

PRITISH NANDY COMMUNICATIONS

Pritish Nandy Communications Limited
Registered Office 87/88 Mittal Chambers Nariman Point Mumbai 400021
Phone: 42130000 Fax: 42130033 Website: www.pritishnandycom.com
Email: companysecretary@pritishnandycom.com
CIN L22120MH1993PLC074214

NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of Companies Act, 2013 read with the Companies (Management and Administration) Rules 2014 as amended and applicable Circulars issued by Ministry of Corporate Affairs, Government of India, from time to time]

Dear Member(s),

Notice is hereby given that the resolutions set out below is proposed to be passed by the shareholders of Pritish Nandy Communications Limited (the "Company") by means of Postal Ballot only through remote e-voting by electronic means ("remote e-voting") pursuant to and in compliance with the provisions of Section 108 and Section 110 of the Companies Act, 2013 ("**the Act**") (including any statutory modification or re-enactment thereof for the time being in force), read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 and other applicable provisions of the Act and the Rules, General Circular No. 14/2020 dated April 08, 2020 and subsequent circulars issued in this regard and latest one being General Circular No. 03/2025 dated September 22, 2025, issued by the Ministry of Corporate Affairs (collectively '**MCA Circulars**') and SEBI Circular No. SEBI/HO/CFD/ CMD1/CIR/ P/2020/79 dated May 12, 2020 and subsequent circulars issued in this regard and latest one being SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 03, 2024, issued by the Securities and Exchange Board of India (collectively '**SEBI Circulars**') and in compliance with the provisions of the Companies Act, 2013 ('**the Act**') and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('**SEBI Listing Regulations**'), Secretarial Standard on General Meetings ("**SS2**") issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations (including any statutory modification or re-enactment thereof for the time being in force and as amended from time to time), to seek your consent for the resolutions as set out hereunder and proposed to be passed by the Shareholders of the Company by means of postal ballot through remote electronic voting ("**e-voting**") Process.

As per the MCA Circulars, the Company is sending Postal Ballot Notice ("Notice") only by email to its members who have registered their email address as on Friday, July 03, 2026 ("Cut-Off Date") with the Company/registrar and share transfer agent or depository(ies)/depository participants and the communication of assent /dissent of the shareholders on the resolution proposed in the Notice will only take place through the remote e-voting system.

An explanatory statement pursuant to Section 102 of the Act and other applicable provisions of the Act, pertaining to the resolution, setting out the material facts and reasons thereof, is appended to this Notice.

Pursuant to Rule 22 (5) of the Companies (Management and Administration) Rules, 2014, the Board of Directors, at its meeting held on July 03, 2026, has approved the appointment of Mr Vinayak N Deodhar of V. N. Deodhar & Co., Practicing Company Secretaries, as the scrutinizer ("Scrutinizer") for conducting the Postal Ballot process through remote e-voting process in a fair and transparent manner.

In accordance with the provisions of the MCA Circulars and the SEBI Circulars, shareholders can vote only through the remote e-voting process. Accordingly, the Company is pleased to offer a remote e-voting facility to all its shareholders to cast their votes electronically. Shareholders are requested to read the instructions provided in the Notes under the section "**General information and instructions relating to e-voting**" forming part of this in this Postal Ballot Notice ("**Postal Ballot Notice**") before casting their votes through the remote e-voting process. Shareholders are requested to cast their vote through the e-voting process, which shall commence on **Tuesday, July 07, 2026 at 9.00 AM Hours IST and end on Wednesday, August 05, 2026 at 5:00 PM Hours IST**. The remote e-voting facility shall be disabled thereafter and voting beyond the said date and time will not be allowed. During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. on **Friday, July 03, 2026**, may cast their vote electronically.

The Scrutinizer will submit his report to any Director or Company Secretary of the Company authorised by the Board of Directors after completion of scrutiny of the e-voting. The results shall be declared on or before **Friday, August 07, 2026**. The results, along with the Scrutinizer's Report, will be communicated to BSE Limited ("**BSE**"), National Stock Exchange of India Limited ("**NSE**"), and National Securities Depository Limited ("**NSDL**"), **MUFG Intime India Private Limited** and will also be displayed on the Company's website www.pritishnandycom.com.

Items of Special Business requiring consent from shareholders through Postal Ballot:

ITEM NO. 1 -Approval for change in the name of the Company from "PRITISH NANDY COMMUNICATIONS LIMITED" to "PNC MEDIA AND ENTERTAINMENT LIMITED":

To consider and if thought fit, to pass the following Resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 4, 13 of the Companies Act, 2013, Companies (Incorporation) Rules, 2014 and other applicable provisions and rules, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force), regulations 45 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and subject to the approvals of the Central Government, Registrar of Companies and such other statutory authorities as may be required, approval of the Shareholders be and is hereby accorded for changing the name of the Company from "PRITISH NANDY COMMUNICATIONS LIMITED" to "PNC MEDIA AND ENTERTAINMENT LIMITED" to better reflect the business activities of the Company;

RESOLVED FURTHER THAT upon issuance of a Fresh Certificate of Incorporation by the Registrar of Companies consequent upon change of name, the name "'PRITISH NANDY COMMUNICATIONS LIMITED' wherever appearing in the Memorandum and Articles of

Association and in all statutory records and any other documents including stationary, websites, letter heads etc. shall be substituted by the new name "PNC MEDIA AND ENTERTAINMENT LIMITED";

RESOLVED FURTHER THAT any one of the Directors of the Company and/or the Company Secretary be and are hereby severally authorised to make and sign all applications, forms, declarations, affidavits, undertakings and other documents as may be necessary, including filing the requisite e-forms with the Ministry of Corporate Affairs and the Registrar of Companies, making applications and intimations to the Stock Exchanges and all other statutory or regulatory authorities, and to do all such acts, deeds, matters and things as may be necessary, desirable or expedient for giving effect to this Resolution and for obtaining all necessary approvals in connection with the change in the name of the Company;

RESOLVED FURTHER THAT any one of the Directors of the Company or Company Secretary be and are hereby severally authorized to issue certified true copies of this Resolution to such authorities, regulators, banks, financial institutions and other persons as may be required and to do all such acts, deeds and things as may be necessary to give effect to this Resolution."

ITEM NO. 2 - Alteration of Name Clause I (Name Clause) of the Memorandum of Association of the Company:

To consider and if thought fit, to pass the following Resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 13 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder including any statutory modification(s) or re- enactment(s) thereof for the time being in force, and such other approvals, consent, sanction and permission of the appropriate statutory regulators, as may be necessary, the approval of the Shareholders be and is hereby accorded to alter Clause I (Name Clause) of the Memorandum of Association of the Company by substituting the existing name "PRITISH NANDY COMMUNICATIONS LIMITED" of the Company with the new name "PNC MEDIA AND ENTERTAINMENT LIMITED" with effect from the date of issuance of the Fresh Certificate of Incorporation by the Registrar of Companies pursuant to the change of name of the Company;

RESOLVED FURTHER THAT Clause I (name clause) of the Memorandum of Association of the Company be and is hereby substituted with the following:

'The name of the Company is PNC MEDIA AND ENTERTAINMENT LIMITED.'

RESOLVED FURTHER THAT any one of the Directors of the Company and/or the Company Secretary be and are hereby severally authorised to do all such acts, deeds, things and matters on behalf of the Company as may be necessary proper, expedient including filing the requisite forms with Registrar of Companies or submission of documents with any other Statutory authorities or incidental thereto for giving effect to this Resolution;

RESOLVED FURTHER THAT any one of the Directors of the Company or the Company Secretary be and is hereby severally authorised to issue certified true copies of this Resolution to such authorities, regulators and other persons as may be required."

ITEM NO. 3 – Alteration of Articles of Association of the Company:

To consider and if thought fit, to pass the following Resolution as a **Special Resolution**:

"**RESOLVED THAT** pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder including any statutory modification(s) or re- enactment(s) thereof for the time being in force, and such other approvals, consent, sanction and permission of the appropriate statutory regulators, as may be necessary, approval of the Shareholders be and is hereby accorded to alter the Articles of Association of the Company by substituting the existing name of the Company "PRITISH NANDY COMMUNICATIONS LIMITED" with the new name "PNC MEDIA AND ENTERTAINMENT LIMITED" with effect from the date of issuance of the Fresh Certificate of Incorporation by the Registrar of Companies pursuant to the change of name of the Company wherever appearing in the Articles of Association of the Company;

RESOLVED FURTHER THAT any one of the Directors of the Company and/or the Company Secretary be and are hereby severally authorised to do all such acts, deeds, things and matters on behalf of the Company as may be necessary proper, expedient including filing the requisite forms with Registrar of Companies or submission of documents with any other Statutory authorities or incidental thereto for giving effect to this Resolution;

RESOLVED FURTHER THAT any one of the Directors of the Company or the Company Secretary be and is hereby severally authorised to issue certified true copies of this Resolution to such authorities, regulators and other persons as may be required."

By Order of the Board of Directors

Priyanka Shah
Company Secretary and Compliance Officer
Membership No. A40042

Mumbai, July 03, 2026

Registered Office: 87/88 Mittal Chambers, Nariman Point, Mumbai 400021

Email companysecretary@prishnandycom.com | Web www.prishnandycom.com

Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 read with the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the circulars issued thereunder and Secretarial Standards on General Meetings (SS-2):

Pursuant to the provisions of Section 102 of the companies Act 2013 ("the Act") read with the Rule 22 of Companies (Management and Administration) Rules, 2014 ("the Rules"), Secretarial Standard-2 on General Meetings and Regulation 17(11) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended pertaining to the said Resolutions setting out the material facts concerning the said items and the reasons thereof is annexed hereto.

Item No. 1

Over the years, the Company has evolved its business model and strategic focus towards a broader media and entertainment ecosystem encompassing content creation, film production, digital entertainment, web-based content, intellectual property development and other allied media and entertainment activities.

In view of this strategic evolution and the Company's future growth plans, the Board of Directors, at its meeting held on July 03, 2026, approved the proposal to change the name of the Company from 'PRITISH NANDY COMMUNICATIONS LIMITED' to 'PNC MEDIA AND ENTERTAINMENT LIMITED', subject to the approval of the Shareholders and such other statutory and regulatory approvals as may be required.

The proposed name retains the acronym "PNC", thereby preserving the goodwill, brand recognition, market identity and legacy associated with the Company's existing corporate name. At the same time, the words "Media and Entertainment" more accurately reflect the Company's present business activities, operational focus and long-term strategic vision. The Company is also widely recognized and referred to by its stakeholders, including investors, analysts, business associates and participants in the capital markets, as "PNC", thereby ensuring continuity and familiarity while aligning the corporate identity with its evolving business.

The proposed change of name is intended to create a contemporary and business-aligned corporate identity and will not affect the legal status of the Company, its continuity of operations, rights and obligations, existing contracts, business relationships or any other legal or regulatory position of the Company.

The Registrar of Companies has approved the reservation of the proposed name vide its letter dated June 24, 2026. However, in terms of the provisions of Sections 4 and 13 of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014, the change of name is subject to the approval of the Members by way of a Special Resolution and such other statutory and regulatory approvals as may be required.

In accordance with Regulation 45 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a certificate issued by a Practicing Chartered Accountant confirming compliance with the conditions specified under Regulation 45(1) is enclosed as Annexure I to this Postal Ballot Notice.

None of the Directors, Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the proposed resolution except to the extent of their shareholding, if any, in the Company.

The Board of Directors recommend the above resolution set out in Item No. 1 as a Special Resolution for your approval.

Item No. 2

The Board of Directors of the Company, at its meeting held on July 03, 2026, approved the proposal for change in the name of the Company from “PRITISH NANDY COMMUNICATIONS LIMITED” to “PNC MEDIA AND ENTERTAINMENT LIMITED”, subject to the approval of the Shareholders and such other statutory and regulatory approvals as may be required.

Consequent upon the proposed change in the name of the Company, it is necessary to amend Clause I (Name Clause) of the Memorandum of Association ("MOA") of the Company to reflect the proposed new name i.e. 'PNC MEDIA AND ENTERTAINMENT LIMITED'.

Pursuant to the provisions of Section 13 and other applicable provisions of the Companies Act, 2013, alteration of the Memorandum of Association requires the approval of the Shareholders by way of a Special Resolution.

The proposed alteration is consequential in nature and is being carried out solely to incorporate the new name of the Company upon approval of the change of name by the Shareholders and issuance of a Fresh Certificate of Incorporation by the Registrar of Companies.

A copy of proposed amended Memorandum of Association is available on website of the Company <https://www.pritishnandycom.com> for inspection by the Shareholders electronically during the remote e-voting period.

None of the Directors, Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the proposed resolution except to the extent of their shareholding, if any, in the Company.

The Board of Directors recommend the above resolution set out in Item No. 2 as a Special Resolution for your approval.

Item No. 3

The Board of Directors of the Company, at its meeting held on July 03, 2026, approved the proposal for change in the name of the Company from "PRITISH NANDY COMMUNICATIONS LIMITED" to "PNC MEDIA AND ENTERTAINMENT LIMITED".

Consequent upon the proposed change in the name of the Company, it is necessary to amend the relevant provisions of the Articles of Association ("AOA") of the Company to substitute the existing name of the Company with the proposed new name wherever appearing in the Articles of Association.

Pursuant to the provisions of Section 14 and other applicable provisions of the Companies Act, 2013, alteration of the Articles of Association requires approval of the Shareholders by way of a Special Resolution.

The proposed alteration is consequential in nature and is intended to ensure consistency between the Company's constitutional documents following the change in name of the Company. The proposed alteration shall become effective upon approval of the change in the name of the Company by the Shareholders and the issuance of a Fresh Certificate of Incorporation by the Registrar of Companies.

A copy of the proposed amended Articles of Association is available on the website of the Company on <https://www.pritishnandycom.com> for inspection by the Shareholders electronically during the voting period.

None of the Directors, Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the proposed resolution except to the extent of their shareholding, if any, in the Company.

The Board of Directors recommend the above resolution set out in Item No. 3 as a Special Resolution for your approval.

By Order of the Board of Directors

Priyanka Shah
Company Secretary and Compliance Officer
Membership No. A40042

Mumbai, July 03, 2026

Registered Office: 87/88 Mittal Chambers, Nariman Point, Mumbai 400021

Email companysecretary@pritishnandycom.com | Web www.pritishnandycom.com

NOTES:

1. In accordance with the provisions of the Act, read with the Rules made thereunder and MCA Circulars, the Postal Ballot notice is being sent only by e-mail to those Members whose e-mail addresses are registered with the Company/Depositories and whose names appear in the Register of Members of the Company or Register of Beneficial Owners maintained by the Depositories as on **Friday, July 03, 2026**.

Members may note that this Postal Ballot notice will also be available on the website of the Company www.pritishnandycom.com, website of the Stock Exchanges on which the equity shares of the Company are listed i.e. BSE Limited at www.bseindia.com and National Stock Exchange of India Limited at www.nseindia.com and the website of NSDL at www.evoting.nsdl.com.

2. General information and instructions relating to e-voting are as under:

- i. In compliance with the provisions of Sections 108 and 110 of the Act read with the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Listing Regulations, the Members are provided with the facility to cast their vote by electronic means through the e-voting platform provided by NSDL.
- ii. Voting rights will be reckoned on the paid-up value of equity shares registered in the name of the Members on **July 03, 2026** ('cut-off date'). Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date will be entitled to cast their votes by remote e-voting. A person who is not a member as on the cut-off date should treat this Postal Ballot notice for information purpose only.
- iii. Voting rights through e-voting cannot be exercised by a proxy.
- iv. The remote e-voting period commences at **Tuesday, July 07, 2026 at 9.00 AM Hours IST and end on Wednesday, August 05, 2026 at 5.00 PM. Hours IST**. The remote e-voting module will be disabled by NSDL for voting thereafter. The detailed process for remote e-voting is given below in point (vii).
- v. The Scrutinizer shall immediately after the conclusion of voting through remote e-voting, make a Scrutinizer's Report of the total votes cast in favour or against, if any, and will submit his Report to the Wholetime Director(s) of the Company or any other authorised person. The result of the voting by Postal Ballot will be announced on or before 5:00 p.m. IST on **Friday, August 07, 2026**.

- vi. The result shall be announced on the website of the BSE Limited and National Stock Exchange of India Limited, Stock Exchanges, where equity shares of the Company are listed. The results will also be disclosed on the Company's website at www.pritishnandycom.com and on the website of NSDL at www.evoting.nsdl.com.
- vii. Resolutions passed by the Members by means of Postal Ballot will be deemed to have been passed at a General Meeting of the Members. The resolutions, if passed by requisite majority, will be deemed to have been passed on the last date specified for remote e-voting i.e. **Friday, August 07, 2026 at 5.00 PM.**
- viii. The details of the process and manner for remote e-voting are explained herein below:

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp . You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

2. Existing **IDeAS** user can visit the e-Services website of NSDL Viz. <https://eservices.nsdl.com> either on a Personal Computer or on a mobile. On the e-Services home page click on the “**Beneficial Owner**” icon under “**Login**” which is available under ‘**IDeAS**’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “**Access to e-Voting**” under e-Voting services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.
3. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsdl.com>. Select “**Register Online for IDeAS Portal**” or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “**Login**” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.
5. Shareholders/Members can also download NSDL Mobile App “**NSDL Speede**” facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



App Store



Google Play



Individual Shareholders holding securities in demat mode with CDSL	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is

	101456001***
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5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to vndeodhar@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 or send a request at evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to www.pritishnandycom.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to www.pritishnandycom.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

To,
The Board of Directors,
Prithvi Nandy Communications Limited ("the Company"),
87/88, Mittal Chambers,
Nariman Point, Mumbai 400 021

Independent Practitioner's Certificate complying with the provisions of Regulation 45(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the proposed change of name.

1. This Certificate is issued in accordance with your email dated 25th June, 2026 and regulation 45(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Management's Responsibility

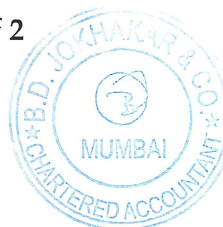
2. The preparation and maintenance of financial and statutory records, including compliance with the provisions of the Companies Act, 2013, and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, are the responsibility of the Company's management with relation to proposed change of name of the Company. This responsibility includes the design, implementation, and maintenance of internal controls relevant to the preparation of such information.

Practitioner's Responsibility

3. Our responsibility is to provide a reasonable assurance certificate based on our examination of the books of account and other relevant records as to whether the Company has complied with the conditions stipulated in Regulation 45(1) of the SEBI (LODR) Regulations, 2015.
4. We conducted our examination of the Statement in accordance with the Guidance Note on Reports or Certificates for Special Purposes issued by the Institute of Chartered Accountants of India. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.
5. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

Opinion

6. In connection with the proposed change of name of the Company from existing "PRITHVI NANDY COMMUNICATIONS LIMITED" to "PNC MEDIA AND ENTERTAINMENT LIMITED", we have examined the relevant books of account, financial statements, and other statutory records provided to us by the management of the Company for the preceding 1 (one) year period from 1st



April, 2025 to 31st March, 2026. Based on our examination and according to the information, explanations, and management representations given to us, we hereby certify and confirm that the Company satisfies the following criteria under Regulation 45(1) of SEBI (LODR) Regulations, 2015:

Sr. No	Criteria under Regulation 45 (1)	How Company has satisfied the criteria
a	A time period of at least 1 (one) year has elapsed from the last name change, if any	The Company has not changed its name during the preceding 1 (one) year from the date of this certificate.
b	At least fifty percent of the total revenue in the preceding 1 (one) year period has been accounted for by the new activity suggested by the new name	Not applicable since there is no change in the activity of the Company in the preceding 1 year.
c	The amount invested in the new activity/project is at least fifty percent of the total assets of the listed entity	Not applicable, as the proposed name change is not driven by a new activity/project.

Restriction on Use

7. This Certificate has been issued at the request of the Company solely for the purpose of submission to Bombay Stock Exchange Limited, the National Stock Exchange of India Limited, and the Registrar of Companies (ROC) in connection with the proposed change of the name of the Company from existing "PRITISH NANDY COMMUNICATIONS LIMITED" to "PNC MEDIA AND ENTERTAINMENT LIMITED". This Certificate may also be included in, or referred to in, the Explanatory Statement forming part of the proposed Notice of Postal Ballot seeking the approval of the shareholders for the proposed change of name of the Company.
8. This Certificate should not be used, circulated or relied upon for any other purpose without our prior written consent.

Place: Mumbai**Date: 2nd July, 2026**

For B. D. Jokhakar & Co.
Chartered Accountants
Firm Registration No:104345W

Bhavik Jain
Partner

Membership No:160166
UDIN: 26160166MRORJB5416