

**The General Manager  
Bombay Stock Exchange Limited  
Phiroze Jeejeebhoy Towers  
Dalal Street  
Mumbai 400001**

**Manager  
Listing Department  
The National Stock Exchange of India Ltd.  
Exchange Plaza,  
Bandra Kurla Complex  
Bandra (E) 400051**

**Scrip Code – 532387**

**Scrip Code – PNC**

September 23, 2019

Dear Sir/Madam,

**Sub: Summary of Proceedings of the 26<sup>th</sup> Annual General Meeting of Pritish Nandy Communications Limited held on Monday, September 23, 2019.**

Pursuant to relevant and applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 we hereby submit the proceeding of the 26<sup>th</sup> Annual General Meeting (26<sup>th</sup> AGM) of the Company held today i.e. Monday, September 23, 2019 at 3.00 p.m. at Walchand Hirachand Hall, 4<sup>th</sup> Floor, Indian Merchant Chambers Building, IMC Marg, Churchgate, Mumbai 400 020 to transact the business as per the AGM notice.

The meeting was chaired by Mr. Pritish Nandy, Chairman. Total 53 members attended the meeting as per records of attendance. As the requisite quorum was present Chairman called the meeting to order. After the Chairman's address, with the permission of the Shareholders present, Chairman took the notice of AGM as read and then took the items of notice for approval of Shareholders. Company Secretary and Compliance officer read out the Auditors' report.

The Chairman gave an overview of the financial performance of the Company in financial year 2018-19, activities, various projects, business outlook, and major happenings in Industry.

On invitation by the Chairman, several members addressed the meeting, gave their suggestions and raised queries on Company's financial statements and business operations which were then replied to by Chairman.

The Chairman informed the members that pursuant to the provisions of section 108 of the Companies Act, 2013 read with rule 20 of Companies (Management and Administration) Rules, 2014, the Company had provided an electronic voting facility to members of the Company in respect of businesses to be transacted at the 26<sup>th</sup> AGM. The e-voting period commenced on September 20, 2019 at 9.00 a.m. and ended on September 22, 2019 at 5.00 p.m.

The members were informed of the appointment of Mr Vinayak Deodhar, Practicing Company Secretary as the Scrutinizer for scrutinizing the process of electronic and ballot voting in a fair and transparent manner.

The Chairman informed the members present that those members attending the AGM and who are eligible to vote shall also be given opportunity to vote on resolutions through voting by poll. Thereafter, Chairman ordered poll on all resolutions set out in item number 1 to 5 of the AGM notice and all the members and proxies present at the meeting voted on poll.

The Chairman then moved the resolutions reproduced below as set out in the notice convening the AGM which were then proposed and seconded by the Members present and then put to vote through poll by those shareholders who had not voted through e-voting:

Item No.	Resolution	Type of Resolution
1	<p><b>To receive, consider and adopt:</b></p> <p>a. the audited financial statements of the Company for the financial year ended March 31, 2019, together with the reports of the Board of directors and the auditors thereon; and</p> <p>b. the audited consolidated financial statements of the Company for the financial year ended March 31, 2019, together with the report of the Auditors thereon.</p>	Ordinary Resolution
2	To appoint a Director in place of Pallab Bhattacharya, who retires by rotation and being eligible, offers himself for re-appointment.	Ordinary Resolution
3	To re-appoint Udayan Bose as an Independent Director for the second term of 5 years	Special Resolution
4	To re-appoint Hema Malini as an Independent Director for the second term of 5 years	Special Resolution
5	To regularise the appointment of Pradeep Guha as an independent director of the Company who was appointed as an additional director of the Company w.e.f. February 28, 2019.	Special Resolution

The members present voted on the above said resolutions.

The Chairman then informed the members that the Scrutinizer will scrutinize the e-voting and physical poll records and submit his report within 48 hours. The result will be intimated to the stock exchanges and posted on the company's websites and on the website of CDSL.

The meeting concluded at 5.45 pm (IST).

For Pritish Nandy Communications Limited

  
Santosh Gharat  
Company Secretary, Compliance officer & CFO

