

Harshad Naik

Listing Compliance
Bombay Stock Exchange Limited
BSE Limited, P J Towers, Dalal Street,
Mumbai 400001
Scrip Code – 532387

July 27, 2020

Dear Sir,

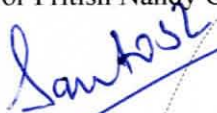
Sub: Clarification on discrepancy on the part of Financial results (Standalone and Consolidated) submitted to BSE declared in the Board meeting dated June 30, 2020 as per Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Pursuant to Regulation 33 read with Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the following documents are taken on record:

Declaration on unmodified opinion:

I, Santosh Gharat, Company Secretary and Compliance Officer of the Company hereby declare that, the Statutory Auditors of Company, B D Jokhakar & Co., Chartered Accountants, have issued an audit report with unmodified opinion on Annual Financial Results of the Company (Standalone and Consolidated) for the year ended March 31, 2020.

For Pritish Nandy Communications Ltd


Santosh Gharat
Company Secretary and Compliance officer



The General Manager
Department of Corporate Services
Bombay Stock Exchange Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai 400 001
Scrip Code – 532387

The Manager
Listing Department
National Stock Exchange Limited
Exchange Plaza, C-1, Block G
Bandra Kurla Complex
Bandra (East)
Mumbai 400 051
Scrip Code – PNC

June 30, 2020

Dear Sir,

Sub: Outcome of Board Meeting held on June 30, 2020

Ref: Annual audited Financial Results (Standalone and Consolidated) with auditors' report- Regulation 30 and 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Pursuant to Regulation 33 read with Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the following documents are taken on record:

1. Annual audited financial results - Standalone and Consolidated, prepared in accordance with Regulation 33 of SEBI (LODR) Regulations, 2015 for the last quarter and year ended March 31, 2020, which have been approved and adopted by the Board of Directors at the meeting held on June 30, 2020 (Attached).
2. Auditors' report (Standalone and Consolidated) on the annual audited financial results for the last quarter and year ended March 31, 2020 in the format prescribed under the SEBI (LODR) Regulations, 2015 (Attached).
3. The Directors' report along with all annexures for the year ended March 31, 2020.
4. Annual Audited Financial Statements (Standalone and Consolidated) for the year ended March 31, 2020.

Kindly take the same into your records.

For Prithish Nandy Communications Ltd


Santosh Gharat
Company Secretary & Compliance Officer



Encl: As above

PRITISH NANDY COMMUNICATIONS

Pritish Nandy Communications Ltd CIN L22120MH1993PLCO74214 Regd Office: 87/88 Mittal Chambers Nariman Point Mumbai 400 021

STATEMENT OF STANDALONE AUDITED FINANCIAL RESULTS FOR THE QUARTER AND YEAR ENDED MARCH 31, 2020

In ₹ lakh

PARTICULARS	QUARTER ENDED			YEAR ENDED	
	March 31, 2020 (Audited)	December 31, 2019 (Unaudited)	March 31, 2019 (Audited)	March 31, 2020 (Audited)	March 31, 2019 (Audited)
I Revenue from operations	732.89	311.42	566.66	2,728.27	1,504.27
II Other income	10.78	39.62	38.57	69.39	64.64
III Total income (I+II)	743.67	351.04	605.23	2,797.66	1,568.91
IV Expenses					
a) Cost of content	273.33	273.54	73.46	2,131.18	837.82
b) Changes in unamortised/ unexploited/ unfinished content	-	-	21.87	-	104.59
c) Employee benefits expense	48.30	52.36	39.49	194.63	148.08
d) Finance cost	12.34	12.13	11.81	53.65	57.04
e) Depreciation and amortisation expense	6.90	6.81	5.94	27.28	21.26
f) Other expense	90.07	75.31	110.69	324.88	314.11
Total expenses (IV)	430.94	420.15	263.26	2,731.62	1,482.90
V Profit/ (loss) before tax (III-IV)	312.73	(69.11)	341.97	66.04	86.01
VI Tax expense					
Current tax	14.50	-	26.26	14.50	26.26
Deferred tax	(3.48)	(3.09)	(2.89)	(12.68)	(35.06)
(Excess)/ short provision for tax relating to earlier year	-	(23.87)	-	(23.87)	0.97
Total tax expense (VI)	11.02	(26.96)	23.37	(22.05)	(7.83)
VII Net profit/ (loss) for the period (V-VI)	301.71	(42.15)	318.60	88.09	93.84
Other comprehensive income (net of tax)					
i) Items that will not be reclassified to profit or loss	(3.36)	(0.81)	(1.12)	(5.79)	(3.01)
ii) Income tax relating to items that will not be reclassified to profit or loss	-	-	-	-	-
VIII Total other comprehensive income (VIII)	(3.36)	(0.81)	(1.12)	(5.79)	(3.01)
Total comprehensive income for the period (VII-VIII)	298.35	(42.96)	317.48	82.30	90.83
Paid-up equity share capital (Face Value of ₹ 10 per share)	1,446.70	1,446.70	1,446.70	1,446.70	1,446.70
Reserves excluding revaluation reserves	-	-	-	6,834.07	6,751.77
Earning per share (EPS) (Face Value of ₹ 10 per share)	2.09*	(0.29)*	2.20*	0.61	0.65
Basic and diluted EPS					
*Not annualised					

STATEMENT OF CONSOLIDATED AUDITED FINANCIAL RESULTS FOR THE QUARTER AND YEAR ENDED MARCH 31, 2020

In ₹ lakh

PARTICULARS	QUARTER ENDED			YEAR ENDED	
	March 31, 2020 (Audited)	December 31, 2019 (Unaudited)	March 31, 2019 (Unaudited)	March 31, 2020 (Audited)	March 31, 2019 (Audited)
I Revenue from operations	732.89	311.42	566.66	2,728.27	1,504.27
II Other income	10.78	39.62	38.57	69.39	64.64
III Total income (I+II)	743.67	351.04	605.23	2,797.66	1,568.91
IV Expenses					
a) Cost of content	273.32	273.54	73.46	2,131.17	837.82
b) Changes in unamortised/ unexploited/ unfinished content	-	-	20.81	-	103.53
c) Employee benefits expense	48.30	52.36	39.49	194.63	148.08
d) Finance cost	12.34	12.13	11.81	53.65	57.04
e) Depreciation and amortisation expense	6.90	6.81	5.94	27.28	21.26
f) Other expense	75.54	60.92	96.92	267.46	258.38
Total expenses (IV)	416.40	405.76	248.43	2,674.19	1,426.11
V Profit/ (loss) before tax (III-IV)	327.27	(54.72)	356.80	123.47	142.80
VI Tax expense					
Current tax	14.50	-	26.26	14.50	26.26
Deferred tax	0.22	0.78	20.01	2.45	18.04
(Excess)/ short provision for tax relating to earlier year	-	(23.87)	-	(23.87)	0.97
Total tax expense (VI)	14.72	(23.09)	46.27	(6.92)	45.27
VII Net profit/ (loss) for the period (V-VI)	312.55	(31.63)	310.53	130.39	97.53
Attributable to					
Equity holders of the parent company	312.55	(31.63)	310.53	130.39	97.53
Non controlling interests	-	-	-	-	-
VIII Other comprehensive income (net of tax)					
i) Items that will not be reclassified to profit or loss	(3.36)	(0.81)	(1.12)	(5.79)	(3.01)
ii) Income tax relating to items that will not be reclassified to profit or loss	-	-	-	-	-
IX Total other comprehensive income (VIII)	(3.36)	(0.81)	(1.12)	(5.79)	(3.01)
X Total comprehensive income for the period (VII-VIII)	309.19	(32.44)	309.41	124.60	94.52
Attributable to					
Equity holders of the parent company	309.19	(32.44)	309.41	124.60	94.52
Non controlling interests	-	-	-	-	-
XI Paid-up equity share capital (Face Value of ₹ 10 per share)	1,446.70	1,446.70	1,446.70	1,446.70	1,446.70
XII Reserves excluding revaluation reserves	-	-	-	6,661.20	6,536.60
XIII Earning per share (EPS) (Face Value of ₹ 10 per share)	2.16*	(0.22)*	2.15*	0.90	0.67
Basic and diluted EPS					
*Not annualised					



PRITISH NANDY COMMUNICATIONS

Pritish Nandy Communications Ltd CIN L22120MH1993PLC074214 Regd Office: 87/88 Mittal Chambers Nariman Point Mumbai 400 021

STANDALONE AND CONSOLIDATED STATEMENT OF ASSETS AND LIABILITIES AS ON MARCH 31, 2020

In ₹ lakh

PARTICULARS	STANDALONE		CONSOLIDATED	
	As at March 31, 2020 (Audited)	As at March 31, 2019 (Audited)	As at March 31, 2020 (Audited)	As at March 31, 2019 (Audited)
ASSETS				
I Non current assets				
a) Property, plant and equipments	173.28	195.99	173.28	195.99
b) Financial assets				
i. Investments	128.40	186.60	-	-
ii. Trade receivable	-	43.48	-	43.48
iii. Other financial assets	1,143.94	1,142.54	1,143.94	1,142.54
c) Income tax assets (Net)	151.53	81.95	151.53	81.95
d) Deferred tax assets	-	-	18.93	18.93
e) Other non current assets	1,900.27	1,846.59	1,900.27	1,846.59
II Current assets				
a) Cinematic and television content	5,698.40	5,698.40	5,672.89	5,672.89
b) Financial assets				
i. Trade receivable	24.49	419.93	24.49	419.93
ii. Cash and cash equivalents	828.88	292.23	831.56	295.22
iii. Bank balance other than (ii) above	470.70	458.42	470.70	458.43
iv. Other financial assets	37.01	62.71	47.47	73.79
c) Other current assets	17.04	25.25	22.86	30.89
Total assets	10,573.94	10,454.95	10,457.92	10,280.63
EQUITY AND LIABILITIES				
a) Equity share capital	1,446.70	1,446.70	1,446.70	1,446.70
b) Other equity	6,834.07	6,751.77	6,661.20	6,536.60
Equity attributable to owners (a+b)	-	-	8,107.90	7,983.30
Non controlling interest	-	-	0.08	0.08
Total equity	8,280.77	8,198.47	8,107.98	7,983.38
Liabilities				
I Non current liabilities				
a) Financial liabilities				
i. Borrowings	98.01	112.86	98.01	112.86
ii. Trade payables				
Total outstanding dues of micro enterprises and small enterprises	-	-	-	-
Total outstanding dues other than micro enterprises and small enterprises	150.94	150.94	150.94	150.94
iii. Other financial liabilities	31.62	31.62	31.62	31.62
b) Deferred tax liabilities (net)	1,077.95	1,090.63	1,137.05	1,134.60
II Current liabilities				
a) Financial liabilities				
i. Borrowings	137.60	295.11	137.60	295.11
ii. Trade payables				
Total outstanding dues of micro enterprises and small enterprises	-	-	-	-
Total outstanding dues other than micro enterprises and small enterprises	45.72	84.43	46.08	84.73
iii. Other financial liabilities	26.94	23.73	24.25	21.04
b) Other current liabilities	724.39	466.30	724.39	466.35
Total equity and liabilities	10,573.94	10,454.95	10,457.92	10,280.63

STANDALONE AND CONSOLIDATED STATEMENT OF CASH FLOWS AS ON MARCH 31, 2020

In ₹ lakh

PARTICULARS	STANDALONE		CONSOLIDATED	
	As at March 31, 2020 (Audited)	As at March 31, 2019 (Audited)	As at March 31, 2020 (Audited)	As at March 31, 2019 (Audited)
A Cash generated from operations				
Profit/ (loss) before tax	66.04	86.01	123.47	142.80
Adjustment for:				
Advances written off	-	5.49	-	5.49
Bad debts written off	49.00	-	49.00	-
Depreciation and amortisation	27.28	21.26	27.28	21.26
Finance costs	53.65	57.04	53.65	57.04
Diminution in value of investments	58.20	58.20	-	-
Loss on sale of assets	0.36	17.11	0.36	17.11
Property, plant and equipment written off	0.26	-	0.26	-
Expected credit loss	2.72	-	2.72	-
Convat credit of service tax/ VAT written off	-	12.83	-	12.83
Trade payable balances written back	(0.71)	(29.71)	(0.71)	(29.71)
Proceeds from sale of investments	-	(0.15)	-	(0.15)
Interest on fixed deposit	(37.10)	(31.50)	(37.10)	(31.50)
Operating profit before working capital changes	219.70	194.36	216.93	195.17
Adjusted for:				
Trade receivables	6.00	22.00	6.00	22.00
Other non-current financial assets	(1.40)	4.85	(1.40)	4.86
Other non-current assets	(53.68)	(43.05)	(55.24)	(41.49)
Trade receivables non current	-	-	-	(17.63)
Cinematic and television content	-	104.59	-	103.53
Current trade receivables	381.20	(361.58)	381.20	(361.58)
Other financial assets	25.70	52.75	26.32	54.79
Current tax assets	(60.21)	(23.79)	(60.21)	(23.79)
Other current assets	2.40	(23.90)	3.79	(25.82)
Bank balance other than cash and cash equivalent	(12.28)	9.58	(12.27)	9.57
Non current trade payables	-	(17.63)	-	-
Current trade payables	(38.00)	(26.23)	(37.94)	(27.01)
Other current financial liabilities	3.22	(0.03)	3.22	-
Other current liabilities	258.09	249.00	258.04	248.98
Cash generated from operations	730.74	443.34	730.44	441.58
Direct taxes paid	-	-	-	-
Net cash flow from operating activities (A)	730.74	443.34	730.44	441.58
B Cash flow from investing activities				
Payment to acquire property, plant and equipment	(5.70)	(177.34)	(5.70)	(177.34)
Proceeds from sale of property, plant and equipment	0.51	53.22	0.51	53.22
Proceeds from sale of investments	-	0.15	-	0.15
Interest on fixed deposit	37.10	31.50	37.10	31.50
Net cash from/ (used in) investing activities (B)	31.91	(92.47)	31.91	(92.47)
C Cash flow from financing activities				
Proceeds from non current borrowings	-	110.63	-	110.63
Repayment of non current borrowing	(14.85)	(60.41)	(14.85)	(60.41)
Proceeds from current borrowings	-	66.50	-	66.50
Repayment of current borrowing	(157.51)	(128.64)	(157.51)	(128.64)
Finance and other charges paid	(53.65)	(57.04)	(53.65)	(57.04)
Net cash from/ (used in) financing activities (C)	(226.01)	(88.96)	(228.11)	(88.98)
Net increase/ (decrease) in cash and cash equivalents (A+B+C)	536.65	(18.29)	536.34	(19.85)
Cash and cash equivalents as at beginning of the financial year	292.23	310.52	295.22	315.07
Cash and cash equivalents at the end of the financial year	828.88	292.23	831.56	295.22

Notes:

- The above Statement of Cash Flows has been prepared under the 'Indirect Method' as set out in the Ind AS 7 on Statement of Cash Flows as notified under Companies (Indian Accounting Standards) Rules, 2015 as amended.
- The figures for corresponding previous period have been regrouped/ reclassified, wherever necessary, to make them comparable.



PRITISH NANDY COMMUNICATIONS

Prilish Nandy Communications Ltd CIN L22120MH1993PLCO74214 Regd Office: 87/88 Mittal Chambers Narlman Point Mumbai 400 021

SEGMENT REPORTING FOR THE QUARTER AND HALF YEAR ENDED MARCH 31, 2020

In ₹ lakh

PARTICULARS	QUARTER ENDED			YEAR ENDED	
	March 31, 2020 (Audited)	December 31, 2019 (Unaudited)	March 31, 2019 (Audited)	March 31, 2020 (Audited)	March 31, 2019 (Audited)
Segment Revenue					
i. Content segment	732.89	311.42	566.66	2,728.27	1,504.27
ii. Wellness segment	-	-	-	-	-
Revenue from operation	732.89	311.42	566.66	2,728.27	1,504.27
Segment results					
Profit/ (loss) before tax from each segment					
i. Content segment	328.89	(82.15)	330.17	108.34	136.86
ii. Wellness segment	(0.06)	(0.06)	(0.13)	(0.61)	(1.66)
Total profit/ (loss) before tax	328.83	(82.21)	330.04	107.73	135.20
Add: Other income	10.78	39.62	38.57	69.39	64.64
Less: Finance cost	(12.34)	(12.13)	(11.81)	(53.65)	(57.04)
Profit before tax	327.27	(54.72)	356.80	123.47	142.80
Less: Current tax	14.50	-	26.26	14.50	26.26
Less: Deferred tax	0.22	0.78	20.01	2.45	18.04
Less: Short/ (excess) provision of tax (earlier year)	-	(23.87)	-	(23.87)	0.97
Profit/ (loss) after tax	312.55	(31.63)	310.53	130.39	97.53
Segment assets					
i. Content segment	10,405.31	9,755.47	10,246.96	10,405.31	10,246.96
ii. Wellness segment	52.61	33.69	33.67	52.61	33.67
Total segment assets	10,457.92	9,789.16	10,280.63	10,457.92	10,280.63
Segment liabilities					
i. Content segment	2,349.74	1,990.23	2,297.08	2,349.74	2,297.08
ii. Wellness segment	0.28	0.22	0.25	0.28	0.25
Total segment liabilities	2,350.02	1,990.45	2,297.33	2,350.02	2,297.33
Capital employed					
i. Content segment	8,055.57	7,765.24	7,949.88	8,055.57	7,949.88
ii. Wellness segment	52.33	33.47	33.42	52.33	33.42
Total segment capital employed	8,107.90	7,798.71	7,983.30	8,107.90	7,983.30

Notes:

- The above results were reviewed by the Audit Committee and approved by the Board of Directors of the Company at its meeting held on June 30, 2020.
- Arbitration proceedings initiated by the Company against Prasar Bharati, in respect of bank guarantees of ₹ 750.50 lakh encashed in the year 2000-01 for marketing of Olympic Games 2000 are ongoing. In view of the legal opinion obtained by the Company, the said amount is fully recoverable and hence no provision is made there against.
- The Company has received an award of ₹ 352 lakh in its favour in the arbitration case filed against White Feather Films. The Company has also received a revised order for the amount of interest. White Feather Films has gone in appeal against the above said award and has been directed to deposit an amount of ₹ 300 lakh by the Bombay High Court. Proceedings are ongoing and in view of the same outstanding advance of ₹ 317.53 lakh is considered as fully recoverable.
- The Company has also initiated proceedings for recovery of advances of ₹ 150 lakh given to Saboo Films Pvt Ltd and Bharat Film Works against film rights. Proceedings are ongoing before the Bombay High Court and the management considers the same as fully recoverable and hence no provision is made there against. Legal Opinion obtained by the Company supports this.
- PNC Wellness Ltd, a subsidiary company, which owns several wellness brands like Moksh and others are exploring avenues to commercialise its aforesaid brands through lease and collaborative arrangements with other parties. Considering that there was no revenue generation during the FY 2019-20 and based on internal evaluation, the management has made provision of ₹ 58.20 lakh for diminution in value of investment in this subsidiary being 1/5th of its book value of ₹ 232.80 lakh and considers the retained book value of ₹ 58.20 lakh as fully realisable.
- The Company has an investment of ₹ 70.20 lakh (Previous year Rs 70.20 lakh) in equity shares of subsidiary viz. PNC Digital Limited. The net worth of this subsidiary is substantially eroded. The Company has agreed to provide its films to this subsidiary to explore revenue opportunities on the digital platform and exploit it to its commercial advantage but this subsidiary Company was not able to generate revenue from its operational activities in the year gone by. This subsidiary will continue its efforts. In view of the fact that this subsidiary has unfettered access to the film content of the Holding company and requires no additional substantive capital deployment to generate revenue, no provision for diminution in value of investment, which is considered temporary, has been made in the accounts.
- Due to restrictions imposed by the Union and State Governments for the ongoing Covid-19 pandemic, the Company had to hold back the scheduled shoot of Season 3 of Four More Shots Please which was scheduled to commence in the third week of March. Another Original show planned for shooting in the current financial year 2020-21 has been delayed, as well as an anthology film shoot in which PNC was participating. We will be ready to start work on these shows and the film when normal life and work resumes and it is possible to commence filming safely with cast and crew. Meanwhile, work on the writing of other shows continues. Writing is one of the most important aspects of our production business and we intend to stay the course on it. Meanwhile, the Company has made a detailed assessment of the impact of the pandemic on its business and cash flows. It being an unanticipated global event, our options are limited and we will require some more time to return to normalcy and what that new normal will be is a matter of intense international debate. The Company is working on the assumption that the setback caused to its business because of the pandemic will be only temporary and we can return to the floors in the current financial year itself. The Company does not anticipate material medium to long term risks to its business prospects. In fact, it appears from global reports, that the business of our clients, the streaming networks, has actually increased during the lockdown as millions of viewers have shifted to online entertainment as theatres remain closed both in India as well as in many parts of the world where our shows are viewed. As a preventive measure, the Company has reduced salaries of all its employees during the current financial year. It has also negotiated a reduced rent for the registered office and shut down its production office since shooting is currently not taking place. It has also taken several measures to preserve its available resources and cut overhead costs to bring down cash burn during the current period. It is possible the Company may face a cash crunch if the commencement of shoot gets delayed beyond the next six months. However, in the view of the management, the ability of the company and constituents of the group to continue as a going concern shall not be affected. The safety of our employees, and the cast and crew of our shows is currently of paramount importance to us and till date no case of Covid 19 has been reported from among them. Production, when it commences, will take place under carefully drawn out safety protocols and abundant precaution, following necessary guidelines.
- There are no exceptional and extra ordinary items.
- Effective April 1, 2019, the Company has applied Ind AS 116 to its leases. The adoption of Ind AS 116 did not have any impact on the financial results of the Company for the quarter ended and year ended on March 31, 2020.
- The Board of Directors has not recommended any dividend for the year.
- The parent Company and one subsidiary PNC Digital Ltd are operating in single segment i.e. the content segment. The other subsidiary PNC Wellness Ltd is operating in the wellness segment.
- Figure of the last quarter are the balancing figures between audited figure in respect of the financial year and the published year to date figures upto the third quarter of the current financial year. The figures for corresponding previous period/ year have been regrouped/ reclassified, wherever necessary, to make them comparable.

Kishor Paikar
Chief Financial Officer
Mumbai, June 30, 2020

Yatender Verma
VP/ Finance, Compliance and Legal Affairs

Santosh Gharat
Company Secretary and Compliance Officer

Pallab Bhattacharya
Wholetime Director and CEO

For more details, contact Yatender Verma at yverma@prilishnandy.com

**INDEPENDENT AUDITOR'S REPORT
TO THE BOARD OF DIRECTORS OF PRITISH NANDY COMMUNICATIONS LIMITED**

Report on the audit of the Standalone Financial Results

Opinion

We have audited the accompanying quarterly standalone financial results of Prithish Nandy Communications Limited ("the Company") for the quarter ended March 31, 2020 and the year to date results for the period from April 01, 2019 to March 31, 2020 ("the standalone financial results"), attached herewith, being submitted by the Company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("Listing Regulations").

In our opinion and to the best of our information and according to the explanations given to us these standalone financial results:

- i. are presented in accordance with the requirements of Regulation 33 of the Listing Regulations in this regard; and
- ii. give a true and fair view in conformity with the recognition and measurement principles laid down in the applicable accounting standards and other accounting principles generally accepted in India of the net profit and other comprehensive income and other financial information for the quarter ended March 31, 2020 as well as the year to date results for the period from April 01, 2019 to March 31, 2020.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013 ("the Act"). Our responsibilities under those Standards are further described in the *Auditor's Responsibilities for the Audit of the Standalone Financial Results* section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the standalone financial results under the provisions of the Act, and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Emphasis of Matter

We draw attention to:

- a. Note 2 which describes about Arbitration proceedings initiated by the Company against Prasar Bharati for recovery of wrongful encashment of bank guarantees of Rs. 750.50 lakhs are ongoing. It has been legally opined that the amount is fully recoverable and consequently there is no provision made of any amount there against.

8 - Ambalal Doshi Marg, Fort,
Mumbai-400 001, INDIA
Tel. : +91 - 22 - 22654882 / 22651731
Fax : +91 - 22 - 22657093
E-mail : bdj@bdjokhakar.com
Website : www.bdjokhakar.com

B. D. Jokhakar & Co.

- b. Note 3 which states about an award of Rs 352 lakh received by the Company in its favour in the arbitration case filed against White Feather Films. The Company has also received a revised order for the amount of interest. White Feather Films has gone in appeal against the above said award and has been directed to deposit an amount of Rs 300 lakh by the Bombay High Court. Proceedings are ongoing and in view of the same outstanding of Rs. 317.53 lakhs is considered as fully recoverable and consequently there is no provision made of any amount there against.
- c. Note 4 which states about proceedings initiated by the Company for recovery of advances of Rs 150.00 lakh. Proceedings are ongoing before the Bombay High Court and management considers the same as good and fully recoverable and consequently there is no provision made of any amount there against for the reasons stated in the said note.
- d. Note 5 which describes about the provision for diminution of Rs. 58.20 lakhs in investment in subsidiary “PNC Wellness Ltd” based on the factors stated in the said note.
- e. Note 6 which describes about the investment in subsidiary “PNC Digital Ltd.” stands at Rs. 70.20 lakhs whereas the net worth of the subsidiary is eroded substantially. No provision for diminution in value of investment, which is considered temporary, has been made in the accounts for the reasons stated in the said note.
- f. Note 7 which describes the impact of COVID-19 pandemic on the operations of the Company.

Our opinion is not modified in respect of the above matters.

Management’s Responsibilities for the Standalone Financial Results

These standalone financial results have been prepared on the basis of the annual standalone financial statements. The Company’s Board of Directors are responsible for the preparation of these standalone financial results that give a true and fair view of the net profit and other comprehensive income and other financial information in accordance with the recognition and measurement principles laid down in Indian Accounting Standard prescribed under Section 133 of the Act, read with relevant rules issued thereunder and other accounting principles generally accepted in India and in compliance with Regulation 33 of the Listing Regulations. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial results that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial results, the Board of Directors are responsible for assessing the Company’s ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are also responsible for overseeing the Company’s financial reporting process.

Auditors Responsibilities for the Audit of the Standalone Financial Results

Our objectives are to obtain reasonable assurance about whether the standalone financial results as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor’s report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a

guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial results.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial results, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Board of Directors.
- Conclude on the appropriateness of the Board of Directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial results or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial results, including the disclosures, and whether the standalone financial results represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the standalone financial results that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the standalone financial results may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the standalone financial results.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

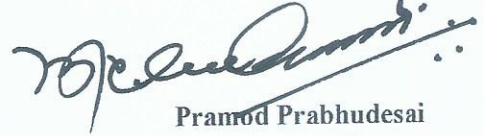
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Other Matter

Attention is drawn to the fact that the standalone financial results includes the result for the quarter ended 31st March, 2020 being the balancing figure between audited figures in respect of full financial year and published period end figures up to the third quarter of the current financial year which were subject to Limited Review by us. Our opinion is not modified in respect of above matter.

For **B. D. Jokhakar & Co.**
Chartered Accountants
Firm Registration Number: 104345W

Place: Mumbai
Dated: 30th June, 2020



Pramod Prabhudesai
Partner

Membership Number: 032992
UDIN:20032992AAAABQ7258
8 Ambalal Doshi Marg, Fort, Mumbai 400001

**INDEPENDENT AUDITOR'S REPORT
TO THE BOARD OF DIRECTORS OF PRITISH NANDY COMMUNICATIONS LIMITED**

Report on the audit of the Consolidated Financial Results

Opinion

We have audited the accompanying quarterly Consolidated financial results of Pritish Nandy Communications Limited ("the Company") and its subsidiaries (the Company and its subsidiaries together referred to as "the Group") for the quarter ended March 31, 2020 and the year to date results for the period from April 01, 2019 to March 31, 2020 ("the Consolidated financial results"), attached herewith, being submitted by the Company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("Listing Regulations").

In our opinion and to the best of our information and according to the explanations given to us these Consolidated financial results:

- i. include the annual financial results of the following entities ("subsidiaries"):
 - (a) PNC Digital Limited
 - (b) PNC Wellness Limited
- ii. are presented in accordance with the requirements of Regulation 33 of the Listing Regulations in this regard; and
- iii. give a true and fair view in conformity with the recognition and measurement principles laid down in the applicable accounting standards and other accounting principles generally accepted in India of the consolidated net profit and other comprehensive income and other financial information of the Group for the quarter ended March 31, 2020 as well as the year to date results for the period from April 01, 2019 to March 31, 2020.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013 ("the Act"). Our responsibilities under those Standards are further described in the *Auditor's Responsibilities for the Audit of the Consolidated Financial Results* section of our report. We are independent of the Group in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the Consolidated financial results under the provisions of the Act, and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Emphasis of Matter

We draw attention to:

- a. Note 2 which describes about Arbitration proceedings initiated by the Company against Prasar Bharati for recovery of wrongful encashment of bank guarantees of Rs. 750.50 lakhs are ongoing. It has been legally opined that the amount is fully recoverable and consequently

8 - Ambalal Doshi Marg, Fort,
Mumbai-400 001. INDIA
Tel. : +91 - 22 - 22654882 / 22651731
Fax : +91 - 22 - 22657093
E-mail : bdj@bdjokhakar.com
Website : www.bdjokhakar.com

there is no provision made of any amount there against.

- b. Note 3 which states about an award of Rs 352 lakh received by the Company in its favour in the arbitration case filed against White Feather Films. The Company has also received a revised order for the amount of interest. White Feather Films has gone in appeal against the above said award and has been directed to deposit an amount of Rs 300 lakh by the Bombay High Court. Proceedings are ongoing and in view of the same outstanding of Rs. 317.53 lakhs is considered as fully recoverable and consequently there is no provision made of any amount there against.
- c. Note 4 which states about proceedings initiated by the Company for recovery of advances of Rs 150.00 lakh. Proceedings are ongoing before the Bombay High Court and management considers the same as good and fully recoverable and consequently there is no provision made of any amount there against for the reasons stated in the said note.
- d. Note 7 which describes the impact of COVID-19 pandemic on the operations of the Group.

Our opinion is not modified in respect of the above matters.

Management's Responsibilities for the Consolidated Financial Results

These Consolidated financial results have been prepared on the basis of the annual Consolidated financial statements.

The Company's Board of Directors are responsible for the preparation of these Consolidated financial results that give a true and fair view of the consolidated net profit and other comprehensive income and other financial information of the Group in accordance with the recognition and measurement principles laid down in Indian Accounting Standard prescribed under Section 133 of the Act, read with relevant rules issued thereunder and other accounting principles generally accepted in India and in compliance with Regulation 33 of the Listing Regulations. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Consolidated financial results that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Company, as aforesaid.

In preparing the Consolidated financial results, the respective Board of Directors are responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the respective Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group are also responsible for overseeing the financial reporting process of the Group.

Auditors Responsibilities for the Audit of the Consolidated Financial Results

Our objectives are to obtain reasonable assurance about whether the Consolidated financial results as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Consolidated financial results.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the Consolidated financial results, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Board of Directors.
- Conclude on the appropriateness of the Board of Directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Consolidated financial results or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Consolidated financial results, including the disclosures, and whether the Consolidated financial results represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the consolidated financial statements of such entities included in the consolidated financial statements of which we are the independent auditors.

Materiality is the magnitude of misstatements in the Consolidated financial results that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the Consolidated financial results may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the Consolidated financial results.

We communicate with those charged with governance of the Company and such other entities included in the consolidated financial statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and

B. D. Jokhakar & Co.

other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

We also performed procedures in accordance with the circular issued by the SEBI under Regulation 33(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, to the extent applicable.


Other Matter

Attention is drawn to the fact that the Consolidated financial results includes the result for the quarter ended 31st March, 2020 being the balancing figure between audited figures in respect of full financial year and published period end figures up to the third quarter of the current financial year which were subject to Limited Review by us. Our opinion is not modified in respect of above matter.

Attention is drawn to the fact that the consolidated figures for the corresponding quarter ended March 2019 as reported in the Consolidated financial results have been approved by the Board of Directors but have not been subjected to review.

Place: Mumbai
Dated: 30th June, 2020

For **B. D. Jokhakar & Co.**
Chartered Accountants
Firm Registration Number: 104345W



Pramod Prabhudesai
Partner

Membership Number: 032992

UDIN:20032992AAAAABR4453

8 Ambalal Doshi Marg, Fort, Mumbai 400001