

**General information about company**

Scrip code	532387
NSE Symbol	PNC
MSEI Symbol	NOTLISTED
ISIN	INE392B01011
Name of the entity	Pritish Nandy Communications Limited
Date of start of financial year	01-04-2022
Date of end of financial year	31-03-2023
Reporting Quarter	Yearly
Date of Report	31-03-2023
Risk management committee	Not Applicable
Market Capitalisation as per immediate previous Financial Year	Top 2000 listed entities

**Annexure I**

**Annexure I to be submitted by listed entity on quarterly basis**

**I. Composition of Board of Directors**

Composition of board of directors explanatory																			
Whether the listed entity has a Regular Chairperson				Yes															
Whether Chairperson is related to MD or CEO				No															
				Disqualification of Directors under section 164 of the Companies Act, 2013															
DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of Chairperson in Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)
00006331	Non-Executive - Non Independent Director	Chairperson related to Promoter		15-01-1947	No				Active	Yes	26-08-2022	28-09-1993				1	0	0	0
00055748	Non-Executive - Non Independent Director	Not Applicable		11-01-1954	No				Active	NA		28-09-1993				1	0	0	0
00005690	Executive Director	Not Applicable		06-11-1978	No				Active	NA		18-02-2015	17-02-2020			1	0	0	0
00008277	Executive Director	Not Applicable	CEO	01-08-1958	No				Active	NA		18-02-2015	17-02-2020			1	0	1	0

## I. Composition of Board of Directors

### Disclosure of notes on composition of board of directors explanatory

#### Whether the listed entity has a Regular Chairperson

DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
00311994	Non-Executive - Independent Director	Not Applicable		02-10-1948	No				Active	Yes	26-08-2022	21-09-2016	26-08-2022		60	1	1	2	2
00103320	Non-Executive - Independent Director	Not Applicable		06-11-1946	No				Active	Yes	24-09-2021	06-04-2021	24-09-2021		60	2	2	0	0
01319174	Non-Executive - Independent Director	Not Applicable		20-06-1974	No				Active	Yes	24-09-2021	06-04-2021	24-09-2021		60	1	1	2	0
02323674	Non-Executive - Independent Director	Not Applicable		17-08-1956	No				Active	Yes	05-05-2022	23-02-2022	05-05-2022		60	1	1	1	0

Audit Committee Details							
Whether the Audit Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00311994	Raghu Palat	Non-Executive - Independent Director	Chairperson	09-08-2016		
2	01319174	Karan Ahluwalia	Non-Executive - Independent Director	Member	06-04-2021		
3	02323674	Neerja Shah	Non-Executive - Independent Director	Member	21-03-2022		

Nomination and remuneration committee							
Whether the Nomination and remuneration committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00311994	Raghu Palat	Non-Executive - Independent Director	Chairperson	09-08-2016		
2	01319174	Karan Ahluwalia	Non-Executive - Independent Director	Member	06-04-2021		
3	00103320	Sunil Alagh	Non-Executive - Independent Director	Member	06-04-2021		
4	02323674	Neerja Shah	Non-Executive - Independent Director	Member	21-03-2022		

Stakeholders Relationship Committee							
Whether the Stakeholders Relationship Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00311994	Raghu Palat	Non-Executive - Independent Director	Chairperson	09-08-2016		
2	01319174	Karan Ahluwalia	Non-Executive - Independent Director	Member	06-04-2021		
3	00008277	Pallab Bhattacharya	Executive Director	Member	17-02-2020		

<b>Risk Management Committee</b>							
Whether the Risk Management Committee has a Regular Chairperson							
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks

Corporate Social Responsibility Committee							
Whether the Corporate Social Responsibility Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00103320	Sunil Alagh	Non-Executive - Independent Director	Chairperson	06-04-2021		
2	01319174	Karan Ahluwalia	Non-Executive - Independent Director	Member	06-04-2021		
3	00008277	Pallab Bhattacharya	Executive Director	Member	17-02-2020		

<b>Other Committee</b>						
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks

**Annexure 1**

**Annexure 1**

**III. Meeting of Board of Directors**

Disclosure of notes on meeting of board of directors explanatory								
Sr	Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (if any) in the current quarter	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Number of Directors present* (All directors including Independent Director)	No. of Independent Directors attending the meeting*
1	04-11-2022				Yes	8	8	4
2		10-02-2023	97		Yes	8	7	4

**Annexure 1**

**IV. Meeting of Committees**

Disclosure of notes on meeting of committees explanatory										
Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors Present (All Directors including Independent Director)	No. of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)
1	Audit Committee	04-11-2022				Yes	3	3	3	3
2	Audit Committee	10-02-2023	97			Yes	3	3	3	3
3	Stakeholders Relationship Committee	10-02-2023				Yes	3	3	3	0
4	Nomination and remuneration committee	04-11-2022				Yes	4	4	4	4

**Annexure 1**

**V. Related Party Transactions**

Sr	Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Whether prior approval of audit committee obtained	Yes	
2	Whether shareholder approval obtained for material RPT	NA	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	NA	

**Annexure 1****VI. Affirmations**

Sr	Subject	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
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 1000 listed entities)	NA
6	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
7	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
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes

**Annexure 1**

Sr	Subject	Compliance status
1	Name of signatory	Santosh Gharat
2	Designation	Company Secretary and Compliance Officer

**Annexure II****Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)****I. Disclosure on website in terms of Listing Regulations**

Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
1	Details of business	Yes		www.pritishnandycom.com
2	Terms and conditions of appointment of independent directors	Yes		www.pritishnandycom.com
3	Composition of various committees of board of directors	Yes		www.pritishnandycom.com
4	Code of conduct of board of directors and senior management personnel	Yes		www.pritishnandycom.com
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		www.pritishnandycom.com
6	Criteria of making payments to non-executive directors	Yes		www.pritishnandycom.com
7	Policy on dealing with related party transactions	Yes		www.pritishnandycom.com
8	Policy for determining 'material' subsidiaries	Yes		www.pritishnandycom.com
9	Details of familiarization programmes imparted to independent directors	Yes		www.pritishnandycom.com

## Annexure II

**Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)**

### I. Disclosure on website in terms of Listing Regulations

Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		www.pritishnandycom.com
11	email address for grievance redressal and other relevant details	Yes		www.pritishnandycom.com
12	Financial results	Yes		www.pritishnandycom.com
13	Shareholding pattern	Yes		www.pritishnandycom.com
14	Details of agreements entered into with the media companies and/or their associates	Yes		www.pritishnandycom.com
15	Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	NA		
16	New name and the old name of the listed entity	NA		
17	Advertisements as per regulation 47 (1)	Yes		www.pritishnandycom.com
18	Credit rating or revision in credit rating obtained	NA		
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes		www.pritishnandycom.com
20	Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes		www.pritishnandycom.com
21	Materiality Policy as per Regulation 30	Yes		www.pritishnandycom.com
22	Dividend Distribution policy as per Regulation 43A (as applicable)	Yes		www.pritishnandycom.com
23	It is certified that these contents on the website of the listed entity are correct	Yes		www.pritishnandycom.com

**Annexure II****II. Annual Affirmations**

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes	
2	Board composition	17(1), 17(1A) & 17(1B)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Quorum of Board meeting	17(2A)	Yes	
5	Review of Compliance Reports	17(3)	Yes	
6	Plans for orderly succession for appointments	17(4)	Yes	
7	Code of Conduct	17(5)	Yes	
8	Fees/compensation	17(6)	Yes	
9	Minimum Information	17(7)	Yes	
10	Compliance Certificate	17(8)	Yes	

**Annexure II****II. Annual Affirmations**

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
11	Risk Assessment & Management	17(9)	Yes	
12	Performance Evaluation of Independent Directors	17(10)	Yes	
13	Recommendation of Board	17(11)	Yes	
14	Maximum number of Directorships	17A	Yes	
15	Composition of Audit Committee	18(1)	Yes	
16	Meeting of Audit Committee	18(2)	Yes	
17	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
18	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	
19	Meeting of Nomination and Remuneration Committee	19(3A)	Yes	
20	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes	

**Annexure II**

**II. Annual Affirmations**

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
21	Meeting of Stakeholders Relationship Committee	20(3A)	Yes	
22	Composition and role of risk management committee	21(1),(2),(3),(4)	Yes	
23	Meeting of Risk Management Committee	21(3A)	NA	
24	Vigil Mechanism	22	Yes	
25	Policy for related party Transaction	23(1),(1A),(5),(6), (7) & (8)	Yes	
26	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
27	Approval for material related party transactions	23(4)	Yes	
28	Disclosure of related party transactions on consolidated basis	23(9)	Yes	
29	Composition of Board of Directors of unlisted material Subsidiary	24(1)	Yes	
30	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes	

**Annexure II**

**II. Annual Affirmations**

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
31	Annual Secretarial Compliance Report	24(A)	Yes	
32	Alternate Director to Independent Director	25(1)	Yes	
33	Maximum Tenure	25(2)	Yes	
34	Meeting of independent directors	25(3) & (4)	Yes	
35	Familiarization of independent directors	25(7)	Yes	
36	Declaration from Independent Director	25(8) & (9)	Yes	
37	D & O Insurance for Independent Directors	25(10)	Yes	
38	Memberships in Committees	26(1)	Yes	
39	Affirmate with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
40	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
41	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
	Any other information to be provided - Add Notes			

**Annexure II**

<b>Annexure II</b>		
1	Name of signatory	Santosh Gharat
2	Designation	Company Secretary and Compliance Officer

**Annexure II**

**III. Affirmations**

<b>Sr</b>	<b>Particulars</b>	<b>Compliance status (Yes/No/NA)</b>
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	Yes
	Any other information to be provided	

**Annexure II**

<b>Annexure II</b>		
1	Name of signatory	Santosh Gharat
2	Designation	Company Secretary and Compliance Officer

<b>Additional Half yearly Disclosure</b>		
Applicability of disclosure	Not Applicable	
Reason for Non Applicability	Textual Information(1)	

**Text Block**

Textual Information(1)

The Company has not given any loan or provide any guarantee to any promoter of the Company or any other entity.

**Signatory Details**

Name of signatory	Santosh Gharat
Designation of person	Company Secretary and Compliance Officer
Place	Mumbai
Date	19-04-2023