

# PRITISH NANDY COMMUNICATIONS

PRITISH NANDY COMMUNICATIONS LTD CIN L22120MH1993PLC074214  
87/88 MITTAL CHAMBERS NARIMAN POINT MUMBAI 400021 INDIA CALL 91 22 42130000 VISIT WWW.PRITISHNANDYCOM.COM

## NOTICE OF EXTRA ORDINARY GENERAL MEETING

To  
The Members of the Company  
Board of Directors of the Company  
Secretarial Auditors & Statutory Auditors of the Company

Notice is hereby given that the Extra Ordinary General Meeting (EOGM) of the members of PRITISH NANDY COMMUNICATIONS LTD (CIN L22120MH1993PLC074214) will be held on Thursday, May 5, 2022 at 3.00 p.m. for the transaction of the following business, through Video Conferencing/ Other Audio-Visual Means in conformity with the regulatory provisions and Circulars issued by Ministry of Corporate Affairs, Government of India:

### **SPECIAL BUSINESS:**

- 1 To consider and if thought fit, to pass with or without modification the following resolution as a Special Resolution:

“**RESOLVED** that pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and Rules framed thereunder, read with Schedule IV of the Act and Regulation 17 and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“LODR”), and on recommendation of Nomination and Remuneration Committee of the Board and approval of Board of Directors for appointment of Ms Neerja Shah (DIN 02323647), as an additional independent director of the Company, who has submitted a declaration that she meets the criteria for independence as provided under Section 149(6) of the Act, and is eligible for appointment, and in respect of whom the Company has received a notice in writing in terms of Section 160(1) of the Act, be and is hereby appointed as a Non-Executive Independent Director of the Company not liable to retire by rotation to hold office for a period of 5 consecutive years w.e.f. February 23, 2022 and following shall be the terms and conditions of her appointment as an Independent Director of the Company:

S. No.	Particulars	Details
1	Designation	Independent Director
2	Age	65 years
3	Duration of appointment	5 (Five) years

**RESOLVED FURTHER THAT** in order to give effect to the above resolution, any Director of the Company and Company Secretary be and are hereby severally authorised to do all such acts, deeds and things including filing of necessary forms with the Registrar of Companies to give effect to the above resolution.”

By Order of the Board



Santosh Gharat  
Company Secretary and Compliance Officer  
Mumbai, April 13, 2022

Regd. Off.: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 of EOGM**

**Item no. 1**

Based on recommendation of Nomination and Remuneration Committee and in terms of the provisions of Section 149, 150, 152 read with Schedule IV and any other applicable provisions of the Act and the Listing Regulations, Ms Neerja Shah (DIN: 02323647), being eligible for appointment as an Independent Director has offered herself for appointment for a term of five years from February 23, 2022 to February 22, 2027.

Ms Shah graduated in Mass Communication from Emerson College, Boston and is a well-known expert in strategic communications and media. She has worked with Raymond and The Times of India. She was also Editor and Publisher of Elle magazine and media consultant to the Malayala Manorama Group. She was a director with F.A.C.E. Entertainment and CEO of Crossover Films.

Ms Shah was appointed as an additional independent director through circular resolution dated February 23, 2022 as approved by all the directors of the Company which was subject to approval of Shareholders in the Extraordinary General Meeting. She will be appointed for a five-year term on the board of the Company and will be the part of Board Committees too.

**NOTES:**

1. The Extraordinary General Meeting (EOGM) will be held on May 5, 2022 at 3.00 P.M. through Video Conferencing (VC)/Other Audio-Visual Means (OAVM) in compliance with the applicable provisions of the Companies Act, 2013 read with MCA General Circular No.14/2020 dated 8<sup>th</sup> April, 2020, 17/2020 dated 13<sup>th</sup> April, 2020 and 20/2020 dated 5<sup>th</sup> May, 2020 and 20/2021 dated 8<sup>th</sup> December, 2021.
2. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its circular dated 5<sup>th</sup> May, 2020 read with circulars dated 8<sup>th</sup> April, 2020 and 13<sup>th</sup> April, 2020 (collectively referred to as “MCA Circulars”) permitted the holding of the Extraordinary General Meeting (“EOGM”) through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and MCA Circulars, the EOGM of the Company is being held through VC / OAVM.
3. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the EOGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this EOGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the EOGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
4. However, the Body Corporates are entitled to appoint authorized representatives to attend the EOGM through VC/OAVM and participate there at and cast their votes through e-voting. Body Corporates whose Authorized Representatives are intending to attend the Meeting through VC/OAVM are requested to send to the Company on the email ID [companysecretary@prishnandycom.com](mailto:companysecretary@prishnandycom.com) a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting and through E-voting.
5. Those Shareholders whose email IDs are not registered can get their Email ID registered as follows:
  - Members holding shares in demat form can get their E-mail ID registered by contacting their respective Depository Participant.

- Members holding shares in the physical form can get their E-mail ID registered by contacting our Registrar and Share Transfer Agent “Link Intime India Private Limited” on their email ID [mumbai@linkintime.co.in](mailto:mumbai@linkintime.co.in) or by sending the duly filled in E-communication registration form enclosed with this Notice to our RTA on their email id [mumbai@linkintime.co.in](mailto:mumbai@linkintime.co.in)
6. Members attending the EOGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
  7. The Members can join the EOGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. Instructions and other information for members for attending the EOGM through VC/OAVM are given in this Notice under Note No. 22.
  8. As the Extraordinary General Meeting of the Company is held through Video Conferencing/OAVM, we therefore request the Members to submit questions if any at least 10 days in advance relating to the business specified in this Notice of EOGM on the E-mail ID [companysecretary@prishnandycom.com](mailto:companysecretary@prishnandycom.com)
  9. An Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013 relating to the ordinary Business to be transacted at the Extraordinary General Meeting is annexed hereto.
  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 the 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 to the Registrar and Share Transfer Agent.
  11. Members who wish to inspect the Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of Companies Act, 2013 and Register of Contracts or arrangements in which Directors are interested maintained under Section 189 of the Companies Act, 2013 and relevant documents referred to in this Notice of EOGM and explanatory statement on the date of EOGM in Electronic Mode can send an e-mail to [companysecretary@prishnandycom.com](mailto:companysecretary@prishnandycom.com)
  12. The business set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Instructions and other information relating to e-voting are given in this Notice under Note No. 20.
  13. 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.
  14. The Notice of EOGM will be placed on the Company’s website on [www.pritishnandycom.com](http://www.pritishnandycom.com)
  15. Members are requested to notify any changes, in their address to the Company’s Registrar & Share Transfer Agent: Link Intime India Pvt. Ltd., C 101, 247 Park, LBS Rd, Vikhroli West, Mumbai Mumbai – 400083.
  16. Members are requested to quote their Folio No. or DP ID / Client ID, in case shares are in physical / dematerialized form, as the case may be, in all correspondence with the Company / Registrar and Share Transfer Agent.
  17. Shareholders of the Company holding shares either in physical form or in Dematerialized forms as on Benpos date i.e. April 28, 2022 will receive notice of EOGM electronic mode only.
  18. As per the MCA General Circular 20/2020 dated 5<sup>th</sup> May, 2020, the notice of EOGM will be sent through electronic mode to only those Members whose e-mail ID’s are registered with the Registrar and Share Transfer Agent of the Company/Depository Participant.

19. Information and other instructions relating to e-voting are as under:

- a. Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended), the Company is pleased to provide to its member's facility to exercise their right to vote on resolutions proposed to be passed in the Meeting by electronic means. The members may cast their votes using an electronic voting system. ('remote e-voting') or e-voting on the date of the EOGM that will be provided by CDSL.
- b. The Company has engaged the services of Central Depository Services Limited ("CDSL") as the Agency to provide e-voting facility.
- c. The Board of Directors of the Company has appointed VN Deodhar & Co., Practicing Company Secretaries (C.P. No. 898), as the Scrutinizer, to scrutinize the voting and remote e-voting process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for same purpose.
- d. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member/ beneficial owner (in case of electronic shareholding) as on the cut-off date i.e. April 28, 2022.
- e. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date, i.e. April 28, 2022 only shall be entitled to avail the facility of remote e-voting OR e-voting at the EOGM.
- f. The Scrutinizer, after scrutinizing e-voting at the EOGM and remote e-voting, will, not later than three days of conclusion of the Meeting, make a consolidated scrutinizer's report and submit the same to the Chairman. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company [www.pritishnandy.com](http://www.pritishnandy.com). The results shall simultaneously be communicated to the Stock Exchange.
- g. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e. May 5, 2022.
- h. Once the vote on a resolution is cast by a member, the member shall not be allowed to change it subsequently or cast the vote again.

**The instructions for shareholders voting electronically are as under:**

- i. The voting period commences on May 2, 2022 at 9.00 a.m. (IST) and ends on May 4, 2022 at 5.00 p.m. (IST) During this period, Shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of April 28, 2022 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii. The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com) during the voting period.
- iii. Click on "Shareholders" tab.
- 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](http://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:

	<b>For Members holding shares in Demat Form and Physical Form</b>
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"><li>• Members who have not updated their PAN with the</li></ul>

	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 <b>OR</b> 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"> <li>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).</li> </ul>

- viii. After entering these details appropriately, click on “SUBMIT” tab.
- ix. 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.
- 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 “PRITISH NANDY COMMUNICATIONS LIMITED” 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 same 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 users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the Mobile App while voting on your mobile.
- xix. Note for 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](http://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 e-mailed to [helpdesk.evoting@cdslindia.com](mailto: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](mailto: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.
- Alternatively, Non-Individual shareholders are required to send the relevant Board Resolution/ Authority Letter etc., together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company, if voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

In case you have any queries or issues regarding e-voting you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an e-mail to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call 1800225533.

All grievances connected with the facility for voting by electronic means may be addressed to Manager, Central Depository Services ((India) Limited (CDSL), A-Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N.M. Joshi Marg, Lower Parel, (East) Mumbai 400 013 or send an e-mail to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) OR call 1800225533

**The Instructions for Members for e-Voting on the day of the EOGM are as under:**

- i. The procedure for E-Voting is same as the instructions mentioned above for remote e-voting.
- ii. Only those Members/Shareholders, who will be present in the EOGM through VC/OAVM facility and have not cast their vote on the Resolution through Remote E-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EOGM.
- iii. Members who have voted through Remote E-Voting will be eligible to attend the EOGM and participate there at. However, they will not be eligible to vote at the EOGM. In case any Member, who had voted through Remote E-Voting, casts his vote again at the E-Voting provided during the EOGM, then the Votes cast during the EOGM through E-Voting shall be considered as invalid.
- iv. Members are requested to follow the instructions, if any, provided during the currency of the EOGM for E-Voting.
- v. The details of the person who may be contacted for any grievances connected with the facility for e-voting during the EOGM shall be the same person mentioned for Remote e-voting.

**Process for those shareholders whose e-mail addresses are not registered with the depositories for obtaining login credentials for E-voting for the Resolutions proposed in this Notice:**

- (i) For Physical Shareholders: Please provide necessary details like Folio No., Name of Shareholder, Scanned copy of the share certificate (front & back), PAN (self-attested scanned copy of PAN Card), AADHAR (self-attested scanned copy of Aadhar Card) by e-mail to our RTA Link Intime India Private Limited on their e-mail ID [mumbai@linkintime.co.in](mailto:mumbai@linkintime.co.in)
- (ii) For Demat Shareholders: Please provide Demat Account details (CDSL-16 digit beneficiary ID or NSDL -16 digit DPID + CLID), Name, Client Master or Copy of Consolidated Account Statement, PAN (self-attested scanned copy of PAN Card), AADHAR (self-attested scanned copy of Aadhar Card) by e-mail to our RTA Link Intime India Private Limited on their e-mail ID [mumbai@linkintime.co.in](mailto:mumbai@linkintime.co.in)
- (iii) The RTA shall co-ordinate with CDSL and provide the login credentials to the above-mentioned shareholders or Shareholders.

20. INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EOGM THROUGH VC/OAVM ARE AS UNDER:

- a) Members whose email IDs are already registered with the Depository Participant/ Registrar and Share Transfer Agent of the Company and who are desirous to attend the EOGM through VC/OAVM can apply at [investorgrievance@prishnandycom.com](mailto:investorgrievance@prishnandycom.com), [companysecretary@prishnandycom.com](mailto:companysecretary@prishnandycom.com) requesting for participation in the EOGM, by giving their name as registered in the records of the Company, DPID/Client ID or Folio Number and the Registered email ID.
  - b) Members who are desirous of attending the EOGM through VC/OAVM and whose email IDs are not registered with the RTA of the Company/DP, may get their email IDs registered as per the instructions provided in point No. 5 of this Notice.
  - c) Members who are desirous of attending the EOGM may send their request by May 4, 2022. On successful registration with the company, the invitation to join the EOGM will be sent to the Members on their registered email IDs latest by May 5, 2022 This will be done on first come first served basis, limited to 1000 members only. Due to security reason the invitation link to participate in the EOGM will be shared on the registered email id of the member only after successful registration with the Company.
  - d) Members may attend the EOGM, by following the invitation link sent to their registered email ID. Members will be able to locate Meeting ID/ Password/ and JOIN MEETING tab. By Clicking on JOIN MEETING, they will be redirected to Meeting Room via browser or by running Temporary Application. In order to join the Meeting, follow the step and provide the required details (mentioned above – Meeting ID/Password/Email Address) and Join the Meeting. Members are encouraged to join the Meeting through Laptops for better experience.
  - e) In case of Android/I phone connection, Participants will be required to download and Install the appropriate application as given in the mail to them. Application may be downloaded from Google Play Store/ App Store.
  - f) Further Members will be required to allow Camera and use Internet audio settings as and when asked while setting up the meeting on Mobile App.
  - g) Please note that participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
  - h) The helpline number for joining the Meeting through Electronic Mode will be provided in the Meeting Invitation which will be sent to the eligible applicants.
  - i) Institutional Shareholders are encouraged to participate at the EOGM through VC/OAVM and vote there at.
21. Any person who acquires shares of the Company and becomes member of the Company after sending the Notice of EOGM through electronic mode and holding shares as on the cut-off date, may obtain the login ID and password by sending a request at [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
22. In line with the Ministry of Corporate Affairs General Circular No. 17/2020 dated 13<sup>th</sup> April, 2020, the Notice calling EOGM has been uploaded on the website of the Company at [www.pritishnandycom.com](http://www.pritishnandycom.com) The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and the EOGM Notice is also available on the website of CDSL (agency for providing the Remote e-Voting facility) i.e. [www.evotingindia.com](http://www.evotingindia.com).

23. **Investor Grievance Redressal:** The Company has designated an e-mail ID [investorgrievance@prishnandycom.com](mailto:investorgrievance@prishnandycom.com) and [companysecretary@prishnandycom.com](mailto:companysecretary@prishnandycom.com) to enable investors to register their complaints, if any.

By Order of the Board

Santosh Gharat  
Company Secretary and Compliance Officer  
Membership No. A42597  
Mumbai, April 13, 2022

Regd. Off: 87/88 Mittal Chambers, Nariman Point, Mumbai 400021

Details of Director seeking appointment at the meeting:

Particulars	Ms Neerja Shah
DIN	02323647
Age	65 years
Qualification	Bachelor of Mass Communications
Experience (including experience in specific function areas)	Strategic Communications and Media, Branding, Imaging of luxury brands, Editor and media Consulting.
Terms and conditions of appointment	As per the resolution at item No. 1 of the Notice convening this meeting read with explanatory statement thereto, Ms Neerja Shah is proposed to be appointed as an Independent Director
Remuneration last drawn (including sitting fees, if any)	Not applicable
Date of first appointment on the Board	February 23, 2022
Shareholding in the Company	Nil
Relationship with other Directors/ Key Managerial Personnel	Not related to any Director /Key Managerial Personnel
Number of meetings of the Board attended	Not applicable
Directorships of other Boards	Nil
Membership/ Chairmanship of Committees of other Boards	Nil