



## **P. B. FILMS LIMITED**

**CIN : L92100WB2007PLC119040**

**RO Add: 1<sup>st</sup> Floor, MMS Chamber, 4A, Council House Street, BBD Bagh, Kolkata-700001, West Bengal, India,**

**Tele : 033-40445753, e-mail : pbfilms2007@gmail.com**

**Web : www.pbfilms.co.in**

**Date: 18.11.2024**

To,  
Dept. of Corporate Services  
**BSE Limited,**  
Dalal Street,  
Mumbai.

**Dear Sir,**

**Ref: Stock Code - 539352 – P. B. FILMS LIMITED**

**Sub: Submission of Notice of 17<sup>th</sup> AGM of the Company under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

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As required under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing herewith Notice of 17<sup>th</sup> Annual General Meeting of the Company to be held on Monday, 16<sup>th</sup> December, 2024 for your reference and records.

Kindly take the same on your record.

Thanking you,

Yours' faithfully,

For **P. B. FILMS LIMITED**

**SNEHA RAY**

**ADDITIONAL DIRECTOR AND MANAGING DIRECTOR**

**DIN: 05294801**

**ADDRESS: 1<sup>st</sup> Floor, MMS Chamber, 4A, Council House Street, BBD Bagh,  
Kolkata-700001**

**Encl – As above**

**P. B. FILMS LIMITED**

**Annual Report  
of  
P. B. Films Limited  
  
Financial Year  
2023-24**

## P. B. FILMS LIMITED

### **BOARD OF DIRECTORS:**

Mr. Pankaj Agrawal (DIN- 00595868) Resigned on 15.11.2024 effective from 16.11.2024	:	Managing Director
Ms. Sangita Srivastav (DIN- 08126649) Resigned on 12.11.2024	:	Independent Woman Director
Mr. Dinesh Agarwal Kumar (DIN- 01255468) Resigned on 15.11.2024	:	Independent Non-Executive Director
Mr. Somnath Naskar (DIN: 10465573) Appointed on 09.11.2024	:	Additional Director (Non-Independent and Non-Executive)
Mr. Bidhan Sardar (DIN: 10464460) Appointed on 09.11.2024	:	Additional Director (Non-Independent and Non-Executive)
Mrs. Nita Agarwal (DIN: 07092762) Appointed on 09.11.2024	:	Additional Independent Woman Director
Ms. Sathi Kundu (DIN: 10837461) Appointed on 15.11.2024	:	Additional Independent Woman Director
Ms. Sneha Ray (DIN: 05294801) Appointed on 15.11.2024	:	Additional Executive Director
Ms. Sneha Ray (DIN: 05294801) Appointed on 15.11.2024	:	Managing Director (Additional)
Deepak Agarwal	:	Chief Financial Officer

### **COMMITTEES OF THE BOARD:**

Audit Committee  
Stakeholders Relationship Committee  
Nomination and Remuneration Committee

### **REGISTERED OFFICE:**

1<sup>st</sup> Floor, MMS Chamber, 4A,  
Council House Street, BBD Bagh,  
Kolkata-700001, West Bengal, India  
Tele : 033-40445753,  
E-mail : [pbfilms2007@gmail.com](mailto:pbfilms2007@gmail.com)  
Web : [www.pbfilms.co.in](http://www.pbfilms.co.in)

## **P. B. FILMS LIMITED**

### **REGISTRAR & SHARE TRANSFER AGENT:**

#### **CAMEO CORPORATE SERVICE LIMITED**

#### **Registered Office Address:**

Subramanian building' no.1,  
Club house road,  
Chennai-600 002.  
Office no.106 & 107, Dattani Plaza,  
Ph Nos: 044- 2846 0390  
FAX: 044-2846 0129  
www.cameoindia.com  
E-mail: cameo@cameoindia.com

### **LISTING OF EQUITY SHARES:**

BSE SME Limited

### **AUDITORS:**

Beriwal and Associates  
Kolkata

### **ANNUAL GENERAL MEETING:**

Day & Date : Monday, 16<sup>th</sup> December, 2024  
Time : 01:00 p.m.  
Venue : Deemed venue as Registered Office of the Company as the Meeting is held through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM"), to transact the following business

## **P. B. FILMS LIMITED**

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CIN: L92100WB2007PLC119040 Registered Office: 1<sup>st</sup> Floor, MMS Chamber, 4A, Council House Street, BBD Bagh, Kolkata-700001, West Bengal, India.

Tele : 033-40445753, e-mail : pbfilms2007@gmail.com

Web : www.pbfilms.co.in

### **NOTICE OF ANNUAL GENERAL MEETING**

**(This 17<sup>th</sup> Annual General Meeting is held in pursuance of Order reserved under Section 97 of the Companies Act, 2013)**

Notice is hereby given that the 17<sup>th</sup> Annual General Meeting (the "Meeting") of P. B. Films Limited will be held on Monday, 16<sup>th</sup> December, 2024 at 01:00 p.m. through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM"), to transact the following business:

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#### **ORDINARY BUSINESS:**

##### **Item No. 1 – Adoption of Financial Statements**

To consider and adopt the Audited Financial Statement of the Company for the year ended 31<sup>st</sup> March, 2024 including Audited Balance Sheet, the Statement of Profit & Loss and Cash Flow Statement for the year ended on that date and the Reports of the Directors and the Auditors thereon.

#### **SPECIAL BUSINESS:**

##### **Item No. 2: Appointment of Mr. Somnath Naskar (DIN: 10465573) as Director (Non-Independent and Non-Executive)**

To consider and pass, with or without modification, the following resolution as an ORDINARY RESOLUTION

**"RESOLVED THAT** pursuant to the provisions of Section 152, 161(1) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder [including any statutory modifications or re-enactments thereof for the time being in force], consent of the shareholders be and is hereby accorded to appoint Mr. Somnath Naskar (DIN: 10465573) as Non-Executive and Non-Independent Director who has been appointed as Additional Director on the recommendation of Nomination and Remuneration Committee by the Board of Directors at their meeting held on 9<sup>th</sup> November, 2024 and who holds office upto the date of this Annual General Meeting, be and is hereby appointed as Non-Executive, Non-Independent Director of the Company, liable to retire by rotation and appointment shall be effective from the original date of appointment i.e. 9<sup>th</sup> November, 2024."

**"FURTHER RESOLVED THAT** any of the Directors of the Company, be and are hereby jointly and/or severally authorized to take such steps and actions as may be required, including filing necessary forms with the Registrar of Companies for giving effect to this resolution."

##### **Item No. 3: Appointment of Mr. Bidhan Sardar (DIN: 10464460) as Director (Non-Independent and Non-Executive)**

To consider and pass, with or without modification, the following resolution as an ORDINARY RESOLUTION

## **P. B. FILMS LIMITED**

**"RESOLVED THAT** pursuant to the provisions of Section 152, 161(1) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder [including any statutory modifications or re-enactments thereof for the time being in force], consent of the shareholders be and is hereby accorded to appoint Mr. Bidhan Sardar (DIN: 10464460) as Non-Executive and Non-Independent Director who has been appointed as Additional Director on the recommendation of Nomination and Remuneration Committee by the Board of Directors at their meeting held on 9<sup>th</sup> November, 2024 and who holds office upto the date of this Annual General Meeting, be and is hereby appointed as Non-Executive, Non-Independent Director of the Company, liable to retire by rotation and appointment shall be effective from the original date of appointment i.e. 9<sup>th</sup> November, 2024."

**"FURTHER RESOLVED THAT** any of the Directors of the Company, be and are hereby jointly and/or severally authorized to take such steps and actions as may be required, including filing necessary forms with the Registrar of Companies for giving effect to this resolution."

### **Item No. 4: Appointment of Ms. Nita Agarwal (DIN: 07092762) as Independent Director**

To consider and pass, with or without modification, the following resolution as an ORDINARY RESOLUTION

**"RESOLVED THAT** pursuant to the provisions of Section 149, 150 & 152 and other applicable provisions, if any, of the Companies Act, 2013 and relevant Rules framed there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Ms. Nita Agarwal (DIN: 07092762), who was appointed as an Additional Director of the Company by the Board w.e.f. 9<sup>th</sup> November, 2024 and who holds office up to the date of this Annual General Meeting be and is hereby appointed as Independent, Non-Executive Director of the Company for a consecutive period of 5 years."

**"FURTHER RESOLVED THAT** any of the Directors of the Company, be and are hereby jointly and/or severally authorized to take such steps and actions as may be required, including filing necessary forms with the Registrar of Companies for giving effect to this resolution."

### **Item No. 5: Appointment of Ms. Sathi Kundu (DIN: 10837461) as Independent Director**

To consider and pass, with or without modification, the following resolution as an ORDINARY RESOLUTION

**"RESOLVED THAT** pursuant to the provisions of Section 149, 150 & 152 and other applicable provisions, if any, of the Companies Act, 2013 and relevant Rules framed there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Ms. Sathi Kundu (DIN: 10837461), who was appointed as an Additional Director of the Company by the Board w.e.f. 15<sup>th</sup> November, 2024 and who holds office up to the date of this Annual General Meeting be and is hereby appointed as Independent, Non-Executive Director of the Company for a consecutive period of 5 years."

**"FURTHER RESOLVED THAT** any of the Directors of the Company, be and are hereby jointly and/or severally authorized to take such steps and actions as may be required, including filing necessary forms with the Registrar of Companies for giving effect to this resolution."

### **Item No. 6: Appointment of Ms. Sneha Ray (DIN-05294801) as Executive Director**

To consider and pass, with or without modification, the following resolution as an ORDINARY RESOLUTION

## **P. B. FILMS LIMITED**

**"RESOLVED THAT** pursuant to the provisions of Section 152, 161(1) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder [including any statutory modifications or re-enactments thereof for the time being in force], consent of the shareholders be and is hereby accorded to appoint Ms. Sneha Ray (DIN-05294801) as Executive Director who has been appointed as Additional Director on the recommendation of Nomination and Remuneration Committee by the Board of Directors at their meeting held on 15<sup>th</sup> November, 2024 and who holds office upto the date of this Annual General Meeting, be and is hereby appointed as Executive Director of the Company, liable to retire by rotation and appointment shall be effective from the original date of appointment i.e. 15<sup>th</sup> November, 2024."

**"FURTHER RESOLVED THAT** any of the Directors of the Company, be and are hereby jointly and/or severally authorized to take such steps and actions as may be required, including filing necessary forms with the Registrar of Companies for giving effect to this resolution."

### **Item No. 7: Appointment of Ms. Sneha Ray (DIN-05294801) as Managing Director of the Company**

To consider, and if thought fit, to pass, the following Resolution as an Ordinary Resolution(s):

**"RESOLVED THAT** in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), approval of the members be and is hereby accorded to appoint Ms. Sneha Ray (DIN-05294801) as a Managing Director, designated as Executive Director, for a period of 5 (five) years with effect from 15<sup>th</sup> November, 2024 on the terms and conditions including remuneration as set out in the Statement annexed to the Notice, with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said appointment and / or remuneration as it may deem fit"

**"RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

### **For and on behalf of the Board**

**Pankaj Agrawal**  
**Managing Director**  
**DIN-00595868**

**Sneha Ray (Appointed w.e.f. 15.11.2024)**  
**Additional Executive Director & Managing Director**  
**DIN-05294801**

Date: 15.11.2024  
Place: Kolkata

### **NOTES**

- 1. Pursuant to General Circulars No.14/2020 dated April 8,2020, No.17/2020 dated April 13, 2020, No.20/2020 dated May 5, 2020, No. 02/2021 dated January 13, 2021, No.21/2021 dated December 14, 2021, No. 2/2022 dated May 5, 2022, No. 10/2022 dated December 28, 2022, No. 09/2023 dated September 25, 2023 and any other circular issued in this regard by the Ministry of Corporate Affairs (collectively referred to as 'MCA Circulars'), the Company is convening the 17<sup>th</sup> Annual General Meeting ('AGM') through Video Conferencing ('VC')/Other Audio Visual Means ('OAVM'), without the physical presence of the Members at a common**

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venue. Further, Securities and Exchange Board of India ('SEBI'), vide its Circulars dated May 12, 2020, January 15, 2021, May 13, 2022, January 5, 2023, October 7, 2023 and other applicable circulars issued in this regard ('SEBI Circulars'), have provided relaxations from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'). In compliance with the provisions of the Companies Act, 2013 ('Act'), the Listing Regulations and MCA Circulars, the 17<sup>th</sup> AGM of the Company is being held through VC/OAVM on Monday, 16<sup>th</sup> December, 2024 at 01:00 p.m. IST. The deemed venue for the AGM will be the Registered Office of the Company

2. In compliance with the aforesaid MCA Circulars and SEBI Circulars, Notice of the AGM along with the Annual Report 2023-24 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report 2023-24 will also be available on the Company's website [www.pbfilms.in](http://www.pbfilms.in) and on website of the Stock Exchange at [www.bsesme.com](http://www.bsesme.com).
3. a) The relevant details of the Directors seeking appointment/re-appointment at this AGM as required under regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ('Secretarial Standards') are Annexed hereto. Requisite Declarations have been received from the Directors seeking appointment/re-appointment.
4. A proxy is allowed to be appointed under Section 105 of the Act to attend and vote at a general meeting on behalf of a member who is not able to attend personally. Since general meeting under this framework will be held through VC or OAVM, where physical attendance of members in any case has been dispensed with, there is no requirement of appointment of proxy as per General Circular No: 14/2020. Accordingly, the facility of appointment of proxies by members will not be available for such meetings and hence the Proxy Form and Attendance slip including route map are not annexed to the Notice. However, in pursuance of Section 112 and Section 113 of the Act, representatives of the members may be appointed for the purpose of voting through remote e-voting or for participation and cast their votes through e-voting.
5. Members who attends the meeting and have not casted their votes through remote e-voting system are entitled to cast their votes through e-voting facility provided by the Company during the Annual General Meeting.
6. The Register of Members and Share Transfer Books of the Company will remain closed from – 06.12.2024 to 16.12.2024 (both days inclusive).
7. The Members who shall be holding the shares either in physical form or in dematerialized form as on 15.11.2024 will receive the Notice of AGM and Annual Report for the Financial Year ended 31<sup>st</sup> March, 2024.
8. Members may kindly note that the Company's shares can now be held in dematerialised form with Central Depository Services Limited (CDSL) & National Securities Depository Limited (NSDL). The ISIN is INE212Q01019. The Company has appointed M/s. Cameo Corporate Service Limited as registrar & share transfer agent.
9. Members are requested to notify immediately change of Bank particulars or Bank Mandates or for change in their address, if any, to the Company and/or to its Registrar & Transfer Agent viz. M/s. Cameo Corporate Service Limited or to respective Depository Participant in case of shares held in dematerialized form.
10. In view of the 'Green Initiative in Corporate Governance' introduced by the Ministry of Corporate Affairs vide its Circular No. 17/2011 dated 21.04.2011, all members who have not registered their e-mail IDs with the Company, are requested to register their e-mail IDs with the Company, so as to enable the Company to send all notice/reports/documents/intimations and other correspondences etc. through e-mails in the electronic mode instead of receiving



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physical copies of the same. For registering your email ID, kindly send your email ID details to [cameo@cameoindia.com](mailto:cameo@cameoindia.com)/[pbfilms2007@gmail.com](mailto:pbfilms2007@gmail.com).

- 11. The Members can join the AGM in the VC/OAVM mode 15 minutes before and up to 15 minutes after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.**
- 12. In view of amendments to the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 vide SEBI Notification No. SEBI/LAD-NRO/GN/2018/24 dated 8<sup>th</sup> June, 2018 as amended, effective from 1st April, 2019, requests for effecting transfer of shares of the Company shall not be processed unless the shares are held in the dematerialized form with a depository. Accordingly, the shareholders of the Company holding shares in physical form are requested to dematerialize the shares held by them at the earliest.**
- 13. Members desirous of making a nomination in respect of their shareholding in the Company as permitted under Section 72 of the Companies Act, 2013, are requested to fill up the Form SH-13 as available on the website of the Company [www.pbfilms.in](http://www.pbfilms.in) under Investor Services tab and send the same to the office of the Registrar and Transfer Agent of the Company.**
- 14. Members seeking any information or clarification on the Annual Report are requested to send in written queries to the Company at least one week before the meeting to enable the Company to compile the information and provide replies at the meeting. The queries may be addressed to Managing Director by email to '[pbfilms2007@gmail.com](mailto:pbfilms2007@gmail.com)'.**
- 15. All documents referred to in the accompanying Notice calling the AGM will be available electronically for inspection by the Members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to '[pbfilms2007@gmail.com](mailto:pbfilms2007@gmail.com)'**
- 16. Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of Companies Act, 2013 and Register of Contracts or arrangements in which directors are interested maintained under Section 189 of the Companies Act, 2013 will be available for inspection electronically by the members at the AGM.**
- 17. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.**
- 18. The SEBI has mandated the submission of PAN by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their respective DP with whom they are maintaining their demat accounts.**

### **19. Voting through Electronic means:**

1. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
2. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.

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3. The Company has appointed Mr. Arun Kumar Jaiswal (Membership No.: 29827, CP No.: 12281), of Jaiswal and Co., Practicing Company Secretary, as Scrutinizer for scrutinising the e-voting at the Annual General Meeting and remote e-voting process in a fair and transparent manner.

The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

The remote e-voting period commences on 13.12.2024 (9:00 am) and ends on 15.12.2024 (5:00 pm). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 06.12.2024, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

### **THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-**

1. **In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021 and all other relevant circulars issued from time to time, physical attendance of the Members to the EGM/AGM venue is not required and general meeting be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing EGM/AGM through VC/OAVM.**
2. **Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM/AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the EGM/AGM through VC/OAVM and participate there at and cast their votes through e-voting.**
3. **The Members can join the EGM/AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM/AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.**
4. **The attendance of the Members attending the EGM/AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.**
5. **Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EGM/AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the EGM/AGM will be provided by NSDL.**
6. **In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM/AGM has been uploaded on the website of the Company at [www.pbfilms.in](http://www.pbfilms.in). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and**

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www.nseindia.com respectively and the EGM/AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

7. EGM/AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021.

**THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-**

The remote e-voting period begins on Friday, 13.12.2024 at 09:00 A.M. and ends on Sunday, 15.12.2024 at 17:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 06.12.2024, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 06.12.2024.

### How do I vote electronically using NSDL e-Voting system?

*The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:*

#### Step 1: Access to NSDL e-Voting system





#### A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"><li>Existing IDeAS user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li><li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS Portal" or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li><li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number</li></ol>

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	<p>hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>4. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.</p> <p><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div>
<p><b>Individual Shareholders holding securities in demat mode with CDSL</b></p>	<ol style="list-style-type: none"> <li>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>

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Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
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**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

**B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

### **How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
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a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

**5. Password details for shareholders other than Individual shareholders are given below:**

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
  - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.

**6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:**

- a) Click on "[Forgot User Details/Password?](#)" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- b) [Physical User Reset Password?](#)" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

**7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.**

**8. Now, you will have to click on "Login" button.**

**9. After you click on the "Login" button, Home page of e-Voting will open.**

**Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.**

**How to cast your vote electronically and join General Meeting on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.

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2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [jaiswalarun82@gmail.com](mailto:jaiswalarun82@gmail.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on.: 022 - 4886 7000 or send a request to Mr. Pritam Dutta, Assistant Manager at [pritamd@nsdl.com](mailto:pritamd@nsdl.com) / [evoting@nsdl.com](mailto:evoting@nsdl.com)

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to (Company email id).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to (Company email id). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. [Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.](#)
3. Alternatively shareholder/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM/AGM ARE AS UNDER:-

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1. The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM/AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM/AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM/AGM shall be the same person mentioned for Remote e-voting.

### **INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM/AGM THROUGH VC/OAVM ARE AS UNDER:**

1. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM" placed under "Join meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at (company email id). The same will be replied by the company suitably.
6. Shareholder who wants to register as Speaker Shareholder is requested to send the request mentioning details like Folio Number/Demat Account Number, Name and Contact Details to the Company on or before 01.12.2024 by the end of the business hours.

**For and on behalf of the Board**

**Pankaj Agrawal**  
**Managing Director**  
**DIN-00595868**

**Sneha Ray (Appointed w.e.f. 15.11.2024)**  
**Additional Executive Director & Managing Director**  
**DIN-05294801**

Date: 15.11.2024  
Place: Kolkata



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**The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ('Act'), given hereunder sets out all material facts relating to the special business mentioned at Item No. 3 to 5 of the accompanying Notice dated November 15, 2024**

**Item No. 2: Appointment of Mr. Somnath Naskar (DIN: 10465573) as Additional Director (Non-Independent and Non-Executive)**

Pursuant to Section 161 of the Companies Act, 2013 and on the recommendation of the Nomination and Remuneration Committee, the Board of Directors at their meeting held on 9<sup>th</sup> November, 2024 appointed Mr. Somnath Naskar (DIN: 10465573) as Additional Director in the capacity as Non-Executive and Non-Independent who holds the office upto the date of the forthcoming Annual General Meeting of the Company.

Mr. Somnath Naskar (DIN: 10465573) is graduate and has vast experience in the field of Operations and Management. His association with Company is expected to bring positive change and fresh view on the workings of the Management.

Mr. Somnath Naskar (DIN: 10465573) does not hold Equity Shares of the Company.

None of the Directors, Key Managerial Personnel or their respective relatives except Mr. Somnath Naskar (DIN: 10465573) are, in any way, concerned or interested, financially or otherwise, in the Resolution at Item No. 2 of the accompanying Notice.

The Board recommends the Ordinary Resolution set forth at Item No. 2 of the Notice for approval by the Members.

**Item No. 3: Appointment of Mr. Bidhan Sardar (DIN: 10464460) as Additional Director (Non-Independent and Non-Executive)**

Pursuant to Section 161 of the Companies Act, 2013 and on the recommendation of the Nomination and Remuneration Committee, the Board of Directors at their meeting held on 9<sup>th</sup> November, 2024 appointed Mr. Bidhan Sardar (DIN: 10464460) as Additional Director in the capacity as Non-Executive and Non-Independent who holds the office upto the date of the forthcoming Annual General Meeting of the Company.

Mr. Bidhan Sardar (DIN: 10464460) is graduate and has vast experience in the field of Administration and Management. His dynamic thought process is expected to bring fresh view and new direction for the Company.

Mr. Bidhan Sardar (DIN: 10464460) does not hold Equity Shares of the Company.

None of the Directors, Key Managerial Personnel or their respective relatives except Mr. Bidhan Sardar (DIN: 10464460) are, in any way, concerned or interested, financially or otherwise, in the Resolution at Item No. 3 of the accompanying Notice.

The Board recommends the Ordinary Resolution set forth at Item No. 3 of the Notice for approval by the Members.

**Item No. 4: Appointment of Ms. Nita Agarwal (DIN: 07092762) as Additional Director (Non-Independent and Non-Executive)**

## **P. B. FILMS LIMITED**

Pursuant to the provisions of Section 161 of the Companies Act, 2013, the Board of Directors at their meeting held on 09.11.2024, had appointed Ms. Nita Agarwal (DIN: 07092762) as an Additional Director of the Company with immediate effect. She holds the office upto the date of the forthcoming Annual General Meeting of the Company.

Further, as per Section 149 of the Companies Act, 2013, the Company should have at least one third of the total number of Directors as Independent Directors on the Board of the Company. An independent Director shall hold office for a term of up to five consecutive years on the Board of a Company and no independent director shall hold office for more than two consecutive terms. The provisions relating to retirement by rotation shall not be applicable to the independent directors.

The Company has received a declaration from Ms. Nita Agarwal (DIN: 07092762) that she meets with the criteria of independence as prescribed both under sub subsection (6) of section 149 of the Act.

Ms. Nita Agarwal (DIN: 07092762) does not hold any Equity Shares in the Company.

In the opinion of the Board, she fulfills the conditions of appointment as Independent Director as specified in the Act and the Rules framed thereunder. Her knowledge and experience will be of immense benefit and value to the Company and she is independent of the management. The draft letter of appointment of Ms. Nita Agarwal (DIN: 07092762) shall be open for inspection at the Registered Office of the Company by any Member during normal business hours.

Ms. Nita Agarwal (DIN: 07092762) has Graduated from B R Ambedkar University and has more than 5 years of experience in administration. She has served as Director in many other Companies in past which is expected to bring expert and independent view in the Company. Ms. Nita Agarwal (DIN: 07092762) does not hold any Directorship, Chairmanship or Membership in any Board or Committee in any other Company and fulfills the criteria for appointment as Independent Director as specified under the Companies Act, 2013 and under the SEBI (LODR), 2015

None of the Promoters, Directors, KMP and their relatives except Ms. Nita Agarwal (DIN: 07092762) is either directly or indirectly in any way concerned or interested, financially or otherwise, in the Resolution at Item No. 4 of the accompanying Notice.

The Board recommends the Ordinary Resolution set forth at Item No. 4 of the Notice for approval by the Members.

### **Item No. 5: Appointment of Ms. Sathi Kundu (DIN: 10837461) as Independent Director**

Pursuant to the provisions of Section 161 of the Companies Act, 2013, the Board of Directors at their meeting held on 15.11.2024, had appointed Ms. Sathi Kundu (DIN: 10837461) as an Additional Director of the Company with immediate effect. She holds the office upto the date of the forthcoming Annual General Meeting of the Company.

Further, as per Section 149 of the Companies Act, 2013, the Company should have at least one third of the total number of Directors as Independent Directors on the Board of the Company. An independent Director shall hold office for a term of up to five consecutive years on the Board of a Company and no independent director shall hold office for more than two consecutive terms. The provisions relating to retirement by rotation shall not be applicable to the independent directors.

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The Company has received a declaration from Ms. Sathi Kundu (DIN: 10837461) that she meets with the criteria of independence as prescribed both under sub subsection (6) of section 149 of the Act.

Ms. Sathi Kundu (DIN: 10837461) does not hold any Equity Shares in the Company.

In the opinion of the Board, she fulfills the conditions of appointment as Independent Director as specified in the Act and the Rules framed thereunder. Her knowledge and experience will be of immense benefit and value to the Company and she is independent of the management. The draft letter of appointment of Ms. Sathi Kundu (DIN: 10837461) shall be open for inspection at the Registered Office of the Company by any Member during normal business hours.

Ms. Sathi Kundu (DIN: 10837461) has Graduated in Law from the University of Calcutta and has more than 15 years of experience in legal field. Her association with the Company is expected to bring more transparency in the conduct of the business. Ms. Sathi Kundu (DIN: 10837461) does not hold any Directorship, Chairmanship or Membership in any Board or Committee in any other Company and fulfills the criteria for appointment as Independent Director as specified under the Companies Act, 2013 and under the SEBI (LODR), 2015

None of the Promoters, Directors, KMP and their relatives except Ms. Sathi Kundu (DIN: 10837461) is either directly or indirectly in any way concerned or interested, financially or otherwise, in the Resolution at Item No. 5 of the accompanying Notice.

The Board recommends the Ordinary Resolution set forth at Item No. 5 of the Notice for approval by the Members.

### **Item No. 6: Appointment of Ms. Sneha Ray (DIN-05294801) as Executive Director**

The Board on the recommendation of the Nomination & Remuneration Committee at its meeting held on 15<sup>th</sup> November, 2024, approved the appointment of Ms. Sneha Ray (DIN-05294801) as Additional Director designated as Executive Director of the Company for a period of five years, with effect from 15<sup>th</sup> November, 2024, subject to approval of shareholders at the forthcoming Annual General Meeting.

Pursuant to Sections 196, 197, 203 and other applicable provisions of the Companies Act, 2013, (the Act), the Companies (Appointment and Qualification of Directors), Rules, 2014, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force, the appointment of Ms. Sneha Ray (DIN-05294801) , requires approval of the Members by way of ordinary resolution.

The Company has received from Ms. Sneha Ray (DIN-05294801) (i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014; (ii) intimation in Form DIR-8 pursuant to Rule 14 of the Companies (Appointment & Qualification of Directors) Rules, 2014 to the effect that she is not disqualified in accordance with sub-section (2) of Section 164 of the Act.

Both the Nomination and Remuneration Committee and the Board were of the opinion, after evaluation of her qualifications, experience and other attributes, that her induction on the Board would be of immense benefit to the Company and it is desirable to avail her services as a Director to strengthen the management of the Company.

The Board of Directors of the Company, therefore, recommends passing of the resolution as set out in Item No. 6 of the Notice above by way of Ordinary resolution.

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Except Ms. Sneha Ray (DIN-05294801), none of the Directors and Key Managerial Personnel of the Company and their relatives, is in any way, concerned or interested in the said resolution.

### **Item No. 7: Appointment of Ms. Sneha Ray (DIN-05294801) as Managing Director of the Company**

The Board of Directors of the Company ("the Board"), at its meeting held on 15<sup>th</sup> November, 2024 has, subject to approval of members, appointed Ms. Sneha Ray (DIN-05294801) as a Managing Director, designated as Executive Director, for a period of 5 (five) years i.e. with effect from 15<sup>th</sup> November, 2024, on such terms and conditions as agreed between Ms. Sneha Ray (DIN-05294801) and the Board of Directors of the Company. Accordingly, Members approval is sought for the appointment of Ms. Sneha Ray (DIN-05294801) as a Managing Director, designated as Executive Director of the Company, in terms of the applicable provisions of the Companies Act, 2013 ("the Act").

The Managing Director shall perform his duties as such with regard to all work of the Company and will manage and attend to such business and carry out the orders and directions given by the Board from time to time in all respects and conform to and comply with all such directions and regulations as may from time to time be given and made by the Board and the functions of the Managing Director will be under the overall authority of the Board of Directors. The Managing Director shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in Section 166 of the Act with regard to duties of directors. The Managing Director shall adhere to the Company's Code of Conduct. The office of the Managing Director may be terminated by the Company or by her by giving the other 3 (three) months' prior notice in writing. Ms. Sneha Ray (DIN-05294801) satisfies all the conditions set out in Part-I of Schedule V to the Act as also conditions set out under subsection (3) of Section 196 of the Act for being eligible for her reappointment. She is not disqualified from being appointed as a Director in terms of Section 164 of the Act. The terms and conditions of her appointment and copy of her Letter of Appointment shall be open for inspection electronically by the Members till the conclusion of the AGM. Members seeking to inspect such documents can send an email to 'pbfilms2007@gmail.com'.

In compliance with the provisions of Section 196, 203 read with Schedule V to the Act other applicable Regulations, the appointment of Ms. Sneha Ray (DIN-05294801) as Managing Director is now being placed before the Members for their approval by way of Ordinary Resolution.

The Board recommends the Ordinary Resolution at Item No. 7 of this Notice for approval of the Members.

Except Ms. Sneha Ray (DIN-05294801) and her relatives, none of the Directors and Key Managerial Personnel of the Company and their respective relatives is, in any way, concerned or interested, in the Resolution set out at Item No. 7 of the Notice.

**As per the requirements of Secretarial Standards on Meetings (SS-2) and Regulation 36(3) of SEBI (LODR), Regulations, 2015, a brief profile and information of Directors being Appointed/ Reappointed is given separately.**

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### A BRIEF PROFILE AND INFORMATION OF DIRECTORS BEING APPOINTED

Name of Director	Mr. Somnath Naskar (DIN: 10465573)	Mr. Bidhan Sardar (DIN: 10464460)	Ms. Nita Agarwal (DIN: 07092762)
Date of Birth	02.06.1984	15.04.1986	15.11.1977
Date of Appointment	09.11.2024	09.11.2024	09.11.2024
No. of Shares Held	NIL	NIL	NIL
Age			48 years
Qualification(s) and Experience in Specific Functional Areas	Mr. Somnath Naskar (DIN: 10465573) is graduate and has varied experience in the field of Operations and Management.	Mr. Bidhan Sardar (DIN: 10464460) is Graduate and has vast experience in Management and Administration filed	Ms. Nita Agarwal (DIN: 07092762) appointed Additional Woman Director (Independent and Non-Executive). She has Graduated from B R Ambedkar University and has more than 5 years experience in administration. She has served as Director in many other Companies in past which is expected to bring expert and independent view in the Company.
Directorship held in other listed Companies including Companies incorporated outside India	NA	NA	NA
Membership/ Chairmanship of all Companies in which they are Directors	Not Applicable as there is no such events	Not Applicable as there is no such events	Not Applicable as there is no such events
Terms & Conditions of Appointment/ Reappointment	As agreed between Mr. Somnath Naskar (DIN: 10465573) & the Board of Directors of the Company	As agreed between Mr. Bidhan Sardar (DIN: 10464460) & the Board of Directors of the Company	As agreed between Mrs. Nita Agarwal (DIN: 07092762) & the Board of Directors of the Company
Details of remuneration sought to be paid and the remuneration last	NA	NA	NA

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drawn by such person, if applicable			
Pecuniary relationship directly or indirectly with other Directors, Manager and other Key Managerial Personnel of the Company	No pecuniary relationship with any other Directors, Manager and other Key Managerial Personnel of the Company	No pecuniary relationship with any other Directors, Manager and other Key Managerial Personnel of the Company	No pecuniary relationship with any other Directors, Manager and other Key Managerial Personnel of the Company
No. of Board Meeting attended during the year	NA	NA	NA

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### A BRIEF PROFILE AND INFORMATION OF DIRECTORS BEING APPOINTED

Name of Director	Ms. Sathi Kundu (DIN: 10837461)	Ms. Sneha Ray (DIN-05294801)
Date of Birth	21.07.1992	13.06.1986
Date of Appointment	15.11.2024	15.11.2024
No. of Shares Held	NIL	NIL
Age		
Qualification(s) and Experience in Specific Functional Areas	Ms. Sathi Kundu (DIN: 10837461) appointed Additional Woman Director (Independent and Non-Executive). She has Graduated in Bachelors of Arts and Bachelors of Law from the University of Calcutta and has more than 15 years of experience in the legal field. She has handled various litigations and petitions and her experience is expected to bring transparency within the organization.	Ms. Sneha Ray (DIN: 05294801) is appointed as Additional (Executive) and Managing Director of the Company w. e. f. 15th November, 2024. She has completed her education in the field of B.A. English Hons. She is the founder of Founder of Talent Hub Acquisition Resources LLP - (Manpower Hiring consultancy) & Radha Rani Exclusive Creation - Brand Name: Sareeka- (Online digital Indo-Western Garments). Her entrepreneurship is expected to bring dynamic thinking and acceleration for the growth of the Company
Directorship held in other listed Companies including Companies incorporated outside India	NA	NA
Membership/ Chairmanship of all Companies in which they are Directors	Not Applicable as there is no such events	Not Applicable as there is no such events
Terms & Conditions of Appointment/ Reappointment	As agreed between Ms. Sathi Kundu (DIN: 10837461) & the Board of Directors of the Company	As agreed between Ms. Sneha Ray (DIN-05294801) & the Board of Directors of the Company
Details of remuneration sought to be paid and the remuneration last drawn by such person, if applicable	NA	NA
Pecuniary relationship directly or indirectly with other Directors, Manager and other Key	No pecuniary relationship with any other Directors, Manager and other Key Managerial Personnel of the Company	No pecuniary relationship with any other Directors, Manager and other Key Managerial Personnel of the Company

## **P. B. FILMS LIMITED**

Managerial Personnel of the Company		
No. of Board Meeting attended during the year	NA	NA

### **For and on behalf of the Board**

**Pankaj Agrawal**  
**Managing Director**  
**DIN-00595868**

**Sneha Ray (Appointed w. e. f. 15.11.2024)**  
**Additional Director & Managing Director**  
**DIN-05294801**

**Date: 15.11.2024**  
**Place: Kolkata**