

## Compliance Report

As per Regulation 27(2) of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.

1. Name of Listed Entity : Pritish Nandy Communications Ltd.  
2. Quarter Ending : June 30, 2016

I. Composition of board of Directors									
Title	Name of the Director	PAN	DIN	Category	Date of Appointment in the current Term/ Cessation	Tenure	No. of Directorship in Listed Entities	Number of Memberships in Audit/ Stakeholder Committee(s)	No. of post of Chairperson in Audit/ Stakeholder committee held in Listed Entities
Mr	Pritish Nandy		00006331	Promoter-Non Executive Director-Chairman	21/09/2015	5 Years	1	0	0
Mrs	Rina Pritish Nandy		00055748	Promoter-Non Executive Director	21/09/2015	5 Years	1	0	0
Ms	Rangita Pritish Nandy		00005690	Promoter-Creative & Executive Director	31/01/2015	5 Years	1	0	0
Mr	Pallab Bhattacharya		00008277	Wholetime Director-CEO	18/02/2015	5 Years	1	1	0
Mr	Vishnu Kanhere*		00999861	Independent Director	19/09/2014	5 Years	2	3	2
Mr	Udayan Bose		00004533	Independent Director	19/09/2014	5 Years	2	3	1
Mr	Nabankur Gupta		00020125	Independent Director	19/09/2014	5 Years	5	1	0
Ms	Hema Malini		00873390	Independent Director	19/09/2014	5 Years	1	0	0

For Pritish Nandy Communications Ltd.

  
 Company Secretary

Composition of committee		
Name of Committee	Name of Committee Members	Category
1. Audit Committee	Vishnu Kanhere*; Nabankur Gupta; Udayan Bose	Chairman; Member; Member
2. Nomination & Remuneration Committee	Vishnu Kanhere*; Nabankur Gupta; Udayan Bose	Chairman; Member; Member
3. Risk Management Committee (if applicable)	N.A.	N.A.
4. Stakeholders Relationship Committee	Vishnu Kanhere*; Udayan Bose; Pallab Bhattacharya	Chairman; Member; Member

II. Meeting of Board of Directors		
Date of Meeting (if any) in the previous Quarter	Date of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive (in number of days)
02/02/2016	26/05/2016	120

III. Meeting of Committees (Audit Committee)			
Date of Meeting of the Committee in the relevant quarter	Whether requirement of Quorum Met	Date of Meeting of the Committee in the previous quarter	Maximum gap between any two consecutive (in number of days)
26/05/2016	Yes	02/02/2016	120

IV. Related Party Transactions	
Subject	Compliance Status
Whether prior approval of audit committee obtained	N.A
Whether shareholder approval obtained for material RPT	N.A
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	N.A

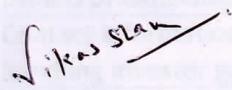
For Pritish Nandy Communications Ltd.

*Vikram*  
Company Secretary

V. Affirmations	Compliance Status (Yes/No)
1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	
a. Audit Committee	Yes
b. Nomination & Remuneration Committee	Yes
c. Stakeholders Relationship Committee	Yes
d. Risk Management Committee (applicable to the top 100 listed entities)	NA
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
5. This report and/or the report submitted in the previous quarter have been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here:	Yes

- \* Dr Vishnu Kanhere has been resigned with effect from 26<sup>th</sup> May, 2016.

For Pritish Nandy Communications Limited

  
**Vikas Shaw**  
 Company Secretary



B Annual Affirmations

Particulars	Regulation Number	Compliance Status (Yes/No/NA)
Independent director(s) has been appointed in terms of specified criteria of independence under	17(1b) & 23(2)	Yes
rigidity	17(1)	Yes
Board composition	17(2)	Yes
1. Name of Listed Entity : Pritish Nandy Communications Ltd.	17(3)	Yes
2. Quarter Ending : June 30, 2016		
<b>I. Disclosure on website in terms of Listing Regulations</b>		
<b>Items</b>		<b>Compliance status (Yes/No/NA)</b>
Details of Business		Yes
Terms and Conditions of appointment of Independent directors		Yes
Composition of various committees of board of directors		Yes
Code of conduct of Board of directors and senior management personnel		Yes
Details of establishment of vigil mechanism/Whistle Blower policy		Yes
Criteria of making payments to non-executive directors		Yes
Policy on dealing with related party transactions		Yes
Policy for determining 'material' subsidiaries		Yes
Details of familiarization programmes imparted to independent directors		Yes
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievance		Yes
Email address for grievance redressal and other relevant details		Yes
Financial Results		Yes
Shareholding pattern		Yes
Details of agreements entered into with the media companies and/or their associates		Yes
New name and the old name of the listed entity		Yes
Affirmation with compliance in each of product from members of Board of Directors and senior management personnel	20(3)	Yes
Disclosures of shareholding by Non-Executive Directors		Yes
Policy with respect to Compensation of directors and senior management		Yes

Annexure -II

For Pritish Nandy Communications Ltd.

*V. Kan Shau*  
Company Secretary

Company Secretary

## II Annual Affirmations

Particulars	Regulation Number	Compliance Status (Yes/No/NA)
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes
Board composition	17(1)	Yes
Meeting of Board of Directors	17(2)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees/compensation	17(6)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	1(10)	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of Nomination & Remuneration committee	19(1) & (2)	Yes
Composition of Stakeholder Relationship committee	20(1) & (2)	Yes
Composition and role of risk management committee	21(1),(2),(3),(4)	Yes
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1), (5), (6),(7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes
Approval for material related party transactions	23(4)	Yes
Composition of Board of Directors of unlisted material subsidiary	24(1)	Yes
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4), (5) & (6)	Yes
Maximum Directorship & Tenure	25(1) & (2)	Yes
Meeting of Independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Seniors management personnel	26(3)	Yes
Disclosure of shareholding by Non-Executive Directors	26(4)	Yes
Policy with respect to Obligations of directors and seniors management	26(2) & 26(5)	Yes

For Prithvi Nandy Communications Ltd.

*Vikas Jain*

Company Secretary

## Compliance Report

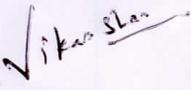
As per Regulation 27(2) of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.

## III Affirmations:

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied.

Yes

## For Pritish Nandy Communications Limited

  
**Vikas Shaw**  
 Company Secretary



Name of the Director	Category	Date of Appointment in the current Term/ Cessation	Tenure	No. of Directorship in Listed Entities	Number of Membership in Audit/ Stakeholder Committee	No. of post of Chairperson in Audit/ Stakeholder Committee held in Listed Entities
Rina Pritish Nandy	Promoter-Non Executive Director- Chairman	21/01/2015	5 Years	1	0	0
Rangita Pritish Nandy	Promoter-Non Executive Director	21/01/2015	5 Years	1	0	0
Pallab Bhattacharya	Independent Director	12/02/2015	5 Years	1	1	0
Vishnu Kulkarni*	Independent Director	19/05/2014	5 Years	2	3	1
Udayan Bose	Independent Director	19/05/2014	5 Years	2	3	1
Nabankur Gupta	Independent Director	19/05/2014	5 Years	5	1	0
Hema Malini	Independent Director	19/05/2014	5 Years	1	0	0

For Pritish Nandy Communications Ltd.

Company Secretary