

The General Manager
Department of Corporate Services
Bombay Stock Exchange Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai 400001
Scrip Code - 532387

The Manager
Listing Department
National Stock Exchange Limited
Exchange Plaza, C-1, Block G
BKC, Bandra (East)
Mumbai 400051
Scrip Code - PNC

September 4, 2024

Dear Sir,

SUB: Notice of the 31st Annual General Meeting (AGM) of the Members of the Company scheduled to be held on Thursday, September 26, 2024

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please take note that the Annual General Meeting of the Members of the Company is scheduled to be held on Thursday, September 26, 2024, at 3.00 PM (IST) through Video Conferencing ('VC') facility / Other Audio-Visual Means ('OAVM').

The Notice of the Annual General Meeting is uploaded on the company's website www.pritishnandycom.com and enclosed herewith for the reference of members.

Further, the electronic copy of the Notice of the Annual General Meeting has been dispatched/sent to the Members through email on September 4, 2024, whose email were registered with the Company's Registrar and Share Transfer Agent/Depositories.

We request you to kindly take the above information on your records.

For Pritish Nandy Communications Limited



Hemant Auti
Company Secretary & Compliance Officer



Encl: As above

Notice is hereby given that the 31st Annual General Meeting of the members of PRITISH NANDY COMMUNICATIONS LIMITED (CIN L22120MH1993PLC074214) will be held on Thursday, September 26, 2024 at 3 pm through video conference or other audio-visual means organized by the Company, to transact the following business:

ORDINARY BUSINESS

1 Adoption of Audited Standalone and Consolidated Financial Statements:

To receive, consider and adopt the audited standalone financial statements and audited consolidated financial statements of the Company for the financial year ended March 31, 2024, including balance sheet as at March 31 2024, the statement of profit and loss and cash flow statement for the financial year ended on that date together with the reports of the board of directors and the statutory auditors thereon.

2 To appoint Pritish Nandy (DIN: 00006331), who retires by rotation as a Director and, in this regard, to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Pritish Nandy (DIN: 00006331), who retires by rotation at this meeting, be and is hereby appointed as a Director of the Company.”

SPECIAL BUSINESS

3 To re-appoint Pallab Bhattacharya, as Wholetime Director and in this regard, to consider and if thought fit, to pass the following resolution as a Special Resolution:

“RESOLVED THAT in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or reenactment(s) thereof, for the time being in force) and as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors of the Company, approval of the Members be and is hereby accorded to re-appoint Pallab Bhattacharya (DIN: 00008277) as Wholetime Director of the Company, for a further period of 3 years, with effect from February 17, 2025, on the terms and conditions as set out in the Statement annexed to the Notice convening this Meeting, with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment as it may deem fit.

RESOLVED FURTHER THAT in the event of no profit or inadequacy of profit during the above term, the remuneration mentioned in the explanatory statement will be the minimum remuneration as approved by the Board of Directors in accordance with the provisions of the Companies Act, 2013 and Rules made thereunder.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

4 To re-appoint Rangita Pritish Nandy, as Wholetime Director and in this regard, to consider and if thought fit, to pass the following resolution as a Special Resolution:

“RESOLVED THAT in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or reenactment(s) thereof, for the time being in force) and as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors of the Company, approval of the Members be and is hereby accorded to re-appoint Rangita Pritish Nandy (DIN: 00005690) as Wholetime Director of the Company, for a further period of 3 years, with effect from February 18, 2025, on the terms and conditions as set out in the Statement annexed to the Notice convening this Meeting, with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment as it may deem fit.

RESOLVED FURTHER THAT in the event of no profit or inadequacy of profit during the above term, the remuneration mentioned in the explanatory statement will be the minimum remuneration as approved by the Board of Directors in accordance with the provisions of the Companies Act, 2013 and Rules made thereunder.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

5 Approval to the excess remuneration paid to Wholetime Directors and in this regard, to consider and if thought fit, to pass the following resolution as a Special Resolution:

“RESOLVED THAT ₹ 13.13 Lakh being excess remuneration paid to Wholetime Directors in excess of the limits prescribed under Schedule V read with Section 197 of the Companies Act, 2013 be and is hereby approved”.

By Order of the Board

Sd/-

Hemant Auti

Company Secretary and Compliance Officer

Mumbai, August 6, 2024

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

Brief Profile of Pritish Nandy:

Pritish Nandy (DIN: 00006331) is a Non-Executive Director on the Board of the Company. He founded Pritish Nandy Communications (PNC) in 1993 and is currently Chairman of the Board.

Mr Nandy is a distinguished author and media professional. Prior to forming PNC, Mr Nandy was Publishing Director of The Times of India Group and Editor of The Illustrated Weekly of India. He hosted India's first signature show on national television. He was nominated to the upper house of Parliament in 1998. He has received, among other awards, the Padma Shri for his creative accomplishments, the EM Forster Literary Award, the Freedom of Information Award, the UNESCO Asia Pacific Heritage Award, the International Humanitarian Award from the Humane Society of the United States, the Friends of Liberation War Honour from Bangladesh.

He has authored over sixty books and his many awards over the years span poetry and literature, journalism, television and motion pictures.

Brief Profile of Pallab Bhattacharya:

Pallab Bhattacharya (DIN: 00008277) is a Wholetime Director on the Board of the Company.

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 joined The Times of India Group in 1983 as a management trainee and has gathered both experience and expertise of over four decades in media management, publishing, printing technology, television and cinematic content production. Apart from The Times of India, where he worked for over 8 years in various senior management roles, he led The Observer Media Group as Chief Manager, Operations. He joined Pritish Nandy Communications in 1995 and has played a critical role in the growth of the Company over the years. He currently heads the Corporate Leadership Team and is the Chief Executive Officer of the Company.

Brief Profile of Rangita Pritish Nandy:

Rangita Pritish Nandy (DIN: 00005690) is a Wholetime Director on the Board of the Company.

After her stint in HR College, Mumbai where she studied commerce, Ms Nandy did a course in design and animation. She started her professional career as an advertising and management trainee at Percept Advertising and, thereafter, in Ogilvy & Mather where she honed her creative skills. Ms Nandy joined Pritish Nandy Communications in 1999 and has, over two decades, widened and redefined the Company's play in the creative business. She heads today the Company's creative operations in the area of both making original shows for international studios and award-winning motion pictures. She leads the entire in-house production team, greenlights new projects, handles strategic marketing and is a member of the Corporate Leadership Team.

STATEMENT / EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 AND ADDITIONAL INFORMATION AS REQUIRED UNDER THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND CIRCULARS ISSUED THEREUNDER:

Pursuant to Section 102 of the Companies Act, 2013 (“the Act”), the following Explanatory Statement sets out all material facts relating to the business, to be transacted at the 31st Annual General Meeting to be held on September 26, 2024, mentioned under Item Nos. 3 to 5 of the accompanying Notice dated August 6, 2024.

Item No. 3

The Board of Directors of the Company (the ‘Board’), at its meeting held on August 6, 2024 reappointed Pallab Bhattacharya as Wholetime Director of the Company for a further period of 3 years with effect from February 17, 2025 to February 16, 2028 subject to ratification of appointment by shareholders in the ensuing Annual General Meeting. Shareholders' approval is also to be received for payment of remuneration as is recommended by the Nomination and Remuneration committee in its meeting held on August 6, 2024.

The Companies (Amendment) Act, 2017 brought changes in the provisions of Section 197 and Schedule V of the Companies Act, 2013 relating to Appointment and Remuneration of Managerial Personnel by removing the requirement of Central Government approval for payment of remuneration in excess of 11% of net profits of the Company and also increased the limits of yearly Managerial Remuneration in case of no profit or inadequate profit. The Companies Amendment Act, 2017 replaces the Central Government approval with the requirement of obtaining shareholders' approval through a special resolution. Approval of the shareholders is, therefore, being sought for the revision of remuneration of Pallab Bhattacharya, as Wholetime Director of the Company as specified in the resolution and for payment of overall managerial remuneration in excess of 11% of net profits, including in the event of no profit or inadequacy of profit in any financial year during the tenure of his appointment of the Company computed in accordance with Schedule V of the Companies Act, 2013.

Pallab Bhattacharya (DIN 00008277) is 66 years of age and associated with the Company from last 28 years. Considering his association with the Company and his vast experience and expertise of over four decades in media management, publishing, printing technology, television and cinematic content production, the Board recommends confirmation. The terms of remuneration as set out in the Resolution are in accordance with the applicable provisions of Companies Act, 2013 and Rules made there under read with Schedule V to the Companies Act, 2013. The information as required under Schedule V of the Companies Act, 2013 is given below:

General Information:

- Nature of Industry: Media and Entertainment.
- Date of commencement of commercial production: The Company was incorporated in the year 1993.
- In case of new companies expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: N.A.
- Financial Performance:

In ₹ Lakh

Particulars	March 31, 2024	March 31, 2023
Total Income	5,835.50	1,880.20
Profit before Tax and Exceptional Items	206.86	(409.31)
Current Tax	00.00	00.00
Earlier Years Tax	00.00	00.00
Provision for Deferred Tax	(11.82)	(3.75)
Net Profit/ (loss)	218.68	(405.56)

5. Foreign investment and collaboration: The Company has not made any foreign investments nor has it entered into any foreign collaborations during the last year.

Information about the appointee:

1. Background: Pallab Bhattacharya has experience and expertise of over four decades in media management, publishing, printing technology, television and cinematic content production.
2. Past Remuneration: ₹ 5.50 lakh per month.
3. Recognition and Awards: N.A.
4. Job Profile: Mr Bhattacharya joined the Company in 1995. He has played an important role in the growth of the Company over the years. He is at present Chief Executive Officer of the Company and heads the Corporate Leadership Team. He looks after the overall affairs and operations of the Company. He is involved in policy planning, vision and strategy and long-term development plans and projects.
5. Remuneration Proposed: Maximum remuneration up to ₹ 10 lakh per month proposed to Pallab Bhattacharya with a power to the Board to vary from time to time subject to the conditions laid down in schedule V to the Companies Act, 2013 and other prerequisites, allowances and benefits, as fully set out herein above.
6. Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin): Taking into consideration the size of the Company, the profile, knowledge, skills and responsibilities shouldered by Pallab Bhattacharya, the remuneration proposed to be paid is commensurate with the remuneration packages paid to similar counterparts in other companies.

Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel: Pallab Bhattacharya does not have any pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel. He holds 104,000 equity shares of the Company.

Other Information:

1. Reasons of no profit or inadequacy of profit: Although the Company has registered profit for the year ended March 31, 2024, the said profit is inadequate due to brought forward losses. The Company is proposing a Special Resolution pursuant to the proviso to the sub-section (1) of Section 197 of the Companies Act, 2013 and as a matter of abundant precaution, as the profit of the Company may be inadequate in future due to brought forward losses during the period for which remuneration is payable to Pallab Bhattacharya.
2. Steps taken or proposed to be taken for improvement and expected increase in productivity and profits in measurable terms: The Company has embarked on a series of strategic and operational measures that are expected to result in improved growth and profitability in coming years.
3. Expected increase in productivity and profits in measurable term: The Company has taken various initiatives to maintain its leadership, improve market share and financial performance. It has been aggressively pursuing and implementing its strategies to improve financial performance.

Disclosures:

The information and disclosures of the remuneration package of the managerial personnel is mentioned in the 31st Annual Report of the Company. The Board of Directors are of the opinion that the revised remuneration of Pallab Bhattacharya, Wholetime Director, is in the best interest of the Company and accordingly, recommend the resolution as set in Item No. 3 for approval of the members. None of the other Directors and Key Managerial Personnel ("KMP") of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution.

The Board of Directors recommend the Special Resolution for the approval of the shareholders.

Item No. 4

The Board of Directors of the Company (the 'Board'), at its meeting held on August 6, 2024 reappointed Rangita Pritish Nandy as Wholetime Director of the Company for a further period of 3 years with effect from February 18, 2025 to February 17, 2028 subject to ratification of appointment by shareholders in the ensuing Annual General Meeting. Shareholders' approval is also to be received for payment of remuneration as is recommended by the Nomination and Remuneration committee in its meeting held on August 6, 2024. The Companies (Amendment) Act, 2017 brought changes in the provisions of Section 197 and Schedule V of the Companies Act, 2013 relating to Appointment and Remuneration of Managerial Personnel by removing the requirement of Central Government approval for payment of remuneration in excess of 11% of net profits of the Company and also increased the limits of yearly Managerial remuneration in case of no profit or inadequacy of profit. The Companies (Amendment) Act, 2017 replaces the Central Government approval with the requirement of obtaining shareholders' approval through a special resolution. Approval of the shareholders is, therefore, being sought for the revision of remuneration of Ms Nandy, as Wholetime Director of the Company as specified in the resolution and for payment of overall managerial remuneration in excess of 11% of net profits, including in the event of no profit or inadequacy of profit in any financial year during the tenure of appointment of the Company computed in accordance with Schedule V of the Companies Act, 2013.

Ms Nandy (DIN 00005690) is 45 years of age and has been associated with the Company over 25 years. Considering her association with the Company and her role in Company's creative business, the Board recommends confirmation. The terms of remuneration as set out in the Resolution are in accordance with the applicable provisions of Companies Act, 2013 and Rules made there under read with Schedule V to the Companies Act, 2013. The information as required under Schedule V of the Companies Act, 2013 is given below:

General Information:

1. Nature of Industry: Media and Entertainment.
2. Date of commencement of commercial production: The Company was incorporated in the year 1993.
3. In case of new companies expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: N.A.

4. Financial Performance:

In ₹ Lakh

Particulars	March 31, 2024	March 31, 2023
Total Income	5,835.50	1,880.20
Profit before Tax and Exceptional Items	206.86	(409.31)
Current Tax	00.00	00.00
Earlier Years Tax	00.00	00.00
Provision for Deferred Tax	(11.82)	(3.75)
Net Profit/ (loss)	218.68	(405.56)

5. Foreign investment and collaboration: The Company has not made any foreign investments; nor has it entered into any foreign collaborations during the last year.

Information about the appointee:

1. Background Details: Rangita Pritish Nandy has widened and redefined the Company's play in the creative business. She heads today the Company's creative operations in the area of both making original shows for international studios and award-winning motion pictures.
2. Past Remuneration: ₹ 6 lakh per month.
3. Recognition and Awards: The Company's show Four More Shots Please! was nominated for the popular International Emmy award in New York. Ms Nandy is the Creator of the show, the 4th season for which is now being developed.
4. Job Profile: Ms Nandy is the creative head of the Company and leads both the show running and inhouse production teams, greenlights new projects, handles strategic marketing and is a member of the Corporate Leadership Team.
5. Remuneration Proposed: Maximum remuneration up to ₹ 10 lakh per month proposed to Rangita Pritish Nandy with power to Board to vary from time to time within the limits of schedule V of the Companies Act, 2013 and other prerequisites, allowances and benefits as fully set out herein above.
6. Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin): Taking into consideration the size of the Company, the profile, knowledge, skills and responsibilities shouldered by Rangita Pritish Nandy, the remuneration proposed to be paid is commensurate with the remuneration packages paid to similar counterparts in other companies.
7. Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel: Rangita Nandy is daughter of Pritish Nandy and Rina Pritish Nandy, founders and currently Non-Executive Directors of the Company.

Other Information:

1. Reasons of no profit or inadequacy of profit: Although the Company has registered profit for the year ended March 31, 2024, the said profit is inadequate due to brought forward losses. The Company is proposing a Special Resolution pursuant to the proviso to the sub-section (1) of Section 197 of the Companies Act, 2013 and as a matter of abundant precaution, as the profit of the Company may be inadequate in future due to brought forward losses during the period for which remuneration is payable to Rangita Pritish Nandy.
2. Steps taken or proposed to be taken for improvement and expected increase in productivity and profits in measurable terms: The Company has embarked on a series of strategic and operational measures that are expected to result in improved growth and profitability in coming years.
3. Expected increase in productivity and profits in measurable terms: The Company has taken various initiatives to maintain its leadership, improve market share and financial performance. It has been aggressively pursuing and implementing its strategies to improve financial performance.

Disclosures:

The information and disclosures of the remuneration package of the managerial personnel is mentioned in the 31st Annual Report of the Company. The Board of Directors are of the opinion that the revised remuneration of Rangita Pritish Nandy, Wholetime Director, is in the best interest of the Company and accordingly, recommend the resolution as set in Item No. 4 for approval of the members. Other than Rangita Pritish Nandy holding 643,500 Equity Shares, Pritish Nandy and Rina Pritish Nandy are interested in the resolution as it pertains to their daughter. None of the other Directors and Key Managerial Personnel ("KMP") of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out as Item No.4.

The Board of Directors recommends the Special Resolution for the approval of the shareholders.

Item No. 5

The Company has registered inadequate profits during the year. In view of the same and based on effective capital of the Company, managerial remuneration as prescribed under Schedule V read with Section 197 of the Companies Act, 2013 is restricted to ₹ 84 lakh for the year. The Company has paid managerial remuneration of ₹ 97.13 lakh which is in excess of the limits prescribed. The total excess remuneration paid being ₹ 13.13 lakh to Pallab Bhattacharya and Rangita Pritish Nandy is subject to approval of the members.

The Board considers that it would be in the interest of the Company if members approve the payment of remuneration made to the executive directors which is in excess of the limits prescribed under Schedule V read with Section 197 of the Companies Act, 2013. The Board recommends the resolution as item No. 5 of the accompanying Notice for acceptance by the members by passing the same as Special Resolution.

By Order of the Board

Sd/-

Hemant Auti

Company Secretary and Compliance Officer

Mumbai, August 6, 2024

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

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER

- In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021 and all other relevant circulars issued from time to time, physical attendance of the Members to the AGM/EGM venue is not required and general meeting be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
- Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.
- The Members can join the AGM 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. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
- The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
- Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL.
- In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.pritishnandy.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
- AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on September, 23, 2024 at 09:00 A.M. and ends on September 25, 2024 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. September 19, 2024 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being September 19, 2024.

How do I vote electronically using NSDL e-Voting system?





The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

- A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> Existing IDEAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDEAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If you are not registered for IDEAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDEAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; gap: 20px;">   </div> <div style="display: flex; justify-content: center; gap: 20px;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

- B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
- b) "Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to deohansaban@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on: 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre at evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to companysecretary@prishnandy.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), 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) to companysecretary@prishnandy.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM/AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

Process and manner for attending the General Meeting through InstaMeet:

1. Open the internet browser and launch the URL: <https://instameet.linkintime.co.in> & Click on "Login".

- Select the "Company" and 'Event Date' and register with your following details: -
- A. Demat Account No. or Folio No: Enter your 16 digit Demat Account No. or Folio No
 - Shareholders/ members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID
 - Shareholders/ members holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID
 - Shareholders/ members holding shares in physical form shall provide Folio Number registered with the Company
 - B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.
 - C. Mobile No.: Enter your mobile number.
 - D. Email ID: Enter your email id, as recorded with your DP/Company.
- Click "Go to Meeting" (You are now registered for InstaMeet and your attendance is marked for the meeting).

Instructions for Shareholders/ Members to Speak during the General Meeting through InstaMeet:

1. Shareholders who would like to speak during the meeting must register their request with the company.
2. Shareholders will get confirmation on first cum first basis depending upon the provision made by the client.
3. Shareholders will receive "speaking serial number" once they mark attendance for the meeting.
4. Other shareholder may ask questions to the panellist, via active chat-board during the meeting.
5. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.

Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.

Instructions for Shareholders/ Members to Vote during the General Meeting through InstaMeet:

Once the electronic voting is activated by the scrutinizer during the meeting, shareholders/ members who have not exercised their vote through the remote e-voting can cast the vote as under:

1. On the Shareholders VC page, click on the link for e-Voting "Cast your vote"
2. Enter your 16 digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMEET and click on 'Submit'.
3. After successful login, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.
4. Cast your vote by selecting appropriate option i.e. "Favour/Against" as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'.
5. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on "Save". A confirmation box will be displayed. If you wish to confirm your vote, click on "Confirm", else to change your vote, click on "Back" and accordingly modify your vote.
6. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note: Shareholders/ Members, who will be present in the General Meeting through InstaMeet facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting. Shareholders/ Members who have voted through Remote e-Voting prior to the General Meeting will be eligible to attend/ participate in the General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

In case shareholders/ members have any queries regarding login/ e-voting, they may send an email to instameet@linkintime.co.in or contact on: - Tel: 022-49186175.

InstaMeet Support Desk
Link Intime India Private Limited