

April 14, 2025

Bombay Stock Exchange Limited  
Phiroze Jeejeebhoy Towers  
Dalal Street  
Mumbai 400 001  
Scrip Code – 532387

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

Dear Sir/Madam,

**Sub: Corporate Governance Report**


**Ref: Regulation 27 (2) of SEBI (LODR), 2015, ('Listing Regulations')**

With reference to above captioned subject, please find attached the Corporate Governance Report for the quarter ended March 31, 2025.

Kindly take the same on your records.

Thankyou.

Yours Faithfully,  
For Prithish Nandy Communications Ltd

  
Priyanka Shah  
Company Secretary and Compliance Officer



**QUARTERLY INTEGRATED FILING (GOVERNANCE)**

**A. Compliance Report on Corporate Governance to be submitted by a listed entity on a quarterly basis**

1. Name of the Listed Entity: Pritish Nandy Communications Limited

2. Year ended: March 31, 2025

1. Composition of Board of Directors												
Title (Mr./Ms)	Name of the Director	PANs & DIN	Category (Chairperson/Executive/Non-Executive/Independent/Nominee)	Initial Date of Appointment	Date of Re-appointment	Date of Cessation	Tenure*	Date of Birth	No. of directorship in listed entities including this listed entity	No. of Independent Directorship in listed entities including this listed entity	No. of memberships in Audit/ Stakeholders Committees) including this listed entity	No. of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity
			Non-Executive - Non Independent Director	28-09-1993		08-01-2025		15-01-1947	0	0	0	0
Mr	Pritish Nandy	AAAAPN9949D 00006331	Non-Executive - Non Independent Director	28-09-1993				11-01-1954	1	0	0	0
Mrs	Rina Pritish Nandy	AABPN1129Q 00055748	Non-Executive - Non Independent Director									



II. Composition of Committees					
Name of Committee	Whether Regular chairperson appointed	Name of Committee members	Category (Chairperson/Executive/Non-Executive/independent/ Nominee) &	Date of Appointment	Date of Cessation
1. Audit Committee	Yes	Raghu Palat Karan Ahluwalia Neerja Shah	Chairperson /Non-Executive - Independent Director Non-Executive - Independent Director Non-Executive - Independent Director	09-08-2016 06-04-2021 21-03-2022	NA NA NA
2. Nomination and remuneration committee	Yes	Raghu Palat Karan Ahluwalia Sunil Alagh Neerja Shah	Chairperson /Non-Executive - Independent Director Non-Executive – Independent Director Non-Executive – Independent Director Non-Executive – Independent Director	09-08-2016 06-04-2021 06-04-2021 21-03-2022	NA NA NA NA
3. Stakeholders Relationship Committee	Yes	Raghu Palat Karan Ahluwalia Pallab Bhattacharya	Chairperson /Non-Executive - Independent Director Non-Executive – Independent Director Executive Director	09-08-2016 06-04-2021 17-02-2020	NA NA NA
4. Corporate Social Responsibility Committee	Yes	Raghu Palat Karan Ahluwalia Pallab Bhattacharya	Chairperson /Non-Executive - Independent Director Non-Executive – Independent Director Executive Director	09-08-2016 06-04-2021 17-02-2020	NA NA NA

III. Meeting of Board of Directors						
Date(s) of Meeting in the relevant quarter	Whether requirement of Quorum met*	Number of Directors present*	Number of independent directors' present**	Date(s) of Meeting in the previous quarter	Maximum gap between any two consecutive meetings (in number of days)	
NA	Yes	8	4	12-11-2024	NA	
07-02-2025	Yes	7	4	NA	86	
24-03-2025	Yes	7	4	NA	44	

\* to be filled in only for the current quarter meetings

IV. Meeting of Committees							
Name of the Committee	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)*	Date(s) of meeting of the committee in the previous quarter	Number of Directors present*	Number of independent directors present**	Maximum gap between any two consecutive meetings in number of days**	
Audit Committee	NA	Yes	12-11-2024	3	3	NA	
	07-02-2025	Yes	NA	3	3	86	
Nomination and remuneration committee	NA	Yes	12-11-2024	4	4	NA	
	07-02-2025	Yes	NA	4	4	86	

Stakeholder Relationship Committee	NA	Yes	09-11-2023	3	3	NA
	07-02-2025	Yes	NA	3	3	455

\* to be filled in only for the current quarter meetings  
\*\* This information has to be mandatorily be given for audit committee and Risk Management Committee, for rest of the committees giving this information is optional

1. **V. Affirmations** The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015
  - a. Audit Committee
  - b. Nomination & remuneration committee
  - c. Stakeholders relationship committee
  - d. Risk management committee (applicable to the top 1000 listed entities, voluntary for entities ranked 1001 to 2000)
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here:

*Priyanka Shah*



**Name & Designation – Priyanka Shah**

**Company Secretary and Compliance Officer**

**Note:**

Information at Table I and II above need to be necessarily given in 1<sup>st</sup> quarter of each financial year. However, if there is no change of information in subsequent quarter(s) of that financial year, this information may not be given by the listed entity and instead a statement “same as previous quarter” may be given.

**A. INVESTOR GRIEVANCE REDRESSAL REPORT**

Investor Grievance Redressal Report	
No. of investor complaints pending at the beginning of Quarter	0
No. of investor complaints received during the Quarter	0
No. of investor complaints disposed off during the Quarter	0
No. of investor complaints those remaining unresolved at the end of the Quarter	0

**B. DISCLOSURE OF ACQUISITION OF SHARES OR VOTING RIGHTS IN UNLISTED COMPANIES**

The details of acquisition of shares or voting rights in unlisted companies during the quarter in terms of sub-para 1 of para A of Part A of Schedule III are given below:

S. No.	Name of the unlisted company in which shares or voting rights have been acquired	Date of acquisition	Aggregate holding (% shares or voting rights) as at the end of the previous quarter	% shares or voting rights acquired during the quarter	Aggregate holding (% shares or voting rights) as at the end of the quarter
NIL					

**C. DISCLOSURE OF IMPOSITION OF FINE OR PENALTY**

The details of imposition of fine or penalty during the quarter in terms of sub-para 20 of para A of Part A of Schedule III are given below:

S. No.	Name of the authority	Nature and details of the action(s) taken or order(s) passed	Date of receipt of direction or order, including any ad-interim or interim orders, or any other communication from the authority	Details of the violation(s)/ contravention(s) committed or alleged to be committed	Impact on financial, operation or other activities of the listed entity, quantifiable in monetary terms to the extent possible
NIL					

**D. DISCLOSURE OF UPDATES TO ONGOING TAX LITIGATIONS OR DISPUTES**

The updates on tax litigations or disputes in terms of sub-para 8 of para B of Part A of Schedule III read with corresponding provisions of Annexure 18 of the Master Circular are given below:

S. No.	Name of the opposing party	Date of initiation of the litigation / dispute	Status of the litigation / dispute as per last disclosure	Current status of the litigation / dispute
NIL				