

August 29, 2017

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
Bandra Kurla Complex
Bandra (East)
Mumbai 400051
Scrip Code – PNC

Dear Sir/Madam,

Sub: Compliance Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 – Notice of Annual General Meeting

Kindly note that the 24th Annual General Meeting of the Company is scheduled to be held on Thursday, September 21, 2017 at 3.00 pm at Walchand Hirachand Hall, 4th Floor, Indian Merchant Chambers Building, IMC Marg, Churchgate, Mumbai 400020.

Kindly update the same in your records.

Yours Truly,

For Pritish Nandy Communications Limited


Santosh Gharat
Company Secretary &
Compliance Officer
A42597
Encl: Notice of AGM



Notice is hereby given that the 24th Annual General Meeting of the members of PRITISH NANDY COMMUNICATIONS LTD (CIN L22120MH1993PLC074214) will be held on Thursday, September 21, 2017 at 3.00 p.m. at Walchand Hirachand Hall, 4th Floor, Indian Merchant Chambers Building, IMC Marg, Churchgate, Mumbai 400 020 to transact the following business:

ORDINARY BUSINESS

- 1 To receive, consider and adopt:
 - a. the audited financial statements of the Company for the financial year ended March 31, 2017, together with the reports of the Board of Directors and the Auditors thereon; and
 - b. the audited consolidated financial statements of the Company for the financial year ended March 31, 2017, together with the report of the Auditors thereon.
- 2 To appoint a Director in place of Rangita Prithish Nandy, who retires by rotation and being eligible, offers herself for re-appointment.
- 3 To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 including any statutory modification (s) or re-enactment thereof for the time being in force, BD Jokhakar & Co, Chartered Accountants (FRN 104345W), be and are hereby appointed as Statutory Auditors of the Company in place of KR Khare & Co, Chartered Accountants (FRN 105104W), the retiring Statutory Auditors, to hold office from the conclusion of this Annual General Meeting until the conclusion of next Annual General Meeting, at such remuneration plus Goods and Services Tax (GST) as applicable and reimbursement of out of pocket expenses in connection with the audit as the Board of Directors may fix in this behalf.”

SPECIAL BUSINESS

- 4 To approve excess remuneration paid to Wholtime Directors. In this connection, to consider and if thought fit, to pass with or without modifications(s), the following resolution as an Special Resolution:

“RESOLVED THAT ₹ 15,54,000 being remuneration paid to managerial personnel 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

Santosh Gharat
Company Secretary
Mumbai, August 10, 2017

Registered Office 87/88 Mittal Chambers Nariman Point Mumbai 400021

NOTES

1. A member entitled to attend and vote at the Annual General Meeting ('the AGM') is entitled to appoint a proxy to attend and vote on poll instead of himself and such a proxy need not be a member of the Company. The instrument appointing a proxy, in order to be valid, should be deposited at the registered office of the Company not less than 48 hours before the commencement of the Meeting.

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
2. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
3. In case of joint holders attending the meeting, only such joint holder who is higher in the order names will be entitled to vote.
4. The Company has announced closure of register of members and share transfer books of the Company from September 13, 2017 to September 21, 2017 (both days inclusive) for the purpose of annual book closure.
5. Members desirous of seeking any information at the Annual General Meeting are requested to send in their request(s) so as to reach the registered office of the Company at least 10 days before the AGM so that the same can be suitably replied.
6. All documents referred to in the accompanying notice are open for inspection at the registered office of the Company on all working days, except Saturdays and Sundays, between 11.00 am and 1.00 pm upto the date of the AGM.
7. As a measure of economy copies of annual reports will not be distributed at the venue of the AGM. Members are requested to bring their copy of the Annual report to the AGM.
8. The Notice of the AGM along with the Annual Report 2016-17 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/ Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.
9. To support the 'Green Initiative' Members who have not registered their e-mail addresses are requested to register the same with the Depositories.
10. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in

electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company or Registrar and Share Transfer Agent.

11. At the ensuing AGM, Rangita Prithish Nandy is retiring by rotation as per the requirements of Section 152 of the Companies Act, 2013 and being eligible, offer herself for re-appointment.
12. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
13. Voting through electronic means-

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide its members the facility to exercise their right to vote at the 24th AGM by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services (India) Ltd (CDSL).

The instructions for members for voting electronically are as under:-

In case of members receiving e-mail:

- i. Log on to the e-voting website www.evotingindia.com
- ii. Click on "Shareholders" tab.
- iii. Now, select the "COMPANY NAME" from the drop down menu and click on "SUBMIT"
- iv. Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in physical form should enter folio number registered with the Company.
- v. Next enter the Image Verification as displayed and Click on Login.
- vi. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- vii. If you are a first time user follow the steps given below:
 - a. Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)
 - b. Enter the Date of Birth as recorded in your demat account or in the Company records for the said demat account or folio in dd/mm/yyyy format.
 - c. Enter the dividend bank details as recorded in your demat account or in the Company records for the said demat account or folio.

Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or Company please enter the number of shares held by you as on the cut-off date in the dividend bank details field.
- viii. After entering these details appropriately, click on "SUBMIT" tab.
- ix. Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field.
- x. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xi. Click on the EVSN for the relevant Company name on which you choose to vote.
- xii. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xiii. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xiv. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- xv. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xvi. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- xvii. If Demat account holder has forgotten the changed password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
 - a. Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as corporate.
 - b. They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.

- c. After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
- d. The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- e. They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favor of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.
- xviii. The voting period begins on September 18, 2017 at 9.00 am and ends on September 20, 2017 at 5.00 pm. The e-voting module shall be disabled by CDSL for voting thereafter.
- xix. Mr VN Deodhar, Practicing Company Secretary has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- The Scrutinizer shall, within a period of not exceeding 3 (three) working days from the conclusion of the e-voting period, unblock the votes in the presence of at least two witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- The results declared along with Scrutinizer Report shall be placed on the Company's website www.pritishnandy.com and on the CDSL website: www.cdslindia.com within 2 (two) days of passing of the Resolutions at AGM of the Company on Thursday, September 21, 2017 and communicated to NSE and BSE where the shares of the Company are listed.
- xx. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (record date) of September 14, 2017.
- xxi. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQ") and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 3

As per the provisions of the Companies Act, 2013 read with the rules made thereunder no listed Company shall appoint an individual as auditor for a term exceeding five consecutive years and an individual who has completed its term shall not be eligible to be reappointed as auditor of the same Company.

Accordingly, the term of the existing Statutory Auditors KR Khare & Co, Chartered Accountants (FRN 105104W), is coming to an end. The Board of Directors have recommended appointment of BD Johkhar & Co, Chartered Accountants (FRN 104345W), to hold office from the conclusion of this AGM until the conclusion of next AGM.

None of the Directors of the Company and Key Managerial Personnel of the Company or their relatives are concerned or interested in the proposed item No. 3.

The resolution as set out in item No. 3 of this notice is accordingly commended for your approval.

Item No. 4

Pallab Bhattacharya, was reappointed as Wholetime Director and CEO of the Company for a further period of five years with effect from February 18, 2015 to February 17, 2020 on the remuneration and other terms and conditions as set out in the agreement executed with him, the broad terms whereof are given herein below:

- a. Salary: Not exceeding ₹ 2,41,500 per month, subject to annual increment.
- b. Perquisite: Mr Bhattacharya is entitled to a Company car with a driver.

- c. Gratuity is payable as per rules of the Company at the end of service.
- d. Reimbursement of traveling, hotel and other reasonable expenses actually incurred by Mr Bhattacharya for Company work.

Rangita Pritish Nandy, daughter of Pritish Nandy, Chairman and Rina Pritish Nandy, Director of the Company, was reappointed as Creative Director of the Company for a further period of five years with effect from January 31, 2015 to January 30, 2020 on the remuneration and other terms and conditions as set out in the agreement executed with her, the broad terms whereof are given herein below:

- a. Salary: Not exceeding ₹ 2,38,000 per month, subject to annual increment.
- b. Perquisite: Ms Nandy is entitled to a Company car with a driver.
- c. Gratuity is payable as per rules of the Company at the end of service.
- d. Reimbursement of travelling, hotel and other reasonable expenses actually incurred by Ms Nandy for Company work.

The shareholders approved the above appointments and payment of remuneration to above Directors in the AGM held on September 19, 2014.

The details of the remuneration paid to the above said executive Directors' is given herein below:

Pallab Bhattacharya: salary of ₹ 2,41,500 per month aggregating to ₹ 28,98,000 for the year ended March 31, 2017.

Rangita Pritish Nandy: salary of ₹ 2,38,000 per month aggregating to ₹ 28,56,000 for the year ended March 31, 2017.

The total managerial remuneration paid was ₹ 57,54,000.

The Company has made inadequate profit during the year. In view of the inadequate profit 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 ₹ 4,200,000 for the year. The Company has paid managerial remuneration of ₹ 57,54,000 which is in excess of the limits prescribed by ₹ 15,54,000. The excess remuneration paid being ₹ 7,98,000 to Pallab Bhattacharya and ₹ 7,56,000 to Rangita Pritish Nandy is subject to approval of the Members.

This year was devoted to finalising and putting in place new content projects to be taken up by the Company for production. Such projects are now in an advanced stage of pre-production. These projects will generate revenue on completion and release. Consequently, the Company was unable to make adequate profit resulting in excess payment on Directors' remuneration account.

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 at item No. 4 of the accompanying Notice for acceptance by the Members by passing the same by Special Resolution.

By Order of the Board

Santosh Gharat
Company Secretary
Mumbai, August 10, 2017

Registered Office 87/88 Mittal Chambers Nariman Point Mumbai 400021

PRITISH NANDY COMMUNICATIONS

PRITISH NANDY COMMUNICATIONS LTD

CIN: L22120MH1993PLC074214

REGISTERED OFFICE: 87/88 MITTAL CHAMBERS NARIMAN POINT MUMBAI 400021

ATTENDANCE SLIP

Folio no	
DP ID	
Client ID	
Number of Shares held	

I/We hereby record my/ our presence at the 24th Annual General Meeting of the Company held on Thursday, September 21, 2017 at 3.00 pm at Walchand Hirachand Hall, 4th Floor, Indian Merchant Chambers Building, IMC Marg, Churchgate, Mumbai 400020 and at any adjournment(s) thereof.

Signature of the Shareholder(s)

Signature of the Proxy

Name of the Shareholder(s) (in block letters)

Name of the Proxy

- Note 1. You are requested to sign and handover this slip at the entrance of the meeting venue.
2. The proxy form signed across revenue stamp should reach the Registered Office of the Company not less than 48 hours before the meeting

PRITISH NANDY COMMUNICATIONS

PRITISH NANDY COMMUNICATIONS LTD

CIN: L22120MH1993PLC074214

REGISTERED OFFICE: 87/88 MITTAL CHAMBERS NARIMAN POINT MUMBAI 400021

FORM NO. MGT-11

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the member(s)		Email ID	
Registered address		Folio No/ Client Id/ DP ID	

I/We, being the member (s) of _____ shares of the above named company, hereby appoint

1. Name: _____
Address: _____
E-mail ID: _____ Signature _____ or failing him
2. Name: _____
Address: _____
E-mail ID: _____ Signature _____ or failing him
3. Name: _____
Address: _____
E-mail ID: _____ Signature _____

as my/ our proxy to attend and vote (on a poll) for me/ us and on my/ our behalf at the 24th Annual General Meeting of the Company held on Thursday, September 21, 2017 at 3.00 p.m. at Walchand Hirachand Hall, 4th Floor, Indian Merchant Chambers Building, IMC Marg, Churchgate, Mumbai 400020 and at any adjournment thereof in respect of such resolution as are indicated below:

Resolution No,

ORDINARY BUSINESS

1. To receive, consider and adopt:
- a. the audited financial statements of the Company for the financial year ended March 31, 2017, together with the report of the Board of Directors and the Auditors thereon; and
 - b. the audited consolidated financial statements of the Company for the financial year ended March 31, 2017, together with the report of the Auditors thereon.
2. To appoint a Director in place of Rangita Pritish Nandy who retires by rotations and being eligible, offers herself for re-appointment.
3. To appoint new Statutory Auditors to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting and fix their remuneration.

SPECIAL BUSINESS

4. To approve excess remuneration paid to Wholetime Directors.

Signed this _____ day of _____ 2017,
Signature of Shareholder(s) _____
Signature of Proxy holder(s) _____

Affix
Revenue
Stamp

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting .