



**Consolidated Scrutinizer's Report on the result of the E-voting process and Poll conducted at the 8<sup>th</sup> Annual General Meeting of P. B. Films Limited (the Company) held on 30<sup>th</sup> September, 2015 at Terrace Garden, 18, Giri Babu Lane, Kolkata-700012, West Bengal**

To,  
The Board of Directors  
P. B. Films Limited  
1, Crooked Lane, 2<sup>nd</sup> Floor,  
Room No.233, Kolkata-700069

Dear Sir,

1. The Board of Directors of the Company has appointed us, M/s. Rahul R Choudhary & Associates, Chartered Accountants, as a scrutinizer for the purpose of:

- (i) Scrutinizing the e-voting process (remote e-voting) under the provisions of Section 108 of the Companies Act, 2013 (the Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended (Rules), and
- (ii) Poll taken under the provisions of 109 of the Act read with Rule 21 of the Rules, on the resolution contained in the notice (the Notice) of the 8<sup>th</sup> Annual General Meeting (AGM) of the members of the Company, held on 30<sup>th</sup> September, 2015 at Terrace Garden, 18, Giri Babu Lane, Kolkata-700012.

2. The management of the Company is responsible for ensuring compliance with the requirements of the Acts and the Rules relating to voting through electronic means and through Poll on the resolutions contained in the Notice of the 8<sup>th</sup> Annual General Meeting of the Members of the company.

3. The Company has appointed Central Depository Services of India Limited ("CDSL"), the agency authorised under Rule 20 of the Companies (Management and Administration) Rules, 2014 to provide e-voting facilities to the members from 9:00 A.M. on 27<sup>th</sup> September, 2015 to 5:00 P.M. on 29<sup>th</sup> September, 2015.

4. Our responsibility as a scrutinizer for the voting process (by remote e-voting and Poll at the AGM), was restricted to making a consolidated scrutinizer's report of the votes cast "in favour" or "against" the resolutions stated in the Notice, based on the reports generated from the e-voting system provided by Central Depository Services of India Limited and based on the Poll taken at the AGM.

5. Separate Scrutinizer's Report of even date have been issued on the remote e-voting and on the poll taken at the AGM on the resolutions constrained in the Notice of the AGM. We submit a consolidated Scrutinizer's report on the results of voting by remote e-voting and Poll taken at the AGM as under :-





**Item No. 1:-**

Ordinary Resolution to consider and adopt the audited financial statement of the Company for the financial year ended March 31, 2015, and the reports of the Board of Directors and Auditors thereon.

	Number of members			Number of votes contained in			%
	Remote e-voting	Poll @ AGM	Total	Remote e-voting	Poll @ AGM	Total	
Assent	10	12	22	5167035	130295	5297330	100.00
Dissent	0	0	0	0	0	0	-
Invalid	0	0	0	0	0	0	-
<b>Total</b>	<b>10</b>	<b>12</b>	<b>22</b>	<b>5167035</b>	<b>130295</b>	<b>5297330</b>	<b>100.00</b>

Based on the aforesaid results, Ordinary Resolution No. 1 of the Notice dated 17<sup>th</sup> August, 2015 has been passed with requisite majority.

**Item No. 2:-**

Ordinary Resolution to re-appoint Mr. Pankaj Agrawal (holding DIN 00595868), who retires by rotation and being eligible offers himself for re-appointment.

	Number of members			Number of votes contained in			%
	Remote e-voting	Poll @ AGM	Total	Remote e-voting	Poll @ AGM	Total	
Assent	10	12	22	5167035	130295	5297330	100.00
Dissent	0	0	0	0	0	0	-
Invalid	0	0	0	0	0	0	-
<b>Total</b>	<b>10</b>	<b>12</b>	<b>22</b>	<b>5167035</b>	<b>130295</b>	<b>5297330</b>	<b>100.00</b>

Based on the aforesaid results, Ordinary Resolution No. 2 of the Notice dated 17<sup>th</sup> August, 2015 has been passed with requisite majority.

**Item No. 3:-**

Ordinary Resolution to re-appointment of M/s. RSVA & Co., Chartered Accountants as the statutory auditors of the Company.

	Number of members			Number of votes contained in			%
	Remote e-voting	Poll @ AGM	Total	Remote e-voting	Poll @ AGM	Total	
Assent	10	12	22	5167035	130295	5297330	100.00
Dissent	0	0	0	0	0	0	-
Invalid	0	0	0	0	0	0	-
<b>Total</b>	<b>10</b>	<b>12</b>	<b>22</b>	<b>5167035</b>	<b>130295</b>	<b>5297330</b>	<b>100.00</b>

Based on the aforesaid results, Ordinary Resolution No. 3 of the Notice dated 17<sup>th</sup> August, 2015 has been passed with requisite majority.

**Item No. 4:-**

Ordinary Resolution to appoint Mrs. Tanima Mondal (DIN: 07108719) as a Non-Executive Director of the Company.

	Number of members			Number of votes contained in			%
	Remote e-voting	Poll @ AGM	Total	Remote e-voting	Poll @ AGM	Total	
Assent	10	12	22	5167035	130295	5297330	100.00
Dissent	0	0	0	0	0	0	-
Invalid	0	0	0	0	0	0	-
<b>Total</b>	<b>10</b>	<b>12</b>	<b>22</b>	<b>5167035</b>	<b>130295</b>	<b>5297330</b>	<b>100.00</b>

Based on the aforesaid results, Ordinary Resolution No. 4 of the Notice dated 17<sup>th</sup> August, 2015 has been passed with requisite majority.





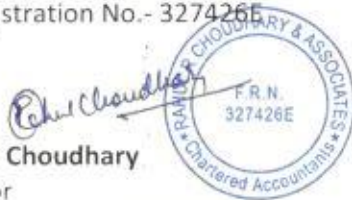
6. A Compact Disc containing electronic data and other relevant records relating to remote e-voting and Poll has been kept in my safe custody and shall be retained until the minutes of the Annual General Meeting are approved and signed, and shall be handed over to the Company Secretary thereafter.

Thanking you,

**For, Rahul R Choudhary & Associates**

Chartered Accountants

Firm Registration No.- 327426E



**CA Rahul Choudhary**

Proprietor

Membership No.- 300859

Date: 1<sup>st</sup> October, 2015

Place: Kolkata