

# V. N. DEODHAR & CO.

Company Secretaries

## V. N. DEODHAR

B.Com (Hons), B.A.LL.B. (Gen.) F.C.S.

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### Secretarial Compliance Report of PRITISH NANDY COMMUNICATIONSLIMITED for the year ended 31<sup>st</sup> March,2019

We have examined:

- (a) all the documents and records made available to us and explanation provided by Pritish Nandy Communications Limited,
- (b) the filings/ submissions made by Pritish Nandy Communications Limited to the stock exchanges,
- (c) website of Pritish Nandy Communications Limited,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31<sup>st</sup> March,2019 in respect of compliance with the provisions of :

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations,2013;
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

and circulars/ guidelines issued thereunder;

and based on the above examination, We hereby report that, during the Review Period:

- (a) Pritish Nandy Communications Limited has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder,
- (b) Pritish Nandy Communications Limited has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from our examination of those records.
- (c) No actions were taken against Pritish Nandy Communications Limited the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges.

For V.N.DEODHAR & CO.,

**V.N.DEODHAR**  
**PROP.**  
**FCS NO.1880**  
**C.P. No. 898**

**Place: Mumbai**  
**Date: 28<sup>th</sup> May,2019**