



# P. B. FILMS LIMITED

**REGD. OFFICE :**

1, Crooked Lane, 2nd Floor, Room No. 233  
Kolkata - 700069, West Bengal, India  
Tele: +91-33-4005 4673

**CORPORATE OFFICE :**

18, Giri Babu Lane, 2nd Floor, Room No. 2C  
Kolkata-700012, West Bengal, India  
Tele: +91-33-4006 6405/ 4004 8131

E-mail : info@pbfilms.co.in

Web : www.pbfilms.co.in

CIN : U92100WB2007PLC119040

Date: 17<sup>th</sup> October, 2016

To,  
BSE Limited  
25<sup>th</sup> Floor, P. J. Towers, Dalal Street,  
Fort, Mumbai - 400 001

Dear Sirs,

**Sub: Submission of Annual Report as per Regulation 34 of SEBI (LODR) Regulations, 2015**

Please find the enclosed Annual Report of the company for the financial year 2015-16 as required to be provided under Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Kindly take the same on record and acknowledge.

Thanking you,

Yours faithfully  
For P. B. Films Limited

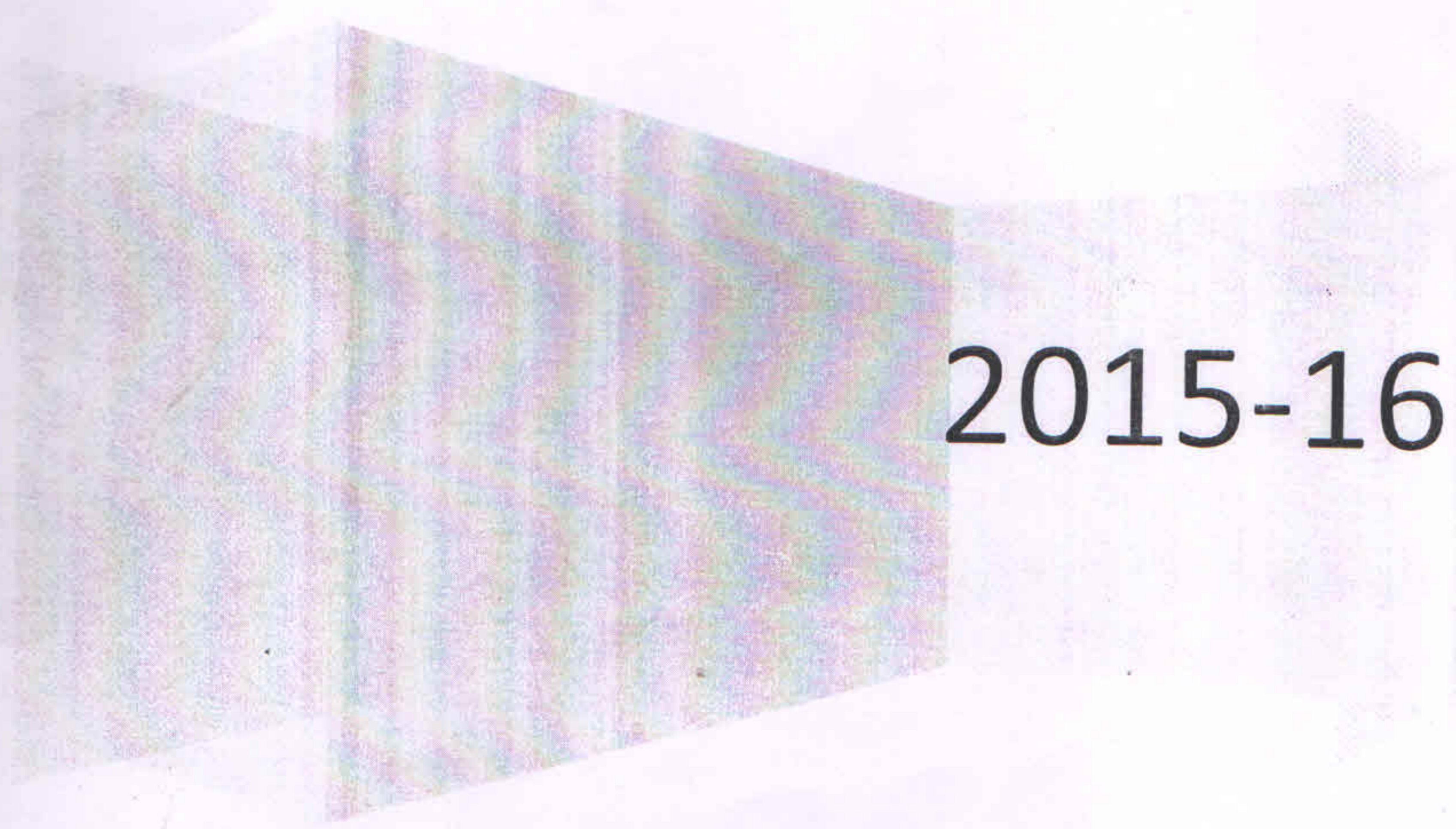
*Ritika Vidyasaria*  
Ritika Vidyasaria  
(Company Secretary)





**P. B. FILMS LIMITED**

**9TH ANNUAL REPORT**



**2015-16**



## CORPORATE INFORMATION

### BOARD OF DIRECTORS

MR. PANKAJ AGRAWAL	MANAGING DIRECTOR
MR. DINESH KUMAR AGARWAL	NON EXECUTIVE-INDEPENDENT DIRECTOR
MR. DEBASISH BASAK	NON EXECUTIVE-INDEPENDENT DIRECTOR
MRS. TANIMA MONDAL	WOMAN DIRECTOR

### COMPANY SECRETARY

MR. KUSHAL ADHIKARY

### CHIEF FINANCIAL OFFICER

MR. TARSEM SINGH JASSAL

### STATUTORY AUDITORS

RSVA & CO.

### REGISTERED OFFICE

1, CROOKED LANE, ROOM NO-233, 2<sup>ND</sup> FLOOR,

KOLKATA-700069, WEST BENGAL

TEL: +91 33 4005 4673

WEBSITE: WWW.PBILMS.CO.IN

### CIN

CIN: U92100WB2007PLC119040

### CORPORATE OFFICE

18, GIRI BABU LANE, 2<sup>ND</sup> FLOOR, ROOM NO. 2C

KOLKATA-700012, WEST BENGAL

E-MAIL: [info@pbfilms.co.in](mailto:info@pbfilms.co.in)

### REGISTRAR AND TRANSFER AGENTS

CAMEO CORPORATE SERVICES LTD.

SUBRAMANIAN BUILDING, 1 CLUB HOUSE ROAD,

CHENNAI- 600002, TAMIL NADU, INDIA

TEL NO: +91 44-2846 0390

E-MAIL: [CAMEO@CAMEOINDIA.COM](mailto:CAMEO@CAMEOINDIA.COM)

### LISTING INFORMATION

FAX NO: +91 44-2846 0129

BSE LIMITED (BSE)

SCRIP CODE: 539352





**CONNECTIVITY**

NATIONAL DEPOSITORY SERVICES LIMITED)

CDSL (CENTRAL DEPOSITORY SERVICES (INDIA) LIMITED

ISIN: INE212Q0119

**ANNUAL GENERAL MEETING**

DATE AND TIME: 30<sup>TH</sup> SEPTEMBER, 2016

VENUE: BHARATIYA BHASHA PARISHAD, THEATRE ROAD, 36A SHAKESPEARE SARANI, KOLKATA-700017





**NOTICE OF 9<sup>TH</sup> ANNUAL GENERAL MEETING**

NOTICE IS HEREBY GIVEN that the Ninth Annual General Meeting of the members of the Company will be held at Bharatiya Bhasha Parishad, Threatre Road, 36A Shakespeare Sarani, Kolkata-700017, West Bengal on Friday the 30th day of September, 2016 at 3:00 P.M. to transact the following business:

**Ordinary Business**

1. To receive consider and adopt the audited Balance Sheet as at 31st March, 2016, the Profit & Loss Account for the year ended on that date and the reports of the Auditors and Directors thereon.
2. To re-appoint Mrs. Tanima Mondal (DIN: 07108719), who retires by rotation and being eligible offers himself for re-appointment.
3. Appoint Auditors and in this regard to consider and if thought fit, to pass with or without modification, the following resolution as **ORDINARY RESOLUTION** :

RESOLVED that M/s. RSVA & Co.,(Registration Number 110504W with the Institute of Chartered Accountants of India) be and are hereby re-appointed as Auditors to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting of the Company at a remuneration to be decided by the Audit Committee of the Board in consultation with the Auditors, which fee may be paid on a progressive billing basis to be agreed between the Auditor and the Audit Committee of the Board or such other officer of the Company as may be approved by the Board/Committee.

Date: 22.08.2016

Place: Kolkata

By Order of the Board  
For **P. B. FILMS LIMITED**  
Sd/-

Pankaj Agrawal  
Managing Director



**NOTES:**

1. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND PROXY NEED NOT BE A MEMBER.** A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company.
2. The Register of Members and the Share Transfer books of the Company will remain closed from 24<sup>th</sup> September, 2016 to 30<sup>th</sup> September, 2016 (both days inclusive) for the purpose of Annual General Meeting.
3. The Proxy form duly signed and completed should be deposited at the registered office at the company at least before the 48 hours from the commencement of the meeting.
4. Electronic copy of the Annual Report for the financial year 31<sup>st</sup> March, 2016 is being sent to all the members whose email IDs are registered with the Company/ Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for the financial year 2016 is being sent in the permitted mode.
5. In case of Joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitles to vote.
6. Electronic copy of the Notice of the 9<sup>th</sup> Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the 9<sup>th</sup> Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.
7. Members may also note that the Notice of the 9th Annual General Meeting and the Annual Report for 2015-16 will also be available on the Company's website at [www.pbfilms.co.in](http://www.pbfilms.co.in) for download.
8. Members desiring any clarification on accounts are requested to write to the Company at an early date so as to enable the Company to keep the information ready.
9. Members desiring any clarification on accounts are requested to write to the Company at an early date so as to enable the Company to keep the information ready.
10. The ISIN No. allotted for the Company's shares is INE212Q01019.
11. Members / Proxies are requested to bring attendance-slip along with their copy of Annual Report to the Meeting.



## 12. Voting through electronic means

- I. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as substituted by the Companies (Management and Administration) Amendment Rules, 2015 and clause 35B of the Listing Agreement, the Company is pleased to provide members facility to exercise their right to vote at the 8th Annual General Meeting (AGM) 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 AGM (“remote e –voting”) will be provided by Central Depository Services of India Limited (CDSL).
- II 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.
- III. 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.
- IV. The remote e-voting period commences on 27th September, 2016 at (10.00 a.m.) and ends on 29<sup>th</sup> September, 2016 at (5.00 p.m.). During this period shareholders’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 23<sup>rd</sup> September, 2016, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL 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 shareholders voting electronically are as under:**

- (i) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (ii) Click on Shareholders.
- (iii) Now enter your User ID
  - a. **For CDSL:** 16 digits beneficiary ID,
  - b. **For NSDL:** 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (iv) Next enter the Image Verification as displayed and Click on Login.

If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.

If you are a first time user follow the steps given below:



For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>• Members who have not updated their PAN with the Company/ Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</li> <li>• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.

- (V) After entering these details appropriately, click on "SUBMIT" tab.
- (vi) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vii) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (viii) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (ix) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (x) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

Date: 22.08.2016

Place: Kolkata

By Order of the Board  
For **P. B. FILMS LIMITED**  
Sd/-

Pankaj Agrawal  
Managing Director





**P.B. FILMS LIMITED**

CIN: U92100WB2007PLC119040

1, Crooked Lane, 2<sup>nd</sup> Floor, Room No. 233, Kolkata-700069, West Bengal

Email: [info@pbfilms.co.in](mailto:info@pbfilms.co.in) Tel: (033) 4005 4673

**ATTENDANCE SLIP**

**P.B. FILMS LIMITED**

U92100WB2007PLC119040

1, Crooked Lane, 2<sup>nd</sup> floor

or, Room No. 233,

Kolkata-700069, West Bengal

**9<sup>th</sup> Annual General Meeting**

I/ We hereby record my/our presence at the 9<sup>th</sup> Annual General Meeting of the Company at Bharatiya Bhasha Parishad, Threatre Road, 36A Shakespeare Sarani, Kolkata-700017, West Bengal

Member's Folio/  
DP ID-Client ID No

Member's/ Proxy's name  
in Block Letters

Member's/ Proxy's Signature

Note:

1. Please complete the Folio / DP ID – Client ID No. and name, sign this Attendance Slip and handover at the Attendance Verification Counter at THE MEETING HALL.
2. Electronic copy of the Annual Report for FY 2015-16 and the Notice of the Annual General Meeting (AGM) along with Attendance Slip and Proxy Form is being sent to all the members whose email address is registered with the Depository Participant unless any member has requested for a hard copy of the same. Members receiving electronic copy and attending the AGM can print copy of this Attendance Slip.
3. Physical copy of the Annual Report for 2015-16 and the Notice of the Annual General Meeting along with the Attendance Slip and Proxy Form is sent in the permitted mode(s) to all members whose email is not registered or who have requested for a hard copy.





## P.B. FILMS LIMITED

CIN: U92100WB2007PLC119040

1, Crooked Lane, 2<sup>nd</sup> Floor, Room No. 233, Kolkata-700069, West BengalEmail: [info@pbfilms.co.in](mailto:info@pbfilms.co.in) Tel: (033) 4005 4673

FORM NO. MGT-11

## PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

## P.B. FILMS LIMITED

U92100WB2007PLC119040

1, Crooked Lane, 2<sup>nd</sup> floor

or, Room No. 233,

Kolkata-700069, West Bengal

Name of the member(s):

Registered Address:

E-mail Id:

Foli No/ Client Id: DP ID:

I/ We, being the member (s) of .....shares of the above named company, hereby appoint:

1.Name:.....Address.....

.....EmailID.....Signature.....

or failing him;

2.Name:.....Address.....

.....EmailID.....Signature.....

or failing him;

3.Name:.....Address.....

.....EmailID.....Signature.....

or failing him;

As my / our proxy to attend and vote (on a poll) for me/ us and on my/ our behalf at the 9<sup>th</sup> Annual General Meeting of the Company to be held on 30th day of September, 2016 at 3:00 p.m. at Bharatiya Bhasha Parishad, Threatre Road, 36A Shakespeare Sarani, Kolkata-700017, West Bengal and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No.	RESOLUTIONS	Optional	
		For	Against
	Ordinary Business		
1.	Ordinary Resolution for adoption of Audited Financial Statements for the year ended March 31, 2016		
2.	Ordinary Resolution to re-appoint Mrs. Tanima Mondal		
3.	Ordinary Resolution under Section 139 of the Companies Act, 2013 for re-appointment of M/s . RSVA & Co. as Statutory Auditors of the Company and fixing their remuneration		



**DIRECTORS' REPORT**

**To,**  
**The Members,**  
**P. B. Films Limited**

**Dear Shareholders,**

Your Directors have pleasure in presenting the 9<sup>th</sup> Annual report of your Company along with Audited Statement of Accounts and the Auditors' Report of your Company for the financial year ended 31<sup>st</sup> March 2016.

**FINANCIAL SUMMARY OF THE COMPANY**

The highlights of financial results of your Company are as follows:

<b>Particulars</b>	<b>For the financial year ended as on 31<sup>st</sup> March, 2016.</b>	<b>For the financial year ended as on 31<sup>st</sup> March, 2015.</b>
Income	<b>31,801,847.44</b>	51,398,684.06
Less: Expenditure	<b>31,599,171.85</b>	49,586,117.17
Profit/ Loss before taxation	<b>2,02,675.59</b>	1,812,566.89
Less:- Tax Expenses (Net of Deferred Tax)	<b>(5,60,145.00)</b>	24,110.00
Net Profit/ (Loss) after taxation	<b>7,62,820.59</b>	1,788,456.89

**FINANCIAL PERFORMANCE**

During the year under review, the Company's income is Rs. 31,801,847.44 as against income of Rs. 51,398,684.06 in 2014-15

**RESERVES AND SURPLUS**

The Reserves and Surplus is Rs. 3,157,149.22 as on the end of the current year and the profit of the current year Rs. 7,62,820.59 has been transferred to Reserve and Surplus

**DIVIDEND**

To plough back the profits in to the business activities, no dividend is recommended for the financial year 2015-16.

**SHARE CAPITAL**

The Paid up Equity Share Capital as on 31<sup>st</sup> March, 2016 stood at Rs. 144,176,250.00. During the year the company has come up with the Initial Public Issue of Rs. 50,00,000 Equity Shares of Rs. 10/- each (the "Equity Shares") for cash at a price of Rs. 10/- per Equity Share aggregating to Rs. 500.00 Lacs ("the issue").



## **BUSINESS REVIEW / STATE OF COMPANY'S AFFAIRS**

### **Initial Public offer (IPO)**

During the year the company has come up with the Initial Public Issue of Rs. 50,00,000 Equity Shares of Rs. 10/- each (the "Equity Shares") at a price of Rs. 10/- per Equity Share aggregating to Rs. 500.00 Lacs (" the issue").

Out of the Issue, 2,60,000 Equity Shares of Rs. 10 each at a price of Rs. 10 each per Equity Share aggregating to Rs. 26.00 Lacs, which will be reserved for subscription by Market Makers to the issue (the " Market Maker Reservation Portion") and Net Issue to the Public of Rs. 47,40,000 Equity Shares of Rs. 10 each at a price of Rs. 10/- each per Equity Share aggregating to Rs. 474.00 Lacs (hereinafter referred to as the "Net Issue"). The Issue and the Net Issue will constitute 34.68% and 32.88%, respectively, of the post Issue paid up Equity Share Capital of the Company.

### **CHANGE IN THE NATURE OF BUSINESS**

During the year, the company has not changed its nature of business.

### **DIRECTORS & KEY MANAGERIAL PERSON:**

During the year under review, Mr. Tarsem Singh Jassal has resigned from the post of Chief Financial Officer of the Company with effect from February 29, 2016 .

Mrs. Tanima Mondal, who was appointed as an additional director w.e.f. March 2, 2015 by the Board of Directors and who holds office upto the date of last Annual General Meeting under Section 161(1) of the Companies Act, 2013 (the Act) and who is eligible for appointment and in respect of whom the company has received a notice in writing under Section 160(1) of the Act from a member proposing his candidature for the office of Director, is appointed as Director of the Company.

### **COMPOSITION OF BOARD AND STATUTORY COMMITTEES FORMED THEREOF**

#### **Board of Directors:**

<b>Sr. No.</b>	<b>Name</b>	<b>Nature of Directorship</b>
1.	Mr.Pankaj Agrawal	Managing Director
2.	Mr. Dinesh Kumar Agarwal	Non Executive-Independent Director
3.	Mr. Debasish Basak	Non Executive-Independent Director
4.	Mrs. Tanima Mondal	Woman Director

Currently, the Board has the following Committees:

- a) Audit Committee
- b) Nomination & Remuneration Committee
- c) Shareholders/Investors Grievance Committee



**Audit Committee:** The current composition of Audit Committee is as follows:

Sr. No.	Name	Chairman/ Members
1.	Mr. Dinesh Kumar Agarwal	Chairman
2.	Mr. Debasish Basak	Member
3.	Mr. Pankaj Agrawal	Member

**Nomination & Remuneration Committee:** The current composition of Nomination & Remuneration Committee is as follows:

Sr. No.	Name	Chairman/ Members
1.	Mr. Dinesh Kumar Agarwal	Chairman
2.	Mr. Debasish Basak	Member
3.	Mrs. Tanima Mondal	Member

**Shareholders/ Investors Grievance Committee:** The current composition of Shareholders/ Investors Grievance Committee is as follows:

Sr. No.	Name	Chairman/ Members
1.	Mr. Dinesh Kumar Agarwal	Chairman
2.	Mr. Debasish Basak	Member
3.	Mrs. Tanima Mondal	Member

### **DETAILS OF BOARD MEETINGS**

The Board meets at regular intervals to discuss and decide on Company / business policy and strategy apart from other Board business. The Board / Committee Meetings are pre-scheduled and a tentative annual calendar of the Board and Committee Meetings is circulated to the Directors in advance to facilitate them to plan their schedule and to ensure meaningful participation in the meetings.

The notice of Board meeting is given well in advance to all the Directors. Usually, meetings of the Board are held in Kolkata at the registered office of the Company. The Agenda of the Board / Committee meetings is circulated at least a week prior to the date of the meeting. The Agenda for the Board and Committee meetings includes detailed notes on the items to be discussed at the meeting to enable the Directors to take an informed decision.

The maximum interval between any two meetings did not exceed 120 days. The Board met Nine times in financial year 2015-16. The details of such Board Meetings are as follows:

#### **Board Meeting on 15.06.2015**

- Disclosure of Interest - First Board Meeting
- Appointment of peer review auditor - R.T.Jain & Co.
- Finalization of Accounts

#### **Board Meeting on 02-07-2015**

- Submission of draft prospectus with BSE
- Establishment of Vigil Mechanism



- Establishment of Sexual Harassment Committee
- Code of Conduct for insider trading of Unpublished Price
- Sensitive Information.

**Board Meeting on 17-08-2015**

- Submission of Prospectus with BSE & ROC
- Appointment of Scrutinizer
- Notice For AGM
- Escrow A/c opened with STOCK HOLDING CORPORATION OF INDIA LTD

**Board Meeting on 16-09-2015**

- Allotment of IPO
- MGT-10 Authorization

**Board Meeting on 29-09-2015**

- Opening of FD with Axis bank (Investment of Fund)

**Board Meeting on 14.11.2015**

- Finalization of Half Yearly financial statement.
- Appointment of M/s. Rahul R. Choudhary & Associates, as the internal auditor for the financial year 2015-16.
- Appointment of the secretarial auditor for the financial year 2015-16.
- Adopted the statement of deviations in use of issue proceeds on half yearly basis.

**Board Meeting on 19.01.2016**

- To authorise KMPs to determine materiality of events/ information, under Regulation 30(5) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- To take note of the Quarterly Statement on Investor complaints / Grievances Redressal Mechanism for the Quarter ended December 31, 2015, under Regulation 13(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

**Board Meeting on 15.02.2016**

- Authorizing RTA and CS to process share transfer within 15 days of application.
- Rent agreement of two office premises.

**Board Meeting on 22.02.2016**

- Resignation of CFO Mr. Tarsem Singh Jassal



### **Directors' Responsibility Statement**

Pursuant to the requirement clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013, your Directors confirm that:

- (a) In the preparation of the annual accounts for financial year ended March 31, 2016, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (b) The directors had 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 state of affairs of the Company at the end of the financial year and of the profit and loss of the Company for that period;
- (c) The directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (d) The directors had prepared the annual accounts on a going concern basis; and
- (e) The directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

### **MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY**

There have been no material changes and commitments which can affect the financial position of the Company occurred between the end of the financial year of the Company and date of this report.

### **INTERNAL FINANCIAL CONTROL**

The Board has adopted the policies and procedures for ensuring the orderly and efficient conduct of its business, including adherence to the 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 disclosures.

The company's Internal control systems are commensurate with the nature of its business and the size and complexity of its operations

### **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 through mitigating actions on a continuing basis. These are discussed at the meetings of the Board of Directors of the Company.



### **PARTICULARS OF EMPLOYEES AND OTHER DISCLOSURES**

The information required pursuant to Section 197 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of employees of the Company will be provide upon request. In terms of Section 136 of the Act, the reports and accounts are being sent to the members and others entitled thereto, excluding the information on employees' particulars which is available for inspection by the members at the registered office of the company during business hours on working days of the company up to the date of ensuing Annual General Meeting. If any Member is interested in inspecting the same, such member may write to the company secretary in advance.

### **DETAILS PERTAINING TO REMUNERATION AS REQUIRED UNDER SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WTH RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014**

Sr. No	Name of Director/ KMP and Designation	Remuneration of Director/KMP for FY 2015-16 (In Rs)	% increase in Remuneration in FY 2015-16	Ratio of Remuneration of Director to Median Remuneration of employees
1.	Pankaj Agrawal (Managing Director)	4,80,000.00	N.A	N.A

### **DEPOSITS**

The Company has not accepted any public deposits and as such, no amount on account of principal or interest on public deposits was outstanding as on the date of the balance sheet.

### **Particulars of loans, guarantees or investments under Section 186**

The Company has not given any loan, guarantee or has not made any investment pursuant to section 186 of the Companies Act, 2013.

### **Corporate Social Responsibility**

The Company has not yet constituted a Corporate Social Responsibility (CSR) Committee in accordance with Section 135 of the Companies Act, 2013. The Company does not compulsorily require forming this committee and hence it has been not yet formed.

### **Vigil mechanism**

The Company has not yet established a vigil mechanism but it will established soon for Directors and employees to report their genuine concerns, details of which have been given in the Corporate Governance Report annexed to this Report.



**Annual evaluation by the Board**

The evaluation framework for assessing the performance of Directors comprises of the following key areas:

- i. Attendance of Board Meetings and Board Committee Meetings
- ii. Quality of contribution to Board deliberations
- iii. Strategic perspectives or inputs regarding future growth of Company and its performance
- iv. Providing perspectives and feedback going beyond information provided by the management
- v. Commitment to shareholder and other stakeholder interests

The evaluation involves Self-Evaluation by the Board Member and subsequently assessment by the Board of Directors. A member of the Board will not participate in the discussion of his / her evaluation.

**HOLDING AND SUBSIDIARIES**

The Company is neither a holding Company nor a subsidiary Company so far for the F.Y. 2015-16.

**AUDITORS:**

**Statutory audit:**

M/s. RSVA & Co., Chartered Accountants hold office till the conclusion of ensuing AGM.

Further, M/s RSVA & Co., Chartered Accountants have furnished a certificate to the effect that their reappointment, if made, would be within the prescribed limits under Section 141(3)(g) of the Companies Act, 2013 and that they are not disqualified for reappointment.

The report of the Statutory Auditors along with notes to Schedules is enclosed to this report. The observations made in the Auditors' Report are self-explanatory and therefore do not call for any further comments.

There are no qualifications, reservations or adverse remarks or disclaimers made by M/s. RSVA & Co, Statutory Auditors, in their audit report.

The Statutory Auditors have not reported any incident of fraud to the Audit Committee of the Company in the year under review.

**Secretarial audit:**

Pursuant to the Provisions of Section 204(1) of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Management Personnel) Rules, 2014, the Company appointed Mr. Rohit Singhi, Company Secretary in Practice as Secretarial Auditors of the Company for the financial year 2015-16.

The Secretarial Audit Report is appended as Annexure to this Report.



**Cost audit:**

In accordance with Companies (Cost Records and Audit) Rules, 2014, Cost Audit is not applicable to the Company.

**RELATED PARTY TRANSACTIONS**

Name of The Party	Nature of Transaction	Amount (Rs)
Natraj Tradecom Private Limited	Rent paid	1,74,000.00
Ultimate Vacation Pvt. Ltd	Flight Fare Expense	18,896.00
Well View Dealcom Pvt. Ltd	Rent paid	1,74,000.00

**DETAILS OF CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO****(a) Conservation of energy**

The particulars regarding foreign exchange earnings and outgo appear as separate items in the notes to the Accounts. Since the Company does not own any manufacturing facility, the other particulars relating to conservation of energy and technology absorption stipulated in the Companies (Accounts) Rules, 2014 are not applicable.

(i)	the steps taken or impact on conservation of energy	<b>Not Applicable</b>
(ii)	the steps taken by the Company for utilizing alternate sources of energy	<b>Not Applicable</b>
(iii)	the capital investment on energy conservation equipments	<b>Not Applicable</b>

**(b) Technology absorption**

(i)	the efforts made towards technology absorption	<b>Not Applicable</b>
(ii)	the benefits derived like product improvement, cost reduction, product development or import substitution	<b>Not Applicable</b>
(iii)	in case of imported technology (imported during the last three years reckoned from the beginning of the financial year)-	<b>Not Applicable</b>
	(a) the details of technology imported	<b>Not Applicable</b>
	(b) the year of import;	<b>Not Applicable</b>
	(c) whether the technology been fully absorbed	<b>Not Applicable</b>
	(d) if not fully absorbed, areas where absorption has not taken place, and the reasons thereof	<b>Not Applicable</b>





(iv)	the expenditure incurred on Research and Development	Not Applicable
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**(c) Foreign exchange earnings and Outgo**

During the year, the no foreign exchange transaction has been made.

**Acknowledgement**

Your Directors place on record their appreciation for employees at all levels, who have contributed to the growth and performance of your Company.

Your Directors also thank the clients, vendors, bankers, shareholders and advisers of the Company for their continued support.

Your Directors also thank the Central and State Governments, and other statutory authorities for their continued support.

For and on behalf of the Board

**P. B. Films Limited**

**P. B. FILMS LIMITED**

*Pamraj Agrawal*  
**Managing Director**

(Managing Director)  
DIN: 00595868

For and on behalf of the Board

**P. B. Films Limited**

**P. B. FILMS LTD.**

*Jensen Agrawal*

**Director**  
(Director)

DIN: 01255468

Date : 30/05/2016

Place : Kolkata

**P. B. FILMS LTD.**

*Abhishek Basu*

**Director**



**Annexure 1**

Form No. MGT-9  
**EXTRACT OF ANNUAL RETURN**  
as on the Financial year ended on 31<sup>st</sup> March, 2016

of  
**P. B. FILMS LIMITED**

[Pursuant to Section 92(1) of the Companies Act, 2013 and rule 12(1) of the Companies  
(Management and Administration) Rules, 2014]

<b>I. REGISTRATION AND OTHER DETAILS:</b>	
i) CIN	U92100WB2007PLC119040
ii) Registration Date	27 <sup>th</sup> September, 2007
iii) Name of the Company	P. B. Films Limited
iv) Category / Sub-Category of the Company	Public Company/ Limited by shares
v) Address of the Registered Office and contact details	1, Crooked Lane, 2nd Floor, Room No.233, Kolkata-700069, West Bengal Contact No.: +91 33 4006 6405/ 4004 8131 E-mail: <a href="mailto:info@pbfilms.co.in">info@pbfilms.co.in</a>
vi) Whether listed company	Yes
vii) Name, Address and contact details of Registrar & Transfer Agent, if any	Cameo Corporate Services Limited Subramanian Building, 1 Club House Road, Chennai - 600 002, Tamil Nadu, India Tel No.: +91 44-2846 0390 Fax No.: +91 44-2846 0129
<b>II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY</b>	
All the business activities contributing 10% or more of the total turnover of the company	As per Attachment A
<b>III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES</b>	
	As per Attachment B
<b>IV. SHARE HOLDING PATTERN (EQUITY SHARE CAPITAL BREAKUP AS PERCENTAGE OF TOTAL EQUITY)</b>	
i) Category-wise Share Holding	As per Attachment C
ii) Shareholding of Promoters	As per Attachment D
iii) Change in Promoters' Shareholding	As per Attachment E
iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs)	As per Attachment F
v) Shareholding of Directors and Key Managerial Personnel	As per Attachment G
<b>V. INDEBTEDNESS</b>	
Indebtedness of the Company including interest outstanding/ accrued but not due for payment	As per Attachment H
<b>VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL</b>	
A. Remuneration to Managing Director, Whole-time Directors and/or Manager	As per Attachment I
B. Remuneration to other directors	As per Attachment J
C. Remuneration to Key Managerial Personnel other than MD/MANAGER/WTD	As per Attachment K
<b>VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES</b>	
	As per Attachment L







(b) Other – Individuals	-	-	-	-	-	-	-	-	-
(c) Bodies Corp.	-	-	-	-	-	-	-	-	-
(d) Banks / FI	-	-	-	-	-	-	-	-	-
(e) Any Other....	-	-	-	-	-	-	-	-	-
<b>Sub-total (A) (2):-</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Total shareholding of Promoter (A) = (A)(1)+(A)(2)</b>	<b>1,46,320</b>	<b>4,270,420</b>	<b>4,416,740</b>	<b>46.8986</b>	<b>4,417,035</b>	<b>0</b>	<b>4,417,035</b>	<b>30.6363</b>	<b>-16.2623</b>
<b>B. Public Shareholding</b>									
<b>1. Institutions</b>									
(a) Mutual Funds	-	-	-	-	-	-	-	-	-
(b) Banks / FI	-	-	-	-	-	-	-	-	-
(c) Central Govt	-	-	-	-	-	-	-	-	-
(d) State Govt(s)	-	-	-	-	-	-	-	-	-
(e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
(f) Insurance Companies	-	-	-	-	-	-	-	-	-
(g) FIs	-	-	-	-	-	-	-	-	-
(h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
(i) Others (specify)	-	-	-	-	-	-	-	-	-
<b>Sub-total (B)(1):-</b>									
<b>2. Non-Institutions</b>									
(a) Bodies Corp.	615000	0	615000	6.5303	1685000	0	1685000	11.6870	5.1567
(i) Indian									
(ii) Overseas									
(b) Individuals									
(i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	1010095	35590	1045685	11.1034	2859800	25590	2885390	20.0129	8.9094
(ii) Individual shareholders holding nominal share capital in excess of Rs. 1 lakh	2641200	90000	2731200	29.0009	4091200	90000	4181200	29.0006	-0.0003
(c) Others (HUF)	609000	0	609000	6.4665	1249000	0	1249000	8.6630	2.1964
<b>Sub-total (B)(2):-</b>									
<b>Total Public Shareholding (B)=(B)(1)+(B)(2)</b>	<b>4875295</b>	<b>125590</b>	<b>5000885</b>	<b>53.1013</b>	<b>9885000</b>	<b>115590</b>	<b>10000590</b>	<b>69.3636</b>	<b>16.2623</b>
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Grand Total (A+B+C)</b>	<b>5021615</b>	<b>4396010</b>	<b>9417625</b>	<b>100.0000</b>	<b>14302035</b>	<b>115590</b>	<b>14417625</b>	<b>100</b>	<b>0</b>



## ATTACHMETNT D

## IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

## (ii) Shareholding of Promoters

S I N O	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in sharehold ing during the year	FOLIO/ DP_CL_ ID	PAN	Pledge d Shares at beginn ing of the Year	Pledge d Shares at end of the Year
		No of shares	% of total shar es of the co m pa ny	% of shares pledge d / encumbe r d to total shares	No of share s	% of total shares of the company	% of shares pledge d / encumbe r d to total shares					
1	NIRMALKUNJ MERCHANDIS E LTD	2160875	22. 94 50	0.0000	0	0.0000	0.0000	-14.9877	'0000002 3	AAECN5 743Q	0	0
	HAVING SAME PAN											
1	NIRMALKUNJ MERCHANDIS E LTD	0	0.0 00 0	0.0000	2160 875	14.9877	0.0000	14.9877	'IN30393 0100390 79	AAECN5 743Q	0	0
	HAVING SAME PAN											
2	PREMKUNJ DISTRIBUTOR LTD	2109250	22. 39 68	0.0000	0	0.0000	0.0000	-14.6296	'0000002 2	AAHCP5 425C	0	0
	HAVING SAME PAN											
2	PREMKUNJ DISTRIBUTOR LTD	0	0.0 00 0	0.0000	2109 250	14.6296	0.0000	14.6296	'IN30393 0100390 62	AAHCP5 425C	0	0
	HAVING SAME PAN											
3	PANKAJ AGRAWAL	146320	1.5 53 6	0.0000	1463 20	1.0148	0.0000	0.0000	'IN30174 0101037 79	AFJPA22 31D	0	0
	HAVING SAME PAN											
4	SHYAM LAL AGARWAL	295	0.0 03 1	0.0000	0	0.0000	0.0000	-0.0020	'0000001 9	AMVPA 0790L	0	0
	HAVING SAME PAN											
4	SHYAM LAL AGARWAL	0	0.0 00 0	0.0000	295	0.0020	0.0000	0.0020	'IN30393 0100389 93	AMVPA 0790L	0	0
	HAVING SAME PAN											
5	SUJATA AGARWAL	295	0. 00 31	0.0000	295	0.0020	0.0000	0.0000	'IN3017 4010321 632	AEBPA 0710Q	0	0



ATTACHMETNT E

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)  
(iii) Change in Promoters' Shareholding (please specify, if there is no change)

Sl No	Name of the Share holder	Shareholding at the beginning of the year		Cumulative Shareholding during the year		FOLIO/D P_CL_ID	PAN
		No of shares	% of total shares of the company	No of shares	% of total shares of the company		
1	NIRMALKUNJ MERCHANDISE LTD						
	At the beginning of the year 26-Jun-2015	2160875	22.9450	2160875	22.9450	'00000023	AAECN5743Q
	Sale 31-Jul-2015	-2160875	14.9877	0	0.0000	'	
	At the end of the Year 31-Mar-2016	0	0.0000	0	0.0000		
	HAVING SAME PAN						
1	NIRMALKUNJ MERCHANDISE LTD						
	At the beginning of the year 26-Jun-2015	0	0.0000	0	0.0000	'IN3039301 0039079	AAECN5743Q
	Demated 31-Jul-2015	2160875	14.9877	2160875	14.9877	'00000023	
	Sale 16-Sep-2015	-2160875	14.9877	0	0.0000	'	
	Purchase 17-Sep-2015	2160875	14.9877	2160875	14.9877		
	At the end of the Year 31-Mar-2016	2160875	14.9877	2160875	14.9877		
	HAVING SAME PAN						
2	PREMKUNJ DISTRIBUTOR LTD						
	At the beginning of the year 26-Jun-2015	2109250	22.3968	2109250	22.3968	'00000022	AAHCP5425C
	Sale 31-Jul-2015	-2109250	14.6296	0	0.0000	'	
	At the end of the Year 31-Mar-2016	0	0.0000	0	0.0000		
	HAVING SAME PAN						
2	PREMKUNJ DISTRIBUTOR LTD						
	At the beginning of the year 26-Jun-2015	0	0.0000	0	0.0000	'IN3039301 0039062	AAHCP5425C
	Demated 31-Jul-2015	2109250	14.6296	2109250	14.6296	'00000022	
	Sale 16-Sep-2015	-2109250	14.6296	0	0.0000	'	
	Purchase 17-Sep-2015	2109250	14.6296	2109250	14.6296		
	At the end of the Year 31-Mar-2016	2109250	14.6296	2109250	14.6296		
	HAVING SAME PAN						



3	PANKAJ AGRAWAL						
	At the beginning of the year 26-Jun-2015	146320	1.5536	146320	1.5536	'IN3017401 0103779	AFJPA2231D
	Sale 16-Sep-2015	-146320	1.0148	0	0.0000	'	
	Purchase 17-Sep-2015	146320	1.0148	146320	1.0148		
	At the end of the Year 31-Mar-2016	146320	1.0148	146320	1.0148		
4	SHYAM LAL AGARWAL						
	At the beginning of the year 26-Jun-2015	295	0.0031	295	0.0031	'00000019	AMVPA0790L
	Sale 30-Jun-2015	-295	0.0020	0	0.0000	'	
	At the end of the Year 31-Mar-2016	0	0.0000	0	0.0000		
	HAVING SAME PAN						
4	SHYAM LAL AGARWAL						
	At the beginning of the year 26-Jun-2015	0	0.0000	0	0.0000	'IN3039301 0038993	AMVPA0790L
	Demated 30-Jun-2015	295	0.0020	295	0.0020	'00000019	
	Sale 16-Sep-2015	-295	0.0020	0	0.0000	'	
	Purchase 17-Sep-2015	295	0.0020	295	0.0020		
	At the end of the Year 31-Mar-2016	295	0.0020	295	0.0020		
5	SUJATA AGARWAL						
	At the beginning of the year 26-Jun-2015	295	0.0031	295	0.0031	'IN3017401 0321632	AEBPA0710Q
	Sale 16-Sep-2015	-295	0.0020	0	0.0000	'	
	Purchase 17-Sep-2015	295	0.0020	295	0.0020		
	At the end of the Year 31-Mar-2016	295	0.0020	295	0.0020		



**ATTACHMENT F**

**SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)**

(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

Sl No	Name of the Share holder	Shareholding at the beginning of the year		Cumulative Shareholding during the year		FOLIO/DP_CL_ID	PAN
		No of shares	% of total shares of the company	No of shares	% of total shares of the company		
1	NEXTGEN RETAIL PRIVATE LIMITED						
	At the beginning of the year 26-Jun-2015	465000	4.9375	465000	4.9375	'IN30174010413420	AACCN9006G
	Sale 16-Sep-2015	-465000	3.2252	0	0.0000		
	Purchase 17-Sep-2015	465000	3.2252	465000	3.2252		
	Purchase 18-Mar-2016	40000	0.2774	505000	3.5026		
	Purchase 25-Mar-2016	50000	0.3467	555000	3.8494		
	At the end of the Year 31-Mar-2016	555000	3.8494	555000	3.8494		
2	JAGDISH KUMAR ANAND						
	At the beginning of the year 26-Jun-2015	350000	3.7164	350000	3.7164	'120206000840543	AFPPA9624Q
	Sale 16-Sep-2015	-350000	2.4275	0	0.0000		
	Purchase 17-Sep-2015	350000	2.4275	350000	2.4275		
	At the end of the Year 31-Mar-2016	350000	2.4275	350000	2.4275		
3	NISKAM ANAND						
	At the beginning of the year 26-Jun-2015	250000	2.6545	250000	2.6545	'120206000842920	AWIPA1777A
	Sale 16-Sep-2015	-250000	1.7339	0	0.0000		
	Purchase 17-Sep-2015	250000	1.7339	250000	1.7339		
	At the end of the Year 31-Mar-2016	250000	1.7339	250000	1.7339		
4	RAHUL MITTAL						
	At the beginning of the year 26-Jun-2015	150000	1.5927	150000	1.5927	'130176000102898	AIMPM1347G
	Sale 16-Sep-2015	-150000	1.0403	0	0.0000		
	Purchase 17-Sep-2015	150000	1.0403	150000	1.0403		
	At the end of the Year 31-Mar-2016	150000	1.0403	150000	1.0403		



5	ROHIT MITTAL						
	At the beginning of the year 26-Jun-2015	150000	1.5927	150000	1.5927	'13017600 00102904	ALWPM7 312C
	Sale 16-Sep-2015	-150000	1.0403	0	0.0000		
	Purchase 17-Sep-2015	150000	1.0403	150000	1.0403		
	At the end of the Year 31-Mar-2016	150000	1.0403	150000	1.0403		
6	RAGHUNATH MITTAL						
	At the beginning of the year 26-Jun-2015	150000	1.5927	150000	1.5927	'13017600 00103891	ADKPM2 917P
	Sale 16-Sep-2015	-150000	1.0403	0	0.0000		
	Purchase 17-Sep-2015	150000	1.0403	150000	1.0403		
	At the end of the Year 31-Mar-2016	150000	1.0403	150000	1.0403		
7	VIJAYA AGARWALA						
	At the beginning of the year 26-Jun-2015	140000	1.4865	140000	1.4865	'12010900 01960465	ACTPA87 88J
	Sale 16-Sep-2015	-140000	0.9710	0	0.0000		
	Purchase 17-Sep-2015	140000	0.9710	140000	0.9710		
	At the end of the Year 31-Mar-2016	140000	0.9710	140000	0.9710		
8	KAILASH CHANDRA AGARWALA						
	At the beginning of the year 26-Jun-2015	140000	1.4865	140000	1.4865	'12010900 02193892	ADAPA5 442P
	Sale 16-Sep-2015	-140000	0.9710	0	0.0000		
	Purchase 17-Sep-2015	140000	0.9710	140000	0.9710		
	At the end of the Year 31-Mar-2016	140000	0.9710	140000	0.9710		
9	P. ANITA						
	At the beginning of the year 26-Jun-2015	80000	0.8494	80000	0.8494	'IN301740 10054800	AGFPM1 496D
	Sale 16-Sep-2015	-40000	0.2774	40000	0.2774		
	Purchase 17-Sep-2015	80000	0.5548	120000	0.8323		
	At the end of the Year 31-Mar-2016	120000	0.8323	120000	0.8323		
10	P. GOPAL KRISHNA						
	At the beginning of the year 26-Jun-2015	80000	0.8494	80000	0.8494	'IN301740 10054973	AGJPP82 02C
	Sale 16-Sep-2015	-10000	0.0693	70000	0.4855		
	Purchase 17-Sep-2015	80000	0.5548	150000	1.0403		



	At the end of the Year 31-Mar-2016	150000	1.0403	150000	1.0403		
	NEW TOP 10 AS ON (31-Mar-2016)						
11	GUINNESS SECURITIES LIMITED						
	At the beginning of the year 26-Jun-2015	0	0.0000	0	0.0000	'IN302898 10018888	AAACG9 843L
	Purchase 16-Sep-2015	260000	1.8033	260000	1.8033		
	Sale 09-Oct-2015	-10000	0.0693	250000	1.7339		
	Purchase 16-Oct-2015	20000	0.1387	270000	1.8727		
	Sale 23-Oct-2015	-10000	0.0693	260000	1.8033		
	Purchase 13-Nov-2015	10000	0.0693	270000	1.8727		
	Sale 18-Dec-2015	-20000	0.1387	250000	1.7339		
	Purchase 08-Jan-2016	10000	0.0693	260000	1.8033		
	Purchase 15-Jan-2016	10000	0.0693	270000	1.8727		
	Purchase 19-Feb-2016	10000	0.0693	280000	1.9420		
	Purchase 04-Mar-2016	10000	0.0693	290000	2.0114		
	Purchase 18-Mar-2016	20000	0.1387	310000	2.1501		
	At the end of the Year 31-Mar-2016	310000	2.1501	310000	2.1501		
12	JAINAM SHARE CONSULTANTS PVT. LTD						
	At the beginning of the year 26-Jun-2015	0	0.0000	0	0.0000	'12041500 00007808	AABCJ39 18N
	Purchase 16-Oct-2015	230000	1.5952	230000	1.5952		
	At the end of the Year 31-Mar-2016	230000	1.5952	230000	1.5952		
13	GENORD COMMERCE PRIVATE LIMITED						
	At the beginning of the year 26-Jun-2015	0	0.0000	0	0.0000	'12068000 00005037	AABCG0 184F
	Purchase 16-Sep-2015	160000	1.1097	160000	1.1097		
	Sale 16-Oct-2015	-50000	0.3467	110000	0.7629		
	Sale 20-Nov-2015	-30000	0.2080	80000	0.5548		
	Sale 11-Mar-2016	-40000	0.2774	40000	0.2774		
	Purchase 25-Mar-2016	100000	0.6935	140000	0.9710		
	Purchase 31-Mar-2016	30000	0.2080	170000	1.1791		
	At the end of the Year 31-Mar-2016	170000	1.1791	170000	1.1791		



ATTACHMETNT G

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

(v). Shareholding of Directors and Key Managerial Personnel:

Sr. No.	Name	Shareholding		Date	Increase/ Decrease in shareholding	Reason	Cumulative shareholding during the year (01-04-2014 to 31.03.2015)	
		No. of shares at the beginning (01-04-2015) / end of the year (31.03.2016)	% of total shares of the Company				No. of shares	% of total shares of the Company
<b>A.</b>	<b>DIRECTORS</b>							
1	Pankaj Agrawal Managing Director	1,46,320	1.55	01-Apr-2015	0	Nil movement during the year		
		1,46,320	1.014	31-Mar-2016			1,46,320	1.014
2	Dinesh Kumar Agarwal Non Executive Independent Director	295	0.003	01-Apr-2015	0	Nil movement during the year		
		295	0.002	31-Mar-2016			295	0.002
<b>B</b>	<b>Key Managerial Personnel (KMP's)</b>							
1	N.A.							



ATTACHMETNT H

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	4,535,783.51	NIL	NIL	4,535,783.51
ii) Interest due but not paid	NIL	NIL	NIL	NIL
iii) Interest accrued but not due	NIL	NIL	NIL	NIL
<b>Total (i+ii+iii)</b>	<b>4,535,783.51</b>	<b>NIL</b>	<b>NIL</b>	<b>4,535,783.51</b>
<b>Change in Indebtedness during the financial year</b>				
• Addition	-	NIL	NIL	-
• Reduction	1,116,376.94	NIL	NIL	1,116,376.94
<b>Net Change</b>	<b>1,116,376.94</b>	<b>NIL</b>	<b>NIL</b>	<b>1,116,376.94</b>
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	3,419,406.57	NIL	NIL	3,419,406.57
ii) Interest due but not paid	NIL	NIL	NIL	NIL
iii) Interest accrued but not due		NIL	NIL	
<b>Total (i+ii+iii)</b>	<b>3,419,406.57</b>	<b>NIL</b>	<b>NIL</b>	<b>3,419,406.57</b>



ATTACHMETNT I

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

Sr. No.	Particulars of Remuneration	Name of MD/WTD/Manager	Total Amount
		Pankaj Agrawal	
1.	Gross salary		
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	480,000	480,000
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-
	(c) Profits in lieu of salary under	-	-
2.	Stock Option	-	-
3.	Sweat Equity	-	-
4.	Commission	-	-
	- as % of profit		
	- others, specify		
5.	Others, please specify	-	-
	<b>Total (A)</b>	<b>480,000</b>	<b>480,000</b>
	Ceiling as per the Act	Rs 30 Lakhs as per the provisions of Schedule V of Companies Act, 2013.	

Note: The ceiling limit as per the provisions of Schedule V of Companies Act, 2013, as the company has earned inadequate profit, is higher of the two given below:

- Where the effective capital is negative or less than 5 Crore - 30 Lakhs
- 2.5% of the current relevant profit



**ATTACHMETNT J**

**B. Remuneration to other directors:**

Sr. No.	Particulars of Remuneration	Name of Directors				Total Amount
		Dinesh Kumar Agarwal	Biplab Goswami	Debasish Basak	Tanima Mondal	
1.	Independent Directors					
	• Fee for attending board /committee meetings	-	-	-	-	-
	• Commission	-	-	-	-	-
	• Others, please specify	-	-	-	-	-
	Total (1)	-	-	-	-	-
2.	Other Non-Executive Directors					
	• Fee for attending board /committee meetings	-	-	-	-	-
	• Commission	-	-	-	-	-
	• Others, please specify	-	-	-	-	-
	Total (2)	-	-	-	-	-
	Total (B)=(1+2)	-	-	-	-	-
	Total Managerial Remuneration	-	-	-	-	-
	Overall Ceiling as per the Act	Rs 17,884.57/- (Being 1% of the net profits of the Company as per section 197 of the Companies Act, 2013)				



ATTACHMETNT K

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD / MANAGER/WTD

Sr. No.	Particulars of Remuneration	CEO	KEY MANAGERIAL PERSONNEL		
			Company Secretary (Kushal Adhikary)	CFO (Tarsem Singh Jassal) Ceased to be CFO on 29.02.2016	Total
1.	Gross salary	Not Applicable			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961		180,000.00	495,000.00	675000.00
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961		-	-	-
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961		-	-	-
2	Stock Option		-	-	-
3	Sweat Equity		-	-	-
4	Commission - as % of profit - others, specify...	-	-	-	
5	Others, please specify	-	-	-	
	<b>TOTAL</b>		<b>180,000.00</b>	<b>495,000.00</b>	<b>675000.00</b>



ATTACHMETNT L

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD/ NCLT / COURT]	Appeal made, if any (give details)
<b>A.COMPANY</b>					
Penalty	N.A.				
Punishment	N.A.				
Compounding	N.A.				
<b>B. DIRECTORS</b>					
Penalty	N.A.				
Punishment	N.A.				
Compounding	N.A.				
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty	N.A.				
Punishment	N.A.				
Compounding	N.A.				



## Annexure 2

### **NOMINATION & REMUNERATION POLICY**

#### **1. Introduction**

The Company considers human resources as its invaluable assets. This policy on nomination and remuneration of Directors, Key Managerial Personnel (KMPs) and other employees has been formulated in terms of the provisions of the Companies Act, 2013 order to pay equitable remuneration to the Directors, KMPs and employees of the Company and to harmonise the aspirations of human resources consistent with the goals of the Company.

#### **2. Objective and purpose of the policy**

The objectives and purpose of this policy are:

- 2.1 To formulate the criteria for determining qualifications, competencies, positive attributes and independence for appointment of a Director (Executive and Non-Executive) and recommend to the Board policies relating to the remuneration of the Directors, Key Managerial Personnel and other employees;
- 2.2 To formulate the criteria for evaluation of performance of all the Directors on the Board;
- 2.3 To devise a policy on Board diversity; and
- 2.4 To lay out remuneration principles for employees linked to their effort, performance and achievement relating to the Company's goals.

#### **3. Constitution of the Nomination and Remuneration Committee**

The Board has constituted the "Nomination and Remuneration Committee" of the Board on March 02, 2015. This is in line with the requirements under the New Act.

The Board has authority to reconstitute this Committee from time to time.

#### **Definitions**

- 'Board' means Board of Directors of the Company.
- 'Directors' means Directors of the Company.
- 'Committee' means Nomination and Remuneration Committee of the Company as constituted or reconstituted by the Board.
- 'Company' means **P. B. Films Limited**.
- 'Independent Director' means a Director referred to in Section 149(6) of the Companies Act, 2013 and rules.
- 'Key Managerial Personnel (KMP)' means-
  - i) the Managing Director or the Chief Executive Officer or the manager and in their absence, a Whole time Director;
  - ii) the Company Secretary; and



iii) the Chief Financial Officer.

- Senior Management means personnel of the company who are members of its core management team excluding Board of Directors comprising all members of management one level below the Executive Directors, including the functional heads.
- Unless the context otherwise requires, words and expressions used in this policy and not defined herein but defined in the Companies Act, 2013 as may be amended from time to time shall have the meaning respectively assigned to them therein.

#### **General**

- This Policy is divided in three parts: -  
Part – A covers the matters to be dealt with and recommended by the Committee to the Board;  
Part – B covers the appointment and nomination; and  
Part – C covers remuneration and perquisites etc.
- This policy shall be included in the Report of the Board of Directors.

### **PART-A**

#### **Matters to be dealt with, perused and recommended to the Board by the Nomination and Remuneration Committee**

The following matters shall be dealt by the Committee:-

(a) Size and composition of the Board:

Periodically reviewing the size and composition of the Board to ensure that it is structured to make appropriate decisions, with a variety of perspectives and skills, in the best interests of the Company as a whole;

(b) Directors:

Formulate the criteria determining qualifications, positive attributes and independence of a Director and recommending candidates to the Board, when circumstances warrant the appointment of a new Director, having regard to the range of skills, experience and expertise, on the Board and who will best complement the Board;

(c) Succession plans:

Establishing and reviewing Board and senior executive succession plans in order to ensure and maintain an appropriate balance of skills, experience and expertise on the Board and Senior Management;

(d) Evaluation of performance:

- Make recommendations to the Board on appropriate performance criteria for the Directors.
- Formulate the criteria and framework for evaluation of performance of every Director on the Board of the Company.
- Identify ongoing training and education programs for the Board to ensure that Non-Executive Directors are provided with adequate information regarding the options of the business, the industry and their legal responsibilities and duties.



(e) Board diversity:

The Committee is to assist the Board in ensuring Board nomination process with the diversity of gender, thought, experience, knowledge and perspective in the Board.

(f) Remuneration framework and policies:

The Committee is responsible for reviewing and making recommendations to the Board on:

(a) the remuneration of the Managing Director, Whole-time Directors and KMPs

(b) the total level of remuneration of Non-Executive Directors and for individual remuneration for Non-Executive Directors and the Chairman, including any additional fees payable for membership of Board committees;

(c) the remuneration policies for all employees including KMPs, senior management and other employees including base pay, incentive payments, equity awards, retirement rights and service contracts having regard to the need to

(i) attract and motivate talent to pursue the Company's long term growth;

(ii) demonstrate a clear relationship between executive compensation and performance; and

(iii) be reasonable and fair, having regard to best governance practices and legal requirements.

(d) the Company's equity based incentive schemes including a consideration of performance thresholds and regulatory and market requirements;

(e) the Company's superannuation arrangements and compliance with relevant laws and regulations in relation to superannuation arrangements; and

(f) the Company's remuneration reporting in the financial statements and remuneration report.

## **PART – B**

### **Policy for appointment and removal of Director, KMPs and Senior Management**

#### Appointment criteria and qualifications

1. The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or senior management level and recommend to the Board his / her appointment.

2. A person to be appointed as Director, KMP or senior management level should possess adequate qualification, expertise and experience for the position he / she is considered for appointment. The Committee has discretion to decide whether qualification, expertise and experience possessed by a person is sufficient / satisfactory for the concerned position.

3. A person, to be appointed as Director, should possess impeccable reputation for integrity, deep expertise and insights in sectors / areas relevant to Company, ability to contribute to Company's growth, complementary skills in relation to the other Board members.



4. The Company shall not appoint or continue the employment of any person as Managing Director / Executive Director who has attained the age of sixty years. Provided that the term of the person holding this position may be extended beyond the age of sixty years with the approval of shareholders by passing a special resolution based on the explanatory statement annexed to the notice for such motion indicating the justification for extension of appointment beyond sixty years.

5. A whole-time KMP of the Company shall not hold office in more than one company except in its subsidiary company at the same time. However, a whole-time KMP can be appointed as a Director in any company, with the permission of the Board of Directors of P. B. Films Limited.

#### Term / Tenure

##### 1. Managing Director / Whole-time Director

The Company shall appoint or re-appoint any person as its Managing Director and CEO or Whole-time Director for a term not exceeding five years at a time. No re-appointment shall be made earlier than one year before the expiry of term.

##### 2. Independent Director

- An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's report.

- No Independent Director shall hold office for more than two consecutive terms, but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director. Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly. However, if a person who has already served as an Independent Director for five years or more in the Company as on April 1, 2014 or such other date as may be determined by the Committee as per regulatory requirement, he / she shall be eligible for appointment for one more term of five years only.

- At the time of appointment of Independent Director, it should be ensured that number of Boards on which such Independent Director serves is restricted to seven listed companies as an Independent Director and three listed companies as an Independent Director in case such person is serving as a Whole-time (Executive) Director of a listed company.

#### Removal

Due to reasons for any disqualification mentioned in the Companies Act, 2013, rules made there under or under any other applicable Act, rules and regulations, the Committee may recommend, to the Board with reasons recorded in writing, removal of a Director or KMP subject to the provisions and compliance of the said Act, rules and regulations.

#### Retirement

The Whole-time Directors, KMP and senior management personnel shall retire as per the applicable provisions of the Companies Act, 2013 and the prevailing policy of the Company. The Board will have the discretion to retain the Whole-time Directors, KMP and senior management personnel in the same position / remuneration or otherwise, even after attaining the retirement age, for the benefit of the Company.



## PART – C

### Policy relating to the remuneration for Directors, KMPs and other employees

#### General

1. The remuneration / compensation / commission etc. to Directors will be determined by the Committee and recommended to the Board for approval.
2. The remuneration and commission to be paid to the Managing Director shall be in accordance with the provisions of the Companies Act, 2013, and the rules made there under.
3. Increments to the existing remuneration / compensation structure may be recommended by the Committee to the Board which should be within the limits approved by the Shareholders in the case of Managing Director.
4. Where any insurance is taken by the Company on behalf of its Managing Director, Chief Financial Officer, the Company Secretary and any other employees for indemnifying them against any liability, the premium paid on such insurance shall not be treated as part of the remuneration payable to any such personnel. Provided that if such person is proved to be guilty, the premium paid on such insurance shall be treated as part of the remuneration.

#### Remuneration to KMPs and other employees

The policy on remuneration for KMPs and other employees is as below:-

##### 1. Fixed pay

The remuneration and reward structure for employees comprises two broad components — annual remuneration and long-term rewards. The Committee would determine the remuneration of the Directors and formulate guidelines for remuneration payable to the employees.

These guidelines are as under:

##### a) Annual remuneration

Annual remuneration refers to the annual compensation payable to the employees of the Company. The objective is to attract, motivate, and retain high-caliber, and high potential personnel in a competitive global market. The total remuneration is to be reset annually based on a comparison with the relevant peer group in the Indian market, established through independent compensation surveys, from time to time.

##### b) Long-term rewards

Long-term rewards may include Long-Term Incentive Plans (LTIP) or under which incentives would be granted to eligible key employees based on their contribution to the profitability of the Company, relative position in the organization, and length of service under the supervision and approval of the Committee. The company could implement various long term awards schemes that could include Long Term Incentive Programme (LTIP) spread over several years with payouts in multiple tranches linked to Company's performance. Another form of long term awards could be in the nature of stock options of the company. Stock Options may be granted to key employees and high performers in the organization who would be selected by the Committee based on their criticality, past performance and potential. The grant, vesting and other scheme details would be formulated from time to time.

These long-term reward schemes are implemented to attract and retain key talent in the industry.



## 2. Minimum remuneration to Managing Director

If, in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay remuneration to its Managing Director in accordance with the provisions of Schedule V of the Companies Act, 2013 and if it is not able to comply with such provisions, with the previous approval of the Central Government.

## Remuneration to Non-Executive / Independent Directors

### 1. Commission

The commission may be payable to each Non-Executive Director is limited to a fixed sum per year 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 Companies Act, 2013 and the rules made there under.

The overall commission to the Non-executive Directors (including Independent Directors) may be paid within the monetary limit approved by shareholders, subject to the limit not exceeding 1% of the profits of the Company computed as per the applicable provisions of the Companies Act, 2013.

### 2. Sitting fees

The Non-Executive Directors (including Independent Directors) will receive remuneration by way of fees for attending meetings of Board or Committee thereof, as decided by the Committee from time to time subject to the limit defined under the Companies Act, 2013 and rules.

### 3. Stock options

The Independent Directors shall not be entitled to any stock option of the Company.

## Policy review

This policy is framed based on the provisions of the Companies Act, 2013 and rules there under as on March 02, 2015.

In case of any subsequent changes in the provisions of the Companies Act, 2013 or any other regulations which makes any of the provisions in the policy inconsistent with the Act or regulations, then the provisions of the Act or regulations would prevail over the policy and the provisions in the policy would be modified in due course to make it consistent with law.

This policy shall be reviewed by the Nomination and Remuneration Committee as and when any changes are to be incorporated in the policy due to change in regulations or as may be felt appropriate by the Committee. Any changes or modification on the policy as recommended by the Committee would be given for approval of the Board of Directors.

This Policy is adopted on March 02, 2015.



### Annexure 3

#### Statement of Particulars of employees pursuant to the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

Sl. No.	Name	Designation/ Nature of Duties	Remuneration Received [Rs.]	Qualification	Experience in years	Age in years	Date of commencement of employment	Last employment held
1	Pankaj Agrawal	Managing Director	480,000.00	B. Com	10	38	27-09-2007	N.A.
2	Ajay Kumar Tandon	Senior Accountant	300,000.00	B. Com	12	41	01-04-2014	Gyan Bharti School
3	Prity Chowdhury	Accountant	300000.00	B. Com	8	31	01-01-2013	Standard Chartered Bank
4	Sangita Srivastav *	Administration Incharge	180,000.00	B. Com	12	45	01-06-2014	Albino Investment Consultans Pvt Ltd
5	Tarsem Singh Jassal *	Chief Financial Officer	495,000.00	M.Com, ICWAI (Inter)	22	47	01-07-2014	Ushakiron Movies Ltd
6	Kushal Adhikary	Company Secretary	180,000.00	M.Com, C.S.	1	26	08-01-2014	N.A.
7	Rakesh Mondal	Office Boy	96,000.00	H.S. (10+2)	5	25	01-04-2014	Mrinmoyee Entertainment

Notes:

- 1 All appointments are / were non-contractual.
- 2 Remuneration as shown above comprises of Salary, Leave Salary & Bonus.
- 3 None of the above employees is related to any Director of the Company.
- \* Employed for part of the financial year.



FORM No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2016

[Pursuant to Section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies  
(Appointment and Remuneration Personnel) Rules, 2014]

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2016

To,

The Members,

**P. B. FILMS LIMITED**

I 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). Secretarial Audit was conducted in a manner that provide me a reasonable basis for evaluating the corporate conducts/ statutory compliances and expressing my opinion thereon.

Based on my verification of the P.B. FILMS LIMITED 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 authorised representatives during the conduct of Secretarial Audit, I hereby report that in my opinion the company has during the audit period covering the financial year ended on 31<sup>st</sup> March, 2016 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

1. I have examined the books, papers, minute books, forms and returns filed and other records maintained by P. B. FILMS LIMITED ("the Company") for the financial year ended on 31<sup>st</sup> March, 2016 according to the provisions of:
  - i) The Companies Act, 2013 (the Act) and the rules made thereunder;
  - ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
  - iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;

**For Rohit Singhi & Co.**  
Company Secretary  
Cop No. 16021  
*Rohit Singhi*



- 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;
- v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI ACT'):-
  - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
  - c) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
  - d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
  - e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
  - f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
  - g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
  - h) The Securities and Exchange Board of India (Buyback of securities) Regulations, 1998;

I have also examined compliance with the applicable clauses of the following:

- i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- ii) The Listing agreements entered into by the company with the BSE Limited.

During the Period under review the company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards and Listing agreements etc mentioned above.

- 2. I, further report that the Company has complied with the provisions of the Companies Act, 1956 and the Rules made under that Act and the provisions of Companies Act, 2013 as notified by Ministry of Corporate Affairs and the Memorandum and Articles of Association of the Company, with regard to:
  - a) Maintenance of various statutory registers and documents and making necessary entries therein;
  - b) Closure of the Register of Members.
  - c) Forms, returns, documents and resolutions required to be filed with the Registrar of Companies and the Central Government;

**For Rohit Singhi & Co.**  
Company Secretary)  
Cop No. 16021  
Rohit Singhi



- d) Service of documents by the company on its Members, Auditors and the Registrar of Companies ;
- e) Notice of Board Meetings and Committee meetings of Directors;
- f) The Meetings of Directors and Committees of Directors including passing of resolutions by circulation;
- g) The 8<sup>th</sup> Annual General Meeting held on 30<sup>th</sup> September 2015;
- h) Minutes of proceedings of General Meetings and of the Board and its Committee meetings;
- i) Approval of the Members, the Board of Directors, the Committees of Directors and the government authorities, wherever required;
- j) Constitution of the Board of Directors/ Committee(S) of Directors, appointment, retirement and reappointment of Directors including the Managing Director and Whole-time Directors,
- k) Appointment and Remuneration of Auditors
- l) Declaration and Payment of Dividends
- m) Transfer of certain amounts as required under the Act to the Investor Education and Protection Fund and uploading of details of unpaid and unclaimed dividends on the websites of the Company and the Ministry of Corporate Affairs;
- n) Borrowings and Registration, modification and satisfaction of charges wherever applicable;
- o) Investment of the Company's funds including investments and loan to others;
- p) Form of balance sheet as prescribed under Part I, form of statement of Profit and loss as prescribed under Part II and General instructions for preparation of the same as prescribed in Schedule VI to the act;
- q) Director's report;
- r) Contracts, common seal, registered office and publication of name of the Company and;
- s) Generally, all other applicable provisions of the Act and the Rules made under the Act.

3. I further report that:

- The Directors have complied with the requirements as to Disclosure of interests and concerns in contracts and arrangements, shareholdings and directorships in other companies and interests in other entities.
- The Directors have complied with the disclosure requirements in respect of their eligibility of appointment, their being independent and compliance with the code of Business Conduct & Ethics for Directors and Managerial Personnel
- The Company has obtained all the necessary approvals under the various provisions of the Act.

**For Rohit Singhi & Co.**  
(Company Secretary)  
Cop No. 16021  
Rohit Singhi



- There was no prosecution initiated and no fines or penalties were imposed during the year under review under the Act, SEBI Act, SCRA, Depositories Act, Listing Agreement and Rules, Regulations and Guidelines framed under these Acts against/ on the Company, its Directors and Officers.
4. The Company has complied with the provisions of the Securities Contracts (Regulation) Act, 1956 and the rules made under that Act, with regard to maintenance of minimum public shareholding.
  5. I, further report that the Company has complied with the provisions of the Depositories Act, 1996 and the Byelaws framed thereunder by the Depositories with regard to dematerialization/ rematerialization of securities and reconciliation of records of dematerialized securities with all securities issued by the Company.
  6. The Company has complied with the provisions of the FEMA, 1999 and the Rules and Regulations made under that Act to the extent applicable.
  7. I, further report that:
    - a) the Company has complied with the requirements under the Equity Listing Agreements entered into with BSE Limited;
    - b) the company has complied with the provisions of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 including the provisions with regard to disclosures and maintenance of records required under the said regulations;
    - c) the company has complied with the provisions of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 including the provisions with regard to disclosures and maintenance of records required under the said Regulations;
  8. I, 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.

**For Rohit Singhi & Co.**  
(Company Secretary)  
Cop No. 16021  
*Rohit Singhi*

Date- 31/08/2016

Place- Kolkata

Rohit Singhi  
CoP No- 16021  
Practicing Company Secretary



**Independent Auditor's Report**

**To**  
**The Members of**  
**P.B Films Limited**

**Report on the Financial Statements**

We have audited the accompanying financial statements of **P.B FILMS LIMITED ("the Company")** which comprise the Balance Sheet as at March 31, 2016, the Statement of Profit and Loss, Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

**Management's Responsibility for the (Standalone) Financial Statements**

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("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 principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. 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 financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

**Auditor's Responsibility**

Our responsibility is to express an opinion on these financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. 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. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the (Standalone) financial statements.





**Opinion****Report on Other Legal and Regulatory Requirements**

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), as amended, issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, refer to our separate report in "**Annexure A**"
2. As required by section 143 (3) of the Act, we report that:
  - a. I have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
  - b. In my 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 books of account
  - d. In my 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 written representations received from the directors as on March 31, 2016 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2016 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 B**".
  - g. 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, 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 were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For and on behalf of

**RSVA & Co**

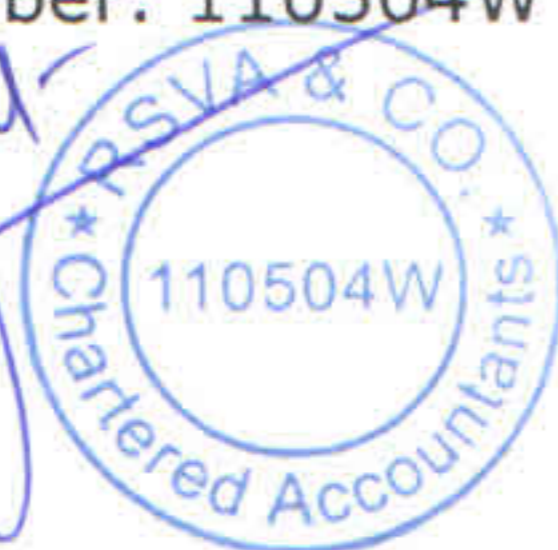
Chartered Accountants

Firm's registration number: 110504W

**CA Brijesh K Bhagat**

Partner

Membership number:058831



Place: Kolkata

Date: 30/05/2016



**"Annexure A" to the Independent Auditors' Report**

Referred to in paragraph 1 under the heading 'Report on Other Legal & Regulatory Requirement' of our report of even date to the financial statements of the Company for the year ended March 31, 2016:

- 1) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets;
- (b) The Fixed Assets have been physically verified by the management in a phased manner, designed to cover all the items over a period of three years, which in our opinion, is reasonable having regard to the size of the company and nature of its business. Pursuant to the program, a portion of the fixed asset has been physically verified by the management during the year and no material discrepancies between the books records and the physical fixed assets have been noticed.
- (c) The title deeds of immovable properties are held in the name of the company.
- 2) The company had maintained proper records of inventory. No material discrepancies were found.
- 3) The Company has not granted any loans, secured or unsecured to companies, firms, Limited Liability partnerships or other parties covered in the Register maintained under section 189 of the Act. Accordingly, the provisions of clause 3 (iii) (a) to (C) of the Order are not applicable to the Company and hence not commented upon.
- 4) In our opinion and according to the information and explanations given to us, the company has complied with the provisions of section 185 and 186 of the Companies Act, 2013 in respect of loans, investments, guarantees, and security.
- 5) The Company has not accepted any deposits from the public and hence the directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the Companies (Acceptance of Deposit) Rules, 2015 with regard to the deposits accepted from the public are not applicable.
- 6) As informed to us, the maintenance of Cost Records has not been specified by the Central Government under sub-section (1) of Section 148 of the Act, in respect of the activities carried on by the company.
- 7) (a) According to information and explanations given to us and on the basis of our examination of the books of account, and records, the Company has been generally regular in depositing undisputed statutory dues including Provident Fund, Employees State Insurance, Income-Tax, Sales tax, Service Tax, Duty of Customs, Duty of Excise, Value added Tax, Cess and any other statutory dues with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of the above were in arrears as at March 31, 2016 for a period of more than six months from the date on when they become payable.
- b) According to the information and explanation given to us, there are dues of income tax, outstanding on year end on account of dispute.

Name of the Statute	Nature of Dues	Period to which the amount related	Forum where dispute is pending	Amount (In Rs.)
Income Tax Act, 1961	Income Tax TDS	2013-2014	Assessing Officer	6,255.19
		2012-2013	Assessing Officer	35,750.86
		Prior Years	Assessing Officer	15,82,855.00







- 8) In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of dues to banks. The Company has not taken any loan either from financial institutions or from the government and has not issued any debentures.
- 9) Based upon the audit procedures performed and the information and explanations given by the management, the company has not raised moneys by way of initial public offer or further public offer including debt instruments and term Loans. Accordingly, the provisions of clause 3 (ix) of the Order are not applicable to the Company and hence not commented upon.
- 10) Based upon the audit procedures performed and the information and explanations given by the management, we report that no fraud by the Company or on the company by its officers or employees has been noticed or reported during the year.
- 11) Based upon the audit procedures performed and the information and explanations given by the management, the managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act;
- 12) In our opinion, the Company is not a Nidhi Company. Therefore, the provisions of clause 4 (xii) of the Order are not applicable to the Company.
- 13) In our opinion, all transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 and the details have been disclosed in the Financial Statements as required by the applicable accounting standards.
- 14) Based upon the audit procedures performed and the information and explanations given by the management, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Accordingly, the provisions of clause 3 (xiv) of the Order are not applicable to the Company and hence not commented upon.
- 15) Based upon the audit procedures performed and the information and explanations given by the management, the company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, the provisions of clause 3 (xv) of the Order are not applicable to the Company and hence not commented upon.
- 16) In our opinion, the company is not required to be registered under section 45 IA of the Reserve Bank of India Act, 1934 and accordingly, the provisions of clause 3 (xvi) of the Order are not applicable to the Company and hence not commented upon.

For and on behalf of

**RSVA & Co**

Chartered Accountants

Firm's registration number: 110504W

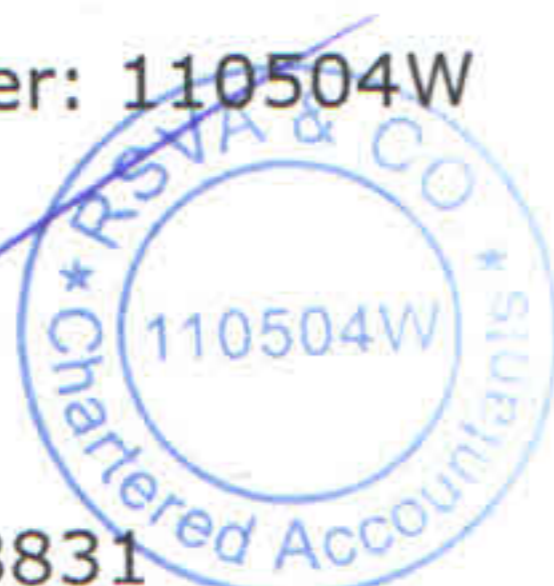
**CA Brijesh K Bhagat**

Partner

Membership number: 058831

Place: Kolkata

Date: 30/05/2016







**RSVA & CO.**

UNIT NO. 148, 4TH FLOOR, KARNANI ESTATE,  
209, A.J.C. BOSE ROAD, KOLKATA - 700017  
TEL. : +91 33 2290 4266 / 2290 4267 / 2290 4268  
FAX : +91 33 2290 1307, E-mail : rsva.kol@gmail.com

**"Annexure B" to the Independent Auditor's Report of even date on the Financial Statements of P.B Films Limited for the year ended on 31<sup>st</sup> March, 2016**

**Report on the Internal Financial Controls 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, 2016 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.

**Auditors' 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") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. 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 judgement, 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.



CHARTERED ACCOUNTANTS





**RSVA & CO.**

UNIT NO. 148, 4TH FLOOR, KARNANI ESTATE,  
209, A.J.C. BOSE ROAD, KOLKATA - 700017  
TEL. : +91 33 2290 4266 / 2290 4267 / 2290 4268  
FAX : +91 33 2290 1307, E-mail : rsva.kol@gmail.com

### **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 authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised 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, 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, 2016, 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.

For and on behalf of

**RSVA & Co**

Chartered Accountants

Firm's registration number: 110504W



**CA Brijesh K Bhagat**

Partner

Membership number:058831

Place: Kolkata

Date: 30/05/2016

CHARTERED ACCOUNTANTS



**P. B. FILMS LIMITED**  
**BALANCE SHEET AS AT 31ST MARCH, 2016**

Particulars	Note No.	Figures in ₹	Figures in ₹
		As at end of current reporting period	As at end of Previous reporting period
<b>I. EQUITY AND LIABILITIES</b>			
<b>(1) Shareholders' Funds</b>			
(a) Share Capital	1	14,41,76,250.00	9,41,76,250.00
(b) Reserves and Surplus	2	31,57,149.22	23,94,328.63
<b>(2) Non - Current Liabilities</b>			
(a) Long Term Borrowings	3	21,73,924.59	34,19,406.57
<b>(3) Current Liabilities</b>			
(a) Trade Payables	4	38,07,197.00	40,06,959.00
(b) Other Current Liabilities	5	18,51,395.78	17,06,480.55
(c) Short Term Provisions	6	10,59,025.00	10,20,410.00
<b>TOTAL</b>		<b>15,62,24,941.59</b>	<b>10,67,23,834.75</b>
<b>II. ASSETS</b>			
<b>(1) Non - Current Assets</b>			
(a) Fixed Assets	7	45,28,790.00	63,88,950.00
(b) Deferred Tax Assets (Net)	8	7,72,701.96	4,29,361.96
<b>(2) Current Assets</b>			
(a) Trade Receivables	9	5,54,58,602.63	5,58,41,806.33
(b) Inventories	10	2,85,00,000.00	-
(c) Current Investment	11	3,49,06,975.00	1,16,00,000.00
(d) Cash and Cash Equivalents	12	77,25,206.80	19,45,294.26
(e) Short-Term Loans & Advances	13	1,65,96,923.00	2,36,49,423.00
(f) Other Current Assets	14	77,35,742.20	68,68,999.20
<b>TOTAL</b>		<b>15,62,24,941.59</b>	<b>10,67,23,834.75</b>

The notes attached form an integral part of the Balance Sheet

22

In accordance with our report attached  
**For, RSVA & Co.**  
Chartered Accountants  
Firm Registration No.-110504W

**CA Brijesh K Bhagat**  
Partner  
Membership No.-058831



**P. B. FILMS LIMITED**

*Pankaj Agrawal*  
**Managing Director**  
Pankaj Agrawal  
DIN: 00595868

Place : Kolkata  
Date : 30/05/2016

**P. B. FILMS LTD.**

*Dinesh Kumar Agarwal*  
**Director**  
Dinesh Kumar Agarwal  
DIN: 01255468

**P. B. FILMS LTD.**

*Debasish Basak*  
**Director**

Debasish Basak  
DIN: 06940004



**P. B. FILMS LIMITED**  
**PROFIT AND LOSS STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2016**

Particulars	Note	Figures in ₹	Figures in ₹
		Current reporting period	Previous reporting period
<b>I</b> Revenue from Operations		2,50,00,000.00	5,08,26,189.45
<b>II</b> Other Income	14	68,01,847.44	5,72,494.61
<b>III Total revenue (I + II)</b>		<u>3,18,01,847.44</u>	<u>5,13,98,684.06</u>
<b>IV</b> Expenses:		5,00,00,000.00	-
Purchases		-	3,40,27,329.40
Production Expenses		12,890.00	35,76,599.71
Distribution Expenses		-	30,18,876.53
Publicity Expenses		-	20,98,375.52
Exhibitor Share		8,54,290.00	8,40,545.00
Office Expenses		34,47,853.00	-
Listing Fees		24,12,000.00	21,66,000.00
Employee Benefit Expenses	15	-	-
Changes in Inventories	16	(2,85,00,000.00)	-
Finance Costs	17	4,70,641.06	5,09,430.83
Depreciation & Amortization Expenses	18	18,60,160.00	24,63,626.00
Other expenses	19	10,41,337.79	8,85,334.18
<b>Total Expenses</b>		<u>3,15,99,171.85</u>	<u>4,95,86,117.17</u>
<b>V</b> Profit/(Loss) before exceptional and extraordinary items and tax (III-IV)		2,02,675.59	18,12,566.89
<b>VI</b> Exceptional Items		-	-
<b>VII</b> Profit/(Loss) before extraordinary items and tax (V-VI)		2,02,675.59	18,12,566.89
<b>VIII</b> Extraordinary Items		-	-
<b>IX</b> Profit before tax (VII-VIII)		2,02,675.59	18,12,566.89
<b>X</b> Less:- Tax expense:		-	-
-Current tax		38,615.00	3,45,380.00
-Provision for MAT		(3,43,340.00)	(3,21,270.00)
-Deferred tax		(2,55,420.00)	-
-MAT credit Entitlement		-	-
<b>XI</b> Profit/(Loss) for the period from continuing operations (VII-VIII)		7,62,820.59	17,88,456.89
<b>XII</b> Profit/(loss) from discontinuing operations		-	-
<b>XIII</b> Tax expense of discontinuing operations		-	-
<b>XIV</b> Profit/(loss) from discontinuing operations (after tax) (XII-XIII)		-	-
<b>XV</b> Prior Period Items		-	-
<b>XVI</b> Profit/(Loss) for the period (XI + XVI)		7,62,820.59	17,88,456.89
<b>XVII</b> Earning per equity share:	21		
(1) Basic		0.06	0.19
(2) Diluted		0.06	0.19
The notes attached form an integral part of the Balance Sheet	22		

In accordance with our report attached  
**For, RSVA & Co.**

Chartered Accountants  
 Firm Registration No.-110504W

**P. B. FILMS LTD.**

*Debasish Basak*  
**Director**

*Debasish Basak*  
 DIN: 06940004

**CA Brijesh K Bhagat**  
 Partner  
 Membership No.-058831

**P. B. FILMS LIMITED**

*Pankaj Agrawal*  
**Managing Director**  
 Pankaj Agrawal  
 DIN: 00595868

**P. B. FILMS LTD.**

*Dinesh Kumar Agarwal*

**Director**

*Dinesh Kumar Agarwal*  
 DIN: 01255468

Place: Kolkata  
 Date: 30/05/2016



**P. B. FILMS LIMITED**  
**CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2016**

Particulars	Figures in	Figures in
	Current reporting period	Previous reporting period
<b>Cash flows from operating activities</b>		
Profit before Tax and Extra Ordinary Items	2,02,675.59	18,12,566.89
Adjustments for:		
Depreciation and Amortization Expense	18,60,160.00	24,63,626.00
Capital Registration Fees Written off	-	(9,30,000.00)
<b>Operating Profit before Working Capital Change</b>	<b>20,62,835.59</b>	<b>33,46,192.89</b>
<b>Adjustment for Change in</b>		
Trade Receivables	3,83,203.70	(4,81,92,560.96)
Inventories	(2,85,00,000.00)	-
Short Term Loans & Advances	70,52,500.00	1,12,71,800.22
Other Current Assets	(8,66,743.00)	1,79,98,429.97
Trade Payables	(1,99,762.00)	(28,14,360.04)
Other Current Liabilities	1,44,915.23	7,83,888.87
	<b>(1,99,23,050.48)</b>	<b>(2,09,52,801.94)</b>
Less:- Taxes Paid	(2,55,420.00)	(1,84,466.00)
<b>Net Cash from Operating Activities</b>	<b>(1,96,67,630.48)</b>	<b>(1,77,91,075.05)</b>
<b>Cash flows from investing activities</b>		
Purchase of Assets	-	(39,17,140.00)
Sale of Investments	-	68,00,000.00
Purchase of Investments	(2,33,06,975.00)	-
<b>Net cash from investing activities</b>	<b>(2,33,06,975.00)</b>	<b>28,82,860.00</b>
<b>Cash flows from financing activities</b>		
Increase/(Decrease) in Borrowings	(12,45,481.98)	17,33,470.57
Increase in Share Capital	5,00,00,000.00	1,23,00,000.00
Decrease in Share Application pending Allotment	-	(60,90,000.00)
<b>Net cash from financing activities</b>	<b>4,87,54,518.02</b>	<b>79,43,470.57</b>
<b>Net increase/(decrease) in cash and cash equivalents</b>	<b>57,79,912.54</b>	<b>(69,64,744.48)</b>
<b>Cash and cash equivalents at beginning of reporting period</b>	<b>19,45,294.26</b>	<b>89,10,038.75</b>
<b>Cash and cash equivalents at end of reporting period</b>	<b>77,25,206.80</b>	<b>19,45,294.26</b>
<b>Cash &amp; Cash equivalents:</b>	<b>57,79,912.54</b>	<b>(69,64,744.48)</b>

Notes:-

1) Previous Year figures have been regrouped / rearranged wherever necessary

In Accordance with our Report attached

For, **RSVA & Co.**  
Chartered Accountants  
Firm Registration No. 110504W

**CA Brijesh K Bhagat**  
Partner  
Membership No.-058831

**P. B. FILMS LIMITED**

*Pankaj Agrawal*  
**Managing Director**

*Pankaj Agrawal*  
DIN: 00595868

**P. B. FILMS LTD.**

*Dinesh Kumar Agarwal*

**Director**  
Dinesh Kumar Agarwal  
DIN: 01255468

**P. B. FILMS LTD.**

*Debasish Basak*  
**Director**

*Debasish Basak*  
DIN: 06940004

Place: Kolkata  
Date: 30/05/2016



**P. B. FILMS LIMITED**  
**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016**

Particulars	As at end of current reporting period		As at end of previous reporting period	
	Number	Figures in ₹	Number	Figures in ₹
<b>1 SHARE CAPITAL :</b>				
<b>Authorized:</b>				
Equity shares of Rs. 10/- each				
At the beginning of the reporting period	14500000		1450000	
Issued during the reporting period	-		-	
At the close of the reporting period	14500000	<u>14,50,00,000.00</u>	1450000	<u>1,45,00,000.00</u>
<b>Issued, subscribed and fully paid up:</b>				
Equity shares of Rs. 10/- each				
At the beginning of the reporting period	9417625		8187625	
Issued during the reporting period (See Note a)	5000000		1230000	
Bought back during the reporting period	-		-	
At the close of the reporting period	14417625	<u>14,41,76,250.00</u>	9417625	<u>9,41,76,250.00</u>
<b>Total</b>		<u>14,41,76,250.00</u>		<u>9,41,76,250.00</u>

**Reconciliation of the number of shares & amount outstanding at the beginning & end of the reporting period**

Particulars	Opening	Fresh Issue	Bonus	Other	Closing
Equity Shares with voting rights					
<b>Year ending 31.03.2016</b>					
- Number	9417625	5000000	-	-	14417625
- Amount	9,41,76,250.00	5,00,00,000.00	-	-	14,41,76,250.00
<b>Year ending 31.03.2015</b>					
- Number	8187625	1230000	-	-	9417625
- Amount	8,18,76,250.00	1,23,00,000.00	-	-	9,41,76,250.00

**Note A**

The Equity Shares of P.B Films Limited (Scrip Code 539352) got listed on Bombay Stock Exchange in the list of MT Group Securities on 22nd September, 2016 at a price of Rs.10/- per share.

**Additional Information**

**Name of the Person holding more than 5% of the Equity Share Capital**

Name of the Person holding more than 5% of the Equity Share Capital	% of Share	Number of Share	% of Share	Number of Share
Nirmalkunj Merchandise Limited	14.99%	2160875	22.95%	2160875
Premkunj Distributor Limited	14.63%	2109250	22.40%	2109250

**2 RESERVES & SURPLUS**

a) Security Premium				
Balance at the beginning of the year		1,08,73,750.00		1,08,73,750.00
b) Profit and Loss Account				
Balance at the beginning of the year	(84,79,421.37)		(93,00,188.26)	
Add:- Profit for the year	7,62,820.59		17,88,456.89	
Add:- Adjustments related to Fixed Assets (As per Note 7.1)	-		(37,690.00)	
Less:- Capital Registration Fees Written off	-	(77,16,600.78)	9,30,000.00	(84,79,421.37)
		<u>31,57,149.22</u>		<u>23,94,328.63</u>





**P. B. FILMS LIMITED**  
**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016**

Particulars	Figures in ₹ As at end of current reporting period	Figures in ₹ As at end of previous reporting period
<b>3 LONG TERM BORROWINGS</b>		
<b>Secured</b>		
<b>A) ICICI Bank Loan</b>		
Opening Balance	16,85,936.00	16,85,936.00
Add:- Long Term Borrowings taken	-	-
Less:- Paid during the year	5,50,114.00	-
Less:- Current Maturities of Long term Borrowings	6,19,862.00	5,50,114.00
Closing Balance	<u>5,15,960.00</u>	<u>11,35,822.00</u>
<b>See Note-1 Below</b>		
<b>B) HDFC Loan</b>		
Opening Balance	28,49,847.51	-
Add:- Long Term Borrowings taken	-	32,39,000.00
Less:- Paid during the year	5,66,262.94	3,89,152.49
Less:- Current Maturities of Long term Borrowings	6,25,619.98	5,66,262.94
Closing Balance	<u>16,57,964.59</u>	<u>22,83,584.57</u>
<b>See Note-2 Below</b>		
<b>TOTAL (A+B)</b>	<u>21,73,924.59</u>	<u>34,19,406.57</u>
* <b>Current Maturities of Long Term Borrowings are disclosed under the head "Other Current Liabilities"</b>		
<b>Note-1</b>		
The company had taken commercial vehicle loan from ICICI Bank @ 11.99% during the Financial Year 2013-14 . The repayment of the loan shall be made in 47 equal installments. The Last installment of the loan will due on 01st December 2017		
<b>Note-2</b>		
The company has taken Auto Premium Loan from HDFC Bank during the Current Financial Year. The repayment of loan shall be made in 60 equal installments . The last installment of the loan will be due on 05th June, 2019		
<b>4 TRADE PAYABLES</b>		
-To Parties	<u>38,07,197.00</u>	<u>40,06,959.00</u>
	<u>38,07,197.00</u>	<u>40,06,959.00</u>
<b>5 OTHER CURRENT LIABILITIES:</b>		
<b>a) For Expenses</b>		
i) Audit Fee Payable	57,250.00	30,000.00
ii) Deepak Agarwal	3,92,541.00	3,92,541.00
iii) Salary Payable	-	1,35,929.00
iv) Agarwal A & Co.	10,000.00	-
v) Brijesh Kumar Bhagat	40,075.00	-
vi) Rahul R Choudhary & Associates	37,350.00	-
vii) RSVA & Co.	59,800.00	-
<b>b) For Others</b>		
i) Duties & Taxes	8,677.80	30,772.00
ii) Other Payables	-	861.61
iii) Current Maturities of Long Term Debts	12,45,481.98	11,16,376.94
iv) Reliance Telecom Ltd	220.00	-
	<u>18,51,395.78</u>	<u>17,06,480.55</u>
<b>6 SHORT TERM PROVISIONS</b>		
i) Provision For MAT (A.Y 2011-12)	29,959.00	29,959.00
ii) Provision For MAT (A.Y 2012-13)	3,43,532.00	3,43,532.00
iii) Provision For MAT (A.Y 2013-14)	1,03,639.00	1,03,639.00
iv) Provision For MAT (A.Y 2014-15)	1,97,900.00	1,97,900.00
v) Provision For MAT (A.Y 2015-16)	3,45,380.00	3,45,380.00
vi) Provision For MAT (A.Y 2016-17)	38,615.00	-
	<u>10,59,025.00</u>	<u>10,20,410.00</u>





**P. B. FILMS LIMITED**  
**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016**

Note-7  
**FIXED ASSET**

Figures in ₹

PARTICULARS	GROSS BLOCK (AT COST)			DEPRECIATION			NET BLOCK	
	AS ON 01-04-2015	ADDITION/ (DEDUCTION ) DURING THE YEAR	AS ON 31/03/2016	UPTO 31/03/2015	FOR THE YEAR	Total Depreciation	AS ON 31/03/2016	AS ON 31/03/2015
<b>TANGIBLE ASSET</b>								
Vehicles	85,01,189.00	-	85,01,189.00	34,24,451.00	14,04,600.00	48,29,051.00	36,72,138.00	50,76,738.00
Air Conditioner	1,87,600.00	-	1,87,600.00	1,22,119.00	23,150.00	1,45,269.00	42,331.00	65,481.00
Mobile Phones	80,728.00	-	80,728.00	22,388.00	17,360.00	39,748.00	40,980.00	58,340.00
Computer & Peripherals	9,29,162.00	-	9,29,162.00	7,50,273.00	1,12,990.00	8,63,263.00	65,899.00	1,78,889.00
Plant & Machinery	9,40,009.78	-	9,40,009.78	4,43,604.78	1,08,160.00	5,51,764.78	3,88,245.00	4,96,405.00
Furniture & Fixtures	14,52,258.00	-	14,52,258.00	9,39,161.00	1,93,900.00	11,33,061.00	3,19,197.00	5,13,097.00
	<b>1,20,90,946.78</b>	-	<b>1,20,90,946.78</b>	<b>57,01,996.78</b>	<b>18,60,160.00</b>	<b>75,62,156.78</b>	<b>45,28,790.00</b>	<b>63,88,950.00</b>

**Note 7.1**

Pursuant to the enactment of Companies Act 2013, the company has applied the estimated useful lives as specified in Schedule II, except in respect of certain assets as disclosed in Accounting Policy on Depreciation, Amortisation and Depletion. Accordingly the unamortised carrying value is being depreciated / amortised over the revised/ remaining useful lives. The written down value of Fixed Assets whose lives have expired as at 1st April 2014 have been adjusted in the opening balance of Profit and Loss Account. The rate of depreciation of has been calculated as per weighted average basis to comply with the provisions of Companies Act.2013.

**Note 7.2**

The company had taken commercial vehicle loan from ICICI Bank @ 11.99% during the Financial Year 2013-14 . The repayment of the loan shall be made in 47 equal installments. The Last installment of the loan will due on 01st December 2017

**Note 7.3**

The company has taken Auto Premium Loan from HDFC Bank during the Current Financial Year. The repayment of loan shall be made in 60 equal installments . The last installment of the loan will be due on 05th June, 2019





**P. B. FILMS LIMITED**  
**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016**

Particulars	Figures in ₹ As at end of current reporting period	Figures in ₹ As at end of previous reporting period
<b>8 DEFERRED TAX ASSET (NET)</b>		
<b>Deferred tax Asset:</b>		
a) Depreciation on fixed assets as per Companies Act	18,60,160.00	24,63,626.00
Less: Depreciation on fixed assets as per Income Tax Act	11,44,457.00	14,23,887.00
Timing Difference	<u>7,15,703.00</u>	<u>10,39,739.00</u>
Deferred Tax Asset (Opening Balance)	4,29,361.96	1,08,091.96
Deferred Tax Asset Created During the Year	3,43,340.00	3,21,270.00
Deferred Tax Asset (Net)	<u>7,72,701.96</u>	<u>4,29,361.96</u>
<b>9 TRADE RECEIVABLES</b>		
i) Sundry Debtors		
-Less than 180 Days	-	4,91,91,167.53
-More than 180 Days	5,54,58,602.63	66,50,638.80
	<u>5,54,58,602.63</u>	<u>5,58,41,806.33</u>
<b>10 INVENTORIES</b>		
Closing Stock	2,85,00,000.00	-
	<u>2,85,00,000.00</u>	-
<b>11 CURRENT INVESTMENTS</b>		
a) Investment in Equity Instruments		
-Quoted	1,16,00,000.00	1,16,00,000.00
b) Axis Bank FD	2,33,06,975.00	-
	<u>3,49,06,975.00</u>	<u>1,16,00,000.00</u>
* Detail sheet as per Annexure-1		
<b>12 CASH AND CASH EQUIVALENTS:</b>		
i) Cash in hand	16,21,132.45	22,53,168.45
ii) Balances with banks		
-Axis Bank	96,461.35	(5,28,133.19)
-Canara Bank	7,613.00	3,087.00
iii) Cheque in Hand	60,00,000.00	2,17,172.00
	<u>77,25,206.80</u>	<u>19,45,294.26</u>





**P.B FILMS LIMITED**  
**FOR THE FINANCIAL YEAR ENDED 31ST MARCH 2016**

**ANNEXURE-1**

	CURRENT INVESTMENTS	FACE VALUE	NUMBERS AS ST		VALUE AS AT	
			31/03/2016	31/03/2015	31/03/2016	31/03/2015
	<b>Quoted</b>					
1	Svaraj Trading & Agency Limited	10	61295	61295	1,16,00,000.00	1,16,00,000.00
	<b>TOTAL</b>				<b>1,16,00,000.00</b>	<b>1,16,00,000.00</b>





**P. B. FILMS LIMITED**  
**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016**

Particulars	Figures in	Figures in
	As at end of current reporting period	As at end of previous reporting period
<b>13 SHORT TERM LOANS AND ADVANCES</b>		
<b>a) Advances (Unsecured but considered good)</b>		
<b>- Business Advances</b>		
Outram Properties Private Limited	49,00,000.00	1,47,00,000.00
<b>- Other Advances</b>		
T.D.S Receivable A/c	300.00	300.00
Advances against Expenses	88,27,623.00	87,62,623.00
Bishwajit Chakraborty	10,00,000.00	-
Locket Chaterjee	2,00,000.00	-
<b>b) Security Deposit</b>		
i) BSE Ltd	5,00,000.00	-
ii) Biswajit Ghosh	24,000.00	24,000.00
iii) Guinness Securities Ltd	10,00,000.00	-
iv) Debajyoti Choudhury	25,000.00	25,000.00
v) Ruchi Commodities Private Limited	-	1,37,500.00
vi) Jayant Kumar Patel	20,000.00	-
vii) Kalpana Jayant Patel	1,00,000.00	-
	<u>1,65,96,923.00</u>	<u>2,36,49,423.00</u>
<b>14 OTHER CURRENT ASSETS</b>		
i) Work In Progress	62,65,140.10	60,77,640.10
ii) Pre-Paid Car Insurance	24,136.00	24,136.00
iii) Pre-Paid Truck Insurance	29,538.00	29,538.00
iv) Minimum Alternate Tax (A.Y 2011-12)	29,959.00	29,959.00
v) Minimum Alternate Tax (A.Y 2012-13)	3,43,532.00	3,43,532.00
vi) Minimum Alternate Tax (A.Y 2013-14)	1,23,550.00	1,23,550.00
vii) Minimum Alternate Tax (A.Y 2014-15)	1,84,466.00	1,84,466.00
viii) Minimum Alternate Tax (A.Y 2015-16)	3,45,383.00	-
ix) Tax Deducted at Source (A.Y 2014-15)	13,434.00	13,434.00
x) Tax Deducted at Source (A.Y 2015-16)	1,886.10	1,886.10
xi) Excess Payment Refund Claim	29,634.00	29,634.00
xii) Reliance Telecom Ltd	-	68.00
xiii) National Securities Depository Limited	-	11,156.00
xiv) Tax Deducted at Source (A.Y 2016-17)	89,664.00	-
xv) MAT Credit Entitlement	2,55,420.00	-
	<u>77,35,742.20</u>	<u>68,68,999.20</u>
<b>15 OTHER INCOME</b>		
i) Discount Received	208.44	3,97,671.97
ii) Interest On FD	8,96,639.00	-
iii) Interest Income	-	1,74,822.64
iv) Other Income	7,000.00	-
v) Penalty on sale of right	58,98,000.00	-
	<u>68,01,847.44</u>	<u>5,72,494.61</u>





**P. B. FILMS LIMITED**  
**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016**

Particulars	Figures in	Figures in
	As at end of current reporting period	As at end of current reporting period
<b>16 EMPLOYEE BENEFIT EXPENSES</b>		
i) Director's Remuneration	4,80,000.00	4,80,000.00
ii) Salary And Bonus	19,32,000.00	16,86,000.00
	<u>24,12,000.00</u>	<u>21,66,000.00</u>
<b>17 CHANGES IN INVENTORIES</b>		
Opening Stock	-	-
Less: Closing Stock	2,85,00,000.00	-
	<u>(2,85,00,000.00)</u>	<u>-</u>
<b>18 FINANCE COSTS</b>		
i) Interest on Car Loan	2,59,757.06	2,40,601.83
ii) Interest on Truck Loan	1,72,670.00	2,34,572.00
iii) Interest on Income Tax	38,157.00	27,754.00
iv) Interest on Professional Tax	-	60.00
v) Interest on Service Tax	-	1,854.00
vi) Interest on TDS	57.00	4,589.00
	<u>4,70,641.06</u>	<u>5,09,430.83</u>
<b>19 DEPRECIATION &amp; AMORTIZATION EXPENSES</b>		
i) Depreciation	18,60,160.00	24,63,626.00
	<u>18,60,160.00</u>	<u>24,63,626.00</u>





**P. B. FILMS LIMITED**  
**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016**

Particulars	Figures in As at end of current reporting period	Figures in As at end of previous reporting period
<b>20 OTHER EXPENSES</b>		
Exhibitor Commission	1,000.00	4,250.00
Annual Maintenance Charges	-	21,573.12
Payment to Auditors		
-as Audit Fees	57,250.00	30,000.00
Bank Charges	1,345.00	29,599.72
Insurance	1,19,182.00	1,61,468.00
Charity Expense	2,001.00	24,303.00
Commission Paid	-	5,328.52
Complaint Fee	2,656.60	748.85
Consultancy Charges	57,000.00	20,000.00
Conveyance Charges	3,541.00	21,540.00
Custodial Fees	31,156.20	12,359.00
Dematerialisation Fees	10,052.00	9,079.00
Filing Fees	27,000.00	87,441.00
General Expenses	9,204.00	29,562.00
Legal Charges	4,000.00	3,000.00
Penalty on Professional Tax	-	200.00
Printing And Stationery Expense	8,520.00	4,995.00
Print Security Guard	-	2,730.00
Professional Fee	3,79,557.00	43,413.00
Repairs & Maintenance	20,517.66	12,382.64
Representative Expenses	-	20,740.00
Rounding Off	-	587.82
Subscription	4,562.00	4,510.00
Telephone Charges	48,474.81	1,13,162.30
Vehicle Running & Maintenance	58,291.00	1,50,658.00
Xerox Charges	5,079.52	7,268.21
Electricity Charges	22,180.00	24,788.00
Wages Expense	-	6,320.00
Repairs & Maintenance -Computer	13,984.00	33,327.00
Website Charges	17,952.00	-
Trade Mark Registration Fees	4,000.00	-
Postal charges	767.00	-
Escrow A/c Opening Charges	2,500.00	-
Computer Maintenance Expenses	1,580.00	-
Cargo Charges	5,735.00	-
Travelling Expenses	1,21,251.00	-
Demat Charges	999.00	-
	<b>10,41,337.79</b>	<b>8,85,334.18</b>





**P. B. FILMS LIMITED**  
**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016**

Particulars	For the current reporting period	For the current reporting period
<b>21 EARNING PER SHARE:</b>		
After extraordinary item:		
Profit for the year after tax expense	7,62,820.59	17,88,456.89
Less:		
Preference dividend payable including dividend tax	-	-
	<u>7,62,820.59</u>	<u>17,88,456.89</u>
Adjusted Weighted average number of equity shares	1,21,08,882	93,18,764
Adjusted Earning per share	0.06	0.19
Before extraordinary item:		
Profit for the year after tax expense	7,62,820.59	17,88,456.89
Adjustment for		
Extraordinary item (net of tax)	-	-
	<u>7,62,820.59</u>	<u>17,88,456.89</u>
Less:		
Preference dividend payable including dividend tax	-	-
	<u>7,62,820.59</u>	<u>17,88,456.89</u>
Weighted average number of equity shares	1,21,08,882	93,18,764
Adjusted Earning per share	0.06	0.19





Sl no	Date of Allotment	No of Shares Allotted	No. of days of holding of share	weighted average as on 31.03.2016	weighted average as on 31.03.2015
1	01/04/2014	8187625	366	8187625	8187625
2	21/04/2014	708000	366	708000	669205.4795
3	13/05/2014	522000	366	522000	461934.2466
4	16/09/2015	5000000	197	2691257	0
				<b>12108882</b>	9318764.726
				<b>762820.59</b>	17,88,456.89
				<b>0.06</b>	0.19

**PROFIT AFTER TAX**

ADJUSTED EPS



**P. B. FILMS LIMITED**  
**NOTES TO FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDING 31ST MARCH 2016**

**FIXED ASSET**

Figures in ₹

PARTICULARS	RATE OF DEP.	AS ON 01-04-2015		ADDITION DURING THE YEAR		AS ON 31/03/2016	DEPRECIATION		AS ON 31/03/2016	NET BLOCK
		AS ON 01-04-2015	Less Than 180 Days	More Than 180 Days	Less Than 180 Days		More Than 180 Days			
								AS ON 31/03/2016		
<b>TANGIBLE ASSET</b>										
Office Equipments	15.00%	15,204.00	-	-	-	15,204.00	-	2,281.00	2,281.00	12,923.00
Computer A/C	60.00%	1,05,991.00	-	-	-	1,05,991.00	-	63,595.00	63,595.00	42,396.00
Electrical Installation	15.00%	1,69,802.00	-	-	-	1,69,802.00	-	25,470.00	25,470.00	1,44,332.00
Furniture A/C	10.00%	8,95,411.00	-	-	-	8,95,411.00	-	89,541.00	89,541.00	8,05,870.00
Machinery A/C	15.00%	2,07,391.00	-	-	-	2,07,391.00	-	31,109.00	31,109.00	1,76,282.00
Nokia Mobile	15.00%	52,082.00	-	-	-	52,082.00	-	7,812.00	7,812.00	44,270.00
Refrigerator	15.00%	20,668.00	-	-	-	20,668.00	-	3,100.00	3,100.00	17,568.00
Skoda Superb	15.00%	6,49,807.00	-	-	-	6,49,807.00	-	97,471.00	97,471.00	5,52,336.00
Audit A3	15.00%	31,88,840.00	-	-	-	31,88,840.00	-	4,78,326.00	4,78,326.00	27,10,514.00
Water Filter	15.00%	3,802.00	-	-	-	3,802.00	-	570.00	570.00	3,232.00
Invertor	15.00%	27,710.00	-	-	-	27,710.00	-	4,157.00	4,157.00	23,553.00
Xerox Machine	15.00%	59,299.00	-	-	-	59,299.00	-	8,895.00	8,895.00	50,404.00
Air Conditioner	15.00%	87,029.00	-	-	-	87,029.00	-	13,054.00	13,054.00	73,975.00
Television	15.00%	16,520.00	-	-	-	16,520.00	-	2,478.00	2,478.00	14,042.00
Samsung Mobile	15.00%	7,983.00	-	-	-	7,983.00	-	1,197.00	1,197.00	6,786.00
M Audio Studiophile Av 30	15.00%	4,913.00	-	-	-	4,913.00	-	737.00	737.00	4,176.00
Truck 1109-0843	15.00%	10,48,881.00	-	-	-	10,48,881.00	-	1,57,332.00	1,57,332.00	8,91,549.00
Truck 1109-0844	15.00%	10,48,881.00	-	-	-	10,48,881.00	-	1,57,332.00	1,57,332.00	8,91,549.00
		76,10,214.00	-	-	-	76,10,214.00	-	11,44,457.00	11,44,457.00	64,65,757.00



**P.B.FILMS LIMITED**

<b>ADDRESS</b> : 1, CROOKED LANE, 2ND FLOOR, ROOM NO-238 KOLKATA-700068 WEST BENGAL	<b>ASSESSMENT YEAR</b> : 2016-17 <b>FINANCIAL YEAR</b> : 2015-16 <b>STATUS</b> : COMPANY <b>P.A.N.</b> : AAACP6172H <b>D.O.I</b> : 27-09-2007
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**1 Calculation of MAT**

PARTICULARS	Amount(In Rs)	Amount(In Rs)
Net Profit as per Profit & Loss Account		2,02,675.59
<b>Add:-</b>		
1) Disallowance U/s 4A	-	-
<b>Less: Lower of the 2</b>		
1) Unabsorbed Book Depreciation	-	-
2) Carry Forward Book Loss	84,79,421.37	-
<b>Book Profit For MAT Calculation</b>		2,02,675.59
<b>TAX @ 18.5%</b>		37,490.00
<b>MAT</b>		<b>37,490.00</b>

**2 Computation of Tax**

PARTICULARS	Amount(In Rs)	Amount(In Rs)
Net Profit as per Profit & Loss Account		2,02,675.59
<b>Add:-</b>		
Expenses not allowed		
- Interest on Tax	38,214.00	
- Charity Expenses	2,001.00	
- Demat Charges	999.00	
- Depreciation as per Companies Act	18,60,160.00	
- 0.5% of Average Investment	58,000.00	19,18,160.00
		21,20,835.59
<b>Less:-</b>		
Expenses allowed		
- Depreciation as per Income Tax		11,44,457.00
		9,76,378.59
<b>Less:-</b>		
i) Carry Forward Loss Of Previous Year (Subject to max of total taxable income)	-	-
<b>Taxable Income</b>		<b>9,76,378.59</b>



**COMPUTATION OF TAX LIABILITY**

PARTICULARS	Amount(In Rs)	Amount(In Rs)
Tax Payable		
Higher of (1)	37,490.00	
or (2)	2,92,910.00	2,92,910.00
Less: MAT Credit		2,92,910.00
		2,55,420.00
		37,490.00
Taxable Amount	37,490.00	
Add: Education Cess @ 3%	1,124.70	38,614.70
Tax Liability		38,614.70
Total Tax (Rounded off u/s 288B)		38,615.00
Less: Tax Deducted at Source		89,664.00
<b>TAXABLE PAYABLE/(REFUNDABLE)</b>		<b>(51,049.00)</b>



**NOTE Balance Sheet Details****Duties & Taxes**

5(b)	Employee Professional Tax	560.00
	TDS (192B)	2,527.00
	TDS (194I)	-
	TDS (194J)	5,590.80
		<b>8,677.80</b>

**13(a) Advance Against Expenses**

	Agnidev Chatterjee	5,55,556.00
	Pratidin Prakashan	36,360.00
	Rituparna Sengupta	10,00,000.00
	Subrata Sen Communication	70,70,707.00
	Tricolour Creation	1,00,000.00
	Animesh Roy	65,000.00
		<b>88,27,623.00</b>

**13(b) Security Deposit**

	Biswajit Ghosh	24,000.00
	Debjyoti Choudhary	25,000.00
	BSE LTD	5,00,000.00
	Guinness Securities Ltd	10,00,000.00
	Jayant Kumar Patel	20,000.00
	Kalpna Jayant Patel	1,00,000.00
		<b>16,69,000.00</b>

**14(i) Work In Progress**

	Production No: 11 ( Raj Mukherjee)	1,70,000.00
	Production No:12 ( Ajay Singh)	6,61,764.00
	Production No:14 ( Sujit Guha)	5,52,778.00
	Production No:15 (Kobe Dibi Golay Mala Re)	7,086.00
	Production No:17 (Ashiqi)	3,42,434.00
	Production No:18 (Aashiq)	3,000.00
	Production No:23 (Aajkar Tollywood)	80,000.00
	Production No:25 ( Das Takar Note)	36,64,181.10
	Production No:3 ( Suryaputra)	7,19,821.00
	Production No:5 (Daag)	5,500.00
	Production No:6 (Luck Apna Apna)	58,576.00
		<b>62,65,140.10</b>

**9 Sundry Debtors**

	Less than 180days	More Than 180days
Anandam Cinema(Memari)		
Apsara Cinema(Benvaqram)		8,091.00
Ashoka Cinema(Behala)		3,777.10
Bandhana Cinema(Chandeshwar)		4,500.00
Bani Cinema(Joynaqar)		3,400.00
Bichitra Cinema(Burdwan)		25,826.22
Binodani Cinema ( Baquati)		(392.40)
Birai Cinema(Kashinaqar)		4,000.00
Chitranjali Cinema(Kalikakhali)		1,500.00
Cinemax - Manisqare		5,615.50
Cinemax-Siliquri		451.43
Devleen Cinema(Ramibampur)		1,000.00
Goutam Cinema(Sinqur)		7,728.00
Harekrishna Vyapaar (P) LTD	4,90,48,000.00	
Krishna Cinema(Baraipur)		2,500.00
Mamanasha Cinema (Naihati)		500.00
Mampi Talkies(Rampurhat)		3,028.68
Maya Films (95) Malda		2,28,666.40
Mitali Cinema(Jalanqi)		4,000.00
Piyasi Cinema(Nandakumar)		(500.00)
Priya Cinema(Kolkata)		10,939.00
Pvr Avani Mall(Kolkata)		47,989.00
PVR Jassore Kolkata		27,306.70
Radharani Cinema(Gramslika)		3,400.00
Rajendra Cinema(Louhati)		3,900.00
Rathindra Cinema(Sodepur)		1,476.00
Rupasree Cinema(Contai)		6,500.00
Rupkatha Cinema(Bishnupur)		400.00
Shyam Motion Pictures		60,00,000.00
Sujata Cinema(Dasnaqar)		3,000.00
Suranjana Cinema(Nandigram)		2,000.00
<b>Grand Total</b>	<b>-</b>	<b>5,54,58,602.63</b>



## P. B. FILMS LIMITED

Notes '1' to '22' annexed to and forming part of the Balance Sheet as at 31st March 2016  
and the Profit & Loss Account for the year ended 31st March, 2016

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### Note:-22

#### SIGNIFICANT ACCOUNTING POLICIES & NOTES ON ACCOUNTS

##### A. SIGNIFICANT ACCOUNTING POLICIES

###### 1. Basis of Preparation of Financial Statements:

Accounts of the Company have been prepared on the Historical Cost Convention in accordance with the generally accepted accounting principles, the Accounting Standards as notified and the Provisions of the Companies Act, 2013.

###### 2. Use of Estimates

The preparation of financial statements requires estimates and assumptions to be made that affect the reported balances of assets and liabilities as at the date of the financial statements and the reported amounts of income and expenses during the year. Management believes that the estimates used in preparation of the financial statements are prudent and reasonable.

###### 3. Fixed Assets

Fixed Assets are stated at cost less accumulated depreciation thereon. Costs include all expenses incurred to bring the assets to its present location and condition.

Pursuant to the enactment of Companies Act 2013, the company has applied the estimated useful lives as specified in Schedule II, except in respect of certain assets as disclosed in Accounting Policy on Depreciation, Amortization and Depletion. Accordingly the unamortized carrying value is being depreciated / amortized over the revised/ remaining useful lives.

###### 4. Depreciation

Depreciation on Fixed Assets is being provided on Written down Value Method at the rates calculated as per part C of Schedule II of Companies Act, 2013. Depreciation is being provided from the time they came into use.

###### 5. Investments

The investments are long term in nature and they have been valued at their cost price.





## P. B. FILMS LIMITED

Notes '1' to '22' annexed to and forming part of the Balance Sheet as at 31st March 2016  
and the Profit & Loss Account for the year ended 31st March, 2016

### B. NOTES ON ACCOUNTS

#### 1. Contingent Liabilities

NIL

#### 2. Earning/Expenditure in foreign currency

	<u>31-03-2016</u>	<u>31-03-2015</u>
(i) Earning in foreign currency: FOB value of exports	Nil	Nil
(ii) Expenditure in foreign currency: Foreign Traveling Expenses	Nil	Nil
Stores and Spares	Nil	Nil

#### 3. Remuneration to Directors

The Company has paid remuneration to its Directors as follows:

Mr. Pankaj Agrawal Rs. 480000/-

#### 4. Earnings per Share

	<u>31-03-2016</u>	<u>31-03-2015</u>
i) Net Profit during the year After tax (Rs)	762820.59	1788456.89
ii) Weighted Average no of equity Shares of Rs. 10/- each	12108882	9318764
iii) Adjusted Earning per share (Rs.)	0.06	0.19

#### 5. Deferred Tax

Deferred tax is recognised on timing difference; being the difference between taxable incomes and accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Deferred tax assets in respect of unabsorbed depreciation and carried forward losses are recognised if there is virtual certainty that there will be sufficient future taxable income available to realize such losses. The Deferred Tax Computation of the company is as follows:

Opening Deferred Tax Asset/ (Liability)	:	429361.96
Deferred Tax Asset/ (Liability) Created during the year:		343340.00
Closing Deferred Tax Asset/ (Liability) :		772701.96





## P. B. FILMS LIMITED

Notes '1' to '22' annexed to and forming part of the Balance Sheet as at 31st March 2016  
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6. On the basis of information available with the company, no amount is payable to Small Scale Industrial Undertakings as on 31.03.2016 due for more than 30 days.

### 7. Advances

a) The Company has given business advance to the following party:-

i) Outram Properties Pvt Ltd : 49,00,000.00

b) The Company has paid Advance against expenses amount to Rs 88,27,623.00, the details of which are given below:

S.L NO	NAME OF THE PARTY	AMOUNT (IN RS.)
1	Agnidev Chatterjee	555556.00
2	Pratidin Prakashani Ltd	36360.00
3	Rituparna Sengupta	1000000.00
4	Subrata Sen Communication	7070707.00
5	Tricolour Creations	100000.00
6	Animesh Roy	65000.00
<b>TOTAL</b>		<b>88,27,623.00</b>

8. Interest on Income Tax has been incorporated under Finance Cost.

### 9. Related Party Disclosures

9.1 Information in accordance with requirements of Accounting Standard 18 on Related Party Disclosures prescribed under the Act:-

9.2 The related party transactions is as follows:

Name of The Party	Nature of Transaction	Amount (Rs)
Natraj Tradecom Private Limited	Rent paid	174000.00
Ultimate Vacation Pvt. Ltd	Production Expense	18896.00
Well View Dealcom Pvt. Ltd	Rent paid	174000.00





## P. B. FILMS LIMITED

Notes '1' to '22' annexed to and forming part of the Balance Sheet as at 31st March 2016  
and the Profit & Loss Account for the year ended 31st March, 2016

### 9.3. Key Management Personnel of the Company:

- Pankaj Agarwal
- Dinesh Kumar Agarwal
- Debasish Basak
- Tanima Mondal
- Tarsem Jassal Singh
- Kushal Adhikary

### 9.4. Enterprise over which Key Management Personnel & Relatives of such Personnel are able to exercise significant influence

- VAASTUVEDA SERVICES PRIVATE LIMITED
- NEPTUNE GOODS PRIVATE LIMITED
- STRAIGHT LINE FOOD PRODUCTS PRIVATE LIMITED
- PREMKUNJ DISTRIBUTOR LIMITED
- NIRMALKUNJ MERCHANDISE LIMITED
- ASHIRVAD CORN PRODUCTS PRIVATE LIMITED
- MAHARAJA COMMERCIAL PRIVATE LIMITED
- NATRAJ TRADECOM PRIVATE LIMITED.
- ROSEWOOD VINIMAY PRIVATE LIMITED
- REET ADVISORS PRIVATE LIMITED
- WELL VIEW DEALCOM PRIVATE LIMITED
- RANBHUMI VINCOM PRIVATE LIMITED
- MONARCH NIRMANS PRIVATE LIMITED
- ULTIMATEVACATIONS PRIVATE LIMITED

### 10. Details of Work in Progress

Production Number	Name of the Movie/ (Name of the person related to the movie)	Amount (In Rs.)
Production No. 3	Suryaputra	7,19,321.00
Production No. 5	Daag	5,000.00
Production No. 6	Luck Apna Apna	58,576.00
Production No. 11	Name not yet decided (Raj Mukherjee)	1,70,000.00
Production No. 12	Name not yet decided (Ajay Singh)	6,61,764.00
Production No. 14	Name not yet decided (Sujit Guha)	5,52,778.00





## P. B. FILMS LIMITED

Notes '1' to '22' annexed to and forming part of the Balance Sheet as at 31st March 2016  
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<b>Production Number</b>	<b>Name of the Movie/ Name of the person related to the movie</b>	<b>Amount (In Rs.)</b>
Production No. 15	Name not yet decided (Kabe Dibi Golay Mala Re)	7,086.00
Production No. 17	Aashiqui	3,42,434.00
Production No. 18	Aashiq	3,000
Production No. 23	Aajkar Tollywood	80,000.00
Production No. 25	Dash Takar Note No. Rs.10	36,64,181.10
<b>TOTAL</b>		<b>62,65,140.10</b>

11. Previous years' figures have been regrouped/rearranged wherever necessary.

12. The head/subhead in the financial statements and statements forming part thereof has been amended / deleted according to its applicability on the company and the requirements of the Schedule VI have been modified accordingly.

Signatures to Note "1" to "22"

**For, RSVA & Co.**

Chartered Accountants

Firm Registration No. 110504W

**CA Brijesh K. Bhagat**

Partner

Membership No- 058831

Place: Kolkata

Dated: 30/05/2016

**P. B. FILMS LTD.**

*Pankaj Agrawal*  
Director

Pankaj Agrawal  
DIN: 00595868

**P. B. FILMS LTD.**

*Dinesh Agarwal*  
Director

Dinesh Kumar Agarwal  
DIN: 01255468

**P. B. FILMS LTD.**

*Debasish Basak*  
Director

Debasish Basak  
DIN: 06940004