



3B FILMS LIMITED

(Formerly known as 3B Films Private Limited)

CIN: U25200GJ2014PLC080685

Registered Office: SF 220 Pancham Icon, Besides D-Mart, Vasna Road, Vadodara 390007, Gujarat, India.

Corporate/Factory Office: Block No 1241 1242 1243 1244, Padra Jambusar Highway, Masar, Padra, Vadodara 391421, Gujarat, India.

E-mail ID: accounts@3bfilms.com

Website: www.3bfilms.com

Telephone No: +91 997942 6000

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT MEETING OF THE BOARD OF DIRECTORS OF 3B FILMS LIMITED HELD ON TUESDAY, 12th NOVEMBER, 2024 AT 10.00 AM AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT SF 220 PANCHAM ICON BESIDES D-MART, VASNA ROAD, VADODARA-390007, GUJARAT, INDIA.

ITEM 3 : TO APPROVE DRAFT PROSPECTUS (DP) OF THE COMPANY:

The Chairperson informed the Board of Directors of the Company ("Board") that according to the resolutions approved by the Board and the Shareholders of the Company at their respective meetings held on June 28, 2024 and July 01, 2024, the Company was authorized to undertake an initial / proposed public offer of up to 69,70,000 Equity Shares of the Company of the face value of ₹10 each (the "Equity Shares"), comprising of fresh offer of up to 37,70,000 equity shares by the company (the "Fresh Issue") and an offer for sale of up to 32,00,000 equity Shares by Ashokbhai Dhanjibhai Babariya, Mukesh Dhanjibhai Babariya and Gulabben Nitin Babariya, (Collectively referred to as the "Promoter Selling Shareholders / Selling Shareholders") ("Offer for Sale") and list the Equity Shares on SME Platform of BSE Limited ("BSE").

The Chairman placed before the Board the draft prospectus of the Company to be filed with the SME Platform of BSE Limited ("BSE") for their approval. The Board approved the same and passed the following resolution unanimously:

"RESOLVED THAT subject to and in accordance with the applicable provisions of the Companies Act, 2013, and the rules made thereunder, as amended, and the applicable provisions of the Securities and Exchange Board of India Act, 1992, as amended, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended, ("SEBI ICDR Regulations"), the Securities Contracts (Regulation) Act, 1956, as amended the Securities Contracts (Regulations) Rules, 1957, as amended and any other regulations issued by the SEBI, the Draft Prospectus dated 12th November, 2024 (the "**DP**"), in respect of the initial / proposed public offer of up to 69,70,000 equity shares of the Company comprising of I. a fresh offer up to 37,70,000 equity shares by the company (the "Fresh Issue") and II. an offer for sale of up to 32,00,000 equity shares by Ashokbhai Dhanjibhai Babariya, Mukesh Dhanjibhai Babariya and Gulabben Nitin Babariya, (Collectively referred to as the "Promoter Selling Shareholders / Selling Shareholders") ("Offer for Sale") of face value of 10/- each, at such price as may be determined in accordance with the Fixed Price Issue under the SEBI ICDR Regulations and as agreed to by the Company in consultation with the Lead Manager to the Issue ("LM"), within the price to be decided by the Company in consultation with the LM, as placed before the Board and containing the requisite information as prescribed by applicable laws and regulations, be and is hereby taken on record and approved for filing with the SME Platform of BSE Limited ("BSE"), and such other authorities or persons as may be required."

RESOLVED FURTHER THAT Mr. Ashokbhai Dhanjibhai Babariya (DIN: 03363509), Chairman and Managing Director and / or Mr. Dishank Nitin Babariya (DIN: 10499582), Whole Time Director of the Company be and are hereby severally authorized to make any further or subsequent alterations, additions, omissions, variations, amendments or corrections to the DP, if any, to file the same with the SME Platform of BSE Limited ("**BSE**") , and such other authorities or persons as may be required, issue such certificates and confirmations as may be required and undertake such other necessary steps to implement the above resolution."



3B FILMS LIMITED

(Formerly known as 3B Films Private Limited)

CIN: U25200GJ2014PLC080685

Registered Office: SF 220 Pancham Icon, Besides D-Mart, Vasna Road, Vadodara 390007, Gujarat, India.

Corporate/Factory Office: Block No 1241 1242 1243 1244, Padra Jambusar Highway, Masar, Padra, Vadodara 391421, Gujarat, India.

E-mail ID: accounts@3bfilms.com

Website: www.3bfilms.com

Telephone No: +91 997942 6000

RESOLVED FURTHER THAT each of the Directors of the Company, Mr. Dhavalkumar Maheshbhai Panchal, Chief Financial Officer of the Company and Ms. Janki Raj, Company Secretary & Compliance Officer (Membership No.: ACS-61472), be and are hereby severally authorized to sign the Draft Prospectus for and on behalf of the Company.”

RESOLVED FURTHER THAT Mr. Ashokbhai Dhanjibhai Babariya (DIN: 03363509), Chairman and Managing Director and Mr. Dishank Nitin Babariya (DIN: 10499582), Whole Time Director, of the Company be and are hereby severally authorized to execute all such deeds, documents, agreements, forms, instruments and writings, and to do all such acts, deeds and things as may be required, necessary, expedient or incidental to give effect to the above resolutions, and to settle or give instructions and directions for settling any questions, difficulties or doubts that may arise in this regard and to give effect to such modifications, changes, variations, alterations, deletions or additions as may be deemed fit and proper in the best interest of the Company in accordance with the applicable laws and regulations and in consultation with the legal advisor and the LM appointed in this respect.

RESOLVED FURTHER THAT a copy of the above resolutions, certified by any director or the company secretary of the Company, be forwarded to the concerned authorities for necessary action.”

//Certified True Copy//

FOR, 3B Films Limited

(Formerly 3B Films Private Limited)

Managing Director

Mr. Ashokbhai Dhanjibhai Babariya

DIN: 03363509

904, Milestone, B/H. New Bright Day School,
Vasna Bhayli Road, Vadodara-391410,
Gujarat, India





3B FILMS LIMITED

(Formerly known as 3B Films Private Limited)

CIN: U25200GJ2014PLC080685

Registered Office: SF 220 Pancham Icon, Besides D-Mart, Vasna Road, Vadodara 390007, Gujarat, India.

Corporate/Factory Office: Block No 1241 1242 1243 1244, Padra Jambusar Highway, Masar, Padra, Vadodara 391421, Gujarat, India.

E-mail ID: accounts@3bfilms.com

Website: www.3bfilms.com

Telephone No: +91 997942 6000

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT MEETING OF THE BOARD OF DIRECTORS OF 3B FILMS LIMITED HELD ON FRIDAY, 23RD MAY, 2025 AT 10.00 AM AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT SF 220 PANCHAM ICON BESIDES D-MART, VASNA ROAD, VADODARA-390007, GUJARAT, INDIA.

ITEM 3 : TO APPROVE PROSPECTUS OF THE COMPANY:

The Chairperson informed the Board that pursuant to the resolutions passed by the Board of Directors and the Shareholders of the Company at their respective meetings held on June 28, 2024, and July 01, 2024, the Company was authorized to undertake an initial/proposed public offering of equity shares having a face value of ₹10 each ("Equity Shares"), comprising a Fresh Issue and an Offer for Sale, and to list the Equity Shares on the SME Platform of BSE Limited ("BSE").

The Chairperson then placed before the Board the draft Prospectus of the Company proposed to be filed with the Registrar of Companies ("ROC"), BSE Limited ("BSE"), for approval and with the Securities and Exchange Board of India ("SEBI").

After discussion, the Board passed the following resolution unanimously:

"RESOLVED THAT subject to and in accordance with the applicable provisions of the Companies Act, 2013, and the rules made thereunder, as amended, and the applicable provisions of the Securities and Exchange Board of India Act, 1992, as amended, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended, ("SEBI ICDR Regulations"), the Securities Contracts (Regulation) Act, 1956, as amended the Securities Contracts (Regulations) Rules, 1957, as amended and any other regulations issued by the SEBI, the Prospectus dated 23rd May, 2025 (the "**Prospectus**"), in respect of the initial / proposed public offer of 67,50,000 equity shares of face value of 10/- each of the Company comprising;

- I. a fresh offer of 35,52,000 equity shares by the company (the "Fresh Issue") and
- II. an offer for sale of up to 31,98,000 equity shares by the Promoter Selling Shareholders, namely:
 - Mr. Ashokbhai Dhanjibhai Babariya - 10,68,000 equity shares
 - Mr. Mukesh Dhanjibhai Babariya - 10,65,000 equity shares and
 - Mrs. Gulabben Nitin Babariya - 10,65,000 equity shares(Collectively referred to as the "Promoter Selling Shareholders / Selling Shareholders")

at such price as determined under the Fixed Price Mechanism of the SEBI ICDR Regulations in consultation with the Lead Manager ("LM"), as placed before the Board and containing the requisite information as prescribed by applicable laws and regulations, be and is hereby taken on record and approved for filing with the SME Platform of BSE Limited ("BSE"), Registrar of Companies ("ROC"), and Securities and Exchange Board of India ("SEBI") and such other authorities or persons as may be required.

RESOLVED FURTHER THAT Mr. Ashokbhai Dhanjibhai Babariya (DIN: 03363509), Chairman and Managing Director and / or Mr. Dishank Nitin Babariya (DIN: 10499582), Whole Time Director of the Company be and are hereby severally authorized to make any further or subsequent alterations, additions, omissions, variations, amendments or corrections to the Prospectus, if any, to file the same with the Registrar of Companies ("ROC"), BSE Limited ("BSE") and Securities and Exchange Board of India ("SEBI"), and such other authorities or persons as may be required, issue such certificates and confirmations as may be required and undertake such other necessary steps to implement the above resolution.



3B FILMS LIMITED

(Formerly known as 3B Films Private Limited)

CIN: U25200GJ2014PLC080685

Registered Office: SF 220 Pancham Icon, Besides D-Mart, Vasna Road, Vadodara 390007, Gujarat, India.

Corporate/Factory Office: Block No 1241 1242 1243 1244, Padra Jambusar Highway, Masar, Padra, Vadodara 391421, Gujarat, India.

E-mail ID: accounts@3bfilms.com

Website: www.3bfilms.com

Telephone No: +91 997942 6000

RESOLVED FURTHER THAT each of the Directors of the Company, Mr. Dhavalkumar Maheshbhai Panchal, Chief Financial Officer of the Company and Ms. Janki Raj, Company Secretary & Compliance Officer (Membership No.: ACS-61472), be and are hereby severally authorized to sign the Prospectus for and on behalf of the Company."

RESOLVED FURTHER THAT Mr. Ashokbhai Dhanjibhai Babariya (DIN: 03363509), Chairman and Managing Director and Mr. Dishank Nitin Babariya (DIN: 10499582), Whole Time Director, of the Company be and are hereby severally authorized to execute all such deeds, documents, agreements, forms, instruments and writings, and to do all such acts, deeds and things as may be required, necessary, expedient or incidental to give effect to the above resolutions, and to settle or give instructions and directions for settling any questions, difficulties or doubts that may arise in this regard and to give effect to such modifications, changes, variations, alterations, deletions or additions as may be deemed fit and proper in the best interest of the Company in accordance with the applicable laws and regulations and in consultation with the legal advisor and the LM appointed in this respect.

RESOLVED FURTHER THAT a copy of the above resolution, certified by any director or the company secretary of the Company, be forwarded to the concerned authorities for necessary action."

//Certified True Copy//

FOR, 3B Films Limited

(Formerly 3B Films Private Limited)

Managing Director

Mr. Ashokbhai Dhanjibhai Babariya

DIN: 03363509

904, Milestone, B/H. New Bright Day School,

Vasna Bhayli Road, Vadodara-391410,

Gujarat, India

