

Notice is hereby given that the 26th Annual General Meeting of the members of PRITISH NANDY COMMUNICATIONS LTD (CIN L22120MH1993PLC074214) will be held on Monday, September 23, 2019 at 3.00 p.m. at Walchand Hirachand Hall, 4th floor, Indian Merchant Chambers Building, IMC Marg, Churchgate, Mumbai 400 020 to transact the following business

ORDINARY BUSINESS

1. To receive, consider and adopt
 - a. the audited financial statements of the Company for the financial year ended March 31, 2019, together with the reports of the Board of directors and the auditors thereon; and
 - b. the audited consolidated financial statements of the Company for the financial year ended March 31, 2019, together with the report of the Auditors thereon.
2. To appoint a Director in place of Pallab Bhattacharya (DIN:00008277) who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

3. To re-appoint Udayan Bose (DIN: 00004533) as an Independent Director for the second term of five years

To consider and if thought fit, to pass the following resolution as a Special Resolution

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Udayan Bose (DIN: 00004533), Independent Non-Executive Director of the Company, who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and who is eligible for reappointment, be and is hereby re-appointed as an Independent Non-Executive Director of the Company to hold office for second term with effect from April 1, 2019 to March 31, 2024 and whose office shall not be liable to retire by rotation.

RESOLVED FURTHER THAT Santosh Gharat, Company Secretary and CFO of the Company be and is hereby authorised to do all acts, deeds and things including filings and take steps as may be deemed necessary, proper or expedient to give effect to this Resolution and matters incidental thereto.”

4. To re-appoint Hema Malini (DIN:00873390) as an Independent Director for the second term of five years

To consider and if thought fit, to pass the following resolution as a Special Resolution

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Ms Hema Malini (DIN:00873390), Independent Non-Executive Director of the Company, who has submitted a declaration that she meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and who is eligible for reappointment, be and is hereby re-appointed as an Independent Non-Executive Director of the Company to hold office for second term with effect from April 1, 2019 to March 31, 2024 and whose office shall not be liable to retire by rotation.

RESOLVED FURTHER THAT Santosh Gharat, Company Secretary and CFO of the Company be and is hereby authorised to do all acts, deeds and things including filings and take steps as may be deemed necessary, proper or expedient to give effect to this Resolution and matters incidental thereto.”

5. To regularize the appointment of Pradeep Guha as an Independent Director of the Company who was appointed as an additional director of the Company w.e.f. February 28, 2019

To consider and if thought fit, to pass the following resolution as a Special Resolution

“RESOLVED THAT pursuant to the provisions of Section 149 read with Schedule IV, and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any Statutory modification(s) or re-enactment thereof for the time being in force) and regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (SEBI Listing Regulations) as amended from time to time and subject to all other approvals, as may be required, the appointment of Pradeep Guha (DIN: 00180427) as an Independent Director of the Company for holding office for a term of five consecutive years from February 28, 2019 to February 27, 2024 be and is hereby approved.”

By Order of the Board

Santosh Gharat
Company Secretary and CFO
Mumbai, August 8, 2019

Registered Office: 87/88 Mittal Chambers, Nariman Point, Mumbai 400021

Explanatory Statement as required under Section 102(1) and other applicable provisions of Companies Act, 2013 annexed to and forming part of Notice dated August 8, 2019

Item No. 2

Pursuant to Section 52 of Companies Act, 2013, Pallab Bhattacharya, is retiring by rotation and being eligible, offers himself for re-appointment. Following is the brief profile of Mr Bhattacharya

Mr Bhattacharya, Wholtime Director and CEO of the Company is associated with the Company since November 1995 and was re-appointed at the Annual General Meeting held on September 21, 2015. Mr Bhattacharya has a bachelor's degree in arts from Calcutta University as well as a diploma in printing technology from the Regional Institute of Printing Technology, Jadavpur. He has 38 years of experience in media, which includes publishing and printing, television and cinematic content production. Mr Bhattacharya worked in The Times of India Group from 1983 till 1991, after which he joined The Observer Group of Newspapers as Chief Manager, Operations. He joined the Company in 1995 and is currently Chairman of the Corporate Leadership Team and also looks after the Company's day-to-day affairs and administration.

Other directorships of Mr Bhattacharya are PNC Digital Ltd and PNC Wellness Ltd. Mr Bhattacharya is a member of the Stakeholders' Relationship Committee. He holds 58,000 shares in the Company. He is retiring by rotation at the ensuing Annual General Meeting and being eligible offers himself for re-appointment.

Item no. 3 and 4

Udayan Bose and Hema Malini were appointed as Directors of the Company on October 29, 2004 and October 31, 2006 respectively and pursuant to the requirements under Companies Act, 2013, were appointed as Independent Directors of the Company w.e.f. April 1, 2014 for a period of 5 consecutive years in the 21st Annual General Meeting of the Company on September 19, 2014. The said period of five years ended on March 31, 2019. They were eligible for re-appointment as Independent Director for one more term of upto five consecutive years subject to meeting criteria of independence and passing of special resolution by the shareholders of the Company to that effect.

Considering the past performance of Mr Bose and Ms Malini as Directors of the Company, their consent and necessary disclosures to continue as Independent Directors of the Company and that they continue to meet the criteria of Independence, the Board of Directors approved their re-appointment for the second term from April 1, 2019 to March 31, 2024 subject to approval of shareholders in the ensuing 26th Annual General meeting by way of special resolution.

None of the Directors or Key Managerial Personnel of the Company and their respective relatives other than Mr Bose and Ms Malini is in any way interested in the Resolution at Item no. 3 and 4.

Brief profile of Udayan Bose

Mr Bose is a first-class Hons Graduate from Presidency College, Kolkata. After completing his fellowship at the Chartered Institute of Bankers, UK, he pursued the Advanced Management Program at Harvard Business School. He started his career with the National and Grindlays Bank Ltd in 1970 and then joined Deutsche Bank in India as Regional Director, South Asia. Mr Bose founded Lazard India, India's first international investment bank. He became the first Indian global partner of Lazard and Managing Director of Lazard Brothers and continued as Chairman of Lazard India from 1985 to 2005. He has over 42 years of experience in banking covering commercial banking, investment banking, international finance, project finance and capital markets in India, Singapore, USA, Germany and UK. He was the Chairman of The Calcutta Stock Exchange and Chairman of Thomas Cook India.

Other directorships of Mr Bose are JK Paper Ltd, The Sirpur Paper Mills Ltd and Tamara Capital Advisors Pvt Ltd.

Brief profile of Hema Malini

Ms Malini is a Non-executive Director on the Board of the Company. She is a renowned dancer, a noted actor, a film director and a highly respected creative artiste who has contributed to the evolving scenario of Indian films. She played the lead female role in Sholay, the biggest hit in the history of Indian cinema. Ms Malini has also been the Chairperson of the National Film Development Corporation of India and is currently, member of the Lok Sabha, member of the Committee on External Affairs, member of the Committee on Empowerment of Women and member of the Committee for the Ministry of Information and Broadcasting and Ministry of Culture. Ms Malini was awarded the Padma Shri in 2000 for her contribution to Indian films and culture.

She is also Director on the board of Hema Malini Entertainment Pvt Ltd.

Item no. 5

Pradeep Guha was appointed as additional Director of the Company on February 28, 2019 and pursuant to the requirements under Companies Act, 2013, needs to regularise and appoint him as an Independent Directors of the Company for a period of 5 consecutive years in the ensuing Annual General Meeting of the Company on September 23, 2019. The said period of five years ended on March 31, 2019. Mr Guha is eligible for appointment as an Independent Director for his first term of 5 consecutive years as he is meeting the criteria of independence. The Board of Directors, therefore recommends his appointment by passing of special resolution by the shareholders of the Company to that effect.

None of the Directors or Key Managerial Personnel of the Company and their respective relatives other than Mr Guha is in any way interested in the Resolution at Item no. 5.

Brief profile of Pradeep Guha

Mr Guha is currently Managing Director of 9X Media Pvt Ltd, a television broadcasting Company with five satellite and two digital channels aimed at youth audiences. Prior to this, he was Chief Executive Officer of Zee Entertainment Enterprises Ltd and, before that, President and Executive Director of The Times of India Group.

He is also on the board of Raymond Ltd, India's leading textiles and garment manufacturer, Puravankara Ltd, developers of commercial and residential properties, and Whistling Woods International Ltd, India's largest training institute for film, television and other creative arts.

Other directorships of Mr Guha are in 9X Telefilms Pvt Ltd, Provident Housing Ltd, Celebutante Talent Management Company Pvt Ltd, Culture Brandz Pvt Ltd, INX Music Pvt Ltd, Culture Management Services Pvt Ltd, Culture Company (India) Pvt Ltd, Whistling Woods International Ltd, Paul Entertainments Pvt Ltd and India Chapter of International Association.

NOTES

1. A member entitled to attend and vote at the Annual General Meeting (the 'AGM') is entitled to appoint a proxy to attend and vote on poll instead of himself and such a proxy need not be a member of the Company. The instrument appointing a proxy, in order to be valid, should be deposited at the registered office of the Company not less than 48 hours before the commencement of the Meeting.

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

2. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
3. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
4. The Company has announced closure of register of members and share transfer books of the Company from September 17, 2019 to September 23, 2019 (both days inclusive) for the purpose of annual book closure.

5. Members desirous of seeking any information at the Annual General Meeting are requested to send in their request(s) so as to reach the registered office of the Company at least 10 days before the Annual General Meeting so that the same can be suitably replied.
6. All documents referred to in the accompanying notice are open for inspection at the registered office of the Company on all working days, except Saturdays and Sundays, between 11.00 am and 1.00 pm upto the date of the Annual General Meeting.
7. As a measure of economy copies of annual reports will not be distributed at the venue of the Annual General Meeting. Members are requested to bring their copy of the Annual report to the Annual General Meeting.
8. The Notice of the AGM along with the Annual Report 2018-19 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/ Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.
9. To support the 'Green Initiative' Members who have not registered their e-mail addresses are requested to register the same with the Depositories.
10. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company or Registrar and Share Transfer Agent.
11. At the ensuing AGM, Pallab Bhattacharya, Director is retiring by rotation as per the requirements of Section 152 of the Companies Act, 2013 and being eligible, offer himself for re-appointment.

The information required to be provided under the Listing Agreement entered into with the stock exchange regarding the Directors who are proposed to be appointed/re-appointed is given in the Explanatory Statement.

12. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
13. Voting through electronic means

In compliance with provisions of Section 108 of Companies Act, 2013 and rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide its members the facility to exercise their right to vote at the 26th Annual General Meeting by electronic means and the business may be transacted through e-voting services by Central Depository Services (India) Ltd. (CDSL)

The instructions for members for voting electronically are as under

- i. The voting period begins on September 20, 2019 at 9.00 am and ends on September 22, 2019 at 5.00 pm. During this period shareholders of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date (record date) of September 16, 2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- In case of members receiving e-mail
- ii. The Shareholders should log on to the e-voting website www.evotingindia.com
 - iii. Click on Shareholders.
 - iv. 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.
 - v. Next enter the Image Verification as displayed and Click on Login.
 - vi. If you are holding shares in demat form and had logged on to www.evotingindia.com and Voted on an earlier voting of any company, then your existing password is to be used.
 - vii. If you are a first-time user follow the steps given below

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login. <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- viii. After entering these details appropriately, click on "SUBMIT" tab.
- ix. Members holding shares in physical form will then reach directly 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.

- x. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xi. Click on the EVSN for the relevant Company name on which you choose to vote.
- xii. 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.
- xiii. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xiv. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- xv. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xvi. You can also take out print of the voting done by you by clicking on "Click here to print" Option on the Voting page.
- xvii. If Demat account holder has forgotten the changed password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xviii. Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store, Apple and Windows phone. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- xix. Note on Non-Individual Shareholders and Custodians
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- xx. The voting period begins on September 20, 2019 at 9.00 am and ends on September 22, 2019 At 5.00 pm. The e-voting module shall be disabled by CDSL for voting thereafter.
- xxi. Mr VN Deodhar, practicing Company Secretary has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

The Scrutinizer shall, within a period of not exceeding 3 (three) working days from the conclusion of the e-voting period, unblock the votes in the presence of at least two witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.

The results declared along with Scrutinizer Report shall be placed on the Company's website www.pritishnandy.com and on the CDSL website: www.cdslindia.com within 2 (two) days of passing of the Resolutions at AGM of the Company on Monday of September 23, 2019 and communicated to NSE and BSE where the shares of the Company are listed.

- xxii. The voting rights of shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date (record date) of September 16, 2019.
- xxiii. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQ") and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.

By Order of the Board

Santosh Gharat
Company Secretary and CFO
Mumbai, August 8, 2019

Registered Office: 87/88 Mittal Chambers, Nariman Point, Mumbai 400021

PRITISH NANDY COMMUNICATIONS

PRITISH NANDY COMMUNICATIONS LTD

CIN: L22120MH1993PLC074214

REGISTERED OFFICE: 87/88 MITTAL CHAMBERS NARIMAN POINT MUMBAI 400021

ATTENDANCE SLIP

Folio no	
DP ID	
Client ID	
Number of Shares held	

I/ We hereby record my/ our presence at the 26th Annual General Meeting of the Company held on Monday, September 23, 2019 at 3.00 pm at Walchand Hirachand Hall, 4th Floor, Indian Merchant Chambers Building, IMC Marg, Churchgate, Mumbai 400020 and at any adjournment(s) thereof.

Signature of the Shareholder(s)

Signature of the Proxy

Name of the Shareholder(s) (in block letters)

Name of the Proxy

Note 1. You are requested to sign and handover this slip at the entrance of the meeting venue.

2. The proxy form signed across revenue stamp should reach the Registered Office of the Company not less than 48 hours before the meeting

PRITISH NANDY COMMUNICATIONS

PRITISH NANDY COMMUNICATIONS LTD

CIN: L22120MH1993PLC074214

REGISTERED OFFICE: 87/88 MITTAL CHAMBERS NARIMAN POINT MUMBAI 400021

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]

Name of the member(s)		Email ID	
Registered address		Folio No/ Client Id/ DP ID	

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

- Name: _____
Address: _____
E-mail ID: _____ Signature _____ or failing him
- Name: _____
Address: _____
E-mail ID: _____ Signature _____ or failing him
- Name: _____
Address: _____
E-mail ID: _____ Signature _____

as my/ our proxy to attend and vote (on a poll) for me/ us and on my/ our behalf at the 26th Annual General Meeting of the Company held on Monday, September 23, 2019 at 3.00 p.m. at Walchand Hirachand Hall, 4th Floor, Indian Merchant Chambers Building, IMC Marg, Churchgate, Mumbai 400020 and at any adjournment thereof in respect of such resolution as are indicated below:

Resolution No

ORDINARY BUSINESS

- To receive, consider and adopt:
 - the audited financial statements of the Company for the financial year ended March 31, 2019, together with the report of the Board of Directors and the Auditors thereon; and
 - the audited consolidated financial statements of the Company for the financial year ended March 31, 2019, together with the report of the Auditors thereon.
- To appoint a Director in place of Pallab Bhattacharya who retires by rotations and being eligible, offers herself for re-appointment.

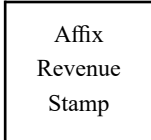
SPECIAL BUSINESS

- To re-appoint Udayan Bose as an Independent Director for the second term of five years.
- To re-appoint Hema Malini as an Independent Director for the second term of five years.
- To regularize the appointment of Pradeep Guha as an Independent Director of the Company who was appointed as an additional director of the Company w.e.f. February 28, 2019

Signed this _____ day of _____ 2019,

Signature of Shareholder(s) _____

Signature of Proxy holder(s) _____



Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting .