



P. B. FILMS LIMITED

CIN : L92100WB2007PLC119040

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

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

Web : www.pbfilms.in

Date: 17.12.2024

To,
The Manager,
Dept-of Corporate Services
BSE Ltd.,
P.J. Towers, Dalal Street,
Mumbai - 400 001.

Security Code No.: 539352

Sub.: Scrutinizer's Consolidated Report (remote e-voting and e-voting at the AGM of the 17th Annual General Meeting (AGM) conducted through VC/OAVM.

Ref.: Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014.

Dear Sir,

We refer to the above and wish to inform you that 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, Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, and in compliance with various circulars issued by Ministry of Corporate Affairs and Securities and Exchange Board of India, the Company had provided to its members the facility to exercise their right to vote on resolutions at the 17th Annual General Meeting through remote e-voting and e-voting at the AGM services provided by National Securities Depository Limited (NSDL).

The remote e-voting period commenced on Friday, 13th December, 2024 (9:00 a.m.) and ended on Sunday, 15th December, 2024 (5:00 p.m.). During this period, the members of the Company, as on the cut-off date of Friday, 6th December, 2024, had casted their vote through remote e-voting. Thereafter, at the AGM e-voting facility was provided for those members who attended the meeting but had not voted through the remote e-voting facility.

Mr. Arun Kumar Jaiswal (Membership No.: 29827, CP No.: 12281), of Jaiswal and Co., Practicing Company Secretary, Kolkata had been appointed as the Scrutinizer to scrutinize the remote e-voting process and e-voting at the AGM Process in a fair and transparent manner.

The Scrutinizer's Consolidated Report (remote e-voting and e-voting at AGM) w.r.t. 17th Annual General Meeting of the Company held on Monday, the 16th day of December, 2024 at 01.10 p.m. through Video Conference or Other Audio Visual Means facility, is enclosed herewith.



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We request you to take the same on record and acknowledge the receipt of the same.

Thanking you,

Yours Faithfully,

For **P. B. FILMS LIMITED**

SNEHA RAY

MANAGING DIRECTOR

DIN: 05294801

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

Encl: as above



JAISWAL A & CO.

Company Secretaries
4A, Council House, 1st Floor, MMS Chamber
Room No- D1, Kolkata- 700001
Email : jaiswalarun82@gmail.com

Combined Scrutinizer's Report on Remote E-Voting

[Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of The Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To,

The Chairman of the 17th Annual General Meeting of the Equity Shareholders of
M/s P.B. Films Limited

Sub : Scrutinizer's Report on Remote E-voting at the 17th Annual General Meeting of M/s P.B. Films Limited ("the Company") held through video conferencing / other audio visual means on Monday, 16th December, 2024 at 01.00 O'Clock through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM").

Dear Sir,

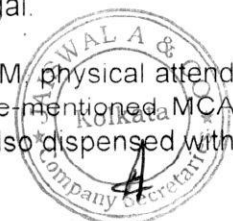
I, Arun Kumar Jaiswal (ACS: 29827, CP No.: 12281) Company Secretaries in whole-time practice was appointed by the Board of Directors of **M/s P.B. Films Limited** ("the Company"), **CIN: L92100WB2007PLC119040** to act as the Scrutinizer to scrutinize the remote e-voting and voting through electronic system during the Annual General Meeting (AGM) and ascertaining the requisite majority on remote e-voting and voting through electronic voting system during the Annual General Meeting (AGM) carried out as per the provisions of Section 108 of the Companies Act, 2013 ("The Act") read with Rule 20 of the Companies (Management and Administration) Rule 2014 read with amendments made thereto and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015 ("SEBI Listing Regulations") and applicable Circulars on the business contained in the Notice of the AGM of the Company held on Monday, December 16, 2024 at 01.00 O'Clock (IST) through Video conferencing (VC)/ Other Audio Visual Means (OVAM).

Responsibility of the Management

The Management of the Company is responsible for ensuring compliances with the requirements of the Act and the Rules and Notifications and SEBI Listing Regulations relating to voting through electronics means on the business set out in Notice of the AGM.

In compliance with the provisions of the Companies Act, 2013 ("**the Act**"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**") and MCA Circulars, the 17th Annual General Meeting ("**Meeting**" or "**AGM**") of the Company was held through VC / OAVM on Monday, December 16, 2024 at 01.00 O'Clock (1ST). The proceedings of AGM deemed to be conducted at the Registered Office of the Company situated at 1st Floor, MMS Chamber, 4A, Council House Street, BBD Bagh, Kolkata-700001, West Bengal.

Since this AGM was held pursuant to the MCA Circulars through VC or OAVM, physical attendance of Members had been dispensed with. Accordingly, in terms of the above-mentioned MCA and SEBI circulars, the facility for appointment of proxies by the members were also dispensed with.



Members attended the meeting through VC or OAVM had been counted for the purpose of reckoning the quorum under Section 103 of the Companies Act 2013. I submit my report as under:

1. The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and related Rules in respect of voting through electronic means i.e. Remote E-Voting on the Resolutions contained in the Notice of AGM of the Company.
2. The Company had appointed National Securities Depository Limited ("NSDL") as the Service Provider for the purpose of extending the facility of Remote E-Voting system to the Members of the Company who participated in the AGM through VC / OAVM.
1. NSDL had provided a system for recording the votes of the Members electronically on all the items of the business sought to be transacted at the AGM of the Company, which was held on Monday, December 16, 2024.
2. As Scrutinizer for Remote E-Voting process my responsibility is to provide the Scrutinizer's Report of the votes cast in "**FAVOUR**" of "**AGAINST**" the resolution stated in the Notice of the AGM based on the votes casted through E-Voting process and reports generated from the e-voting system provided by the National Securities Depository Limited "NSDL".
3. The shareholders of the Company holding shares as on the "cut-off" date i.e. 06th December, 2024 were entitled to vote on the Resolutions as contained in the Notice of the AGM.
4. In accordance with the Notice of the Annual General Meeting sent to the shareholders and the Advertisement' published pursuant to Rule 20(4)(v) of the Companies (Management and Administration) Rules, 2014 as amended by the (Companies, Management and Administration) Amendment Rules 2015, the remote e-voting opened at 9:00 a.m. on 13th December, 2024 and remained open up to 5:00 p.m. on 15th December, 2024 preceding the date of the AGM.
5. As on the cut-off date i.e., 06th December, 2024, there were 475 shareholders.
6. At the end of the voting period on 15th December, 2024 at 5.00 P.M., the voting portal of the Service Provider was blocked forthwith.
7. The results of remote e-voting were unblocked by me by accessing the data downloaded by me from the website www.evoting.nsd.com of NSDL. The votes were unblocked by me at 03.08 P.M. on 16th December, 2024.
8. After counting the voting by electronic means the votes cast through remote E-voting process was tabulated for the purpose of considering the total votes cast by the Members through remote e-voting at the AGM).
9. My responsibility as scrutinizer for the remote e-voting is restricted to making a scrutinizer's Report of the votes cast in favour or against the resolutions.
10. Thereafter, I as a Scrutinizer duly compiled the details of the Remote E-voting carried out by the Members done through E-Voting system by the members attended through VC / OAVM, the details of which are as follows:



ORDINARY BUSINESS:

Item No. 1 – (Ordinary Resolution)

To receive and adopt the statement of Profit and Loss of the Company for the year ended 31st March, 2024 and the Balance Sheet as at that date together with the Reports of the Directors and the Auditors thereon):

	Remote e-voting		Voting results
	Number of Members who voted	Number of shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour of the Resolution	8	480000	100
Voted against the Resolution	0	0	0
Invalid votes	0	0	0

SPECIAL BUSINESS:

Item No. 2 – (Ordinary Resolution)

To appoint Mr. Somnath Naskar (DIN: 10465573) as Director (Non-Independent and Non-Executive):

	Remote e-voting		Voting results
	Number of Members who voted	Number of shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour of the Resolution	8	480000	100
Voted against the Resolution	0	0	0
Invalid votes	0	0	0



Item No. 3 – (Ordinary Resolution)

To appoint Mr. Bidhan Sardar (DIN: 10464460) as Director (Non-Independent and Non-Executive):

	Remote e-voting		Voting results
	Number of Members who voted	Number of shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour of the Resolution	8	480000	100
Voted against the Resolution	0	0	0
Invalid votes	0	0	0

Item No. 4 – (Ordinary Resolution)

To appoint Ms. Nita Agarwal (DIN: 07092762) as Independent Director):

	Remote e-voting		Voting results
	Number of Members who voted	Number of shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour of the Resolution	8	480000	100
Voted against the Resolution	0	0	0
Invalid votes	0	0	0



Item No. 5 – (Ordinary Resolution)

To appoint Ms. Sathi Kundu (DIN: 10837461) as Independent Director):

	Remote e-voting		Voting results
	Number of Members who voted	Number of shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour of the Resolution	8	480000	100
Voted against the Resolution	0	0	0
Invalid votes	0	0	0

Item No. 6 – (Ordinary Resolution)

To appoint Ms. Sneha Ray (DIN-05294801) as Executive Director):

	Remote e-voting		Voting results
	Number of Members who voted	Number of shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour of the Resolution	8	480000	100
Voted against the Resolution	0	0	0
Invalid votes	0	0	0



Item No. 7 – (Ordinary Resolution)

To appoint Ms. Sneha Ray (DIN-05294801) as Managing Director of the Company):

	Remote e-voting		Voting results
	Number of Members who voted	Number of shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour of the Resolution	8	480000	100
Voted against the Resolution	0	0	0
Invalid votes	0	0	0

All the papers relating to voting by remote e-voting shall remain in the safe custody of the Scrutinizer until the Chairman, considers, approves and signs the Minutes of the AGM and thereafter, the Scrutinizer shall hand over the related papers to the Company Secretary/Chairman, authorised by the Board for safe keeping.

Soft copy containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared "INVALID / ABSTAINED", for resolution is being delivered to the Company Secretary/Chairman, authorised by the Board for safe keeping separately.

Resolutions mentioned hereinabove stand passed with the required majority through Remote e-voting and deemed to have been passed as on the date of the AGM, accordingly I request the Chairman of the Company to announce the result of the meeting.

Thanking You,

Yours Faithfully,

For **JAIWAL A & CO.**
Company Secretaries



ARUN KUMAR JAISWAL
Proprietor
ACS 29827, CP No.: 12281
SCRUTINIZER



UDIN- A029827F003398049

Place: Kolkata

Peer Review Cert. No.: 2636/2022

Date: 16th December, 2024