

P. B. FILMS LIMITED

**Annual Report
of
P. B. Films Limited

Financial Year
2022-23**

P. B. FILMS LIMITED

BOARD OF DIRECTORS:

| | | |
|---|---|------------------------------------|
| Mr. PANKAJ AGRAWAL (DIN- 00595868) | : | Managing Director |
| Ms. SANGITA SRIVASTAV (DIN- 08126649) | : | Independent Woman Director |
| Mr. DINESH AGARWAL KUMAR (DIN- 01255468) | : | Independent Non-Executive Director |
| Mr. DEEPAK AGARWAL | : | Chief Financial 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

LISTING OF EQUITY SHARES:

BSE SME Limited

AUDITORS:

Beriwal and Associates
Kolkata

P. B. FILMS LIMITED

ANNUAL GENERAL MEETING:

Day & Date Monday, 16th December, 2024

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

Web : www.pbfilms.co.in

NOTICE OF ANNUAL GENERAL MEETING

(This 16th Annual General Meeting is held in pursuance of Order reserved under Section 97 of the Companies Act, 2013)

Notice is hereby given that the 16th Annual General Meeting (the "Meeting") of P. B. Films Limited will be held on Monday, 16th December, 2024 at 11.00 am 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, 2023 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. Pankaj Agrawal (DIN- 00595868) as a director liable to retire by rotation

To appoint a Director in place of Mr. Pankaj Agrawal (DIN- 00595868), who retires by rotation and being eligible, offers himself for re-appointment.

For and on behalf of the Board

Pankaj Agrawal
Managing Director
DIN-00595868

Date: 15.11.2024

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 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 16th 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 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 16th AGM of the Company is being held through VC/OAVM on Monday, 16th December, 2024 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 2022-23 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 2022-23 will also be available on the Company's website www.pbfilms.in and on website of the Stock Exchange at www.bsesme.com.
3. a) The relevant details of the Directors seeking appointment/re-appointment at this AGM as required under regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ('Secretarial Standards') are Annexed hereto. Requisite Declarations have been received from the Directors seeking appointment/re-appointment.
4. A proxy is allowed to be appointed under Section 105 of the Act to attend and vote at a general meeting on behalf of a member who is not able to attend personally. Since general meeting under this framework will be held through VC or OAVM, where physical attendance of members in any case has been dispensed with, there is no requirement of appointment of proxy as per General Circular No: 14/2020. Accordingly, the facility of appointment of proxies by members will not be available for such meetings and hence the Proxy Form and Attendance slip including route map are not annexed to the Notice. However, in pursuance of Section 112 and Section 113 of the Act, representatives of the members may be appointed for the purpose of voting through remote e-voting or for participation and cast their votes through e-voting.
5. Members who attends the meeting and have not casted their votes through remote e-voting system are entitled to cast their votes through e-voting facility provided by the Company during the Annual General Meeting.
6. The Register of Members and Share Transfer Books of the Company will remain closed from – 06.12.2024 to 16.12.2024 (both days inclusive).
7. The Members who shall be holding the shares either in physical form or in dematerialized form as on 15.11.2024 will receive the Notice of AGM and Annual Report for the Financial Year ended 31st March, 2023.
8. Members may kindly note that the Company's shares can now be held in dematerialised form with Central Depository Services Limited (CDSL) & National Securities Depository Limited (NSDL). The ISIN is INE212Q01019. The Company has appointed M/s. Cameo Corporate Service Limited as registrar & share transfer agent.

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- 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. 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.**
- 14. Members seeking any information or clarification on the Annual Report are requested to send in written queries to the Company at least one week before the meeting to enable the Company to compile the information and provide replies at the meeting. The queries may be addressed to Managing Director by email to ['pbfilms2007@gmail.com'](mailto:pbfilms2007@gmail.com).**
- 15. All documents referred to in the accompanying Notice calling the AGM will be available electronically for inspection by the Members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to ['pbfilms2007@gmail.com](mailto:pbfilms2007@gmail.com)**
- 16. Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of Companies Act, 2013 and Register of Contracts or arrangements in which directors are interested maintained under Section 189 of the Companies Act, 2013 will be available for inspection electronically by the members at the AGM.**
- 17. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.**
- 18. The SEBI has mandated the submission of PAN by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their respective DP with whom they are maintaining their demat accounts.**
- 19. Voting through Electronic means:**
 - 1. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, the Company is pleased to provide members facility to**

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

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

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

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

- 1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021 and all other relevant circulars issued from time to time, physical attendance of the Members to the EGM/AGM venue is not required and general meeting be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing EGM/AGM through VC/OAVM.**
- 2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM/AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the EGM/AGM through VC/OAVM and participate there at and cast their votes through e-voting.**
- 3. The Members can join the EGM/AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM/AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.**
- 4. The attendance of the Members attending the EGM/AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.**
- 5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting**

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

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

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

Step 1: Access to NSDL e-Voting system





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

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

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

| Type of shareholders | Login Method |
|---|---|
| Individual Shareholders holding securities in demat mode with NSDL. | <ol style="list-style-type: none">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 |

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|--|---|
| | <p>https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</p> <ol style="list-style-type: none">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. <p>NSDL Mobile App is available on</p> <p> App Store  Google Play</p> <div style="display: flex; justify-content: space-around;"></div> |
| <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 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.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.4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from |

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

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

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

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

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

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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.

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.

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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 jaiswalarun82@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:

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.

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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.**
- 5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at (company email id). The same will be replied by the company suitably.**
- 6. Shareholder who wants to register as Speaker Shareholder is requested to send the request mentioning details like Folio Number/Demat Account Number, Name and Contact Details to the Company on or before 01.12.2024 by the end of the business hours.**

For and on behalf of the Board

**Pankaj Agrawal
Managing Director
DIN: 00595868**

Date: 15.11.2024
Place: Kolkata

P. B. FILMS LIMITED

A BRIEF PROFILE AND INFORMATION OF DIRECTORS BEING APPOINTED / REAPPOINTED

| | |
|---|--|
| Name of Director | Mr. Pankaj Agrawal |
| Date of Birth | 07.09.1976 |
| Date of Appointment | 29.01.2014 |
| No. of Shares Held | 146320 |
| Age | 48 years |
| Qualification(s) and Experience in Specific Functional Areas | Mr. Pankaj Agrawal is Commerce Graduate and is associated with the Company from past many years. His vast experience in the field has contributed in the company very positively in the past years. Under his leadership the Company is expecting further growth of the Company. |
| Directorship held in other listed Companies including Companies incorporated outside India | NA |
| Membership/ Chairmanship of all Companies in which they are Directors | Not Applicable as there is no such events |
| Terms & Conditions of Appointment/ Reappointment | As agreed between Mr. Pankaj Agrawal & the Board of Directors of the Company |
| Details of remuneration sought to be paid and the remuneration last drawn by such person, if applicable | N.A. |
| Pecuniary relationship directly or indirectly with other Directors, Manager and other Key Managerial Personnel of the Company | No pecuniary relationship with any other Directors, Manager and other Key Managerial Personnel of the Company |
| No. of Board Meeting attended during the year | 4 |

For and on behalf of the Board

Pankaj Agrawal
Managing Director
DIN-00595868

Date: 15.11.2024
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 16th Annual Report along with the Audited Accounts for the Financial Year ended 31st March, 2023.

1. FINANCIAL RESULTS:

The Financial performance of the Company for the Financial Year ended 31st March, 2023, is summarized below:

| Particulars | (Rupees in '00) | |
|---------------------------|---|---|
| | Period/ year ended 31.03.2023 | Period/ year ended 31.03.2022 |
| Total Revenue | 5029.04 | 351097.66 |
| Total expenses | (28703.61) | (350746.81) |
| Profit/ (loss) before tax | (23674.57) | 350.85 |
| Profit/ (loss) after tax | (24437.51) | (2315.16) |

2. OPERATION:

The year saw a challenging business environment with lower GDP growth and slowdown in consumption. This resulted into a weakening consumer sentiment. During the period ended 31st March, 2023, the loss suffered by the Company amounts to Rs. 2443751 as compared to loss suffered in the previous year 31st March, 2022 which was Rs. 231516.

3. DIVIDEND AND TRANSFER TO RESERVES:.

In view of losses incurred, 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 2022-23.

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.

P. B. FILMS LIMITED

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 is receiving Remuneration from the Company.

7. **DIRECTORS AND KEY MANAGERIAL PERSONNEL:**

The Board consists of 3 Directors, out of which 2 are Independent Directors including a Woman Director. During the year under review, there was no Change in the Constitution of the Board. Further, no KMPs were appointed and none of the existing KMPs have resigned during the year under review.

As per the provisions of Section 152(6) of the Companies Act, 2013, Mr. Pankaj Agrawal (DIN-00595868), retires by rotation at the ensuing Annual General Meeting and being eligible, has offered himself for reappointment as the Director of the Company.

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. The Committee met 4 times in a year viz 31.05.2022, 08.08.2022, 05.11.2022 and 10.02.2023

| Sr No. | Name | No. of Meetings held | No. of Meetings attended |
|---------------|---|-----------------------------|---------------------------------|
| 1. | Mr. PANKAJ AGRAWAL (DIN- 00595868) | 4 | 4 |
| 2. | Ms. SANGITA SRIVASTAV (DIN- 08126649) | 4 | 4 |
| 3. | Mr. DINESH AGARWAL KUMAR (DIN- 01255468) | 4 | 4 |

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 1 time in a year viz 10.02.2023

| Sr No. | Name | No. of Meetings held | No. of Meetings attended |
|---------------|---|-----------------------------|---------------------------------|
| 1. | Mr. PANKAJ AGRAWAL (DIN- 00595868) | 1 | 1 |
| 2. | Ms. SANGITA SRIVASTAV (DIN- 08126649) | 1 | 1 |
| 3. | Mr. DINESH AGARWAL KUMAR (DIN- 01255468) | 1 | 1 |

P. B. FILMS LIMITED

Nomination and Remuneration Committee Meeting:

The Constitution of Nomination and Remuneration Committee is as per the requirements of the Companies Act, 2013 and the SEBI (LODR), Regulations, 2015. The Committee met 1 time in a year viz 10.02.2023

| Sr No. | Name | No. of Meetings held | No. of Meetings attended |
|--------|---|----------------------|--------------------------|
| 1. | Mr. PANKAJ AGRAWAL (DIN- 00595868) | 1 | 1 |
| 2. | Ms. SANGITA SRIVASTAV (DIN- 08126649) | 1 | 1 |
| 3. | Mr. DINESH AGARWAL KUMAR (DIN- 01255468) | 1 | 1 |

10. NUMBER OF BOARD MEETINGS & ATTENDANCE OF DIRECTORS:

During the financial year under review, the Board of Directors had met 4 times viz 31.05.2022, 08.08.2022, 05.11.2022 and 10.02.2023

Board Meetings:

| Sr No. | Name | No. of Meetings held | No. of Meetings attended |
|--------|---|----------------------|--------------------------|
| 1. | Mr. PANKAJ AGRAWAL (DIN- 00595868) | 4 | 4 |
| 2. | Ms. SANGITA SRIVASTAV (DIN- 08126649) | 4 | 4 |
| 3. | Mr. DINESH AGARWAL KUMAR (DIN- 01255468) | 4 | 4 |

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 11th February, 2023.

9. 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.

10. 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, 2023, 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

P. B. FILMS LIMITED

state of affairs of the company at the end of the financial year on 31st March, 2023 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.

11. 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.

12. AUDITORS:-

M/s Beriwal and Associates., Chartered Accountants, Surat (Firm Registration No. 327762E) acts as Statutory Auditors of the Company

13. AUDITORS REPORT:

The observations / qualifications / disclaimers, if any, made by the Statutory Auditors in their report for the financial year ended 31st March 2023 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.

14. 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.

15. CONSERVATION OF ENERGY & TECHNOLOGY ABSORBTION:

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.

16. FOREIGN EXCHANGE EARNINGS AND OUTGO:

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

P. B. FILMS LIMITED

17. 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, 2023. 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:

Company shall in future adhere to all the applicable laws and abide by the listing agreement entered by it with BSE.

18. 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.

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

20. INTERNAL AUDITORS:

According to the recommendation of the Audit Committee, the Board had appointed Advocate Priyanshu Kothari of the Company for the financial year 2022-23. The Internal Auditors were required to report to the Audit Committee of the Board after conducting comprehensive audit of operations of the Company.

21. 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.

22. 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.

23. PARTICULARS OF LOAN, GUARANTEES OR INVESTMENT:

During the year, the Company has not given any loans, or guarantee or provided security as per Section 186 of the Companies Act, 2013. The details of 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, 2023.

P. B. FILMS LIMITED

24. 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.

25. CORPORATE SOCIAL 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.

26. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES:

During the year 2022-23, 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.

27. 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, 2023 and the Internal Financial Controls are operating effectively.

28. 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.

29. 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.

30. 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.

31. 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.

P. B. FILMS LIMITED

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.

32. 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.

33. SECRETARIAL STANDARD:

The Company has complied with provisions of Secretarial Standard – 1 and Secretarial Standard - 2.

34. 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 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 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.

P. B. FILMS LIMITED

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.

35. 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
For P. B. FILMS LIMITED**

**PANKAJ AGRAWAL
MANAGING DIRECTOR
DIN: 00595868**

**Mr. DINESH AGARWAL KUMAR
DIRECTOR
DIN: 01255468**

**Date: 15.11.2024
Place: Kolkata**

P. B. FILMS LIMITED

Annexure – 2

FORM NO. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31st MARCH, 2023

[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, 2023. 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, 2023, 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, 2023, 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;

During the period under review, the Company has not complied with many provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. including the following as mentioned below:

- a) That the Company has not filed many Forms with the Registrar of Companies (ROC) relating to any event which requires the filing of the requisite Forms and has also not completed the Annual Filing;***

P. B. FILMS LIMITED

- b) That the Company has not conducted the Annual General Meeting during the year under review.**
 - c) That the Company has not complied with any of the provisions pertaining to Annual General Meeting and Annual Report.**
 - d) That the Company has not appointed Compliance Officer cum Company Secretary.**
- (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.
- (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: **The Company has not complied with the compliance requirement of Structured Digital Database (SDD).**
 - 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.

P. B. FILMS LIMITED

- j)** The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended: ***During the year under review, the Company has not submitted any Quarterly, Half Yearly and Yearly Compliance with the Bombay Stock Exchange (BSE) and has been suspended by the BSE from Trading due to non-compliance in filing of the requisite Submissions.***

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:

No comments can be given or opinion can be formed with respect to SS-2 as the Company has not convened and held any General Meetings including the Annual General Meeting as required under Section 96 of the Companies Act, 2013.

- (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 it was noted that the Company was suspended by BSE due to various non-filings as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable SEBI Rules, Regulations, Circulars, Bye-laws and notifications issued thereunder.

However, as on the date of this Report, it is to be noted that as per the Guidelines issued by the Stock Exchange (BSE) pertaining to Revocation of Suspension, the Company has commenced the filings of the requisite submissions with the BSE-SME Platform.

Further, the Management assures that the Company shall in future adhere to all the applicable laws and abide by the listing agreement entered by it with BSE.

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.

P. B. FILMS LIMITED

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: A042264F002196350

Date : 15-11-2024

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: A042264F002196350

Date : 15-11-2024

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
For P. B. FILMS LIMITED**

**PANKAJ AGRAWAL
MANAGING DIRECTOR
DIN: 00595868**

**Mr. DINESH AGARWAL KUMAR
DIRECTOR
DIN: 01255468**

Date: 15.11.2024

Annual Accounts along with Report of the Auditors' for the Financial Year Ended 31st March, 2023 is Annexed herewith and forms integral part of this Annual Report

P.B. FILMS LIMITED
2C, 18 GIRI BABU LANE, BOWBAZAR
KOLKATA - 700 012

**STATEMENT OF ACCOUNTS
FOR THE YEAR ENDED
31ST MARCH, 2023**

**Beriwal & Associates
Chartered Accountants**

**INDEPENDENT AUDITOR'S REPORT
TO THE MEMBERS OF P. B. FILMS LIMITED
Report on the Audit of the Standalone Financial Statements**

Opinion

We have audited the accompanying standalone financial statements of P. B. FILMS LIMITED ("the Company"), which comprise the Balance Sheet as at March 31, 2023, the Statement of Profit and Loss and Cash Flow Statement for the year ended on that date and a summary of the 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 standalone financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Accounting Standards prescribed under section 133 of the Act Rule 7 of the Companies (Accounts) Rules, 2014 and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2023, its Loss and its 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 Act. Our responsibilities under those Standards are further described in the *Auditor's Responsibilities for the Audit of the Standalone Financial Statements* section of our report. We are independent of the Company in accordance with the *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 standalone financial statements under the provisions of the Act and the Rules made thereunder, 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.

Information Other than the Standalone 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 Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder'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.



Responsibilities of Management and Those Charged With Governance for the Standalone Financial Statement

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, and cash flows of the Company in accordance with the Accounting Standards and other accounting principles generally accepted in India. 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 standalone 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 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 standalone 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. Misstatements 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 decisions of users taken on the basis of these standalone financial statements.

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

- Identify and assess the risks of material misstatement of the standalone 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.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- 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 standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are 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.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.



Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

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 them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, 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 account 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 relevant books of account.
- d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards 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 March 31, 2023 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2023 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 Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company does not have any pending litigations which would impact its financial position.
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
 - iv. (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.

v. 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.

vi. Proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 for maintaining books of account using accounting software which has a feature of recording audit trail (edit log) facility is applicable to the Company with effect from April 1, 2023, and accordingly, reporting under Rule 11(g) of Companies (Audit and Auditors) Rules, 2014 is not applicable for the financial year ended March 31, 2023.

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.

Place: Kolkata
Date: 30th August, 2023



For Berival & Associates
Chartered Accountants
(Firm's Registration No. 327762E)

Sunil Beriwal
(Proprietor)
Membership No. 055302
UDIN: 2405302BJ22YT568

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, 2023 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, 2023, 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.

Place: Kolkata
Date: 30th August, 2023



For Beriwal & Associates
Chartered Accountants
(Firm's Registration No. 327762E)

S. O - 1

Sunil Beriwal
(Proprietor)
Membership No. 055302
UDIN: 2405302BJ22Y73680

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, 2023, 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.



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, the details of which are mentioned below :-

(Amounts In Hundreds)

| Particulars | Guarantees | Security/Investments | Loans | Advances |
|---|-------------|----------------------|--------------------|----------------|
| Aggregate amount granted/provided during the year | 0.00 | 0.00 | 0.00 | 0.00 |
| - Related Parties | 0.00 | 0.00 | 0.00 | 0.00 |
| - Others | 0.00 | 0.00 | 3,31,000.00 | 0.00 |
| Balance Outstanding as at Balance Sheet date in respect of Above Cases | 0.00 | 0.00 | 0.00 | 0.00 |
| - Related Parties | 0.00 | 0.00 | 0.00 | 0.00 |
| - Others | 0.00 | 15,000.00 | 7,39,885.12 | 4000.00 |

- 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. The details of the same are as follows;

(Amounts In Hundreds)

| Particulars | All Parties | Promoters | Related Parties |
|---|-------------|-----------|-----------------|
| Aggregate amount of Loans/Advances in nature of loans | | | |
| - Repayable on Demand (A) | 0.00 | 0.00 | 0.00 |
| - Agreement does not specify any terms or period of Repayment (B) | 7,43,885.12 | 0.00 | 0.00 |
| TOTAL (A + B) | 7,43,885.12 | 0.00 | 0.00 |
| Percentage of Loans/Advances in nature of Loans to the Total Loans | 100.00 % | 0.00 % | 0.00 % |



According to the information and explanations given to us and on the basis of our examination of the records, there are no loans, investments, guarantees, and security in respect of which provisions of sections 185 and 186 of the Companies Act, 2013 are applicable and accordingly, the requirement to report on clause 3(iv) of the Order is not applicable to the Company.

- v. According to information and explanations given to us, the Company has not accepted any deposits or amounts which are deemed to be deposits from the public within the meaning of Sections 73, 74, 75 and 76 of the Act and the Rules framed there under to the extent notified. Accordingly, the requirement to report on clause 3(v) of the Order is not applicable to the Company.
- vi. The Central Government has not prescribed the maintenance of cost records under section 148(1) of the Act, for any of the services rendered by the Company. Therefore, the provisions of Clause 3(vi) of the said Order are not applicable to the Company.
- vii. In respect of matters specified in clause (vii) of the Order:
 - a. According to the information and explanations given to us and on the basis of our examination of the records, the Company is generally regular in depositing undisputed statutory dues including provident fund, employee's state insurance, income tax, Goods and Services tax and other statutory dues applicable to it with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, employees' state insurance, income tax, Goods and Service tax, and other material statutory dues were in arrears as at March 31, 2023 for a period of more than six months from the date they became payable.
 - b. According to the information and explanations given to us and the records of the Company examined by us, there are no dues of provident fund, employee's state insurance, income tax, Goods and Services tax and other statutory dues not applicable as at March 31, 2023 which have not been deposited on account of dispute.
- viii. According to the information and explanations given to us, the Company has not surrendered or disclosed any transaction, previously unrecorded in the books of account, in the tax assessments under the Income Tax Act, 1961 as income during the year. Accordingly, the requirement to report on clause 3(viii) of the Order is not applicable to the Company.
- ix. In respect of matters specified in clause (ix) of the Order:
 - a. According to the information and explanations given to us, the Company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender.
 - b. According to the information and explanations given to us, the Company has not been declared willful defaulter by any bank or financial institution or government or any government authority.
 - c. According to the information and explanations given to us, the company has applied the term loans for the purpose for which loans were obtained.
 - d. According to the information and explanations given to us, we report that no funds raised on short term basis have been used for long-term purposes by the Company.
 - e. The Company does not have any subsidiary, associate or joint venture. Accordingly, the requirement to report on clause 3(ix)(e) and 3(ix)(f) of the Order is not applicable to the Company.



In respect of matters specified in clause (x) of the Order:

- a. The Company has not raised monies by way of initial public offer or further public offer (including debt instruments) during the year. Accordingly, the requirement to report on clause 3(x)(a) of the Order is not applicable to the Company.
- b. According to the information and explanations given to us, The Company has not made any preferential allotment or private placement of shares or convertible debenture (fully or partly or optionally) during the year and hence reporting under clause (x)(b) of the Order is not applicable to Company.

xi. In respect of matters specified in clause (xi) of the Order:

- a. According to the information and explanations given to us and based on our examination of the books and records of the Company, no case of frauds by the Company or on the Company has been noticed or reported during the year.
- b. According to the information and explanations given to us, during the year, no report under sub-section (12) of Section 143 of the Companies Act 2013 has been filed by the auditors in Form ADT-4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government during the year and upto the date of this report.
- c. According to the information and explanations given to us, no whistle blower complaints were received by the Company during the year.

xii. In our opinion and according to the information and explanation provided to us, the company is not a Nidhi Company, therefore, the reporting under Clause 3 (xii)(a), 3(xii)(b) & 3(xii)(c) of the Order is not applicable.

xiii. In our opinion and according to the information and explanations given by the management, transactions with the related parties are in compliance with sections 177 & 188 of the Companies Act, 2013 where applicable and the details have been disclosed in the notes to the standalone financial statements, as required by the applicable Accounting Standards.

xiv. In respect of matters specified in clause (xiv) of the Order:

- a. In our opinion and based on our examination, the company does not have an internal audit system and is not required to have an internal audit system as per provisions of the Companies Act, 2013.
- b. The company did not have an internal audit system for the period under audit hence the requirement of reporting under this clause is not applicable for the current year.

xv. 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 any non-cash transactions with its directors or persons connected to its directors. Accordingly, reporting under clause 3(xv) of the Order is not applicable.

xvi. In respect of matters specified in clause (xvi) of the Order:

- a. The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, the reporting under Clause 3(xvi)(a) of the Order is not applicable.
- b. The Company has not conducted any Non-Banking Financial or Housing Finance activities. Accordingly, the reporting under Clause 3(xvi)(b) of the Order is not applicable.



- c. The Company is not a Core Investment Company as defined in the regulations made by Reserve Bank of India. Accordingly, the requirement to report on clause 3(xvi)(c) of the Order is not applicable to the Company.
- d. According to the information and explanations provided to us, there is no Core Investment Company, as part of the Group, hence, the requirement to report on clause 3 (xvi)(d) of the Order is not applicable to the Company.
- xvii. According to the information and explanations give to us and based on our examination of the records of the Company, the Company has not incurred any cash losses during the current year 2022-23 and immediately preceding financial year 2021-22.
- xviii. There has been no resignation of the statutory auditors of the Company during the year.
- xix. According to the information and explanations given to us and on the basis of the financial ratios disclosed in Note 23(xii) to the standalone financial statements, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the standalone financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- xx. The Company does not fall into the limits prescribed under section 135 of the Companies Act, 2013 for the applicability of the Corporate Social Responsibility expenditure, therefore, the reporting under Clause 3 (xx)(a) & 3(xx)(b) of the Order is not applicable.
- xxi. The Company does not have any subsidiary, associate or joint venture and there is no requirement to prepare consolidated financial statements. Accordingly, the requirement to report on clause 3(xxi) of the Order is not applicable to the Company.

Place: Kolkata
Date: 30th August, 2023



For Beriwal & Associates
Chartered Accountants
(Firm's Registration No. 327762E)

Sunil Beriwal
(Proprietor)
Membership No. 055302
UDIN: 24055302BJZ2Y75

MS LTD
Sheet as at 31st March, 2023

| | Notes | As-at 31st March 2023 (₹ in '00) | As at 31st March 2022 (₹ in '00) |
|--|-------|--|--|
| Equity and Liabilities | | | |
| Shareholders' Funds | | | |
| Share Capital | 2 | 14,41,762.50 | 14,41,762.50 |
| Reserves & surplus | 3 | (4,59,250.00) | (4,34,812.49) |
| | | 9,82,512.50 | 10,06,950.01 |
| Current Liabilities | | | |
| Short-term borrowings | 4 | 2,75,000.00 | - |
| Trade Payables | | | |
| (A) total outstanding dues of micro enterprises and small enterprises; and | | | |
| (B) total outstanding dues of creditors other than micro enterprises and small enterprises | 5 | 17,024.31 | 25,733.87 |
| Other current liabilities | 6 | 15,057.66 | 7,630.45 |
| Short Term Provisions | | 960.64 | 960.64 |
| | | 3,08,042.61 | 34,324.96 |
| TOTAL | | 12,90,555.12 | 10,41,274.97 |
| Assets | | | |
| Non - Current Assets | | | |
| Property, Plant and Equipments & Intangible Assets | 7 | | |
| - Tangible Assets | | 1,133.72 | 6,030.42 |
| Deffered Tax Assets | | 4,745.87 | 5,508.80 |
| Long Terms Loans & Advances | 8 | 15,000.00 | 15,000.00 |
| | | 20,879.59 | 27,539.22 |
| Current Assets | | | |
| Trade Receivable | 9 | 95,627.07 | 98,957.07 |
| Cash & Cash Equivalents | 10 | 5,332.47 | 14,940.49 |
| Short Term Loans & Advances | 11 | 10,79,375.12 | 8,04,650.16 |
| Other Current Assets | 12 | 89,340.87 | 95,188.03 |
| | | 12,69,675.53 | 10,13,735.75 |
| TOTAL | | 12,90,555.12 | 10,41,274.97 |

Significant Accounting Policies 1

The accompanying notes referred to above form an integral part of the financial statements

In Terms of our Attached Report of even date

For Beriwal & Associates
Chartered Accountants
Firm's Registration No. 327762E

S. O.



Sunil Beriwal
(Proprietor)
Membership No. 055302

Place : Kolkata
Dated : 30th August, 2023

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For and on behalf of the Board
P. B. FILMS LTD. **P. B. FILMS LTD.**
Pankaj Agrawal *Dinesh Kumar Agarwal*
Director Director

Pankaj Agrawal
DIN- 00595868

Dinesh Kumar Agarwal
DIN- 01255468

P. B. FILMS LTD.

Kirti Vikram Nopany

Director
Kirti Vikram Nopany
DIN- 09075698

FILMS LTD

Statement of Profit & Loss Account for the year ended 31st March, 2023

| | Notes | 2022-23 (₹ in '00) | 2021-22 (₹ in '00) |
|---|-------|-----------------------|-----------------------|
| Income | | | |
| Revenue From Operation | | | 3,51,097.66 |
| Other Income | 13 | 5,029.04 | |
| Total revenue (I) | | 5,029.04 | 3,51,097.66 |
| Expenses | | | |
| (Increase)/Decrease of inventories in Stock-in-trade | 14 | - | 2,85,000.00 |
| Depreciation & Amortisation of expenses | 7 | 239.30 | 1,437.38 |
| Employee Benefits Expense | 15 | 16,780.00 | 24,840.00 |
| Finance Costs | 16 | - | 3,606.54 |
| Other Expenses | 17 | 11,684.31 | 35,862.89 |
| Total expenses (II) | | 28,703.61 | 3,50,746.81 |
| Profit/(Loss) Before Exceptional and Extraordinary Items (I - II) | | (23,674.57) | 350.85 |
| Profit/(Loss) Before Tax | | (23,674.57) | 350.85 |
| Tax expenses | | | |
| Current Tax | | - | 54.74 |
| Deferred Tax | | 762.94 | 2,611.28 |
| For Earlier Years | | - | - |
| Profit/(Loss) For the Period from Continuing Operations | | (24,437.51) | (2,315.16) |
| Earnings per equity share [nominal value of share ₹ 10 per share]: | 18 | (0.17) | (0.02) |

Significant Accounting Policies

1

The accompanying notes referred to above form an integral part of the financial statements

In Terms of our Attached Report of even date

For Beriwal & Associates
Chartered Accountants
Firm's Registration No. 327762E

S. G.



Sunil Beriwal
(Proprietor)
Membership No. 055302

Place : Kolkata
Dated : 30th August, 2023

DIRECTOR

For and on behalf of the Board

P. B. FILMS LTD.

P. B. FILMS LTD.

Pankaj Agrawal
Director

Dinesh Kumar Agarwal
Director

Pankaj Agrawal
DIN- 00595868

Dinesh Kumar Agarwal
DIN- 01255468

P. B. FILMS LTD.

Kirti Vikram Nopany

Kirti Vikram Nopany
DIN- 09075698

FILMS LTD

as to Financial Statements as at and for the year ended 31st March 2023

SIGNIFICANT ACCOUNTING POLICIES

A) Basis of accounting and preparation of financial statements

The Financial Statements are prepared under the historical cost convention, except stated otherwise, on an accrual basis and in accordance with the generally accepted accounting principles in India, the applicable mandatory Accounting Standards as notified by the Companies (Accounting Standard) Rules, 2006 (as amended) and the relevant provisions of the Companies Act, 2013.

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) Other income

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

D) 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.

E) Segment reporting

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.

F) Earnings per share

Basic earnings per share is calculated 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. For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

G) Taxes on income

Current tax is the amount of tax payable on the taxable income for the year as determined in accordance with the provisions of the Income Tax Act, 1961.

Minimum Alternate Tax (MAT) paid in accordance with the tax laws, which gives future economic benefits in the form of adjustment to future income tax liability, is considered as an asset if there is convincing evidence that the Company will pay normal income tax. Accordingly, MAT is recognised as an asset in the Balance Sheet when it is probable that future economic benefit associated with it will flow to the Company.

Deferred tax is recognised on timing differences, being the differences between the taxable income and the accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Deferred tax is measured using the tax rates and the tax laws enacted or substantially enacted as at the reporting date. Deferred tax liabilities are recognised for all timing differences. Deferred tax assets in respect of unabsorbed depreciation and carry forward of losses are recognised only if there is virtual certainty that there will be sufficient future taxable income available to realise such assets. Deferred tax assets are recognised for timing differences of other items only to the extent that reasonable certainty exists that sufficient future taxable income will be available against which these can be realised. Deferred tax assets and liabilities are offset if such items relate to taxes on income levied by the same governing tax laws and the Company has a legally enforceable right for such set off. Deferred tax assets are reviewed at each Balance Sheet date for their realisability.

Current and deferred tax relating to items directly recognised in equity are recognised in equity and not in the Statement of Profit and Loss.

H) Provisions and contingencies

A provision is recognised when the Company has a present obligation as a result of past events and it is probable that an outflow of resources will be required to settle the obligation in respect of which a reliable estimate can be made. Provisions (excluding retirement benefits) are not discounted to their present value and are determined based on the 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 disclosed in the Notes.



3. FILMS LTD

Notes to Financial Statements for the year ended 31st March, 2023

2. Share Capital

| | (₹ in '00) | |
|---|--------------------------|--------------------------|
| | As at 31st March 2023 | As at 31st March 2022 |
| Authorized shares | | |
| 14,500,000 (14,500,000) Equity Shares of ₹ 10/- each | 14,50,000.00 | 14,50,000.00 |
| A. Issued, Subscribed and Paid up : | 14,50,000.00 | 14,50,000.00 |
| 144,17,625 (144,17,625) Equity Shares of ₹ 10/- each | 14,41,762.50 | 14,41,762.50 |
| B. Reconciliation of the Shares outstanding at the beginning and at the end of the reporting year: | 14,41,762.50 | 14,41,762.50 |

| | As at 31st March 2023 | | As at 31st March 2022 | |
|--|-----------------------|--------------|-----------------------|--------------|
| | Nos. | (₹ in '00) | Nos. | (₹ in '00) |
| Shares outstanding at beginning and at end of the year | 144,17,625 | 14,41,762.50 | 144,17,625 | 14,41,762.50 |

C. The company has only one class of equity shares having a par value at ₹ 10/- per share. Each holder of equity shares is entitled to one vote per share and are entitled to dividend and to participate in surplus, if any, in the event of winding up.

D. Details of shareholders holding more than 5% equity shares in the Company

| | As at 31st March 2023 | | As at 31st March 2022 | |
|--------------------------------|-----------------------|--------------|-----------------------|--------------|
| | Nos. | % of holding | Nos. | % of holding |
| Nirmalkunj Merchandise Limited | 21,60,875 | 14.99 | 21,60,875 | 14.99 |
| Premkunj Distributor Limited | 21,09,250 | 14.63 | 21,09,250 | 14.63 |
| | 42,70,125 | 29.62 | 42,70,125 | 29.62 |

E. Ordinary shares allotted as fully paid pursuant to contract(s) without payment being received in cash during the period of five years immediately preceding 31st March: NIL

F. Shareholding of Promoters

| | As at 31st March 2023 | | As at 31st March 2022 | |
|--------------------------------|-----------------------|--------------|-----------------------|--------------|
| | Nos. | % of holding | Nos. | % of holding |
| Nirmalkunj Merchandise Limited | 21,60,875 | 14.99 | 21,60,875 | 14.99 |
| Premkunj Distributor Limited | 21,09,250 | 14.63 | 21,09,250 | 14.63 |

There were no changes in shareholding promoters.

3. Reserves and Surplus

| | (₹ in '00) | |
|--------------------------------------|--------------------------|--------------------------|
| | As at 31st March 2023 | As at 31st March 2022 |
| Securities Premium | | |
| As per the last financial statements | 1,08,737.50 | 1,08,737.50 |
| Surplus | | |
| As per the last financial statements | (5,43,549.99) | (5,41,234.83) |
| Profit/(Loss) for the year | (24,437.51) | (2,315.16) |
| | (5,67,987.50) | (5,43,549.99) |
| | (4,59,250.00) | (4,34,812.49) |

4. Short Term Borrowings

| | (₹ in '00) | |
|----------------------|--------------------------|--------------------------|
| | As at 31st March 2023 | As at 31st March 2022 |
| Unsecured | | |
| From Body Corporates | 2,75,000.00 | - |
| | 2,75,000.00 | - |



B. FILMS LTD

Notes to Financial Statements for the year ended 31st March, 2023

5. Trade Payables

(₹ in '00)

| | As at | As at |
|--|------------------|------------------|
| | 31st March 2023 | 31st March 2022 |
| Total outstanding dues of micro enterprises and small enterprises; and | - | - |
| Total outstanding dues of creditors other than micro enterprises and small enterprises | 17,024.31 | 25,733.87 |
| | 17,024.31 | 25,733.87 |

The ageing analysis of trade payable for current and previous financial year are as follows:-

(₹ in '00)

| Particulars | Outstanding for following periods from due date of payment for FY 22-23 | | | | |
|-----------------------------|---|-----------|-----------|----------|-----------|
| | Less than 1 Years | 1-2 years | 2-3 Years | >3 Years | Total |
| (i) MSME | - | - | - | - | - |
| (ii) Others | 6,353.51 | 940.00 | - | 9,730.80 | 17,024.31 |
| (iii) Disputed dues - MSME | - | - | - | - | - |
| (iv) Disputed dues - Others | - | - | - | - | - |

(₹ in '00)

| Particulars | Outstanding for following periods from due date of payment for FY 21-22 | | | | |
|-----------------------------|---|-----------|-----------|----------|-----------|
| | Less than 1 Years | 1-2 years | 2-3 Years | >3 Years | Total |
| (i) MSME | - | - | - | - | - |
| (ii) Others | 16,003.07 | - | 6,760.80 | 2,970.00 | 25,733.87 |
| (iii) Disputed dues - MSME | - | - | - | - | - |
| (iv) Disputed dues - Others | - | - | - | - | - |

6. Other Current Liabilities

(₹ in '00)

| | As at | As at |
|--------------------------|------------------|-----------------|
| | 31st March 2023 | 31st March 2022 |
| Liabilities For Expenses | 2,270.00 | 6,944.75 |
| Others | 12,787.66 | 685.70 |
| | 15,057.66 | 7,630.45 |

8. Long Term Loans & Advances

(₹ in '00)

| | As at | As at |
|---|------------------|------------------|
| | 31st March 2023 | 31st March 2022 |
| Unsecured, considered good unless stated otherwise : | | |
| Security Deposit | 15,000.00 | 16,000.00 |
| | 15,000.00 | 16,000.00 |

9. Trade Receivables

(₹ in '00)

| | As at | As at |
|--|------------------|------------------|
| | 31st March 2023 | 31st March 2022 |
| Unsecured, considered good unless stated otherwise : | | |
| Outstanding for a period exceeding six month from the date they become due | 94,227.07 | 98,957.07 |
| Others | 1,400.00 | - |
| | 95,627.07 | 98,957.07 |

Trade receivables ageing schedule :

(₹ in '00)

| Particulars | Outstanding for following periods from due date of payment for FY 22-23 | | | | | |
|---|---|--------------------|------------|-----------|-----------|-----------|
| | Less than 6 Months | 6 Months to 1 Year | 1-2 years | 2-3 Years | >3Years | Total |
| (i) Undisputed Trade Receivables - Considered Good | 1,400.00 | - | (1,750.00) | - | 95,977.07 | 95,627.07 |
| (ii) Undisputed Trade Receivables - Considered Doubtful | - | - | - | - | - | - |
| (iii) Disputed Trade Receivables - Considered Good | - | - | - | - | - | - |
| (iv) Disputed Trade Receivables - Considered Doubtful | - | - | - | - | - | - |



B. FILMS LTD

Notes to Financial Statements for the year ended 31st March, 2023

(₹ in '00)

| Particulars | Outstanding for following periods from due date of payment for FY 21-22 | | | | | Total |
|---|---|--------------------|-----------|-----------|-----------|-----------|
| | Less than 6 Months | 6 Months to 1 Year | 1-2 years | 2-3 Years | >3Years | |
| (i) Undisputed Trade Receivables - Considered Good | - | - | - | - | 98,957.07 | 98,957.07 |
| (ii) Undisputed Trade Receivables - Considered Doubtful | - | - | - | - | - | - |
| (iii) Disputed Trade Receivables - Considered Good | - | - | - | - | - | - |
| (iv) Disputed Trade Receivables - Considered Doubtful | - | - | - | - | - | - |

10. Cash and Cash Equivalents

(₹ in '00)

| | As at 31st March 2023 | As at 31st March 2022 |
|-----------------------|--------------------------|--------------------------|
| Balances with Banks: | | |
| - On current accounts | 3,442.78 | 8,529.96 |
| Cash on Hand | 1,889.69 | 6,410.53 |
| | 5,332.47 | 14,940.49 |

11. Short Term Loans & Advances

(₹ in '00)

| | As at 31st March 2023 | As at 31st March 2022 |
|---|--------------------------|--------------------------|
| Unsecured, considered good unless stated otherwise : | | |
| Loans given | 3,69,660.00 | 7,68,050.16 |
| Advance against Property | - | 31,600.00 |
| Business Advances | 5,62,315.12 | 5,000.00 |
| Others | 1,47,400.00 | - |
| | 10,79,375.12 | 8,04,650.16 |

12. Other Current Assets

(₹ in '00)

| | 2022-23 | 2021-22 |
|----------------------------------|------------------|------------------|
| Tax Deducted at Source | 2,763.57 | 8,824.63 |
| Income Tax Refundable | 398.00 | 398.00 |
| MAT Credit Entitlement | 2,554.20 | 2,554.20 |
| Balance with Revenue Authorities | 2,096.26 | 1,882.36 |
| Work in Progress | 81,528.83 | 81,528.83 |
| | 89,340.87 | 95,188.03 |

13. Other Income

(₹ in '00)

| | 2022-23 | 2021-22 |
|-------------------------|-----------------|--------------------|
| Truck Rent | - | 4,100.00 |
| Balance Written Back | - | 3,00,000.00 |
| Profit on Sale of Truck | 2.60 | - |
| Interest Income | 5,026.44 | 46,746.42 |
| Interest on I.T Refund | - | 251.24 |
| | 5,029.04 | 3,51,097.66 |

14. (Increase)/Decrease of inventories in Stock-in-trade

(₹ in '00)

| | 2022-23 | 2021-22 |
|--|---------|--------------------|
| Inventories at the beginning of the period | - | 2,85,000.00 |
| Inventories at the end of the period | - | - |
| | | 2,85,000.00 |



B. FILMS LTD**Notes to Financial Statements for the year ended 31st March, 2023**

| 15. Employee Benefits Expense | | (₹ in '00) | |
|--------------------------------------|------------------|------------------|--|
| | 2022-23 | 2021-22 | |
| Salaries, Bonus & Allowances | 15,580.00 | 23,640.00 | |
| Director's Remuneration | 1,200.00 | 1,200.00 | |
| | 16,780.00 | 24,840.00 | |

| 16. Finance Cost | | (₹ in '00) | |
|-------------------------|---------|-----------------|--|
| | 2022-23 | 2021-22 | |
| Interest On Car Loan | - | 3,606.54 | |
| | - | 3,606.54 | |

| 17. Other Expenses | | (₹ in '00) | |
|----------------------------------|------------------|------------------|--|
| | 2022-23 | 2021-22 | |
| Bank Charges | 8.12 | 1.28 | |
| Bad Debt | - | - | |
| Commission | - | 250.00 | |
| Filing Fees | 45.00 | 312.00 | |
| Office Expenses | - | 4,039.55 | |
| Film Promotion Expenses | - | 150.00 | |
| Insurance Exp | 154.56 | 373.28 | |
| Interest on GST/ Late Fees | - | 6.09 | |
| Interest on TDS | 8.30 | - | |
| Loss of Sale on Car (Net) | - | 2,502.37 | |
| Production Expenses | - | 11,527.74 | |
| Printing & Stationery | 47.79 | 136.49 | |
| Professional Fees | 9,150.00 | 13,728.80 | |
| Rent | 1,500.00 | 1,365.00 | |
| Rates & Taxes | 74.00 | 74.00 | |
| Repairing & Maintenance | - | 525.20 | |
| Travelling & Conveyance Expenses | 50.30 | 48.82 | |
| Misc Expenses | 56.24 | 232.27 | |
| | 11,094.31 | 35,272.89 | |
| <u>Payment to Auditors</u> | | | |
| As Auditor | 590.00 | 590.00 | |
| | 590.00 | 590.00 | |
| | 11,684.31 | 35,862.89 | |

18. Earning per share (EPS)

The following reflects the profit and share data used in the basic and diluted EPS computations:

| | 2022-23 | 2021-22 |
|---|-------------|------------|
| Net Profit after tax for calculation of basic and diluted EPS (₹ in '00) | (24,43,751) | (2,31,516) |
| Weighted average number of equity shares in calculating basic/diluted EPS | 144,17,625 | 144,17,625 |
| Nominal Value of equity shares | ₹ 10 | ₹ 10 |
| Basic/Diluted Earnings Per Share (₹) | (0.17) | (0.02) |

19. Related party disclosures**(a) Names of related parties and related party relationship**

Key management personnel

Mr. Pankaj Agrawal, Director
 Mr. Dinesh Kumar Agarwal, Director
 Mr. Deepak Agarwal, CFO(KMP)
 Mrs. Sangita Srivastav, Additional Director

Relative of Key management personnel

Sakambari Processors Private Limited
 Straight Line Food Products Private Limited



B. FILMS LTD
Notes to Financial Statements for the year ended 31st March, 2023

| (b) Related party transactions | (₹ in '00) | |
|------------------------------------|---------------|-------------|
| | 2022-23 | 2021-22 |
| Salary Paid to Mr. Pankakj Agrawal | 1,200.00 | 1,200.00 |
| Loan Given/(Repayment) | (3,21,710.00) | 5,32,842.25 |
| Interest On Loan Received | - | 28,567.71 |

| (c) Closing Balance | (₹ in '00) | |
|--------------------------------------|-------------|-------------|
| | 2022-23 | 2021-22 |
| Sakambari Processors Private Limited | 2,39,699.96 | 5,61,409.96 |

20. In the opinion of the Board of Directors of the Company, the Current Assets, Loans and Advances have value on realization, in the ordinary course of business, at least equal to the amount at which they have been stated in the Balance Sheet.

21. Additional Regulatory Information

- (i) Title deeds of immovable property not held in name of the Company : No Such Cases
- (ii) During the year the Company has not revalued its Property, Plant and Equipment (including Right-of- Use Assets).
- (iii) During the year there were no Loans or Advances in the nature of loans are granted to promoters, directors, KMPs and the related parties (as defined under Companies Act, 2013), either severally or jointly with any other person.
- (iv) **Capital work-in-progress (CWIP):**
- (a) Capital work-in-progress (CWIP) ageing schedule :Not Applicable
- (b) During the year no such projects (CWIP), where completion is overdue or has exceeded its cost compared to its original plan.
- (v) During the year no Intangible assets were under development.
- (vi) Details of Benami Property held : No Such Cases
- (vii) Reconciliation of quarterly returns or statements of current assets filed with banks or financial institutions : Not Applicable
- (viii) None of the bank or financial intitution or other lenders have declared the company wilful defaulter.
- (ix) The company has not entered any transactions with companies struck-off under section 248 of the Companies Act, 2013 or Section 560 of Companies Act, 1956.
- (x) The Company does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.
- (xi) The company has complied with the number of layers prescribed under clause (87) of section 2 of the Act read with the Companies (Restriction on number of Layers) Rules, 2017.

(xii) Ratios :

| Ratio | Numerator | Denominator | 31st March,2023 | 31st March,2022 | Vaiance |
|---|--|------------------------------|-----------------|-----------------|---------|
| Current Ratio (In times) ¹ | Current Assets | Current Liabilities | 4.12 | 29.53 | -86.04% |
| Debt-Equity Ratio (In times) ¹ | Total Debt | Shareholder's Equity | 0.28 | 0.00 | 27.99% |
| Debt Service Coverage Ratio (In times) ¹ | Earnings available for debt service | Debt Service | 0.09 | 0.00 | 8.89% |
| Return on Equity Ratio (in %) ² | Earning available for equity shareholders | Average Shareholder's Equity | -0.02 | 0.00 | -2.46% |
| Inventory Turnover Ratio (in days) | Sales | Average Inventory | Not Applicable | | |
| Trade Receivables Turnover Ratio (in days) | Net Credit Sales | Average Accounts Receivables | Not Applicable | | |
| Trade Payables Turnover Ratio (in days) | Net Credit Purchases | Average Trade Payable | Not Applicable | | |
| Net Capital Turnover Ratio (in days) | Net Sales | Average Working Capital | Not Applicable | | |
| Net Profit Ratio (in %) | Net Profit | Net Sales | Not Applicable | | |
| Return on Capital Employed (in %) ² | Earnings before Interest and Tax | Capital Employed | -0.02 | 0.00 | -2.41% |
| Return on Investment (in %) ² | Earning available for equity shareholders | Capital Employed | -0.02 | 0.00 | -2.49% |



P. B. FILMS LTD

Notes to Financial Statements for the year ended 31st March, 2023

Explanation for difference in ratio is more than 25% over previous year

¹Due to increase in debt.

²Due to increase in other operating expenses.

(xiii) Compliance with approved Scheme(s) of Arrangements : Not Applicable

(xiv) Utilisation of Borrowed Funds and Share Premium :

(i) The Company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities

(a) 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

(b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries

(ii) The Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:

(a) 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

(b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

22. Previous year figures including those given in brackets have been rearranged where ever necessary to conform with the current period classification.

As per our report of even date

For Beriwal & Associates

Chartered Accountants

Firm's Registration No. 327762E

Sunil Beriwal

(Proprietor)

Membership No. 055302

Place : Kolkata

Dated : 30th August, 2023



DIRECTOR

P. B. FILMS LTD.

For and on behalf of the Board

Pankaj Agrawal
Director

Pankaj Agrawal
DIN- 00595868

P. B. FILMS LTD.

Kirti Vikram Nopany

Kirti Vikram Nopany
DIN- 09075698

P. B. FILMS LTD.

Dinesh Kumar Agarwal
Director

Dinesh Kumar Agarwal
DIN- 01255468

P.B. FILMS LTD

Notes to Financial Statements as at 31st March, 2023

(₹ in '000)

7. Property, Plant and Equipments and Intangible Assets

| Sl. No. | Description | Gross Block | | Depreciation & Amortisation | | | Net Block | |
|---------------|----------------------------|-----------------------|-----------------------|-----------------------------|-----------------------|---------------|-------------------------|------------------------|
| | | As at 1st April, 2022 | Additions/ (Deletion) | As at 31st March, 2023 | As at 1st April, 2022 | For the Year | Adjustment / (Deletion) | As at 31st March, 2023 |
| A. | Tangible Assets | | | | | | | |
| i | Fan | 80.60 | - | 80.60 | 78.85 | - | 78.85 | 1.75 |
| ii | LG AC | 166.00 | - | 166.00 | 164.25 | - | 164.25 | 1.75 |
| iii | Sukam Inverter | 163.00 | - | 163.00 | 161.24 | - | 161.24 | 1.76 |
| iv | Air Conditioner | 1,710.00 | - | 1,710.00 | 1,637.04 | - | 1,637.04 | 72.96 |
| v | Computer | 9,291.62 | - | 9,291.62 | 9,279.43 | - | 9,279.43 | 12.19 |
| vi | Electrical Installation | 3,022.39 | - | 3,022.39 | 2,732.84 | 63.01 | 2,795.85 | 289.55 |
| vii | Furniture | 14,522.58 | - | 14,522.58 | 14,337.52 | 69.93 | 14,407.45 | 185.06 |
| viii | Machinery | 3,968.96 | - | 3,968.96 | 3,599.64 | 79.66 | 3,679.30 | 369.32 |
| ix | Nokia Mobile | 677.28 | - | 677.28 | 599.91 | - | 599.91 | 77.37 |
| x | Refrigerator | 407.90 | - | 407.90 | 359.57 | - | 359.57 | 48.33 |
| xi | Skoda Superb | 20,815.52 | - | 20,815.52 | 20,800.92 | - | 20,800.92 | 14.60 |
| xii | Water Filter | 60.00 | - | 60.00 | 57.38 | - | 57.38 | 2.62 |
| xiii | Xerox Machine | 1,022.25 | - | 1,022.25 | 874.76 | 26.70 | 901.46 | 147.49 |
| xiv | Television | 269.00 | - | 269.00 | 217.44 | - | 217.44 | 51.56 |
| xv | Samsung Mobile | 130.00 | - | 130.00 | 104.57 | - | 104.57 | 25.43 |
| xvi | M Audio Studiophile av 3.0 | 80.00 | - | 80.00 | 64.71 | - | 64.71 | 15.29 |
| xvii | Truck WB19G-0843 | 13,340.30 | (13,340.30) | - | 11,011.62 | - | - | 2,328.68 |
| xviii | Truck WB19G-0844 | 13,340.30 | (13,340.30) | - | 11,011.62 | - | - | 2,328.68 |
| xix | Inverter | 326.00 | - | 326.00 | 270.01 | - | 270.01 | 55.99 |
| xx | Audi Q3 Quantro | - | - | - | - | - | - | - |
| xxi | Audi Q7 | - | - | - | - | - | - | - |
| Total | | 83,393.70 | (26,680.60) | 56,713.10 | 77,363.32 | 239.30 | 55,579.38 | 1,133.72 |
| Previous Year | | 1,60,609.47 | (77,215.77) | 83,393.70 | 1,15,967.61 | 1,437.38 | 77,363.32 | 6,030.38 |



ACKNOWLEDGEMENT

Your Directors place on record their sincere thanks to bankers, business associates, consultants, and other stakeholders for their continued support extended to your Companies activities during the year under review. Your Directors also acknowledges gratefully the shareholders for their support and confidence reposed on the Company.

For and on behalf of the Board

Registered Office:

18, Giri Babu Lane
2nd Floor, Room No-2C
Kolkata-700 012

Date: 30th August, 2023

P. B. FILMS LTD.

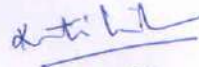


Director

Pankaj Agarwal
Director

DIN:00595868

P. B. FILMS LTD.

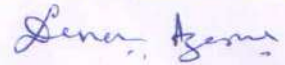


Director

Kirti Vikram Nopany
Director

DIN:09075698

P. B. FILMS LTD.



Director

Dinesh Kumar Agarwal
Director

DIN:01255468