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TIME

MINUTES OF THE 22nd ANNUAL GENERAL MEETING OF PRITISH NANDY COMMUNICATIONS LTD HELD ON SEPTEMBER 21, 2015, AT WALCHAND HIRACHAND HALL, 4TH FLOOR, INDIAN MERCHANT CHAMBERS BUILDING, IMC MARG, CHURCHGATE, MUMBAI 400 021

Present

Directors:

Mr Pritish Nandy, *Chairman*

Dr Vishnu Kanhere, *Independent Director and Chairman of Audit Committee*

Mr Nabankur Gupta, *Independent Director*

Mr Pallab Bhattacharya, *Wholetime Director and CEO*

Mrs Rina Pritish Nandy, *Non-Executive Director*

Ms Rangita Pritish Nandy, *Creative and Wholetime Director*

Members:

46 members were present.

Members of Corporate Leadership Team:

Mr Vikas Shaw, *Company Secretary*

Ms Ishita Pritish Nandy, *Chief Brand Strategist*

Mr Yatender Verma, *Vice President, Finance, Compliances and Legal Affairs*

Mr Mahesh Vyas, *Chief Manager, Accounts*

Mr Kishor Palkar, *Chief Manager, Accounts*

Mr Anoop Kumar, *Chief Production Officer*

Mr Imtiaz Chougale, *Manager, Production Accounts*

Auditors:

Mr Kishor Khare, *Statutory Auditors*

Mr Vinayak Deodhar, *Practicing Company Secretary and Scrutinizer*

Chairman

Mr Pritish Nandy presided over the meeting and welcomed all members to the 22nd Annual General Meeting of the Company.

Quorum and Statutory announcement

The requisite quorum being present at the time of the meeting, the Chairman declared the meeting to order.

He informed the members that the Statutory Registers including the Register of Directors Shareholding maintained under Section 170 of the Companies Act, 2013 were available throughout the meeting for inspection. The Company had received representation from 2 Corporate Bodies for attending the meeting as per Section 113 of the Companies Act, 2013 and no proxies were received.

Introduction

Mr Vikas Shaw, Company Secretary introduced the Board of Directors and Corporate Leadership Team to the members of the Company.

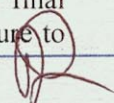
Speech

The Chairman gave an overview of the financial performance of the Company in financial year 2014-2015, activities, movie projects, future outlook, and major happenings in Industry.

Notice, Directors' Report and Auditors' Report

Since the Notice conveying the meeting, Audited Accounts and Directors' Report were with the members for some time, with the permission of members the Chairman took them as read. With the request of the Chairman, Company Secretary read out the Auditors' Report on the audited final accounts for the year ended March 31, 2015 and with the permission of members, the Annexure to the Report, was taken as read.

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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 22nd AGM. The e-voting period commenced on September 18, 2015 at 9:00 a.m. and ended on September 20, 2015 at 5:00 p.m. The Chairman informed that those members attending the AGM and 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 notice and stated that all the members and proxies present are entitled to vote on poll.

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 that the Scrutinizer will submit his report on the result of electronic voting and ballot voting within 48 hours and the result will be posted on the Company's websites and on the website of CDSL and the same will be intimated to the exchanges.

Thereafter, Chairman asked Company Secretary to initiate the polling process for following resolutions to be passed as ordinary and special resolutions.

Item 1: Adoption of Audited Accounts

Proposed by: Chairman

Seconded by: Mr Kirti Shah

“RESOLVED THAT the audited Balance Sheet as at March 31, 2015 and the Statement of Profit and Loss for the year ended on that date together with the reports of the Auditors' and the Directors' thereon be and are hereby received, approved and adopted as circulated to the members.”

Item 2: Re-appointment of Pritish Nandy (DIN 00006331), as Director

Proposed by: Mr Narendra Trivedi

Seconded by: Mr Yusuf Rangwala

“RESOLVED THAT Pritish Nandy, who retires by rotation and being eligible for re-appointment, be and is hereby re-appointed as Director of the Company.”

Item 3: Re-appointment of Rina Pritish Nandy (DIN 00055748), as Director

Proposed by: Mr Rajesh Kothari

Seconded by: Mrs Lekha Satish Shah

“RESOLVED THAT Rina Pritish Nandy, who retires by rotation and being eligible for re-appointment, be and is hereby re-appointed as Director of the Company.”

Item 4: Appointment of Auditors

Proposed by: Mr Jitendra Maheshwari

Seconded by: Mr Ajay Purbey

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“RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013, and the rules framed thereunder, as amended from time to time, the Company appointed K R Khare & Co, Chartered Accountants (Firm Registration Number 105104W), as the statutory auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the forthcoming fourth Annual General Meeting on such remuneration as may be decided by the Board of Directors in consultation with the Audit Committee of the Company.”

Item 5: Approval of excess remuneration paid to Wholetime Directors.

Proposed by: Mr Bhadresh G. Parikh

Seconded by: Mr Mahesh Jain

“Resolved that Rs 1,554,000 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.”

Members deposited the Ballot Papers in the ballot box, which was handed over to Scrutinizer for scrutiny of votes.

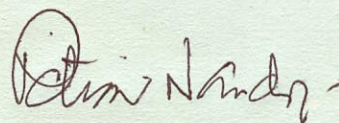
Chairman informed the members that the result of poll alongwith the result of e-voting will be submitted to Stock Exchanges within 48 hours.

VOTE OF THANKS

As all the business of the meeting was over, the meeting ended with a vote of thanks to the Chair.

Mr Pritish Nandy, Chairman and Mr Pallab Bhattacharya, Wholetime Director and CEO thanked everyone for their participation at the meeting and the meeting was concluded.

Mumbai
October 01, 2015



CHAIRMAN