

P. B. FILMS LIMITED

P. B. FILMS LIMITED

CIN: L92100WB2007PLC119040 Registered Office: 1st Floor, MMS Chamber, 4A, Council House Street, BBD Bagh, Kolkata-700001, West Bengal, India.

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

Website: www.pbfilms.in

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 19th Annual General Meeting (the "Meeting") of P. B. Films Limited will be held on Friday, September 25, 2026 at 11:00 a.m. (IST) through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM"), to transact the following business:

ORDINARY BUSINESS:

1. Adoption of Financial Statements

To consider and adopt the Audited Financial Statement of the Company for the year ended 31st March, 2026 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.

2. Re-appointment of Ms. Sneha Ray (DIN: 05294801) as a director liable to retire by rotation

To appoint a director in place of Ms. Sneha Ray (DIN: 05294801), who retires by rotation and being eligible, offers herself for re-appointment.

SPECIAL BUSINESS:

3. To approve material related party transactions between the Company and M/s Nirmalkunj Merchandise Limited (NML), and, in this regard, to consider and if thought fit, to pass with or without modification(s) the following as an Ordinary Resolution:

"**RESOLVED THAT** pursuant to the provisions of Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, ("SEBI Listing Regulations"), Section 188 of the companies act 2013 and other applicable provisions of the Companies Act, 2013 ("Act") read with Rules made thereunder, other applicable laws/statutory provisions, if any, (including any statutory modification(s) or amendment(s) or re- enactment(s) thereof, for the time being in force), the Company's Policy on Related Party Transactions, and subject to such approval(s), consent(s), permission(s) as may be necessary from time to time on basis of approval, recommendation of the Audit Committee and the Board of Directors of the Company, the approval of the Members of the Company be and is hereby accorded to enter into Material Related Party Transaction(s) / Contract(s) / Arrangement(s) / Agreement(s) entered into / proposed to be entered into (whether by way of an individual transaction or transactions taken together or a series of transactions or otherwise), as mentioned in detail in the Explanatory Statement annexed herewith, between the Company and M/s Nirmalkunj Merchandise Limited (NML), a 'Related Party' of the Company, on such terms and conditions as may be mutually agreed between the Company and NML, for an aggregate value not exceeding Rs. 5 crores for a period commencing from the 19th Annual General Meeting upto the date of 20th Annual General Meeting of the Company to be held in the calendar year 2027, provided that such transaction(s) / contract(s) / arrangement(s) / agreement(s) is / are carried out at an arm's length pricing basis and in the ordinary course of business.

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RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to delegate all or any of the powers conferred on it to any Committee of Board of Directors and/or Managing/Whole-time Director(s) of the Company and to do all such acts and take all such steps as may be considered necessary or expedient to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects."

4. To approve material related party transactions between the Company and M/s Premkunj Distributor Limited (PDL), and, in this regard, to consider and if thought fit, to pass with or without modification(s) the following as an Ordinary Resolution

"**RESOLVED THAT** pursuant to the provisions of Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, ("SEBI Listing Regulations"), Section 188 of the companies act 2013 and other applicable provisions of the Companies Act, 2013 ("Act") read with Rules made thereunder, other applicable laws/statutory provisions, if any, (including any statutory modification(s) or amendment(s) or re- enactment(s) thereof, for the time being in force), the Company's Policy on Related Party Transactions, and subject to such approval(s), consent(s), permission(s) as may be necessary from time to time on basis of approval, recommendation of the Audit Committee and the Board of Directors of the Company, the approval of the Members of the Company be and is hereby accorded to enter into Material Related Party Transaction(s) / Contract(s) / Arrangement(s) / Agreement(s) entered into / proposed to be entered into (whether by way of an individual transaction or transactions taken together or a series of transactions or otherwise), as mentioned in detail in the Explanatory Statement annexed herewith, between the Company and M/s Premkunj Distributor Limited (PDL), a 'Related Party' of the Company, on such terms and conditions as may be mutually agreed between the Company and PDL, for an aggregate value not exceeding Rs. 5 crores for a period commencing from the 19th Annual General Meeting upto the date of 20th Annual General Meeting of the Company to be held in the calendar year 2027, provided that such transaction(s) / contract(s) / arrangement(s) / agreement(s) is / are carried out at an arm's length pricing basis and in the ordinary course of business.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to delegate all or any of the powers conferred on it to any Committee of Board of Directors and/or Managing/Whole-time Director(s) of the Company and to do all such acts and take all such steps as may be considered necessary or expedient to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects."

For and on behalf of the Board

P B Films Limited

Sd/-

Sneha Ray

Managing Director

DIN-05294801

Date: 18.08.2026

Place: Kolkata

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NOTES

1. The Ministry of Corporate Affairs ('MCA'), inter alia, vide its General Circular No(s). 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, and subsequent circulars issued in this regard, the latest being General Circular No. 03/2025 dated September 22, 2025 (collectively referred to as 'MCA Circulars'), has permitted the holding of the AGM through Video Conferencing ('VC') or through Other Audio-Visual Means ('OAVM'), without the physical presence of the Members at a common venue.
2. Further, the Securities and Exchange Board of India ('SEBI') vide its Circular(s) dated May 12, 2020, January 15, 2021, May 13, 2022, January 5, 2023, October 6, 2023, October 7, 2023, October 3, 2024 and June 5, 2025 ('SEBI Circulars') and other applicable circulars issued in this regard, has provided relaxations from compliance with certain provisions of the SEBI Listing Regulations.
3. In compliance with the aforesaid MCA Circulars and SEBI Circulars, Notice of the AGM along with the Annual Report 2025-26 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 2025-26 will also be available on the Company's website www.pbfilms.in and on website of the Stock Exchange at www.bsesme.com. Further, in accordance with Regulation 36(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, the letter providing the web-link, including the exact path, where complete details of the Annual Report is available is being sent to those shareholder(s) who have not registered their email address with Company or RTA or Depository.
4. An Explanatory Statement pursuant to Section 102(1) of the Act, forming part of the Notice setting out the material facts and rationale for the Proposed Transactions as detailed in respect of Resolution No. 3 & 4 hereinabove is annexed hereto along with the Notice of the AGM. Details pursuant to Regulation 23 of the SEBI Listing Regulations read with Industry Standards Forum note on minimum information to be provided to the Audit Committee and Shareholders (RPT Industry Standards), for approval of related party transactions, is furnished as part of the Explanatory Statement forming part of this Notice. Further, relevant information pursuant to Regulation(s) 36 and other relevant provisions of the SEBI Listing Regulations and disclosure requirements in terms of SS-2 issued by The Institute of Company Secretaries of India, in respect of Director seeking re-appointment at this 19th Annual General Meeting ('Meeting' or 'AGM') is furnished as an Annexure A to this Notice.
5. 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.
6. 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.
7. The Register of Members and Share Transfer Books of the Company will remain closed from 18.09.2026 to 25.09.2026(both days inclusive).
8. The Members who shall be holding the shares either in physical form or in dematerialized form as on 28.08.2026 will receive the Notice of AGM and Annual Report for the Financial Year ended 31st March, 2026.
9. 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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- 10.** 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.
 - 11.** 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.
 - 12.** The Members can join the AGM in the VC/OAVM mode 30 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.
 - 13.** 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.
 - 14.** Pursuant to SEBI Circular No.: HO/38/13/11(2)2026-MIRSD-POD/ I/3750/2026 dated January 30, 2026, a special window has been opened for a period of 1 (one) year from February 5, 2026 to February 04, 2027 for re-lodgement of transfer requests of physical shares, which were lodged prior to the deadline of April 01, 2019 and which were rejected or returned or not attended to, due to deficiency(ies) in documents or process and missed March 31, 2021 deadline. Accordingly, eligible shareholders are encouraged to re-lodge such deeds along with requisite documents within special window period to the Company's RTA i.e. Cameo Corporate Services Limited at No 1, Subramanian Building, Near Spencers Signal, Club House Road, Anna Salai, Pudupakkam, Chennai, Tamil Nadu, 600002, Email ID: cameo@cameoindia.com.
- Please note that shares that are re-lodge for transfer shall be processed only in demat mode and shall be under lock-in for a period of one year from the date of registration of transfer. Further, such securities shall not be transferred/lien-marked/pledged during the said lock-in period. The Circular is also available on the website of the Company at www.pbfilms.in
- 15.** 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.
 - 16.** 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.
 - 17.** 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
 - 18.** 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.
 - 19.** 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.

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20. 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.

21. Voting through Electronic means:

1. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
2. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
3. The Company has appointed Hemant Sharma & Associates (Membership No.: A42264, CP No.: 17411), Practicing Company Secretary, as Scrutinizer for scrutinising the e-voting at the Annual General Meeting and remote e-voting process in a fair and transparent manner.

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

The remote e-voting period commences on 22.09.2026 (9:00 am) and ends on 24.09.2026 (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 18.09.2026, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

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

1. Pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021 and all other relevant circulars issued from time to time, physical attendance of the Members to the EGM/AGM venue is not required and general meeting be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing EGM/AGM through VC/OAVM.
2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM/AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the EGM/AGM through VC/OAVM and participate there at and cast their votes through e-voting.
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.

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5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EGM/AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the EGM/AGM will be provided by NSDL.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM/AGM has been uploaded on the website of the Company at www.pbfilms.in. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the EGM/AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
7. EGM/AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021.

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

The remote e-voting period begins on Tuesday, September 22, 2026 at 09:00 A.M. and ends on Thursday, September 24, 2026 at 17:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. September 18, 2026, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being September 18, 2026.

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.	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.

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	2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReq.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 4. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. NSDL Mobile App is available on  App Store   Google Play 
Individual Shareholders holding securities in demat mode with CDSL	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com 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 a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile

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	& 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.
Individual Shareholders (holding securities in demat mode) login through their depository participants	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.

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 i.e. Cast your vote electronically.

4. Your User ID details are given below :

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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.

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?

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1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to hemantsharmaandassociates@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 or send a request to Mr. Pritam Dutta, Assistant Manager at pritamd@nsdl.com / evoting@nsdl.com

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to (Company email id).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to (Company email id). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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

1. The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for remote e-voting.

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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 pbfilms2007@gmail.com. The same will be replied by the company suitably.
6. Shareholder who wants to register as Speaker Shareholder is requested to send the request mentioning details like Folio Number/Demat Account Number, Name and Contact Details to the Company on or before September 10, 2026 by the end of the business hours.

For and on behalf of the Board

P B Films Limited

Sd/-

Sneha Ray

Managing Director

DIN-05294801

Date: 18.08.2026

Place: Kolkata

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EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013, SECRETARIAL STANDARD ON GENERAL MEETINGS ('SS-2') AND ADDITIONAL INFORMATION AS REQUIRED UNDER THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND CIRCULARS ISSUED THEREUNDER

Resolution No. 3 & 4

In terms of Regulation 23 of the SEBI Listing Regulations, any transaction(s) with the Related Party, to be entered into individually or taken together with the previous transactions during any Financial Year, exceeds the consolidated Annual Turnover threshold as prescribed under Schedule XII of the SEBI Listing Regulations as per the last audited financial statements, ('Material Related Party Transactions'), require prior approval of the Members.

Details of the proposed Related Party Transactions ('RPTs') between the Company and Related Parties, including the information required to be disclosed in the Explanatory Statement pursuant to the Regulation 23 of the SEBI Listing Regulations read with the SEBI Master Circular no. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026, SEBI Circular No. SEBI/HO/CFD/CFD- PoD-2/P/CIR/2025/18 dated February 14, 2025 and SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated June 26, 2025, specifying the Industry Standards on "Minimum information to be provided for review of the Audit Committee and Shareholders for approval of a related party transaction" ('Standards') and applicable provisions of the Act, are as follows:

Sr No	Description	Nirmalkunj Merchandise Limited (NML)	Premkunj Distributor Limited (PDL)
Part A: Details of the related party and transactions with the related party			
A(1)	Basic details of the related party		
1	Name of the related party	Nirmalkunj Merchandise Limited (NML)	Premkunj Distributor Limited (PDL)
2	Country of incorporation of the related party	India	India
3	Nature of business of the related party	General trading and allied commercial activities.	General trading and allied commercial activities.
A(2)	Relationship and ownership of the related party		
1	Relationship between the listed entity and the related party.	Part of Promoter and Promoter Group and consequently a Related party	Part of Promoter and Promoter Group and consequently a Related party
2	Shareholding of the listed entity, whether direct or indirect, in the related party.	NIL	NIL
3	Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/subsidiary (in case of transaction involving the subsidiary).	NA	NA
4	Shareholding of the related party, whether direct or indirect, in the listed entity.	21,60,875 constituting 14.99% of the Total Capital of the Listed Entity	21,09,250 constituting 14.63% of the Total Capital of the Listed Entity
A(3)	Details of previous transactions with the related party		

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1	Total amount of all the transactions undertaken by the listed entity with the related party during each of the last financial year.	There were no transactions undertaken during the financial year 2025-26 between the Company and NML.	There were no transactions undertaken during the financial year 2025-26 between the Company and PDL.
2	Total amount of all the transactions undertaken by the listed entity with the related party during the current Financial Year (till the date of approval of the Audit Committee / shareholders).	There were no transactions undertaken during the current financial year upto the date of approval by the Audit Committee between the Company and NML.	There were no transactions undertaken during the current financial year upto the date of approval by the Audit Committee between the Company and PDL.
3	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered with the listed entity or its subsidiary during the last financial year.	No	No
A(4) Amount of the proposed transactions (All types of transactions taken together)			
1	Total amount of all the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	Upto Rs. 5 Crore	Upto Rs. 5 Crore
2	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current Financial Year is material RPT?	Yes	Yes
3	Value of the proposed transactions as a percentage of the listed entity's annual Standalone turnover for the immediately preceding Financial Year	3333.33%	3333.33%
4	Value of the proposed transactions as a percentage of the subsidiary's annual standalone turnover for the immediately preceding Financial Year	NA	NA
5	Value of the proposed transactions as a percentage of the related party's annual Standalone turnover for the immediately preceding Financial Year.	Not Applicable, as NML had no turnover during the immediately preceding Financial Year.	Not Applicable, as PDL had no turnover during the immediately preceding Financial Year.
6	Financial performance of the related party - Standalone turnover of the related party for the last Financial year - Standalone networth of the related party for the last Financial year	NIL 963800	NIL 9,65,000

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	• Standalone net profits/(loss) of the related party for the last Financial year	(10,339)	(10,307)
A(5)	Basic details of the proposed transaction		
1	Specific type of the proposed transaction	Loans and advances (other than trade advances) or inter-corporate deposits given by the listed entity	Loans and advances (other than trade advances) or inter-corporate deposits given by the listed entity
2	Details of the proposed transaction	Loans and advances (other than trade advances) or inter-corporate deposits given by the listed entity	Loans and advances (other than trade advances) or inter-corporate deposits given by the listed entity
3	Tenure of the proposed transaction	Period commencing from the 19th Annual General Meeting upto the date of 20th Annual General Meeting of the Company to be held in the calendar year 2027	Period commencing from the 19th Annual General Meeting upto the date of 20th Annual General Meeting of the Company to be held in the calendar year 2027
4	Whether omnibus approval is being sought?	Yes	Yes
5	Value of the proposed transaction during a Financial Year.	Approval is sought for an aggregate value of Rs. 5 Crore per financial year in respect of the proposed transactions. Refer Point No. 2 in section A (5) above for the breakup of the transactions.	Approval is sought for an aggregate value of Rs. 5 Crore per financial year in respect of the proposed transactions. Refer Point No. 2 in section A (5) above for the breakup of the transactions.
6	Provide a clear justification for entering into the RPT, demonstrating how the proposed RPT serves the best interests of the listed entity and its public shareholders.	The Audit Committee noted that the transaction(s) are in the ordinary course of business and at arm's length. The Company proposes to extend a financial facility of up to Rs. 5 crore to NML by way of an Inter-Corporate Loans, advances and/or deposits, in order to enable NML to meet its funding requirements.	The Audit Committee noted that the transaction(s) are in the ordinary course of business and at arm's length. The Company proposes to extend a financial facility of up to Rs. 5 crore to PDL by way of an Inter-Corporate Loans, advances and/or deposits, in order to enable PDL to meet its funding requirements.
7	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. a. Name of the director / KMP b. Shareholding of the director / KMP, whether direct or indirect, in the related party	NML is the part of the Promoter and Promoter Group. Therefore, entire Promoter and Promoter Group is considered to be interested in the proposed transaction NA NA	PDL is the part of the Promoter and Promoter Group. Therefore, entire Promoter and Promoter Group is considered to be interested in the proposed transaction NA NA
8	A copy of the valuation or other external party report, if any.	Not Applicable. There is no valuation report or other report of external party for the aforesaid transactions.	Not Applicable. There is no valuation report or other report of external party for the aforesaid transactions.
9	Other information relevant for decision making	Not Applicable as the all the information required for informed decision making is disclosed.	Not Applicable as the all the information required for informed decision making is disclosed.
Part B: Details of the specific transactions with the related party			
B(1), B (3), B (4), B(5), B(6) & B(7) of table forming part of the Industrial Standards are not applicable.			
B(2)	Loans and advances (other than trade advances) or inter-corporate deposits given by the listed entity or its subsidiary		
1	Source of funds in connection with the proposed transaction.	Internal accruals	Internal accruals

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2	Where any financial indebtedness is incurred to give loan, intercorporate deposit or advance, specify the following: a. Nature of indebtedness b. Total cost of borrowing c. Tenure d. Other details	Yes a. As may be determined and approved by the Board of Directors b. As may be mutually agreed upon c. As may be mutually agreed upon d. As may be mutually agreed upon	Yes a. As may be determined and approved by the Board of Directors b. As may be mutually agreed upon c. As may be mutually agreed upon d. As may be mutually agreed upon
3	Rate of interest at which the listed entity or its subsidiary is borrowing from its bankers/ other lenders.	As may be determined and approved by the Board of Directors and mutually agreed upon.	As may be determined and approved by the Board of Directors and mutually agreed upon.
4	Proposed interest rate to be charged by listed entity from the related party.	As may be determined and approved by the Board of Directors and mutually agreed upon.	As may be determined and approved by the Board of Directors and mutually agreed upon.
5	Maturity / due date	On demand	On demand
6	Repayment schedule & terms	On demand	On demand
7	Whether secured or unsecured?	Unsecured	Unsecured
8	If secured, the nature of security & security coverage ratio	NA	NA
9	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the transaction.	The funds will be utilized by the ultimate beneficiary for its principal business	The funds will be utilized by the ultimate beneficiary for its principal business

Part C: Details of material transactions with the related party	
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C(1)	details for proposed transactions relating to any loans, inter-corporate deposits or advances given by the listed entity or its subsidiary		
1	Latest credit rating of the related party	NA	NA
2	Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person and value of subsisting default. <i>Note: This information may be provided to the extent it is available in the public domain or as may be provided by the related party upon request.</i> In addition, state the following: a. Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting; b. Whether the related party has been declared a "wilful defaulter" by any of its bankers and	NIL a. No b. No	NIL a. No b. No

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	whether such status is currently subsisting; c. Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation; d. Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016.	c. No d. No	c. No d. No
C (2) to C (6) of table forming part of the Industrial Standards are not applicable.			

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Annexure A

As per the requirements of Secretarial Standards on Meetings (SS-2) and Regulation 36(3) of SEBI (LODR), Regulations, 2015, a brief profile and information of Director being Reappointed is given separately.

A BRIEF PROFILE AND INFORMATION OF DIRECTORS BEING APPOINTED/REAPPOINTED

Name of Director	Ms. Sneha Ray (DIN-05294801)
Date of Birth	13.06.1986
Date of Appointment	15.11.2024
No. of Shares Held	NIL
Age	Approx. 40 years 2 months
Qualification(s) and Experience in Specific Functional Areas	Ms. Sneha Ray (DIN: 05294801) is appointed as Additional (Executive) and Managing Director of the Company w. e. f. 15th November, 2024. Her appointment was regularized in the 17 th AGM held on 16 th December, 2024. She has completed her education in the field of B.A. English Hons. She is the founder of Founder of Talent Hub Acquisition Resources LLP - (Manpower Hiring consultancy) & Radha Rani Exclusive Creation - Brand Name: Sareeka- (Online digital Indo-Western Garments). Her entrepreneurship is expected to bring dynamic thinking and acceleration for the 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 Ms. Sneha Ray (DIN-05294801) & the Board of Directors of the Company
Details of remuneration sought to be paid and the remuneration last drawn by such person, if applicable	NIL
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	6 (Six)

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the year	
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For and on behalf of the Board

P B Films Limited

Sd/-

Sneha Ray

Managing Director

DIN-05294801

Date: 18.08.2026

Place: Kolkata