

P. B. FILMS LIMITED

**Annual Report
of
P. B. Films Limited

Financial Year
2024-25**

P. B. FILMS LIMITED

BOARD OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:

Ms. Sneha Ray (DIN: 05294801) Appointed on 15.11.2024	:	Managing Director
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	:	Independent Woman Director
Ms. Sathi Kundu (DIN: 10837461) Appointed on 15.11.2024	:	Independent Woman Director
Ashish Kumar Goenka (DIN: 06985775) Appointed as Additional director w.e.f. 09.04.2025	:	Additional Non-Executive Director (Non-Promoter Category)
Ms. Somdatta Chaudhuri Appointed on 26.07.2025	:	Chief Financial Officer
Ms. Smriti Suhasaria (membership No.: 36813) Appointed on 01.07.2024	:	Company Secretary and Compliance Officer

COMMITTEES OF THE BOARD:

Audit Committee
Stakeholders Relationship Committee
Nomination and Remuneration Committee

REGISTERED OFFICE:

1st 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

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

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LISTING OF EQUITY SHARES:

BSE SME Limited

AUDITORS:

Beriwal and Associates (Resigned w.e.f 26.07.2025)
Kolkata

M G S A & Co, Firm of Chartered Accountant in Practice (Appointed as Statutory Auditor in Casual Vacancy w.e.f. 26.07.2025)
Kolkata

ANNUAL GENERAL MEETING:

Day & Date : Thursday, September 18, 2025
Time : 11:00 a.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: 1st Floor, MMS Chamber, 4A, Council House Street, BBD Bagh, Kolkata-700001, West Bengal, India.

Tele : 033-4503 2991, e-mail: pbfilms2007@gmail.com

Website: www.pbfilms.co.in

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 18th Annual General Meeting (the "Meeting") of P. B. Films Limited will be held on Thursday, September 18, 2025 at 11:00 a.m. (IST) through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM"), to transact the following business:

ORDINARY BUSINESS:

Item No. 1: Adoption of Financial Statements

To consider and adopt the Audited Financial Statement of the Company for the year ended 31st March, 2025 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.

Item No. 2: Re-appointment of Mr. Bidhan Sardar (DIN: 10464460) as a director liable to retire by rotation

To appoint a director in place of Mr. Bidhan Sardar (DIN: 10464460), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

Item No. 3: To appoint M G S A & Co as Statutory Auditor of the Company to fill Casual Vacancy

To consider and if thought fit, to pass with or without modification(s), the following resolution as **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 139(8), 142 and other applicable provisions of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 or any applicable other law(s) for the time being in force including any statutory modifications or amendment thereto or re-enactment thereof for the time being in force, M/s M G S A & Company (Firm Registration Number: 022481C), Firm of Practicing Chartered Accountants, be and are hereby appointed as Statutory Auditors to fill the Casual Vacancy caused by the resignation of Mr. Sunil Beriwal (Membership No. 55302, Firm Registration No.: 327762E), Proprietor of Beriwal and Associates, Practicing Chartered Accountants."

"RESOLVED THAT M/s M G S A & Company (Firm Registration Number: 022481C), Firm of Practicing Chartered Accountants, be and are hereby appointed as Statutory Auditors by the Board of Directors on the recommendation of the Audit Committee of the Company with effect from 26th July, 2025 until the conclusion of the 18th Annual General Meeting at such remuneration and other out of pocket expenses and taxes as may be determined and recommended by the Audit Committee and approved by the Board of Directors or any Committee thereof in consultation with the Auditors."

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"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: To appoint M G S A & Co as Statutory Auditor of the Company

To consider and if thought fit, to pass with or without modification(s), the following resolution as **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 139(8), 142 and other applicable provisions of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 or any applicable other law(s) for the time being in force including any statutory modifications or amendment thereto or re-enactment thereof for the time being in force, M/s M G S A & Company (Firm Registration Number: 022481C), Firm of Practicing Chartered Accountants, be and are hereby appointed as Statutory Auditors from the conclusion of 18th Annual General Meeting till the conclusion of 23rd Annual General Meeting for a single term of 5 (Five) consecutive years, at such remuneration and other out of pocket expenses and taxes as may be determined and recommended by the Audit Committee and approved by the Board of Directors or any Committee thereof in consultation with the Auditors."

"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: To approve the payment of remuneration to the Board of Directors in excess of the limits prescribed under Section 197 of the Companies Act, 2013

To consider and if thought fit, to pass with or without modification(s), the following resolution as **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 197, 198, Schedule V and Other applicable provisions of the Companies Act, 2013 read with relevant Rules framed thereunder including any statutory modifications, amendments or re-enactment thereof for the time being in force, applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and the Articles of Association of the Company and on the recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company, the consent of the Members of the Company be and is hereby accorded to increase the overall limit of managerial remuneration payable to Directors including Managing Director and/or Whole-Time Director, if appointed of the Company in respect of any Financial Year beginning from the Financial Year 2025-26, up to ₹35 Lakhs per annum or 30% of the Net Profits, whichever is higher from the existing limit of 11% of the Net Profits calculated in accordance with the Provisions of Section 198 of the Companies Act, 2013."

"FURTHER RESOLVED THAT if in any Financial Year, the Company has no profits or its profits are inadequate, the overall remuneration payable to the Directors of the Company including Managing Director and/or Whole-Time Director shall not exceed ₹25 Lakhs per annum as a minimum managerial remuneration to all the Directors."

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

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Item No.: 6: To approve the payment of remuneration to Directors including Managing Director and Whole-Time Director of the Company in excess of the limits prescribed under Section 197 of the Companies Act, 2013

To consider and if thought fit, to pass with or without modification(s), the following resolution as **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 197, 198, Schedule V and Other applicable provisions of the Companies Act, 2013 read with relevant Rules framed thereunder including any statutory modifications, amendments or re-enactment thereof for the time being in force, applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and the Articles of Association of the Company and on the recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company, the consent of the Members of the Company be and is hereby accorded to increase the overall limit of managerial remuneration payable to Directors including Managing Director and Whole-Time Director, if appointed of the Company in respect of any Financial Year beginning from 2025-26, up to ₹35 Lakhs per annum or 30% of the Net Profits, whichever is higher in excess of the limits prescribed under Section 197 of the Companies Act, 2013 and Net Profits calculated in accordance with the Provisions of Section 198 of the Companies Act, 2013, in the following manner:

- A. To the Managing Director, Whole-time Director, if appointed up to ₹25 Lakhs per annum or 20% of the net profits (standalone) of the Company whichever is higher, as may be decided by the Board from time to time, without any restriction on individual limit of 5% on the remuneration payable to any of the Managerial Personnel, subject to and within the overall limit of 20% as aforesaid;
- B. To the Directors other than Managing Director and Whole-time Director, up to ₹10 Lakhs per annum or 10% of the net profits (standalone) of the Company whichever is higher, as may be decided by the Board from time to time.

"FURTHER RESOLVED THAT if in any Financial Year, the Company has no profits or its profits are inadequate, the overall remuneration payable to the Directors of the Company including Managing Director and/or Whole-Time Director shall not exceed ₹25 Lakhs per annum as a minimum managerial remuneration to all the Directors."

"FURTHER RESOLVED THAT any of the Directors of the Company, be and are hereby jointly and/or severally authorized to take or caused to be taken, 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 Mr. Ashish Kumar Goenka (DIN: 06985775) as Director (Non-Independent and Non-Executive)

To consider and if thought fit, to pass with or without modification(s), the following resolution as **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. Ashish Kumar Goenka (DIN: 06985775) as Non-Executive and Non-Independent Director under Non-Promoter Category 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 9th April, 2025 and who holds office upto the date of this Annual General Meeting, be and is hereby appointed as Non-Executive, Non-

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Independent Director under Non-Promoter Category of the Company, whose office is liable to retire by rotation with effect from 9th April, 2025 being original date of his appointment.”

“**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. 8: Approval for increase in limit for making investments, providing loans, giving guarantees and securities under Section 186 of the Companies Act, 2013

To consider and if thought fit, to pass with or without modification(s), the following resolution as **Special Resolution:**

“**RESOLVED THAT** pursuant to Section 186(3) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification thereof for the time being in force and as may be enacted from time to time), and in terms of Articles of Association of the Company and subject to such approvals, the consent of the members be and is hereby accorded/granted for loans already given or investments already made whether within the limits of Section 186 or in excess of limits specified under Section 186 of Companies Act, 2013 and to give further loans to any of the Company or any other Person, to give guarantee or provide security in connection with a loan made by any person to any of the Company or any of the Person, to acquire by way of subscription, purchase or otherwise, the securities of any body corporate for an amount not exceeding ₹35 Crore (Twenty-Five Crore only), notwithstanding that such investment and acquisition together with the Company's existing investments in all other bodies corporate, loans and guarantees given and securities provided may collectively exceed the limits prescribed under Section 186(3), of the Companies Act, 2013.

“**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolution, approval of the Company be accorded to the Board of Directors of the Company (hereinafter referred to as Board which expression shall include any committee thereof or person(s) authorized by the Board) to do all such acts, matters and things and to take all such steps as may be required in this connection and to settle any questions, difficulties or doubts that may arise in this regard and to execute such documents, deeds, writings, papers and/ or agreements as may be required as it may in its absolute discretion, deem fit, necessary or appropriate.”

Item No. 9: Approval of increase in borrowing limits:

To consider and if thought fit, to pass with or without modification(s), the following resolution as **Special Resolution:**

“**RESOLVED THAT** pursuant to Section 180(1)(c) of the Companies Act, 2013 and rules framed thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) and any other applicable laws and provisions of Articles of Association of the Company, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company to borrow such sum of moneys from time to time by way of loans and / or issue of bonds, debentures, commercial papers or any other securities / debt instruments for the purpose of business of the Company, so that the moneys to be borrowed together with the moneys already borrowed by the Company (apart from the temporary loans obtained from the Company's bankers in the ordinary course of business) and outstanding at any point of time shall not exceed sum of ₹25 Crores (Rupees Twenty-Five Crores Only) over & above the then existing paid up share capital and free reserves of the Company on such terms and conditions as it may deem fit.”

“**FURTHER RESOLVED THAT** any of the Directors of the Company, be and are hereby, jointly and/or severally authorised to do such acts and deeds or to take or cause to be taken such steps or actions that are deemed necessary for giving effect to the aforesaid Resolution.”

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Item No. 10: To seek approval under Section 180(1)(a) of the Companies Act, 2013 inter alia for creation of mortgage or charge on the assets, properties or undertaking(s) of the Company:

To consider and if thought fit, to pass with or without modification(s), the following resolution as **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013 (the "Act") and any other applicable provisions, if any of the Act, or any amendment or modifications thereof and pursuant to the provisions of the Articles of Association of the Company, consent of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as the 'Board', which term shall be deemed to include any Committee thereof which the Board may hereinafter constitute to exercise its powers including the powers conferred by this Resolution) to sell, lease or dispose of in any manner including but not limited to mortgaging, hypothecating, pledging or in any manner creating charge on all or any part of the present and future moveable or immovable assets or properties of the Company or the whole or any part of the undertaking(s) of the Company of every nature and kind whatsoever (hereinafter referred to as the "Assets") and/or creating a floating charge on the Assets to or in favour of banks, financial institutions, investors, debenture trustees or any other lenders to secure the amount borrowed by the company or any entity which is a subsidiary or associate or group entity, from time to time, for the due re-payment of principal and/or together with interest, charges, costs, expenses and all other monies payable by the Company or any such entity in respect of the such borrowings provided that the aggregate indebtedness so secured by the assets do not at any time exceed the value of limits approved under Section 180(1)(c) of the Act."

"RESOLVED FURTHER THAT the Board be and is hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary in this regard for and on behalf of the Company, including but not limited to, negotiating and finalizing the terms of sale, lease, creation of security or any other dispositions, filing of necessary forms, returns, applications, submissions under the Act."

For and on behalf of the Board

Sneha Ray
Managing Director
DIN-05294801

Date: 11.08.2025
Place: Kolkata

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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, No. 09/2024 dated September 19, 2024 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 18th Annual General Meeting ('AGM') through Video Conferencing ('VC')/Other Audio Visual Means ('OAVM'), without the physical presence of the Members at a common 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, October 3, 2024 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 18th AGM of the Company is being held through VC/OAVM on Thursday, September 18, 2025 at 11:00 a.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 2024-25 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 2024-25 will also be available on the Company's website www.pbfilms.in and on website of the Stock Exchange at www.bsesme.com. Further, in accordance with Regulation 36(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, the letter providing the web-link, including the exact path, where complete details of the Annual Report is available is being sent to those shareholder(s) who have not registered their email address with Company or RTA or Depository.
3. a) The relevant details of the Directors and Auditors seeking appointment/re-appointment at this AGM as required under regulation 36 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 and consent letters have been received from the Directors/Auditors 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 11.09.2025 to 18.09.2025 (both days inclusive).
7. The Members who shall be holding the shares either in physical form or in dematerialized form as on 15.08.2025 will receive the Notice of AGM and Annual Report for the Financial Year ended 31st March, 2025.
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

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(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 physical copies of the same. For registering your email ID, kindly send your email ID details to cameo@cameoindia.com/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 8th 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. In continuation to the above stated Circular in Point 12, the SEBI has on the basis of representations received from Investors as well as RTAs and listed companies that some of the investors had missed the timelines for re-lodging their documents for transfer of securities vide its Circular No.: SEBI/HO/MIRSD/MIRSD-PoD/P/CIR/2025/97 dated 2nd July, 2025, decided to open a special window only for re-lodgement of transfer deeds, which were lodged prior to the deadline of April 01, 2019 and rejected/returned/not attended to due to deficiency in the documents/process/or otherwise, for a period of six months from July 07, 2025 till January 06, 2026. It was further decided to fix March 31, 2021 as the cut-off date for re-lodgement of transfer deeds.

During this period, the securities that are re-lodged for transfer (including those requests that are pending with the listed company / RTA, as on date) shall be issued only in demat mode. Due process shall be followed for such transfer-cum-demat requests. The Circular is also available on the website of the Company at www.pbfilms.in
14. 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 under Investor Services tab and send the same to the office of the Registrar and Transfer Agent of the Company.
15. 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.
16. 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

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17. 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.

18. 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.

19. 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.

20. 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.
3. The Company has appointed Hemant Sharma & Associates (Membership No.: A42264, CP No.: 17411), 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 15.09.2025 (9:00 am) and ends on 17.09.2025 (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 11.09.2025, 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. 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.

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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. 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 and 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.
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 Monday, September 15, 2025 at 09:00 A.M. and ends on Wednesday, September 17, 2025 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. September 11, 2025, 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 September 11, 2025.

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
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<p>Individual Shareholders holding securities in demat mode with NSDL.</p>	<ol style="list-style-type: none">1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com 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 & voting during the meeting.2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp3. 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. 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 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 & voting during the meeting.4. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. <p>NSDL Mobile App is available on</p> <p> </p> <p> </p>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none">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 www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.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

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	<p>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 & 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.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>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 www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & 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.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>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.</p>

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

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.

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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:
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.

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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.
 - b) [Physical User Reset Password?](#)" (If you are holding shares in physical mode) option available on 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 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.
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 hemantsharmaandassociates@gmail.com with a copy marked to 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 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 or call on.: 022 - 4886 7000 or send a request to Mr. Pritam Dutta, Assistant Manager at pritamd@nsdl.com / 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:

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- 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 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:-

- 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.**

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- 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 pbfilms2007@gmail.com. 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 September 1, 2025 by the end of the business hours.**

For and on behalf of the Board

Sneha Ray
Managing Director
DIN-05294801

Date: 11.08.2025
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 10 of the accompanying Notice dated September 18, 202

Item No. 3: To appoint M G S A & Co as Statutory Auditor of the Company to fill Casual Vacancy

Mr. Sunil Beriwal (Membership No. 55302, Firm Registration No.: 327762E), Proprietor of Beriwal and Associates, Practicing Chartered Accountants, Kolkata has tendered his resignation as the Statutory Auditors of the Company from 26th July, 2025 and expressed his unwillingness to continue as the Statutory Auditor of the Company.

Due to the resultant casual vacancy caused by the said resignation, the Board of Directors on the recommendation of the Audit Committee of the Company has appointed M/s M G S A & Company (Firm Registration Number: 022481C), Firm of Practicing Chartered Accountants as Statutory Auditor on 26th July, 2025 whose appointment is subject to the approval of the Members and shall hold office till the conclusion of the 18th Annual General Meeting of the Company and to fill the casual vacancy caused by the resignation of Mr. Sunil Beriwal (Membership No. 55302, Firm Registration No.: 327762E), Proprietor of Beriwal and Associates, Practicing Chartered Accountants, Kolkata.

M/s M G S A & Company (Firm Registration Number: 022481C), Firm of Practicing Chartered Accountants, is a reputed Chartered Accountant Firm holding a valid Peer Review Certificate whose experience is expected to bring more transparency and good governance within the Company.

M/s M G S A & Company (Firm Registration Number: 022481C), Firm of Practicing Chartered Accountants have conveyed their consent to be appointed as the Statutory Auditors of the Company along with the requisite confirmation that, their appointment, if made by the Members, then the same shall be within the limits prescribed under the Companies Act, 2013.

M/s M G S A & Company (Firm Registration Number: 022481C), Firm of Practicing Chartered Accountants, shall be paid ₹. 65,000/- p.a. as remuneration and other out of pocket expenses as mutually agreed between them and the Board of Directors of the Company. The remuneration payable is commensurate with size of the Company and the amount of work to be performed by the Auditor.

Further, there is no material variation in fees payable to the new Statutory Auditor from that paid to the outgoing auditor. The previous Statutory Auditor was paid ₹50,000/- and the new Auditors shall be paid ₹ 65,000/-.

The Ordinary Resolution contained in the Notice is meant for obtaining the approval of the Members to the appointment of M/s M G S A & Company (Firm Registration Number: 022481C), Firm of Practicing Chartered Accountants. The Board recommends that the same be passed.

None of the Promoters, Directors, Key Managerial Personnel or their relatives, is in any way, concerned or interested in the said Ordinary Resolution.

The Board recommends the Resolution as set out at Item No. 3 of this Notice for approval of the members of the Company as an Ordinary Resolution.

Item No. 4: To appoint M G S A & Co as Statutory Auditor of the Company

On the basis of the recommendation of the Audit Committee, the Board of Directors at its meeting held on 26th July, 2025 and pursuant to Section 139 and other applicable provisions, if any of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, if any, recommended the

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appointment of M/s M G S A & Company (Firm Registration Number: 022481C), Firm of Practicing Chartered Accountants, Kolkata as Statutory Auditors of the Company to hold office from the conclusion of the 18th Annual General Meeting till the conclusion of 23rd Annual General Meeting of the Company to be held in the year 2030.

M/s M G S A & Company (Firm Registration Number: 022481C), Firm of Practicing Chartered Accountants, is a reputed Chartered Accountant Firm holding a valid Peer Review Certificate whose experience is expected to bring more transparency and good governance within the Company.

M/s M G S A & Company (Firm Registration Number: 022481C), Firm of Practicing Chartered Accountants have conveyed their consent to be appointed as the Statutory Auditors of the Company along with the requisite confirmation that, their appointment, if made by the Members, then the same shall be within the limits prescribed under the Companies Act, 2013.

M/s M G S A & Company (Firm Registration Number: 022481C), Firm of Practicing Chartered Accountants, shall be paid ₹. 65,000/- p.a. as remuneration and other out of pocket expenses as mutually agreed between them and the Board of Directors of the Company. The remuneration payable is commensurate with size of the Company and the amount of work to be performed by the Auditor.

Further, there is no material variation in fees payable to the new Statutory Auditor from that paid to the outgoing auditor. The previous Statutory Auditor was paid ₹50,000/- and the new Auditors shall be paid ₹ 65,000/-.

The Ordinary Resolution contained in the Notice is meant for obtaining the approval of the Members to the appointment of M/s M G S A & Company (Firm Registration Number: 022481C), Firm of Practicing Chartered Accountants. The Board recommends that the same be passed.

None of the Promoters, Directors, Key Managerial Personnel or their relatives, is in any way, concerned or interested in the said Ordinary Resolution.

The Board recommends the Resolution as set out at Item No. 4 of this Notice for approval of the members of the Company as an Ordinary Resolution.

Item No. 5: To approve the payment of remuneration to the Board of Directors in excess of the limits prescribed under Section 197 of the Companies Act, 2013

The first proviso to sub-section (1) of Section 197 of the Companies Act, 2013 requires the passing of Ordinary Resolution for payment of remuneration in excess of 11% as prescribed under Section 197(1). Pursuant to the provisions of Section 197 and other applicable provisions, if any of the Companies Act, 2013 read with relevant Rules framed thereunder and other applicable provisions, if any, the Board of Directors on the recommendation of Nomination and Remuneration Committee, at its meeting held on 11th August, 2025 has decided to increase the limit of remuneration to be paid to the Directors including Managing Director and/or Whole-Time Director, if appointed, of the Company of in respect of any Financial Year beginning from the Financial Year 2025-26, upto ₹35 Lakhs per annum or 30% of the Net Profits, whichever is higher from the existing limit of 11% of the Net Profits as prescribed under Section 197(1) of the Companies Act, 2013 calculated in accordance with the Provisions of Section 198 of the Companies Act, 2013.

Further, it was decided that if in any Financial Year, the Company has no profits or its profits are inadequate, the overall remuneration payable to the Directors of the Company including Managing Director and/or Whole-Time Director shall not exceed ₹25 Lakhs per annum as a minimum managerial remuneration to all the Directors.

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The Board as well as Nomination and Remuneration Committee has noted that in order to retain the talent especially at the Board level, it becomes imperative for the Company to compensate the Directors of the Board adequately by offering competitive remuneration.

All the Directors of the Company are interested in the Ordinary Resolution set out in Item No. 5 of the Notice, since it pertains to their remuneration. The relatives of all the directors may be deemed to be interested in the Ordinary Resolution to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Key Managerial Personnel and Promoters of the Company or their relatives are in any way concerned or interested in the said Resolution.

The Board recommends the Resolution as set out at Item No. 5 of this Notice for approval of the members of the Company as an Ordinary Resolution.

Item No.: 6: To approve the payment of remuneration to Directors including Managing Director and Whole-Time Director of the Company in excess of the limits prescribed under Section 197 of the Companies Act, 2013

Pursuant to the proviso to sub-section (1) of Section 197 and other applicable provisions, if any of the Companies Act, 2013 read with relevant Rules framed thereunder and other applicable provisions, if any, including Schedule V of the Companies Act, 2013, the Board of Directors on the recommendation of Nomination and Remuneration Committee, at its meeting held on 11th August, 2025 has decided to increase the limit of remuneration to be paid to the Directors including Managing Director and/or Whole-Time Director, if appointed, of the Company in respect of any Financial Year beginning from the Financial Year 2025-26, up to ₹35 Lakhs per annum or 30% of the Net Profits, whichever is higher in excess of the limits prescribed under proviso to Section 197(1) of the Companies Act, 2013 calculated in accordance with the Provisions of Section 198 of the Companies Act, 2013.

As per the second proviso to Sub-section (1) of Section 197, if Company wants to pay the remuneration in excess of the limits prescribed, then the same can be paid only after passing the Special Resolution by the Members of the Company.

Further, it was decided to pay the remuneration to the Managing Director, Whole-Time Director and other Directors as per the below prescribed manner:

- A. To the Managing Director and Whole-time Director, if appointed up to ₹25 Lakhs per annum or 20% of the net profits (standalone) of the Company whichever is higher, as may be decided by the Board from time to time, without any restriction on individual limit of 5% on the remuneration payable to any of the Managerial Personnel, subject to and within the overall limit of 20% as aforesaid;
- B. To the Directors other than Managing Director and Whole-time Director, up to ₹10 Lakhs per annum or 10% of the net profits (standalone) of the Company whichever is higher, as may be decided by the Board from time to time.

It was further decided that if in any Financial Year, the Company has no profits or its profits are inadequate, the overall remuneration payable to the Directors of the Company including Managing Director and/or Whole-Time Director shall not exceed ₹25 Lakhs per annum as a minimum managerial remuneration to all the Directors.

Further, the Remuneration including terms and condition of the Remuneration payable to the Managing Director shall be on the basis of recommendation of the Nomination and Remuneration Committee and approved by the Board of Directors in consultation and mutual agreement with the Director concerned.

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The Board as well as Nomination and Remuneration Committee has noted that in order to retain the talent especially at the Board level, it becomes imperative for the Company to compensate the Directors of the Board adequately by offering competitive remuneration.

All the Directors of the Company are interested in the Special Resolution set out in Item No. 6 of the Notice, since it pertains to their remuneration. The relatives of all the directors may be deemed to be interested in the Special Resolution to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Key Managerial Personnel and Promoters of the Company or their relatives are in any way concerned or interested in the said Resolution.

The Board recommends the Resolution as set out at Item No. 6 of this Notice for approval of the members of the Company as a Special Resolution.

Item No. 7: Appointment of Mr. Ashish Kumar Goenka (DIN: 06985775) as 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 9th April, 2025 appointed Mr. Ashish Kumar Goenka (DIN: 06985775) 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. Ashish Kumar Goenka (DIN: 06985775) is from commerce background and holds Graduation Degree from commerce field. He has more than 5 years of varied experience in finance and operations. His knowledge and experience are expected to have positive impact in the Company.

Mr. Ashish Kumar Goenka (DIN: 06985775) does not hold Equity Shares of the Company.

None of the Directors, Key Managerial Personnel or their respective relatives except Mr. Ashish Kumar Goenka (DIN: 06985775) 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. 7 of the Notice for approval by the Members.

Item No. 8: Approval for increase in limit for making investments, providing loans, giving guarantees and securities under Section 186 of the Companies Act, 2013

Approval for loan, investments, guarantee and securities under Section 186 of the Companies Act 2013 (the Act) pertaining to loan and investment by a Company, inter alia, requires that no company shall directly or indirectly (a) give any loan to any person or other body corporate; (b) give any guarantee or provide security in connection with a loan to any other body corporate or person and (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate exceeding sixty per cent of its paid-up share capital, free reserves and securities premium account or one hundred per cent of its free reserves and securities premium, whichever is more, except with previous approval of members by means of a Special resolution.

However, the Board of Directors may exhaust the limits stated in Section 186 of the Act in future and if there is no limit available to the Company for such a transaction involving other than wholly owned subsidiaries then the Company not be able to take the opportunity available at the point in time and it needs to follow the lengthy process in order take any such benefits. Therefore, it will be expedient to allow the Company a reasonable limit

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for such transactions in the interest of operational flexibility for the Management to avail opportunities to benefit costs, profits, business growth or financial flexibility. It will enable Company to deploy its funds by way of acquiring securities, giving of loans, deposits or such other means and provide security and guarantee from time to time and on such terms and conditions as may be decided by the Board keeping in view the surplus funds, opportunity before the Company, business benefits, subject to compliance with all applicable statutory provisions. By providing a limit up to ₹35 Crore (Rupees Thirty-Five Crore Only), this resolution presently in effect purports to create a modest headroom to the Company (after considering investments etc) and accordingly the Board may exercise their power in this respect from time to time where deemed expedient for the Company. Said amount may vary depending upon the outstanding amount of loan, investment, guarantee etc. from time to time. For further financial and other business detail including loan, investments, guarantee etc. financial statements of company may be referred which is available on website of the Company. If necessary, approval under this resolution shall also be considered as approval for the afore stated position. Numbers and reckoning given in this statement are intended to illuminate the current position and would vary in future.

Further, Board of Directors are allowed to delegate the powers granted by this resolution to any committee(s) of the Board or Managing Director, Director or any other officer of the Company up to such limit as the Board of Directors of the Company may think fit.

The Directors of the Company accordingly recommend the special resolution as set out in the accompanying Notice for members' approval.

None of the Promoters, Directors, Managers, Key Managerial Personnel, or their Relatives, either directly or indirectly is concerned or interested in the above Resolution.

The Board recommends the Special Resolution at Item No. 8 of this Notice for approval of the Members.

Item No. 9: Approval of increase in borrowing limits:

Considering the Company's existing and future financial requirements and to support its business operations, the Company may need additional funds. For this purpose, the Company may, from time to time, raise finance from various Banks and/or Financial Institutions and/ or any other lending institutions and/or Bodies Corporate and/or such other persons as may be considered fit by way of loans, bonds, debentures, commercial papers, any other securities or debt instruments which, together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in ordinary course of business) shall not exceed sum of ₹25 Crores (Rupees Twenty Five Crores Only) over & above the then existing paid up share capital and free reserves of the Company.

Pursuant to Section 180(1)(c) of the Companies Act, 2013, the Board of Directors cannot borrow more than the aggregate amount of the paid-up capital of the Company and its free reserves at any one time except with the consent of the members of the Company in a general meeting. Accordingly, approval of the members of the Company is sought by way of a Special Resolution.

None of the Directors or Key Managerial Personnel or their relatives are in any way concerned with or interested, financially or otherwise in the resolution.

The Board recommends the Resolution at Item No. 9 for your approval as a Special Resolution.

P. B. FILMS LIMITED

Item No. 10: To seek approval under Section 180(1)(a) of the Companies Act, 2013 inter alia for creation of mortgage or charge on the assets, properties or undertaking(s) of the Company:

As per the provisions of Section 180 (1) (c) of the Companies Act, 2013, the Board of Directors of the Company cannot, except with the permission of the members in General Meeting by passing a Special Resolution, borrow monies in excess of the aggregate of the paid-up share capital, free reserves and securities premium of the Company.

In order to support the long-term strategic objectives of the Company, including funding of capital expenditure, working capital requirements, and financing potential acquisitions and other strategic initiatives, the Company may need to raise additional borrowings from time to time.

In view of the Company's ongoing and planned business expansion, as well as the potential need to undertake strategic investments and acquisitions that are aligned with the Company's growth objectives, it is proposed to enhance the existing borrowing limit.

The approval of the Members at the ensuing 18th Annual General Meeting at Item No. 9 above is proposed to authorise the Board with the total borrowing limits upto ₹25 Crores (Rupees Twenty-Five Crores only). Taking into consideration the growth in the business operations, foreseeable future plans and the existing credit facilities availed by the Company, it would be in the interest of the Company to enhance the borrowing limit. Keeping in view the existing and future financial requirements to support the business operations of the Company, it is proposed to increase borrowing limit which shall not exceed the aggregate of the paid-up capital, free reserves and securities premium of the Company by more than ₹25 Crores (Rupees Twenty-Five Crores only) at any point of time. For the said proposal the members approval u/s 180(1)(c) at Item No. 9 and 180(1)(a) at this current Item No. 10 is required.

The borrowings of the Company are, in general, required to be secured by suitable mortgage or charge on all or any of the movable and/ or immovable properties of the Company in such form, manner and ranking as may be determined by the Board of Directors of the Company, from time to time, in consultation with the lender(s).

The mortgage and/or charge by the Company of its movable and/or immovable properties and/or the whole or any part of the under taking(s) of the Company in favour of the lenders/agent(s)/trustees. Further, the Company in certain events of default by the Company, may be regarded as disposal of the Company's undertaking(s) within the meaning of Section 180 (1)(a) of the Companies Act, 2013. Hence, it shall be necessary to obtain approval for the same from the Members.

None of the Directors or Key Managerial Personnel or their relatives are in any way concerned with or interested, financially or otherwise in the resolution.

The Board recommends the Resolution at Item No. 10 for your approval as a Special Resolution.

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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.

A BRIEF PROFILE AND INFORMATION OF DIRECTORS BEING APPOINTED/REAPPOINTED

Name of Director	Mr. Bidhan Sardar (DIN: 10464460)	Mr. Ashish Kumar Goenka (DIN: 06985775)
Date of Birth	15.04.1986	16.05.1976
Date of Appointment	09.11.2024	09.04.2025
No. of Shares Held	NIL	NIL
Age	39 years	49 years
Qualification(s) and Experience in Specific Functional Areas	Mr. Bidhan Sardar (DIN: 10464460) is Graduate and has vast experience in Management and Administration filed	Mr. Ashish Kumar Goenka (DIN: 06985775) appointed as Additional Director (Non-Executive, Non-Independent) with effect from 9 th April, 2025. He is from commerce background and holds Graduation Degree in commerce field. He has more than 5 years of varied experience in finance and operations. His knowledge and experience is expected to have positive impact in 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 Mr. Bidhan Sardar (DIN: 10464460) & the Board of Directors of the Company	As agreed between Mr. Nita Agarwal (DIN: 07092762) & 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	No pecuniary relationship with any other Directors, Manager and other	No pecuniary relationship with any other Directors, Manager and other Key Managerial Personnel of the Company

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directly or indirectly with other Directors, Manager and other Key Managerial Personnel of the Company	Key Managerial Personnel of the Company	
No. of Board Meeting attended during the year	3	NA

For and on behalf of the Board

Sneha Ray
Managing Director
DIN-05294801

Date: 11.08.2025
Place: Kolkata

P. B. FILMS LIMITED

DIRECTORS' REPORT

To,
The Members,
P. B. Films Ltd

The Board of Directors of the Company take pleasure in presenting the 18th Annual Report along with the Audited Accounts for the Financial Year ended 31st March, 2025.

1. FINANCIAL RESULTS:

The Financial performance of the Company for the Financial Year ended 31st March, 2024, is summarized below:
(Rupees in '000)

Particulars	Period/ year ended	Period/ year ended
	31.03.2025	31.03.2024
Total Revenue	3744.20	1878.83
Total expenses	(3609.01)	(1652.97)
Profit/ (loss) before tax	135.19	225.86
Profit/ (loss) after tax	82.63	118.39

2. OPERATION:

The year saw a challenging business environment with lower GDP growth and slowdown in consumption. This resulted into a weakening consumer sentiment. Though the Total Revenue of the Company is higher than the previous year, the Net Profit After Tax is lower than the previous financial year due to increase in spending by the Company which resulted into increase in expenditure for the revival of the Company.

3. DIVIDEND AND TRANSFER TO RESERVES:

No dividend was declared during the financial year under review and no amount was transferred to reserves during the year under review.

4. PUBLIC DEPOSITS:

During the year under review, the Company has neither invited nor accepted any deposit pursuant to Section 73 and Section 76 of the Companies Act, 2013 read with Companies (Acceptance of Deposits) Rules, 2014. There are no unpaid and unclaimed deposits at the end of Financial Year 2024-25.

5. REPORT ON THE PERFORMANCE OF THE SUBSIDIARIES, ASSOCIATES & JOINT VENTURE COMPANIES:

The Company does not have any Subsidiary, Joint Venture & Associate Company.

6. PARTICULARS OF EMPLOYEES:

During the Financial Year, the Company does not have any employee who was in receipt of remuneration exceeding Rupees One crore and two lakh for the year or exceeding Rupees Eight Lakhs and Fifty Thousand per month or for any part of the year.

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The Company is not required to give the ratio of the remuneration of each Director to the median remuneration of the employees of the Company and other details in terms of Sub-Section 12 of Section 197 of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as none of the Directors of the Company was paid any Remuneration from the Company for the Financial Year 2024-25.

7. DIRECTORS AND KEY MANAGERIAL PERSONNEL:

Mr. Somnath Naskar (DIN: 10465573) and Mr. Bidhan Sardar (DIN: 10464460) are appointed as Additional Directors (Non-Independent and Non-Executive) and Ms. Nita Agarwal (DIN: 07092762) appointed as Additional Woman Director (Independent) on 09.11.2024. Their appointment was regularised in the 17th Annual General Meeting held on 16.12.2024 Ms. Sangita Srivastav (DIN: 08126649) resigned from the post of Independent Woman Director on 12.11.2024.

Mr. Pankaj Agrawal (DIN: 00595868) resigned as Managing Director and Executive Director on 15.11.2024 effective from 16.11.2024. Ms. Sathi Kundu (DIN: 10837461) appointed on 15.11.2024 as Additional Woman Director (Independent) and Ms. Sneha Ray (DIN: 05294801) appointed on 15.11.2024 as Additional Executive Director and Managing Director. The appointment of Ms. Sathi Kundu (DIN: 10837461) as Independent Director and Ms. Sneha Ray (DIN: 05294801) as Managing Directors regularised in the 17th Annual General Meeting held on 16.12.2024 Mr. Dinesh Agarwal (DIN- 01255468) resigned on 15.11.2024 from the post of Independent Director.

Mr. Deepak Agarwal resigned from the post of Chief Financial Officer with effect from 09.04.2025. Ms. Somdatta Chaudhuri is appointed as Chief Financial Officer and Key Managerial Personnel with effect from 26.07.2025. Mr. Ashish Kumar Goenka (DIN: 06985775) was appointed as Non-Executive Additional Director under Non-Promoter Category with effect from 09.04.2025.

Company has appointed Ms. Smriti Suhasaria (Membership No.: A36813) as Compliance Officer and Company Secretary with effect from 01.07.2024

The period under review witnessed multiple changes in the Board and Key Managerial Personnel. Accordingly, Company has also recomposed the Members of the Board and consequently also reconstituted all the Committees of the Board in compliance with the applicable provisions of the Companies Act, 2013 and applicable regulatory requirements.

8. COMMITTEES OF THE BOARD:

The Board has constituted Committees pursuant to provisions of Companies Act, 2013, and rules framed thereunder and as per the SEBI (LODR) Regulations, 2015.

The committees of the Board are Audit Committee, Stakeholders Relationship Committee and Nomination and Remuneration Committee.

Audit Committee Meeting:

The Constitution of Audit Committee is as per the requirements of the Companies Act, 2013 and the SEBI (LODR), Regulations, 2015, wherever the provisions of SEBI LODR are applicable. The Committee met 7 times in a year viz 21.05.2024, 01.07.2024, 01.10.2024, 09.11.2024, 15.11.2024, 10.02.2025 and 31.03.2025

Stakeholders Relationship Committee:

The Constitution of Stakeholder and Relationship Committee is as per the requirements of the Companies Act, 2013 and the SEBI (LODR), Regulations, 2015. The Committee met 5 times in a year viz 21.05.2024, 01.07.2024, 01.10.2024, 09.11.2024 and 15.11.2024

Nomination and Remuneration Committee Meeting:

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The Constitution of Nomination and Remuneration Committee is as per the requirements of the Companies Act, 2013 and the SEBI (LODR), Regulations, 2015, wherever the provisions of SEBI LODR are applicable. The Committee met 3 times in a year viz 21.05.2024, 09.11.2024 and 15.11.2024

9. NUMBER OF BOARD MEETINGS & ATTENDANCE OF DIRECTORS:

During the financial year under review, the Board of Directors had met 9 times viz 03.05.2024, 21.05.2024, 01.07.2024, 01.10.2024, 30.10.2024, 09.11.2024, 15.11.2024, 01.02.2025 and 31.03.2025

In addition to the above and as required under Schedule IV to the Companies Act, 2013, 1(One) Separate Meeting of Independent Directors was held on 10.02.2025.

10. EVALUATION OF BOARD:

Pursuant to the provisions of the Companies Act, 2013 the Board has carried out an annual performance evaluation of its own performance, the directors individually as well as the evaluation of the working of its Audit, Nomination & Remuneration committee by filling a structured questionnaire.

11. DIRECTOR'S RESPONSIBILITY STATEMENT:

As required under Section 134 (3) (c) of the Companies Act, 2013, your Directors confirm that:

- i. In the preparation of the Annual Accounts for the year ended on 31st March, 2024, the applicable accounting standards have been followed along with proper explanation relating to material departures.
- ii. The Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year on 31st March, 2024 and of the Loss of the Company for that period.
- iii. The Directors have taken proper and sufficient care for the maintenances of adequate accounting records in accordance with the provision of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- iv. The Directors have prepared the Annual accounts on a going concern basis.
- v. The Director have laid down proper internal financial controls to be followed by the company and that such financial controls are adequate and are operating effectively.
- vi. The Director have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

12. DECLARATIONS GIVEN BY INDEPENDENT DIRECTORS:

The Company has received declarations from all the Independent Directors that they meet the criteria of Independence pursuant to section 149(6) of the Companies Act, 2013 and Regulation 16(1) of the SEBI (LODR) Regulations, 2015.

13. SHARE CAPITAL:

There was no change in the authorized/issued or paid-up share capital of the company during the year.

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14. SUBSIDIARY AND ASSOCIATE COMPANIES

During the year under review, the Company does not have any Subsidiary or Associate Company.

15. ANNUAL RETURN AND EXTRACT OF ANNUAL RETURN

As per provisions of Section 92 of the Companies Act, 2013 read with Rules made thereunder, a draft Annual Return of the Company is available on the website of the Company at www.pbfilms.in.

16. POLICY ON NOMINATION AND REMUNERATION

In compliance with the requirements of Section 178 of the Companies Act, 2013 and Regulation 19 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has laid down a Nomination and Remuneration policy which has been uploaded on the Company's website at www.pbfilms.in.

The salient features of the NRC Policy are as under:

- a.) Setting out the objectives of the Policy
- b.) Definitions for the purposes of the Policy
- c.) Policy for appointment and removal of Director, KMP and Senior Management
- d.) Policy relating to the Remuneration for the Managerial Personnel, KMP, Senior Management Personnel & other employees.

17. INSURANCE:

All the properties of the Company including plant and machinery, stocks etc. have been adequately insured. The Company has also taken adequate insurance cover for loss of profit and Standing Charges.

18. AUDITORS:

M/s Beriwal and Associates., Chartered Accountants, Surat (Firm Registration No. 327762E) has tendered his resignation as Statutory Auditors of the Company on 26.07.2025. M/s M G S A & Company (Firm Registration Number: 022481C), Firm of Practicing Chartered Accountants appointed as Statutory Auditors of the Company to fill the casual vacancy caused by such resignation.

The approval of Members is sought to the appointment of M/s M G S A & Company (Firm Registration Number: 022481C), Firm of Practicing Chartered Accountants as Statutory Auditors in Casual Vacancy in this 18th Annual General Meeting,

Further, on the recommendation of the Audit Committee, the Board of Directors of the Company have proposed the appointment of M/s M G S A & Company (Firm Registration Number: 022481C), Firm of Practicing Chartered Accountants as Statutory Auditors for the 1st term of 5 consecutive years, subject to the approval by the Members at this 18th Annual General Meeting of the Company.

19. AUDITORS REPORT:

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The observations / qualifications / disclaimers, if any, made by the Statutory Auditors in their report for the financial year ended 31st March 2025 read with the explanatory notes therein are self-explanatory and therefore, do not call for any further explanation or comments from the Board under Section 134(3) of the Companies Act, 2013. The Company has also received Consent and Eligibility Certificate from the said Auditors.

20. MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY WHICH HAVE OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR OF THE COMPANY TO WHICH THE FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT:

In terms of the information required under Clause (l) of Sub-section (3) of Section 134, it is to be noted that Global pandemic Novel Coronavirus has significantly impacted the financial position and operating environment for the Company. Currently, Company is facing the heavy brink of the pandemic and trying to come out with the equation under which operations of the Company will be restored.

21. CONSERVATION OF ENERGY & TECHNOLOGY ABSORPTION:

Since the Company is not a manufacturing unit, provisions of Section 134 (3)(m) of the Companies Act, 2013, read with the Companies (Accounts) Rules, 2014, regarding conservation of energy, technology absorption, are not applicable to the Company.

22. FOREIGN EXCHANGE EARNINGS AND OUTGO:

During the period under review, there were no Foreign Exchange Earnings and Outgo.

23. SECRETARIAL AUDIT REPORT:

Pursuant to provisions of Section 204 of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company had appointed M/s. Hemant Sharma & Associates, Practicing Company Secretaries as Secretarial Auditors of the Company for the Financial Year ended 31st March, 2025. The Company has obtained Secretarial Audit Report which is annexed as "Annexure 2" to this Report.

Explanation on Remark Made by Secretarial Auditor in his Report:

The suspension of the Company was revoked by the BSE as Company has submitted all the Compliance Documents and it is also assured by the Management that the Company shall in future adhere to all the applicable laws and abide by the listing agreement entered into by it with BSE.

24. ANNUAL SECRETARIAL COMPLIANCE REPORT:

As per BSE Circular LIST/COMP/12/2019-20 issued on 14th May, 2019, it was clarified that the Regulation 24A of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 is not applicable to those Companies who have claimed exemption under Regulation 15(2) of SEBI (LODR) Regulations, 2015 and are not required to get the Annual Secretarial Compliance Report.

25. COMPANY'S POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION:

As per the recommendation of the Nomination & Remuneration Committee, the Board has framed a policy for selection and appointment of Directors and Senior Management Personnel including criteria for determining qualifications, positive attributes, independence etc., of a Director. As required by Rule 5 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the prescribed details w.r.t. Policy of Directors' Appointment is annexed as "Annexure - 3" to this report. However, presently, the Company is not paying remuneration or sitting fees (if applicable) to any of the Directors, Key managerial

P. B. FILMS LIMITED

Personnel and Senior Managerial Personnel of the Company. The Policy w.r.t. the same is available on Company's website.

26. INTERNAL AUDITORS:

According to the recommendation of the Audit Committee, the Board had appointed Advocate Priyanshu Kothari of the Company for the financial year 2024-25. The Internal Auditors were required to report to the Audit Committee of the Board after conducting comprehensive audit of operations of the Company.

27. DETAILS IN RESPECT OF FRAUDS REPORTED BY AUDITORS PURSUANT TO SECTION 143(12) OF THE COMPANIES ACT, 2013:

During the year under review, there were no incidences of fraud reported by Auditors.

28. DISCLOSURE OF ORDERS PASSED BY REGULATORS OR COURTS OR TRIBUNAL:

No orders have been passed by any Regulator or Court or Tribunal which can have impact on the going concern status and the Company's operations in future.

29. PARTICULARS OF LOAN, GUARANTEES OR INVESTMENT:

During the year, the Company has not given any loans, or guarantee or provided security in excess of the limits prescribed as per Section 186 of the Companies Act, 2013. The details of the Loans, Guarantees, or Investments made by the Company, as covered under the provisions of Section 186 of the Companies Act, 2013 are duly mention in the Notes to Accounts forming the part of Annual Financial Statements for the year ended 31st March, 2025.

30. CORPORATE GOVERNANCE REPORT:

Pursuant to Regulation 15(2) of the SEBI (LODR) Regulations, 2015, the provisions of Regulation 17 to 27 and clauses (b) to (i) of Regulation 46(2) and Para C, D and E of Schedule V, are not applicable to the Company, as the Company is BSE SME listed. Further, the Company is not required to obtain Certificate for Non-disqualification of Directors.

31. CORPORATESOCIAL RESPONSIBILITY:

The Company has not developed and implemented any Corporate Social Responsibility Policy pursuant to the provisions of Section 135 of the Companies Act 2013 and relevant Rules framed thereunder as the said provisions were not applicable to the Company as the Company had incurred losses during the relevant period.

32. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES:

During the year 2024-25, there were no contracts or Arrangements entered into by the Company with related parties. The policy on Related Party Transactions is available on the Company's website.

33. INTERNAL FINANCIAL CONTROLS:

The Board hereby reports that the Internal Financial Controls were reviewed by the Audit Committee and there were adequate Internal Financial Controls existed in the Company with respect to the Financial Statements for year ended on 31st March, 2025 and the Internal Financial Controls are operating effectively.

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34. RISK MANAGEMENT POLICY:

The Company has in place a mechanism to identify, assess, monitor and mitigate various risks to key business objectives. Major risks identified by the businesses and functions are systematically addressed and also discussed at the meetings of the Audit Committee and the Board of Directors of the Company. The Company's internal control systems are commensurate with the nature of its business and the size and complexity of its operations. Significant audit observations and follow up actions thereon are reported to the Audit Committee.

35. CAUTIONARY STATEMENT:

Statement in the Board's report describing the Company's objectives, expectations or forecasts may be forward-looking within the meaning of applicable securities laws and regulations. Actual results may differ materially from those expressed in the statement. Important factors that could influence the Company's operations include global and domestic demand and supply conditions affecting selling prices of finished goods, input availability and prices, changes in government regulations, tax laws, economic developments within the country and other factors such as litigation and industrial relations.

36. VIGIL MECHANISM/WHISTLE BLOWER:

The Board of Directors have set up the Whistle Blower Policy i.e. Vigil Mechanism for Directors and Employees of the Company to report concerns about unethical behaviour, actual or suspected fraud, or violations of Company's Code of Conduct or Ethics Policy. It also provides for adequate safeguards against victimization of persons who use this mechanism and direct access to the Chairperson of the Audit Committee in exceptional cases. The detailed Vigil Mechanism Policy is available at Company's website.

37. PREVENTION OF SEXUAL HARASSMENT:

The Company has zero tolerance for sexual harassment at workplace and has adopted a policy on prevention, prohibition and redressal of sexual harassment at workplace in line with the provisions of the Sexual harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and Rules framed there under. No complaints were received during the year under the said policy.

Further, necessary steps are being taken by the Board for complying with provisions of the said Act including constitution of Internal Complaints Committee as referred in the said Act.

The following table summarizes the complaint status of the Company under the POSH Act:

Sr No	Particulars of Information	Number of Complaints
1.	Number of Complaints of sexual harassment received during the year	NIL
2.	Number of Complaints of sexual harassment disposed-off during the year	NIL
3.	Number of Complaints of sexual harassment pending for more than ninety days	NIL

38. MAINTENANCE OF COST RECORDS:

Maintenance of cost records as specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013, is not required by the Company and accordingly such accounts and records are not required to be made and maintained.

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39. SECRETARIAL STANDARD:

The Company has complied with the provisions of applicable Secretarial Standards issued by The Institute of Company Secretaries of India.

40. STATUS UNDER INSOLVENCY AND BANKRUPTCY CODE:

Reporting under Insolvency and Bankruptcy Code, 2016, as amended from time to time, is not applicable to the Company as there are no application or appeal filed under the said Act during anytime including during the period under review.

41. COMPLIANCE STATUS UNDER MATERNITY BENEFITS ACT, 1961

The Company has well defined Maternity Policy for its employees and is committed to provide all the benefits to its female employees so that the female employees of the Company shall return to the work after maternity leave. The Company is also committed to provide the environment suitable to the mother post utilization of maternity leaves and other benefits including child care facility for small kids within the organization so that the female employees can remain connected to their child even during the office time.

42. MANAGEMENT DISCUSSIONS & ANALYSIS REPORT:

FORWARD-LOOKING STATEMENTS

This report contains forward-looking statements based on certain assumptions and expectations of future events. The Company, therefore, cannot guarantee that these assumptions and expectations are accurate or will be realized. The Company's actual results, performance or achievements can thus differ materially from those projected in any such forward-looking statements. The Company assumes no responsibility to publicly amend, modify or revise any forward looking statements, on the basis of any subsequent developments, information or events.

INDUSTRY

Textile Industry in general is passing through a challenging phase due to multiplicity of reasons beyond its control and trying to cope up with challenges under the grave market condition. However, this phase is likely to get over in couple of years and Company will again gain its momentum in the time to come. Further, Company is taking the futuristic view of the business and is under constant endeavor to improve the current condition in order to perform better.

MARKETING

The Company is planning marketing strategy in line with changing situation posed by novel coronavirus to increase the bottom line as well as turnover.

SWOT

Our strength is our determination, weakness is the low equity base, opportunities are multiples and threats are posed by the current and unprecedented economic conditions. Current situation posed by novel corona virus has changed the equations of business conduct and operations. It has become very difficult to operate in the current market which is facing drastic set back. However, we are dedicated towards the Company and presently working on the model suitable to the existing situation.

INTERNAL CONTROL

The Company has an internal control system, commensurate with the size of its operation. Adequate records and documents were maintained as required by laws. The Company's audit Committee reviewed

P. B. FILMS LIMITED

the internal control system. All efforts are being made to make the internal control systems more effective.

SEGMENT WISE REPORTING

During the year under review, the Company has achieved all sales through one segment only and hence segment wise break up is not available.

RISKS AND CONCERNS

In any business, risks and prospects are inseparable. As a responsible management, the Company's principal endeavor is to maximize returns. The Company continues to take all steps necessary to minimize losses through detailed studies and interaction with experts.

HUMAN RESOURCES & INDUSTRIAL RELATIONS:

The industrial relations continued to be harmonious and cordial providing an atmosphere conducive to sustenance of growth and enhancement of value for shareholders. However, there are no employees in the Company.

CAUTIONARY STATEMENT

Statement in this Management's Discussion and Analysis detailing the Company's objectives, projections, estimates, expectations or predictions are "forward-looking statements" within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to the Company's operations include global and Indian demand-supply conditions, finished goods prices, stock availability and prices, cyclical demand and pricing in the Company's principal markets, changes in Government regulations, tax regimes, economic developments within India and the countries within which the Company conducts business and other factors such as litigations and labour negotiations.

43. ACKNOWLEDGEMENT:

The Board expresses its sincere thanks to all the employees, customers, suppliers, investors, lenders, regulatory and government authorities for their co-operation and support and look forward to their continued support in future.

By order of Board of Directors

Sneha Ray
Managing Director
DIN: 05294801

Ashish Kumar Goenka
Additional Director
DIN: 06985775

Date: 11.08.2025
Place: Kolkata

P. B. FILMS LIMITED

Annexure-2

FORM NO. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31st MARCH, 2025

*[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No. 9 of the
Companies (Appointment and Remuneration Personnel) Rules, 2014]*

To,
The Members,
P. B. FILMS LIMITED
18, Giri Babu Lane (Anupam Chamber),
2nd Floor, Room No. 2C,
Kolkata – 700012, West Bengal

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **P. B. FILMS LIMITED** (hereinafter called "the Company") for the financial year ended 31st March, 2025. Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

The Company's Management is responsible for preparation and maintenance of secretarial and other records and for devising proper systems to ensure compliance with the provisions of applicable laws and Regulations.

Based on our verification of the books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31st March, 2025, has complied with the statutory provisions except those listed hereunder and also that the Company have proper Board-processes and compliance-mechanism in place except to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2025, to the extent applicable, according to the provisions of:

- (i) The Companies Act, 2013 (the Act), the rules made thereunder and circulars, notifications, clarifications, removal of difficulties orders or such other relevant statutory material issued by Ministry of Corporate Affairs from time to time;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct investment and External Commercial Borrowings: Not applicable as there was no reportable event during the financial year under review.

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(v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'), to the extent applicable:

- a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended: Not applicable as there was no reportable event during the financial year under review.
- b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; as amended: ***Certain delays and lapses are noted in Compliance with the requirements of Structured Digital Database. (SDD). However, later the Company has taken the steps to rectify the same.***
- c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018: Not applicable as there was no reportable event during the financial year under review.
- d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999, as replaced by the SEBI (Share Based Employee Benefits) Regulations, 2014: Not applicable as there was no reportable event during the financial year under review.
- e) The Securities & Exchange Board of India (Issue and listing of Debt securities) Regulations, 2008: Not applicable as there was no reportable event during the financial year under review.
- f) The Securities & Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993: Not applicable as the Company is not registered as Registrar to an Issue and Share Transfer Agent event during the financial year under review.
- g) The Securities & Exchange Board of India (Delisting of Equity Shares) Regulations, 2009: Not applicable as there was no reportable event during the financial year under review.
- h) The Securities & Exchange Board of India (Buyback of Securities) Regulations, 2018, as amended: Not applicable as there was no reportable event during the financial year under review.
- i) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013 - Not applicable as there was no reportable event during the financial year under review
- j) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended: *During the period under review, the Company has rectified all the past non-compliances by submitting requisite compliance documents with BSE. The BSE has also approved the application made by the Company for Revocation of Suspension in the Securities of the Company. The Company was re-listed on BSE on dated 3rd March, 2025.***

We have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards (SS) issued by The Institute of Company Secretaries of India:
- (ii) Provisions of Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as applicable on the Company being listed on SME Platform of the Bombay Stock Exchange: ***During the period under review, the Company has rectified all the past non-compliances by submitting requisite compliance documents with BSE. The BSE has also approved the application made by the Company for Revocation of Suspension in the Securities of the Company. The Company was re-listed on BSE on dated 3rd March, 2025.***

P. B. FILMS LIMITED

We further report that:

- a) The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. There was no change in the composition of the Board of Directors during the period under review.
- b) Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting. However, the Company has not filed the requisite Forms with RoC wherever it was required on the basis of the Outcome of the Board Meeting.
- c) None of the Directors in any meeting dissented on any resolution and hence there was no instance of recording any dissenting member's view in the minutes.

It is stated that the compliance of all the applicable provisions of the Companies Act, 2013 and other laws is the responsibility of the management. We have relied on the representation made by the Company and its officers for systems and mechanism set-up by the Company for compliances under applicable Laws. Our examination, on a test-check basis, was limited to procedures followed by the Company for ensuring the compliance with the said provisions. We state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted its affairs. We further state that this is neither an audit nor an expression of opinion on the financial activities / statements of the Company

We further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

Note: This report is to be read with our letter of even date which is annexed as "**ANNEXURE-I**" and forms an integral part of this report.

*For **Hemant Sharma & Associates**
Company Secretaries*

Hemant Sharma

Proprietor

Membership No.: A-42264

COP No.: 17411

Peer Review Certificate No.: 4030 of 2023

UDIN: A042264G000978078

Date: 11-08-2025

Place: Kolkata

P. B. FILMS LIMITED

ANNEXURE- I TO SECRETARIAL AUDIT REPORT

To,
The Members,
P. B. FILMS LIMITED
18, Giri Babu Lane (Anupam Chamber),
2nd Floor, Room No. 2C,
Kolkata – 700012, West Bengal

Our report of even date is to be read along with this letter.

1. Maintenance of Secretarial records is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on the test basis to ensure that correct facts are reflected in Secretarial records. We believe that the processes and practices we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and books of accounts of the Company.
4. Wherever required, we have obtained the Management representation about compliance of laws, rules and regulations and happenings of events etc.
5. The compliance of provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.
7. The audit was conducted based on the verification of the Company's books, papers, minutes books, forms and returns filed, documents and other records furnished by them or obtained from the Company electronically and also the information provided by the company and its officers by audio and/or visual means.

*For **Hemant Sharma & Associates**
Company Secretaries*

Hemant Sharma

Proprietor

Membership No.: A-42264

COP No.: 17411

Peer Review Certificate No.: 4030 of 2023

UDIN: A042264G000978078

Date: 11-08-2025

Place: Kolkata

P. B. FILMS LIMITED

Annexure – 3

COMPANY'S POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION:

APPOINTMENT OF DIRECTORS, KEY MANAGERIAL PERSONNEL AND SENIOR MANAGEMENT

The Nomination and Remuneration Committee identifies persons who are qualified to become Directors and who may be appointed as Key Managerial Personnel and Senior Management.

The Committee ascertains the qualifications, expertise and experience of the persons to be appointed as Directors, Key Managerial Personnel and Senior Management and recommends their appointment to the Board of Directors.

The Board then takes the final decision based on the said recommendation.

The Committee evaluates the performance of Directors, Key Managerial Personnel and Senior Management on a yearly basis and recommends their removal, if required.

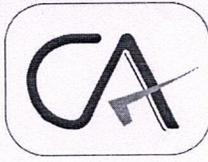
By order of Board of Directors

Sneha Ray
Managing Director
DIN: 05294801

Ashish Kumar Goenka
Additional Director
DIN: 06985775

Date: 11.08.2025
Place: Kolkata

Annual Accounts along with Report of the Auditors' for the Financial Year Ended 31st March, 2025 is Annexed herewith and forms integral part of this Annual Report



BERIWAL & ASSOCIATES

Chartered Accountants
2A, GANESH CHANDRA AVENUE,
KOLKATA-700013
Email : sunil_beriwal@hotmail.com

INDEPENDENT AUDITOR'S REPORT

To the Member of P. B. FILMS LIMITED
Report on the Audit of the Financial Statements

Opinion

We have audited the accompanying financial statements of **P. B. FILMS LIMITED** (“the Company”), which comprise the Balance Sheet as at 31st March, 2025, and the Statement of Profit and Loss and statement of cash flows for the year then ended, and a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 (“Act”) in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the company as at March 31, 2025, its profit and cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor’s responsibilities for the Audit of the Financial Statements section for our report. We are independent of the Company in accordance with Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the financial statements.

Information other than the Financial Statements and Auditor’s Report Thereon

The Company’s Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the management Discussion and analysis,



Board's Report including Annexure to Board's Report, Corporate Governance and shareholders's information but does not include the standalone financial statements and our auditor's report thereon.

Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Sec 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation and presentation of these standalone financial statements that give a true and fair view of the financial position, financial performance, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, Board of Directors is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are also responsible for overseeing the Company's financial reporting process.



Auditor's Responsibilities for the Audit of the standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatement can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decision of users taken on the basis of these financial statements.

As part of an audit in accordance SAs, we exercise professional judgement and maintain professional skepticism throughout the audit. We also:

- a) Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- b) Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3) (i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- c) Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- d) Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusion is based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.



e) Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and event in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with the all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards. From the matters communicate with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to out we the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, based on our audit we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b) In our opinion, proper books of accounts as required by law have been kept by the Company so far as it appears from our examination of those books.
 - c) The Balance sheet, the statement of Profit and Loss and the cash flow statement dealt with by this Report are in agreement with the books of account.
 - d) In our opinion, the aforesaid standalone financial statements comply with the accounting Standards, to the extent applicable, specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.



- e) On the basis of the written representations received from the directors as on 31 March, 2025 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March, 2025 from being appointed as a director in terms of Section 164(2) of the Act.
- f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
- g) With respect to the other matters to be included in the Auditors' Report in accordance with the requirements of section 197(16) of the Act, as amended, in our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.
- h) With respect to the other matters to be included in the Auditor's Report in accordance with rule 11 of the Companies (Audit and Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
1. The Company does not have any pending litigation which would impact its financial position.
 2. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 3. There was no amount which were required to be transferred to the investor Education and Protection Fund by the Company.
 4. (a) The Management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ('Intermediaries'), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
(b) The Management has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity



("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

(c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.

5. The Company has not declared or paid any dividend during the year, therefore compliance of the provision under section 123 of the Companies Act, 2013 is not applicable.

6. Based on our examination which included test checks, the company has used accounting software for maintaining its books of account for the financial year ended March 31, 2025 which did not have a feature of recording audit trail (edit log) facility throughout the year the company is in process to include the audit trail facility in the accounting software

As proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable from April 1, 2023, reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 on preservation of audit trail as per the statutory requirements for record retention is not applicable for the financial year ended March 31, 2025.

2. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure B" a statement on the matters specified in paragraphs 3 and 4 of the Order.

FOR BERIWAL & ASSOCIATES

Chartered Accountants

Firm's Registration No.: 327762E

S. G. M.

SUNIL BERIWAL

(Proprietor)

Membership No.: 055302

Place: Kolkata

Dated: 30.05.2025

UDIN:



Annexure - A to the Independent Auditor's Report

(Referred to in paragraph 1 (f) under 'Report on Other Legal and Regulatory Requirements' of our report of even date)

Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of P. B. FILMS LIMITED ("the Company") as of March 31, 2025 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks-of material misstatement of the financial statements, whether due to fraud or error. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.



Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2025, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

FOR BERIWAL & ASSOCIATES

Chartered Accountants

Firm's Registration No.: 327762E

S. A. 
SUNIL BERIWAL

(Proprietor)

Membership No.: 055302

Place: Kolkata

Dated: 30.05.2025

UDIN:



Annexure - B to the Independent Auditor's Report

(Referred to in paragraph 2 under 'Report on Other Legal and Regulatory Requirements' of our report of even date)

With reference to the Annexure referred to in the Independent Auditors' Report to the Members of the Company on the standalone financial statements for the year ended March 31, 2025, we report that:

- (i) In respect of matters specified in clause (i) of the Order:
 - a. i. The Company is maintaining proper records showing full particulars including quantitative details and situation of the Property, Plant & Equipment.
 - ii. The Company has maintained proper records showing full particulars of intangible assets.
 - b. According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has regular programme of physical verification of all Property, Plant & Equipment, over a period of three years which, in our opinion, is reasonable having regard to the size of the Company and the nature of its Property, Plant and Equipment. Pursuant to the program, certain Property, Plant and Equipment were physically verified by the management during the year. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
 - c. According to the information and explanations given by the management and on the basis of our examination of the records of the Company, the title deeds of all the immovable properties (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee) as disclosed in the standalone financial statements are held in the name of the Company.
 - d. According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not revalued its Property, Plant and Equipment (including Right of Use assets) during the year.
 - e. Based on the information and explanations furnished to us, no proceedings have been initiated on or are pending against the Company for holding benami property under the Prohibition of Benami Property Transactions Act, 1988 (as amended in 2016) (formerly the Benami Transactions (Prohibition) Act, 1988 (45 of 1988)) and Rules made thereunder, and



therefore the question of our commenting on whether the Company has appropriately disclosed the details in its standalone financial statements does not arise.

- (ii) In the respect of matters specified in clause ii) of the Order:
- a. The Company has not entered into any trading activities. Accordingly, the requirement to report on clause 3(ii)(a) of the Order is not applicable to the Company.
 - b. During the year, the Company has not been sanctioned any working capital limits from Banks/Financial Institutions on the basis of security of current assets. Accordingly, the requirement to report on clause 3(ii)(b) of the Order is not applicable to the Company.
- (iii) In the respect of matters specified in clause iii) of the Order:
- a. During the year according to the information & explanation provided to us, the Company has provided loans, advances in the nature of loans, stood guarantee or provided security to companies, firms, Limited Liability Partnerships or any other parties.
 - b. According to the information and explanation given to us, the investments made, guarantees provided, security given and the terms and conditions of the grant of all loans and advances in the nature of loans and guarantees provided are not prejudicial to the company's interests.
 - c. In case of the advances, schedule of repayment of the principal amount and the payment of the interest have not been stipulated and hence we are unable to comment as to whether receipt of the principal amount and the interest is regular;
 - d. There are no amounts overdue for more than ninety days in respect of the advances granted to Company/ Firm/LLP/ other Parties.
 - e. According to the information explanation provided to us, the advances has not fallen due during the year. Hence, the requirements under paragraph 3(ill) (e) of the Order are not applicable to the Company.
 - f. According to the Information explanation provided to us, the Company has granted loans/advances in the nature of loans/advances repayable on demand or without specifying any terms or period of repayment.
- (iii) In our opinion and according to information and explanation given to us, the company has not granted any loans or provided any guarantees or given any security or made any investments to which the provision of section 185 and 186 of the Companies Act, 2013. Accordingly, paragraph 3(iv) of the order is not applicable.



- (xii) According to the information and explanations give to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with section 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- (xiii) The Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
- (xiv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the order is not applicable.
- (xv) The Company is required to be registered under section 45-1A of the Reserve Bank of India Act, 1934 and it has obtained registration from Reserve Bank of India.

FOR BERIWAL & ASSOCIATES

Chartered Accountants

Firm's Registration No.: 327762E

SUNIL BERIWAL

(Proprietor)

Membership No.: 055302

Place: Kolkata

Dated: 30.05.2025

UDIN:



P. B. FILMS LIMITED

(CIN: L92100WB2007PLC119040)

(Address: 1st Floor, MMS Chamber, 4A. Council House Street, Kolkata-700001.)

Balance Sheet as at 31 March 2025

(Rs in '000)

Particulars	Note	31 March 2025	31 March 2024
I. EQUITY AND LIABILITIES			
(1) Shareholders' funds			
(a) Share Capital	1	144,176.25	144,176.25
(b) Reserves and Surplus	2	(45,826.90)	(45,909.53)
Total		98,349.35	98,266.72
(2) Current liabilities			
(a) Short-term Borrowings	3	23,768.19	65,374.30
(b) Trade Payables	4		
- Due to Micro and Small Enterprises		-	-
- Due to Others		1,741.97	1,435.87
(c) Other Current Liabilities	5	542.63	1,028.75
(d) Short-term Provisions	6	36.00	135.03
Total		26,088.79	67,973.95
Total Equity and Liabilities		124,438.14	166,240.67
II. ASSETS			
(1) Non-current assets			
(a) Property, Plant and Equipment and Intangible Assets			
(i) Property, Plant and Equipment	7	115.36	84.19
(b) Deferred Tax Assets (net)		359.08	411.55
Total		474.44	495.74
(2) Current assets			
(a) Trade Receivables	8	10,326.48	9,597.71
(b) Cash and cash equivalents	9	4,474.81	3,265.24
(c) Short-term Loans and Advances	10	99,948.54	143,921.48
(d) Other Current Assets	11	9,213.87	8,960.50
Total		123,963.70	165,744.93
Total Assets		124,438.14	166,240.67

See accompanying notes to the financial statements

As per our report of even date
For M/S BERIWAL & ASSOCIATES
Chartered Accountants
Firm's Registration No. 327762E

SUNIL BERIWAL
Proprietor
Membership No. 055302
UDIN:
Place: KOLKATA
Date: 30 May 2025



P. B. Films Limited

Ashish Goenka

Director

ASHISH KUMAR GOENKA

Director

06985775

P. B. FILMS LIMITED

Smriti Suhasaria

Company Secretary

SMRITI SUHASARIA

Company Secretary

For and on behalf of the Board of

P. B. FILMS LIMITED

P. B. FILMS LIMITED

Sneha Ray

Managing Director

SNEHA RAY

Managing Director

05294801

Place: Kolkata

Date: 30 May 2025

P. B. FILMS LIMITED
(CIN: L92100WB2007PLC119040)
(Address: 1st Floor, MMS Chamber, 4A. Council House Street, Kolkata-700001.)
Statement of Profit and loss for the year ended 31 March 2025

(Rs in '000)

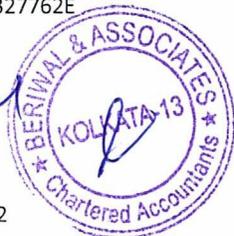
Particulars	Note	31 March 2025	31 March 2024
Revenue from Operations		1,500.00	-
Other Income	12	2,244.20	1,878.83
Total Income		3,744.20	1,878.83
Expenses			
Employee Benefit Expenses	13	831.59	1,255.90
Depreciation and Amortization Expenses	14	46.49	29.19
Other Expenses	15	2,730.93	367.88
Total expenses		3,609.01	1,652.97
Profit/(Loss) before Exceptional and Extraordinary Item and Tax		135.19	225.86
Exceptional Item		-	-
Profit/(Loss) before Extraordinary Item and Tax		135.19	225.86
Extraordinary Item		-	-
Profit/(Loss) before Tax		135.19	225.86
Tax Expenses	16		
- Current Tax		36.00	44.44
- Deferred Tax		52.47	63.03
- MAT Credit Entitlement		(26.71)	-
- Excess/Short Provision Written back/off		(9.20)	-
Profit/(Loss) after Tax		82.63	118.39
Earnings Per Share (Face Value per Share Rs.10 each)			
-Basic (In Rs)	17	0.01	0.01
-Diluted (In Rs)	17	0.01	0.01

See accompanying notes to the financial statements

For and on behalf of the Board of

As per our report of even date
For M/S BERIWAL & ASSOCIATES
Chartered Accountants
Firm's Registration No. 327762E

SUNIL BERIWAL
Proprietor
Membership No. 055302
UDIN:
Place: KOLKATA
Date: 30 May 2025



P. B. Films Limited
Ashish Goenka

Director
ASHISH KUMAR GOENKA
Director

P. B. FILMS LIMITED
Smriti Suhasaria
Company Secretary

SMRITI SUHASARIA
Company Secretary

P. B. FILMS LIMITED

Sneha Ray
Managing Director

SNEHA RAY
Managing Director
05294801

Place: Kolkata
Date: 30 May 2025

P. B. FILMS LIMITED
(CIN: L92100WB2007PLC119040)
(Address: 1st Floor, MMS Chamber, 4A. Council House Street, Kolkata-700001.)
Cash Flow Statement for the year ended 31 March 2025

(Rs in '000)

Particulars	Note	31 March 2025	31 March 2024
CASH FLOW FROM OPERATING ACTIVITIES			
Net Profit after tax		82.63	118.39
Depreciation and Amortisation Expense		46.49	29.19
Provision for tax		52.56	107.47
Interest Income		(1,876.77)	(1,878.83)
Operating Profit before working capital changes		(1,695.09)	(1,623.78)
Adjustment for:			
Trade Receivables		(728.77)	(35.00)
Loans and Advances		-	(1,988.60)
Other Current Assets		(253.36)	(31,890.70)
Trade Payables		306.10	(266.57)
Other Current Liabilities		(486.12)	(477.01)
Short-term Provisions		(99.03)	38.97
Cash (Used in)/Generated from Operations		(2,956.27)	(36,242.69)
Tax paid(Net)		0.09	158.45
Net Cash (Used in)/Generated from Operating Activities		(2,956.36)	(36,401.13)
CASH FLOW FROM INVESTING ACTIVITIES			
Purchase of Property, Plant and Equipment		(77.66)	-
Loans and Advances given		43,972.93	(620.00)
Interest received		1,876.77	1,878.83
Net Cash (Used in)/Generated from Investing Activities		45,772.04	1,258.83
CASH FLOW FROM FINANCING ACTIVITIES			
Proceeds from Short Term Borrowings		(41,606.11)	37,874.30
Net Cash (Used in)/Generated from Financing Activities		(41,606.11)	37,874.30
Net Increase/(Decrease) in Cash and Cash Equivalents		1,209.57	2,731.99
Opening Balance of Cash and Cash Equivalents		3,265.24	533.25
Closing Balance of Cash and Cash Equivalents	9	4,474.81	3,265.24

Components of cash and cash equivalents	31 March 2025	31 March 2024
Cash on hand	4,179.08	2,103.46
Balances with banks in current accounts	295.73	1,161.78
Cash and cash equivalents as per Cash Flow Statement	4,474.81	3,265.24

Note:

The above Cash Flow Statement has been prepared under the 'Indirect Method' as set out in the Accounting Standard 3 (AS-3), "Cash Flow

See accompanying notes to the financial statements

As per our report of even date
For M/S BERIWAL & ASSOCIATES
Chartered Accountants
Firm's Registration No. 327762E

SUNIL BERIWAL
Proprietor
Membership No. 055302
UDIN:
Place: KOLKATA
Date: 30 May 2025



P. B. Films Limited

Ashish Goenka

Director

ASHISH KUMAR GOENKA

Director

P. B. FILMS LIMITED

Smriti Suhasaria
Company Secretary

SMRITI SUHASARIA

Company Secretary

For and on behalf of the Board of

P. B. FILMS LIMITED

P. B. FILMS LIMITED

Sneha Ray

Managing Director

SNEHA RAY

Managing Director

05294801

Place: Kolkata

Date: 30 May 2025

P. B. FILMS LIMITED
(CIN: L92100WB2007PLC119040)
Notes forming part of the Financial Statements

1 COMPANY INFORMATION

P. B. FILMS LIMITED('the Company') is a limited Company domiciled in India and incorporated on 27-09-2007 under the provisions of the Companies Act, 20'13 having its registered office at 1st Floor, MMS Chamber, 4A. Council House Street, Kolkata-700001, West Bengal . The Company is principally engaged in business of production of movies.

2 SIGNIFICANT ACCOUNTING POLICIES

a Basis of Preparation

These financial statements have been prepared in accordance with the Generally Accepted Accounting Principles in India ('Indian GAAP') to comply with the Accounting Standards specified under Section 133 of the Companies Act, 2013, as applicable. The financial statements have been prepared under the historical cost convention on accrual basis, except for certain financial instruments which are measured at fair value.

b Use of Estimates

The preparation of the financial statements in conformity with Indian GAAP requires the Management to make estimates and assumptions considered in the reported amounts of assets and liabilities (including contingent liabilities) and the reported income and expenses during the year. The Management believes that the estimates used in preparation of the financial statements are prudent and reasonable. Future results could differ due to these estimates and the differences between the actual results and the estimates are recognised in the periods in which the results are known / materialise.

c Employee benefits

The Company is a Small and Medium Sized Company (SMC) as defined in the General Instructions in respect of Accounting Standards notified under the Companies Act, 1956. Accordingly, the Short- term employee benefits (i.e. benefits payable within one year) are recognised as an expense at the undiscounted amount in the Profit & Loss Account of the year in which the related service is rendered.

d Property, Plant and Equipment

Property, Plant and Equipment are stated at cost, less accumulated depreciation / amortisation. Costs include all expenses incurred to bring the asset to its present location and condition.
Property, Plant and Equipment exclude computers and other assets individually costing Rs. 5000 or less which are not capitalised except when they are part of a larger capital investment programme.

e Depreciation and amortization

Depreciation has been provided on the Fixed Asset on the SLM/WDV method and in accordance with the useful life of the Asset as prescribed under Schedule II of the Companies Act, 2013.
The useful life of the Assets has been taken as below;

Type of Assets	Useful Life
Buildings	30 Years
Plant and Equipment	15 Years
Furniture and Fixtures	10 Years
Vehicles	8 Years
Office equipment	5 Years
Computers	3 Years



P. B. FILMS LIMITED
(CIN: L92100WB2007PLC119040)
Notes forming part of the Financial Statements

f Impairment of assets

At each balance sheet date, the management reviews the carrying amounts of its assets included in each cash generating unit to determine whether there is any indication that those assets were impaired. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of impairment. Recoverable amount is the higher of an asset's net selling price and value in use. In assessing value in use, the estimated future cash flows expected from the continuing use of the asset and from its disposal are discounted to their present value using a pre-tax discount rate that reflects the current market assessments of time value of money and the risks specific to the asset. Reversal of impairment loss is recognised as income in the statement of profit and loss.

g Investment

Long-term investments and current maturities of long-term investments are stated at cost, less provision for other than temporary diminution in value. Current investments, except for current maturities of long-term investments, comprising investments in mutual funds, government securities and bonds are stated at the lower of cost and fair value.

h Cash and cash equivalents

The Company considers all highly liquid financial instruments, which are readily convertible into known amount of cash that are subject to an insignificant risk of change in value and having original maturities of three months or less from the date of purchase, to be cash equivalents.

i Revenue recognition

Revenue from the sale of equipment are recognised upon delivery, which is when title passes to the customer. Revenue is reported net of discounts.

Dividend is recorded when the right to receive payment is established. Interest income is recognised on time proportion basis taking into account the amount outstanding and the rate applicable.

Other Income

Interest Income is recognised on time proportion basis taking into account the amount outstanding and rate applicable.

j Employee Benefits

Post-employment benefit plans

Contributions to defined contribution retirement benefit schemes are recognised as expense when employees have rendered services entitling them to such benefits.

For defined benefit schemes, the cost of providing benefits is determined using the Projected Unit Credit Method, with actuarial valuations being carried out at each balance sheet date. Actuarial gains and losses are recognised in full in the statement of profit and loss for the period in which they occur. Past service cost is recognised immediately to the extent that the benefits are already vested, or amortised on a straight-line basis over the average period until the benefits become vested.

The retirement benefit obligation recognised in the balance sheet represents the present value of the defined benefit obligation as adjusted for unrecognised past service cost, and as reduced by the fair value of scheme assets. Any asset resulting from this calculation is limited to the present value of available refunds and reductions in future contributions to the scheme.

Other employee benefits

The undiscounted amount of short-term employee benefits expected to be paid in exchange for the services rendered by employees is recognised during the period when the employee renders the service. These benefits include compensated absences such as paid annual leave, overseas social security contributions and performance incentives.

Compensated absences which are not expected to occur within twelve months after the end of the period in which the employee renders the related services are recognised as an actuarially determined liability at the present value of the defined benefit obligation at the balance sheet date.

k Foreign currency transactions

Income and expense in foreign currencies are converted at exchange rates prevailing on the date of the transaction. Foreign currency monetary assets and liabilities other than net investments in non-integral foreign operations are translated at the exchange rate prevailing on the balance sheet date and exchange gains and losses are recognised in the statement of profit and loss. Exchange difference arising on a monetary item that, in substance, forms part of an enterprise's net investments in a non-integral foreign operation are accumulated in a foreign currency translation reserve.



P. B. FILMS LIMITED
(CIN: L92100WB2007PLC119040)
Notes forming part of the Financial Statements

l Taxation

Current income tax expense comprises taxes on income from operations in India and in foreign jurisdictions. Income taxpayable in India is determined in accordance with the provisions of the Income Tax Act, 1961. Tax expense relating to foreign operations is determined in accordance with tax laws applicable in countries where such operations are domiciled.

Minimum Alternative Tax (MAT) paid in accordance with the tax laws in India, which gives rise to future economic benefits in the form of adjustment of future income tax liability, is considered as an asset if there is convincing evidence that the Company will pay normal income tax after the tax holiday period. Accordingly, MAT is recognised as an asset in the balance sheet when the asset can be measured reliably and it is probable that the future economic benefit associated with it will fructify.

Deferred tax expense or benefit is recognised on timing differences being the difference between taxable income and accounting income that originate in one period and is likely to reverse in one or more subsequent periods. Deferred tax assets and liabilities are measured using the tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date.

Advance taxes and provisions for current income taxes are presented in the balance sheet after off-setting advance tax paid and income tax provision arising in the same tax jurisdiction for relevant tax paying units and where the Company is able to and intends to settle the asset and liability on a net basis.

The Company offsets deferred tax assets and deferred tax liabilities if it has a legally enforceable right and these relate to taxes on income levied by the same governing taxation laws.

m Segment accounting

In terms of Accounting Standard -17 pertaining to "Segment Reporting" segment information has not been given as the company's activity falls within a single business segment.

n Earnings Per Shares

Basic earning per share is computed by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. Diluted earning per share is computed by taking into account the weighted average number of equity shares outstanding during the period and the weighted average number of equity shares which would be issued on conversion of all dilutive potential equity shares into equity shares.

o Provisions, Contingent liabilities and Contingent assets

A provision is recognised when the Company has a present obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which reliable estimate can be made. Provisions (excluding retirement benefits and compensated absences) are not discounted to its present value and are determined based on best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates. Contingent liabilities are not recognised in the financial statements. A contingent asset is neither recognised nor disclosed in the financial statements.

As per our report of even date
For M/S BERIWAL & ASSOCIATES
Chartered Accountants
Firm's Registration No. 327762E

SUNIL BERIWAL
Proprietor
Membership No. 055302
UDIN:
Place: KOLKATA
Date: 30 May 2025



P. B. Films Limited
Achish Goenka
Director

ASHISH KUMAR GOENKA
Director
06985775

P. B. FILMS LIMITED
Smriti Suhasaria
Company Secretary

SMRITI SUHASARIA
Company Secretary

For and on behalf of the Board of
P. B. FILMS LIMITED

P. B. Films Limited
Sneha Ray
Director

SNEHA RAY
Managing Director
05294801

Place: Kolkata
Date: 30 May 2025

P. B. FILMS LIMITED
(CIN: L92100WB2007PLC119040)
Notes forming part of the Financial Statements

1 Share Capital		(Rs in '000)	
Particulars	31 March 2025	31 March 2024	
Authorised Share Capital			
Equity Shares, of Rs. 10 each, 14500000 (Previous Year -14500000) Equity Shares	145,000.00	145,000.00	
Issued, Subscribed and Fully Paid up Share Capital			
Equity Shares, of Rs. 10 each, 14417625 (Previous Year -14417625) Equity Shares paid up	144,176.25	144,176.25	
Total	144,176.25	144,176.25	

(i) Reconciliation of number of shares

Particulars	31 March 2025		31 March 2024	
	No. of shares	(Rs in '000)	No. of shares	(Rs in '000)
Opening Balance	14,417,625	1,441,762.50	14,417,625	1,441,762.50
Issued during the year	-	-	-	-
Deletion	-	-	-	-
Closing balance	14,417,625	1,441,762.50	14,417,625	1,441,762.50

(ii) Rights, preferences and restrictions attached to shares

Equity Shares: The Company has one class of equity shares. Each shareholder is eligible for one vote per share held. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

(iii) Details of Shares held by shareholders holding more than 5% of the aggregate shares in the company

Equity Shares	31 March 2025		31 March 2024	
	No. of shares	In %	No. of shares	In %
Name of Shareholder				
Nirmalkunj Merchandise Limited	2,160,875	14.99%	2,160,875	14.99%
Premkunj Distributor Limited	2,109,250	14.63%	2,109,250	14.63%

(iv) Shares held by Promoters at the end of the year 31 March 2025

Name of Promoter	Class of Shares	No. of Shares	% of total shares	% Change during the year
Nirmalkunj Merchandise Limited	Equity	2,160,875	14.99%	0.00%
Premkunj Distributor Limited	Equity	2,109,250	14.63%	0.00%

Shares held by Promoters at the end of the year 31 March 2024

Name of Promoter	Class of Shares	No. of Shares	% of total shares	% Change during the year
Nirmalkunj Merchandise Limited	Equity	2,160,875	14.99%	0.00%
Premkunj Distributor Limited	Equity	2,109,250	14.63%	0.00%

2 Reserves and Surplus

Particulars		(Rs in '000)	
Particulars	31 March 2025	31 March 2024	
Securities Premium			
Opening Balance	10,873.75	10,873.75	
Closing Balance	10,873.75	10,873.75	
Statement of Profit and loss			
Balance at the beginning of the year	(56,783.28)	(56,798.75)	
Add: Profit/(loss) during the year	82.63	118.39	
Less: Appropriation	-	-	
Earlier Year Tax	-	102.92	
Balance at the end of the year	(56,700.65)	(56,783.28)	
Total	(45,826.90)	(45,909.53)	



P. B. FILMS LIMITED
(CIN: L92100WB2007PLC119040)
Notes forming part of the Financial Statements

3 Short term borrowings (Rs in '000)

Particulars	31 March 2025	31 March 2024
Unsecured Other loans and advances		
-From Body Corporates	23,768.19	65,374.30
Total	23,768.19	65,374.30

4 Trade payables (Rs in '000)

Particulars	31 March 2025	31 March 2024
Due to Micro and Small Enterprises	-	-
Due to others		
-Others	1,741.97	1,435.87
Total	1,741.97	1,435.87

4.1 Trade Payable ageing schedule as at 31 March 2025 (Rs in '000)

Particulars	Outstanding for following periods from due date of payment				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
MSME					-
Others	306.10	48.60	89.35	1,297.92	1,741.97
Disputed dues- MSME					-
Disputed dues- Others					-
Sub total					1,741.97
MSME - Undue					
Others - Undue					
Total					1,741.97

4.2 Trade Payable ageing schedule as at 31 March 2024 (Rs in '000)

Particulars	Outstanding for following periods from due date of payment				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
MSME					-
Others	48.60	89.35	324.84	973.08	1,435.87
Disputed dues- MSME					-
Disputed dues- Others					-
Sub total					1,435.87
MSME - Undue					
Others - Undue					
Total					1,435.87

5 Other current liabilities (Rs in '000)

Particulars	31 March 2025	31 March 2024
Other payables		
-Liabilities For Expenses	295.00	286.00
-Others	217.47	319.67
-Salary Payable	14.89	410.59
-TDS Payable	15.27	12.49
Total	542.63	1,028.75

6 Short term provisions (Rs in '000)

Particulars	31 March 2025	31 March 2024
Provision for income tax		
-Provision for Income Tax F.Y 2023-24	-	44.44
-Provision for Income Tax F.Y 2024-25	36.00	-
Others		
-Short term provisions	-	90.59
Total	36.00	135.03



P. B. FILMS LIMITED
(CIN: L92100WB2007PLC119040)

Notes forming part of the Financial Statements

7 Property, Plant and Equipment Name of Assets	Gross Block		Depreciation and Amortization		Net Block	
	As on 01-Apr-24	Addition	Deduction	As on 31-Mar-25	As on 01-Apr-24	As on 31-Mar-25
			for the year	Deduction	As on 31-Mar-25	As on 31-Mar-24
(i) Property, Plant and Equipment						
Fan	8.06			8.06	7.96	0.10
LG AC	16.60			16.60	16.50	0.10
Sukam Inverter	16.30			16.30	16.20	0.10
Air Conditioner	171.00			171.00	166.24	4.76
Computer	929.16	77.66		1,006.82	928.71	0.45
Electrical Installation	302.24			302.24	284.51	17.73
Furniture	1,452.26			1,452.26	1,445.10	7.16
Machinery	396.90			396.90	374.18	22.72
Nokia Mobile	67.73			67.73	62.41	5.32
Refrigerator	40.79			40.79	37.11	3.68
Skoda Superb	2,081.55			2,081.55	2,081.01	0.54
Water Filter	6.00			6.00	5.83	0.17
Xerox Machine	102.23			102.23	92.33	9.89
Television	26.90			26.90	22.81	4.10
Samsung Mobile	13.00			13.00	10.98	2.02
M Audio Studiophile av 3.0 Inverter	8.00			8.00	6.79	1.21
	32.60			32.60	28.45	4.15
Total	5,671.31	77.66	-	5,748.97	5,587.13	84.19
Previous Year	5,671.31	-	-	5,671.31	5,557.94	113.37



P. B. FILMS LIMITED
(CIN: L92100WB2007PLC119040)
Notes forming part of the Financial Statements

8 Trade receivables (Rs in '000)

Particulars	31 March 2025	31 March 2024
Unsecured considered good		
-Trade receivables	10,326.48	9,597.71
Total	10,326.48	9,597.71

8.1 Trade Receivables ageing schedule as at 31 March 2025 (Rs in '000)

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 months- 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed Trade receivables-considered good	4,326.48				6,000.00	10,326.48
Undisputed Trade Receivables-considered doubtful						-
Disputed Trade Receivables considered good						-
Disputed Trade Receivables considered doubtful						-
Sub total						10,326.48
Undue - considered good						
Total						10,326.48

8.2 Trade Receivables ageing schedule as at 31 March 2024 (Rs in '000)

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 months- 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed Trade receivables-considered good					9,597.71	9,597.71
Undisputed Trade Receivables-considered doubtful						-
Disputed Trade Receivables considered good						-
Disputed Trade Receivables considered doubtful						-
Sub total						9,597.71
Undue - considered good						
Total						9,597.71

9 Cash and cash equivalents (Rs in '000)

Particulars	31 March 2025	31 March 2024
Cash on hand		
-Cash on hand	4,179.08	2,103.46
Balances with banks in current accounts		
-Karur Vysya Bank (A/c No-3102135000010522)	295.73	1,161.78
Total	4,474.81	3,265.24



P. B. FILMS LIMITED
(CIN: L92100WB2007PLC119040)
Notes forming part of the Financial Statements

10 Short term loans and advances (Rs in '000)

Particulars	31 March 2025	31 March 2024
Other loans and advances (Unsecured, considered good)		
-Business Advance	8,180.00	1,825.00
-Loans	72,753.21	107,446.98
-Security Deposit	1,500.00	1,500.00
-Sundry Advances	17,515.33	33,149.50
Total	99,948.54	143,921.48

11 Other current assets (Rs in '000)

Particulars	31 March 2025	31 March 2024
Others		
-Balance With Revenue Authorities	308.49	224.65
-Mat Credit Entitlement	67.41	255.73
-Others	150.00	-
-Tax Deducted at Source	118.39	118.38
-TDS A.Y 24-25	167.48	208.86
-TDS A.Y 25-26	249.22	-
-Work-in-Progress	8,152.88	8,152.88
Total	9,213.87	8,960.50

12 Other Income (Rs in '000)

Particulars	31 March 2025	31 March 2024
Others		
-Interest on I.T.Refund	6.44	0.25
-Interest On Loan	1,870.33	1,878.58
-Other Income	367.43	-
Total	2,244.20	1,878.83

13 Employee benefit expenses (Rs in '000)

Particulars	31 March 2025	31 March 2024
Salary & Bonus	831.59	1,255.90
Total	831.59	1,255.90

14 Depreciation and amortization expenses (Rs in '000)

Particulars	31 March 2025	31 March 2024
Depreciation on property, plant and equipment		
-Depreciation and amortization	46.49	29.19
Total	46.49	29.19



P. B. FILMS LIMITED
(CIN: L92100WB2007PLC119040)
Notes forming part of the Financial Statements

15 Other expenses

(Rs in '000)

Particulars	31 March 2025	31 March 2024
Auditors' Remuneration	59.00	59.00
Bank Charges	12.60	4.15
Car Repairing Charges	-	3.50
Computer Repairing & Maintenance Charges	-	16.50
Consultancy Charges	-	47.40
Conveyance Expenses	6.56	5.69
Filing Fees	312.80	-
Insurance Exp	-	20.42
Interest on Tds	0.83	1.05
Misc Exp	6.30	45.21
Printing & Stationery	4.09	-
Professional Fees	2,002.87	45.00
Publicity Expenses	21.84	-
Rates & Taxes	-	7.40
Rent	-	75.00
Rent Paid	50.00	-
Repair & Maintenance	6.00	-
Software Expenses	8.00	-
Travelling Expenses	240.04	-
Truck Insurance	-	37.56
Total	2,730.93	367.88

16 Tax Expenses

(Rs in '000)

Particulars	31 March 2025	31 March 2024
Current Tax	36.00	44.44
Deferred Tax	52.47	63.03
MAT Credit Entitlement	(26.71)	-
Excess/Short Provision Written back/off	(9.20)	-
Total	52.56	107.47

17 Earning per share

Particulars	31 March 2025	31 March 2024
Profit attributable to equity shareholders (Rs in '000)	82.63	118.39
Weighted average number of Equity Shares	14,417,625	14,417,625
Earnings per share basic (Rs)	0.01	0.01
Earnings per share diluted (Rs)	0.01	0.01
Face value per equity share (Rs)	10	10



P. B. FILMS LIMITED
(CIN: L92100WB2007PLC119040)
Notes forming part of the Financial Statements

18 Ratio Analysis

Particulars	Numerator/Denominator	31 March 2025	31 March 2024	Change in %
(a) Current Ratio	$\frac{\text{Current Assets}}{\text{Current Liabilities}}$	4.75	2.44	94.87%
(b) Debt-Equity Ratio	$\frac{\text{Total Debts}}{\text{Shareholder's Equity}}$	0.24	0.67	-63.67%
(c) Return on Equity Ratio	$\frac{\text{Profit after Tax}}{\text{Average Shareholder's Equity}}$	0.08%	0.00%	
(d) Trade receivables turnover ratio	$\frac{\text{Total Turnover}}{\text{Average Trade Receivable}}$	0.15	-	
(e) Net capital turnover ratio	$\frac{\text{Total Turnover}}{\text{Closing Working Capital}}$	0.02	-	
(f) Net profit ratio	$\frac{\text{Net Profit}}{\text{Total Turnover}}$	5.51%	0.00%	
(g) Return on Capital employed	$\frac{\text{Earning before interest and taxes}}{\text{Capital Employed}}$	0.11%	0.14%	-19.79%

Reasons for Variances

- a) Due To Increase in Current Assets.
- b) Due To Decrease in Total Debt.
- c) & f) Due To Increase in PAT.
- d) & e) Due To Increase in Revenue from Operations.
- g) Due To Decrease in EBIT.

19 Additional Regulatory Information for the year ended 31st March, 2025

- i) The Company has no Immovable Property.
- ii) The Company does not own any Property, but company owns Plant and Equipments.
- iii) The Company has not granted any Loans & Advances in the nature of loans to Promoters, Directors, KMPs and related parties except transaction pursuant to business.
- iv) The Company is not having any capital work in progress.
- v) There is no intangible assets under development.
- vi) No proceedings have been initiated or pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988.
- vii) The Company has not taken any borrowings from banks or financial institutions.
- viii) The Company is not wilful defaulter.
- ix) The Company had no transactions with any such company whose name has been Struck off.
- x) There are no outstanding charges in the name of the Company, registered with ROC. The Company is not having any subsidiary company.
- xi) The Company is compliant under provisions of Companies (Restriction on Number of Layers) Rules, 2017.



P. B. FILMS LIMITED
(CIN: L92100WB2007PLC119040)
Notes forming part of the Financial Statements

- xii)The Company is not covered under scheme of arrangement & deviation of accounting standard.
- xiii)The Company has not borrowed any monies or collected any share premium during the period under review.
- xiv)The Company is not having any undisclosed income.
- xv)The Company is not covered under provisions of Corporate Social Responsibility.
- xvi)The Company is neither dealing in Crypto Currency or Virtual Currency nor Using it.

20 Regrouping

The Company has reclassified/regrouped previous year figures to conform to thts year's classification wherever necessary,

As per our report of even date
For M/S BERIWAL & ASSOCIATES
Chartered Accountants
Firm's Registration No. 327762E

SUNIL BERIWAL
Proprietor
Membership No. 055302
UDIN:

Place: KOLKATA
Date: 30 May 2025



P. B. Films Limited
Ashish Goenka

Director
ASHISH KUMAR GOENKA
Director

P. B. FILMS LIMITED
Smriti Suhasaria
Company Secretary
SMRITI SUHASARIA
Company Secretary

For and on behalf of the Board of
P. B. FILMS LIMITED

P. B. FILMS LIMITED

Sneha Ray
SNEHA RAY Director
Managing Director
05294801

Place: Kolkata
Date: 30 May 2025