd.	The Company has informed us that a SOP fine of Rs. 17,700, including GST, was paid on January 2, 2024. There were no other actions taken in this regard.
3	BSE Ltd.	Non-compliance under Regulation 6(1) Regulation 33 of SEBI (LODR) Regulations 2015, for the quarter ended 31/12/2023	A penalty of Rs.5,900, including GST, was imposed on the Company by BSE Ltd.	The Company has informed us that a SOP fine of Rs. 5,900, including GST, was paid on February 23, 2024. There were no other actions taken in this regard.

For Nitesh Chaudhary & Associates
Practicing Company Secretary

Nitesh Chaudhary
Proprietor

COP. No.: 16275; Mem. No. - F10010

UDIN: F010010F002439624

Date: 21/11/2024

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