



P. B. FILMS LIMITED

CIN : L92100WB2007PLC119040

RO Add: 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

CRITERIA OF MAKING PAYMENT TO NON-EXECUTIVE DIRECTORS

Introduction:

The Philosophy of the Company is that Human Resources are the greatest asset of the Company.

The endeavour of the Management has always been keen to create human resources of required quality and sincerity towards the Company. The employees should work in harmony, understand the importance of every work and create the work culture which is adoptable and acceptable at all levels.

Definitions:

“**Companies Act**” means Companies Act, 2013 and any amendments thereto.

“**Listing Regulations**” means Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any amendments thereto.

“**Board**” means the Board of Directors of the Company.

“**Company**” means P. B. Films Limited.

“**Non-executive director**” means a person who is not an executive director and not interested in the company's day-to-day operations.

Remuneration of Non-Executive Directors:

- i. The remuneration payable to each Non-Executive Director is based on the remuneration structure as determined by the Board and is revised from time to time, depending on individual contribution, the Company's performance, and

the provisions of the Act read with the rules made thereunder and Listing Regulations;

- ii. The remuneration to the Non-Executive Directors may be restricted to the sitting fees for attending meetings of the Board of Directors and meetings of Audit Committee and Nomination and Remuneration Committee.
- iii. The remuneration to the Non-Executive Directors may be paid within the monetary limits approved by shareholders and as per computation of the net profits of the Company as per the applicable provisions viz. Sections 197, 198 and Rules made thereunder read with Schedule V of the Act;
- iv. The approval of shareholders by special resolution shall be obtained every year, in the cases wherein the annual remuneration payable to a single Non-Executive Director exceeds fifty per cent of the total annual remuneration payable to all Non-Executive Directors, giving details of the remuneration thereof.

Any incidental expense incurred by the Directors with relation to the participation in the meetings of the Board and Committees of the Board shall be reimbursed.