



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

**CIN : L92100WB2007PLC119040**

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

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

**Web : www.pbfilms.in**

**Date: 19.08.2025**

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

**Dear Sir,**

**Ref: Stock Code – 539352 – P. B. FILMSP LIMITED**

**Sub: Submission of Notice of 18<sup>th</sup> AGM of the Company under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

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As required under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing herewith Notice of 18<sup>th</sup> Annual General Meeting of the Company to be held on Thursday, 18<sup>th</sup> September, 2025 for your reference and records.

Kindly take the same on your record.

Thanking you,

Yours' faithfully,

For **P. B. FILMS LIMITED**

**SNEHA RAY**

**MANAGING DIRECTOR**

**DIN: 05294801**

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

**Encl: As above**

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

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

CIN: L92100WB2007PLC119040 Registered Office: 1<sup>st</sup> 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 18<sup>th</sup> 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:

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#### **ORDINARY BUSINESS:**

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

To consider and adopt the Audited Financial Statement of the Company for the year ended 31<sup>st</sup> March, 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 26<sup>th</sup> July, 2025 until the conclusion of the 18<sup>th</sup> 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."

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

**"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 18<sup>th</sup> Annual General Meeting till the conclusion of 23<sup>rd</sup> 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."

## P. B. FILMS LIMITED

### **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 9<sup>th</sup> 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 9<sup>th</sup> 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 18<sup>th</sup> Annual General Meeting ('AGM') through Video Conferencing ('VC')/Other Audio Visual Means ('OAVM'), without the physical presence of the Members at a common 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 18<sup>th</sup> 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](http://www.pbfilms.in) and on website of the Stock Exchange at [www.bsesme.com](http://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 31<sup>st</sup> 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](mailto:cameo@cameoindia.com)/[pbfilms2007@gmail.com](mailto:pbfilms2007@gmail.com).
11. The Members can join the AGM in the VC/OAVM mode 15 minutes before and up to 15 minutes after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.
12. In view of amendments to the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 vide SEBI Notification No. SEBI/LAD-NRO/GN/2018/24 dated 8<sup>th</sup> June, 2018 as amended, effective from 1st April, 2019, requests for effecting transfer of shares of the Company shall not be processed unless the shares are held in the dematerialized form with a depository. Accordingly, the shareholders of the Company holding shares in physical form are requested to dematerialize the shares held by them at the earliest.
13. 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 2<sup>nd</sup> 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](http://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](http://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](mailto: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](mailto: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](http://www.pbfilms.in). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and the EGM/AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
7. EGM/AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021.

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

The remote e-voting period begins on 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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**Individual Shareholders holding securities in demat mode with NSDL.**

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.jsp>
3. 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.

**NSDL Mobile App is available on**



**Individual Shareholders holding securities in demat mode with CDSL**

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](http://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 &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p><b>Individual Shareholders (holding securities in demat mode) login through their depository participants</b></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 &amp; 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><b>Individual Shareholders holding securities in demat mode with NSDL</b></p>	<p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000</p>
<p><b>Individual Shareholders holding securities in demat mode with CDSL</b></p>	<p>Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33</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](http://www.evoting.nsdl.com).
  - b) [Physical User Reset Password?](#)" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

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

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

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
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](mailto:hemantsharmaandassociates@gmail.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on.: 022 - 4886 7000 or send a request to Mr. Pritam Dutta, Assistant Manager at [pritamd@nsdl.com](mailto:pritamd@nsdl.com) / [evoting@nsdl.com](mailto:evoting@nsdl.com)

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

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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](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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

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 26<sup>th</sup> 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 26<sup>th</sup> July, 2025 whose appointment is subject to the approval of the Members and shall hold office till the conclusion of the 18<sup>th</sup> 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 26<sup>th</sup> 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

## P. B. FILMS LIMITED

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 18<sup>th</sup> Annual General Meeting till the conclusion of 23<sup>rd</sup> 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 11<sup>th</sup> 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 11<sup>th</sup> 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 9<sup>th</sup> 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.

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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:**

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 18<sup>th</sup> 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 <sup>th</sup> 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