

The General Manager

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

The Manager

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

May 6, 2022

Dear Sir,

Sub: Outcome of Board Meeting held on May 6, 2022

Ref: Annual audited Financial Results (Standalone and Consolidated) with auditors' report- Regulation 30 and 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Pursuant to Regulation 33 read with Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the following documents were adopted:

Annual audited financial results, Standalone and Consolidated, prepared in accordance with Regulation 33 of SEBI (LODR) Regulations, 2015 for the last quarter and year ended March 31, 2022, which have been approved and adopted by the Board of Directors at the meeting held on May 6, 2022 (attached).

Further, the following documents were taken on record:

1. Auditors' Report, Standalone and Consolidated, on the annual audited financial results for the last quarter and year ended March 31, 2022 in the format prescribed under the SEBI (LODR) Regulations, 2015 (attached) with the unmodified opinion of the Statutory Auditors.
2. The Directors' Report along with annexures for the year ended March 31, 2022.
3. Annual Audited Financial Statements, Standalone and Consolidated, for the year ended March 31, 2022.

The following decisions were also taken:

1. To seek the approval of Shareholders for the reappointment of Raghu Palat, Independent Director, whose current tenure is coming to an end, for another 5 years. Also, to seek the approval of Shareholders for the continuance on the Board of Mr Palat as Independent Director and Pritish Nandy as Non- Executive Director post attaining 75 years of age, under Reg. 17(1A) of SEBI (LODR) Regulations, 2015.
2. Re-appointment of V N Deodhar & Co, Practising Company Secretaries as Secretarial Auditor for the year 2022-23 and the Scrutinizer for the forthcoming AGM and Dharmendra Molani, Chartered Accountants as Internal Auditor for the year 2022-23



3. The Board inducted Neerja Shah in the Nomination and Remuneration Committee in addition to the three existing members to strengthen gender representation.
4. The 29th Annual General Meeting of the Company for the financial year ended March 31, 2022 will be held on August 26, 2022 at 3 p.m. through either a physical meeting or a virtual event as per OAVM, depending on the status of public health at that time.

For Pritish Nandy Communications Ltd


Santosh Gharat
Company Secretary & Compliance Officer



Encl: As above

PRITISH NANDY COMMUNICATIONS

Prithish Nandy Communications Ltd CIN L22120MH1993PLCO74214 Regd Office: 87/88 Mittal Chambers Nariman Point Mumbai 400 021

STATEMENT OF STANDALONE AUDITED FINANCIAL RESULTS FOR THE QUARTER AND YEAR ENDED MARCH 31, 2022

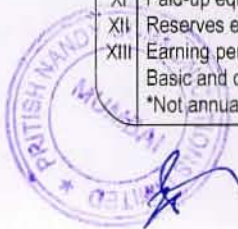
In ₹ lakh

PARTICULARS	QUARTER ENDED			YEAR ENDED	
	March 31, 2022 (Audited)	December 31, 2021 (Unaudited)	March 31, 2021 (Audited)	March 31, 2022 (Audited)	March 31, 2021 (Audited)
I Revenue from operations	1,573.06	1,972.86	437.15	4,466.83	774.96
II Other income	2.80	12.59	18.99	38.98	84.28
III Total income (I+II)	1,575.86	1,985.45	456.14	4,505.81	859.24
IV Expenses					
a) Cost of content	1,363.50	1,789.31	366.12	3,935.64	607.01
b) Changes in unamortised/ unexploited/ unfinished content	0.41	16.96	21.75	48.31	76.39
c) Employee benefits expense	79.55	76.94	54.73	246.01	135.22
d) Finance cost	8.88	2.30	5.82	23.18	34.09
e) Depreciation and amortisation expense	6.55	6.10	6.53	26.25	27.24
f) Advances written off	42.34	-	-	42.34	339.26
g) Other expense	88.50	56.18	58.84	218.67	210.17
Total expenses (IV)	1,589.73	1,947.79	513.79	4,540.40	1,429.38
V Profit/ (loss) before tax (III-IV)	(13.87)	37.66	(57.65)	(34.59)	(570.14)
VI Tax expense					
Current tax	-	-	-	-	-
Deferred tax	(6.70)	(5.51)	(13.32)	(14.78)	(34.62)
(Excess)/ short provision for tax relating to earlier year	-	-	(0.96)	-	(0.96)
Total tax expense (VI)	(6.70)	(5.51)	(14.28)	(14.78)	(35.58)
VII Net profit/ (loss) for the period (V-VI)	(7.17)	43.17	(43.37)	(19.81)	(534.56)
Other comprehensive income					
i) Items that will not be subsequently reclassified to profit or loss	(5.52)	0.85	7.60	(2.98)	3.10
ii) Income tax relating to items that will not be reclassified to profit or loss	-	-	-	-	-
VIII Total other comprehensive income (VIII)	(5.52)	0.85	7.60	(2.98)	3.10
Total comprehensive income for the period (VII-VIII)	(12.69)	44.02	(35.77)	(22.79)	(531.46)
Paid-up equity share capital (Face Value of ₹ 10 per share)	1,446.70	1,446.70	1,446.70	1,446.70	1,446.70
Reserves excluding revaluation reserves	-	-	-	6,279.82	6,302.61
Earning per share (EPS) (Face Value of ₹ 10 per share)					
Basic and diluted EPS	(0.05)*	0.30*	(0.30)*	(0.14)	(3.70)
*Not annualised					

STATEMENT OF CONSOLIDATED AUDITED FINANCIAL RESULTS FOR THE QUARTER AND YEAR ENDED MARCH 31, 2022

In ₹ lakh

PARTICULARS	QUARTER ENDED			YEAR ENDED	
	March 31, 2022 (Audited)	December 31, 2021 (Unaudited)	March 31, 2021 (Audited)	March 31, 2022 (Audited)	March 31, 2021 (Audited)
I Revenue from operations	1,576.81	1,972.86	437.15	4,470.58	774.96
II Other income	2.80	12.59	26.56	38.98	91.85
III Total income (I+II)	1,579.61	1,985.45	463.71	4,509.56	866.81
IV Expenses					
a) Cost of content	1,363.50	1,789.31	366.12	3,935.14	607.01
b) Changes in unamortised/ unexploited/ unfinished content	0.41	16.69	21.75	47.01	76.39
c) Employee benefits expense	79.55	76.94	54.73	246.01	135.22
d) Finance cost	8.88	2.30	5.82	23.18	34.09
e) Depreciation and amortisation expense	6.55	6.10	6.53	26.25	27.24
f) Advances written off	42.34	-	-	42.34	339.26
g) Other expense	88.58	56.28	44.48	219.06	152.52
Total expenses (IV)	1,589.81	1,947.62	499.43	4,538.99	1,371.73
V Profit/ (loss) before tax (III-IV)	(10.20)	37.83	(35.72)	(29.43)	(504.92)
VI Tax expense					
Current tax	-	-	-	-	-
Deferred tax	12.36	(5.38)	(10.15)	4.49	(19.49)
(Excess)/ short provision for tax relating to earlier year	-	-	(0.96)	-	(0.96)
Total tax expense (VI)	12.36	(5.38)	(11.11)	4.49	(20.45)
VII Net profit/ (loss) for the period (V-VI)	(22.56)	43.21	(24.61)	(33.92)	(484.47)
Attributable to					
Equity holders of the parent company	(22.57)	43.21	(24.61)	(33.93)	(484.49)
Non controlling interests	0.01	-	-	0.01	0.02
VIII Other comprehensive income					
i) Items that will not be subsequently reclassified to profit or loss	(5.52)	0.85	7.60	(2.98)	3.10
ii) Income tax relating to items that will not be reclassified to profit or loss	-	-	-	-	-
IX Total other comprehensive income (VIII)	(5.52)	0.85	7.60	(2.98)	3.10
X Total comprehensive income for the period (VII-IX)	(28.08)	44.06	(17.01)	(36.90)	(481.37)
Attributable to					
Equity holders of the parent company	(28.09)	44.06	(17.01)	(36.91)	(481.37)
Non controlling interests	0.01	-	-	0.01	-
XI Paid-up equity share capital (Face Value of ₹ 10 per share)	1,446.70	1,446.70	1,446.70	1,446.70	1,446.70
XII Reserves excluding revaluation reserves	-	-	-	6,142.89	6,179.79
XIII Earning per share (EPS) (Face Value of ₹ 10 per share)					
Basic and diluted EPS	(0.16)*	0.30*	(0.17)*	(0.23)	(3.85)
*Not annualised					



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PRITISH NANDY COMMUNICATIONS

Pritish Nandy Communications Ltd CIN L22120MH1993PLCO74214 Regd Office: 87/88 Mittal Chambers Nariman Point Mumbai 400 021

STANDALONE AND CONSOLIDATED STATEMENT OF ASSETS AND LIABILITIES AS ON MARCH 31, 2022

In ₹ lakh

PARTICULARS	STANDALONE		CONSOLIDATED	
	As at March 31, 2022 (Audited)	As at March 31, 2021 (Audited)	As at March 31, 2022 (Audited)	As at March 31, 2021 (Audited)
ASSETS				
I Non current assets				
a) Property, plant and equipments	231.68	146.24	231.68	146.24
b) Financial assets				
i. Investments	70.20	70.20	-	-
ii. Other financial assets	543.68	881.82	543.68	881.82
c) Income tax assets (net)	175.37	73.44	175.61	73.44
d) Deferred tax assets	-	-	-	18.93
e) Other non current assets	2,008.51	1,962.04	2,008.51	1,962.04
II Current assets				
a) Cinematic and television content	5,573.70	5,622.01	5,549.49	5,596.50
b) Financial assets				
i. Trade receivable	0.06	216.52	4.30	216.52
ii. Cash and cash equivalents	213.97	181.68	217.03	184.29
iii. Bank balance other than (ii) above	541.39	10.49	541.38	10.49
iv. Other financial assets	297.77	136.57	307.47	146.61
c) Current tax assets (net)	-	55.50	-	55.50
d) Other current assets	40.19	111.85	45.50	117.71
Total assets	9,896.52	9,468.36	9,624.65	9,410.09
EQUITY AND LIABILITIES				
EQUITY				
a) Equity share capital	1,446.70	1,446.70	1,446.70	1,446.70
b) Other equity	6,279.82	6,302.61	6,142.89	6,179.79
Equity attributable to owners (a+b)	7,726.52	7,749.31	7,589.59	7,626.49
Non controlling interest	-	-	0.11	0.10
Total equity	7,726.52	7,749.31	7,589.70	7,626.59
Liabilities				
I Non current liabilities				
a) Financial liabilities				
i. Borrowings	124.58	0.17	124.58	0.17
b) Deferred tax liabilities (net)	1,028.55	1,043.33	1,103.12	1,117.56
II Current liabilities				
a) Financial liabilities				
i. Borrowings	11.18	104.99	11.18	203.34
ii. Trade payables				
Total outstanding dues of micro enterprises and small enterprises	5.37	3.95	5.67	4.25
Total outstanding dues of creditors other than micro enterprises and small enterprises	208.53	116.81	208.53	116.81
iii. Other financial liabilities	10.07	111.41	-	2.99
b) Other current liabilities	581.72	338.39	581.87	338.38
Total equity and liabilities	9,896.52	9,468.36	9,624.65	9,410.09

STANDALONE AND CONSOLIDATED STATEMENT OF CASH FLOWS AS ON MARCH 31, 2022

In ₹ lakh

PARTICULARS	STANDALONE		CONSOLIDATED	
	As at March 31, 2022 (Audited)	As at March 31, 2021 (Audited)	As at March 31, 2022 (Audited)	As at March 31, 2021 (Audited)
A Cash generated from operations				
Profit/ (loss) before tax	(34.59)	(570.14)	(29.43)	(504.92)
Adjustment for:				
Advances written off	42.34	339.26	42.34	339.26
Bad debts written off	23.72	0.23	23.72	0.23
Depreciation and amortisation	26.25	27.24	26.25	27.24
Finance costs	23.18	34.09	23.18	34.09
Diminution in value of investments	-	58.20	-	-
Loss on sale of assets	11.95	0.33	11.95	0.33
Expected credit loss	3.19	5.25	3.19	5.25
Trade payable balances written back	(0.28)	(1.29)	(0.28)	(1.29)
Interest on fixed deposit	(34.10)	(62.18)	(34.10)	(62.18)
Operating profit before working capital changes	61.66	(169.01)	66.82	(161.99)
Adjusted for:				
Other non current financial assets	292.61	(77.14)	292.61	(77.14)
Other non current assets	(46.47)	(61.77)	(46.47)	(61.77)
Cinematic and television content - current	48.31	76.39	47.01	76.39
Current trade receivables	192.74	(197.51)	189.50	(197.51)
Other financial assets current	(161.20)	(99.56)	(160.86)	(99.14)
Movement in tax assets	(46.43)	23.55	(46.67)	23.55
Other current assets	68.68	(91.71)	69.23	(91.76)
Bank balance other than cash and cash equivalent	(530.90)	460.21	(530.90)	460.21
Non current trade payables	-	(150.94)	-	(150.94)
Other non current financial liabilities	-	(31.62)	-	(31.62)
Current trade payables	93.42	76.33	93.42	76.27
Other current financial liabilities	(2.90)	(13.37)	(2.90)	(20.75)
Other current liabilities	243.33	(386.00)	243.51	(386.02)
Cash generated from operations	212.85	(642.15)	213.30	(642.22)
Direct taxes paid	-	-	-	-
Net cash flow from operating activities (A)	212.85	(642.15)	213.30	(642.22)
B Cash flow from investing activities				
Payment to acquire property, plant and equipment	(223.14)	(0.66)	(223.14)	(0.66)
Proceeds from sale of property, plant and equipment	99.50	0.13	99.50	0.13
Interest on fixed deposit	34.10	62.18	34.10	62.18
Net cash from/ (used in) investing activities (B)	(89.54)	61.65	(89.54)	61.65
C Cash flow from financing activities				
Proceed from non current borrowing	135.83	-	135.83	-
Repayment of non current borrowing	(0.84)	-	(0.84)	-
Repayment of current borrowing	(202.83)	(32.61)	(202.83)	(32.61)
Finance and other charges paid	(23.18)	(34.09)	(23.18)	(34.09)
Net cash from/ (used in) financing activities (C)	(91.02)	(66.70)	(91.02)	(66.70)
Net increase/ (decrease) in cash and cash equivalents (A+B+C)	32.29	(647.20)	32.74	(647.27)
Cash and cash equivalents at the beginning of the financial year	181.68	828.88	184.29	831.56
Cash and cash equivalents at the end of the financial year	213.97	181.68	217.03	184.29

Notes:

- The above Statement of Cash Flows has been prepared under the "Indirect Method" as set out in the Ind AS 7 on Statement of Cash Flows as notified under Companies (Indian Accounting Standards) Rules, 2015 as amended.
- The figures for corresponding previous period have been regrouped/reclassified, wherever necessary, to make them comparable.



PRITISH NANDY COMMUNICATIONS

Prithish Nandy Communications Ltd CIN L22120MH1993PLCO74214 Regd Office: 87/88 Mittal Chambers Nariman Point Mumbai 400 021

SEGMENT REPORTING FOR THE QUARTER AND YEAR ENDED MARCH 31, 2022

In ₹ lakh

PARTICULARS	QUARTER ENDED			YEAR ENDED	
	March 31, 2022 (Audited)	December 31, 2021 (Unaudited)	March 31, 2021 (Audited)	March 31, 2022 (Audited)	March 31, 2021 (Audited)
Segment Revenue					
i. Content segment	1,576.81	1,972.86	437.15	4,470.58	774.96
ii. Wellness segment	-	-	-	-	-
Revenue from operation	1,576.81	1,972.86	437.15	4,470.58	774.96
Segment results					
Profit/ (loss) before tax from each segment					
i. Content segment	(3.82)	27.62	(56.34)	(44.93)	(562.33)
ii. Wellness segment	(0.30)	(0.08)	(0.13)	(0.30)	(0.35)
Total profit/ (loss) before tax	(4.12)	27.54	(56.46)	(45.23)	(562.68)
Add: Other income	2.80	12.59	26.56	38.98	91.85
Less: Finance cost	(8.88)	(2.30)	(5.82)	(23.18)	(34.09)
Profit before tax	(10.20)	37.83	(35.72)	(29.43)	(504.92)
Less: Current tax	-	-	-	-	-
Less: Deferred tax	12.36	(5.38)	(10.15)	(4.49)	(19.49)
Less: Short/ (excess) provision of tax (earlier year)	-	-	(0.96)	-	(0.96)
Profit/ (loss) after tax	(22.56)	43.21	(24.62)	(33.92)	(484.47)
Segment assets					
i. Content segment	9,590.88	9,383.29	9,357.44	9,590.88	9,357.44
ii. Wellness segment	33.77	52.70	52.65	33.77	52.65
Total segment assets	9,624.65	9,435.99	9,410.09	9,624.65	9,410.09
Segment liabilities					
i. Content segment	2,034.80	1,818.12	1,783.27	2,034.80	1,783.27
ii. Wellness segment	0.26	0.19	0.33	0.26	0.33
Total segment liabilities	2,035.06	1,818.31	1,783.60	2,035.06	1,783.60
Capital employed					
i. Content segment	7,556.08	7,565.17	7,574.17	7,556.08	7,574.17
ii. Wellness segment	33.51	52.51	52.32	33.51	52.32
Total segment capital employed	7,589.59	7,617.68	7,626.49	7,589.59	7,626.49

Notes:

1. The above audited financial results were reviewed by the Audit Committee and approved by the Board of Directors of the Company at its meeting held on May 6, 2022.
2. The outbreak of the Covid pandemic caused serious disruptions in the Company's business, as did the lockdowns that took place. The Government has removed its restrictions; the lockdowns are over business has resumed. However, the impact of the pandemic and its disruptions continue to affect the Company.
3. The Company has written off an amount of ₹ 42.34 lakh incurred on developing content that is not viable in post pandemic scenario. It has also written off an amount of ₹ 23.72 lakh on account of unpaid amounts by a debtors who has ceased operations.
4. The Company has received an award of ₹ 3.52 crore plus interest of ₹ 35 lakh in its favour in the arbitration filed against White Feather Films (Proprietor Sanjay Gupta). White Feather Films has gone in appeal against the award and was directed to deposit an amount of ₹ 3 crore by the Bombay High Court, which they failed to do. The Company has filed a petition for execution of the arbitration award. The Bombay High Court has restrained Sanjay Gupta from disposing of, encumbering, alienating, transferring and parting with the possession of or creating any third party rights or interest in his 3 properties in Pune and Khandala valued at ₹ 12 crore. The amount is therefore considered as fully recoverable.
5. The Company has initiated proceedings for recovery of an advance of ₹ 1.5 crore given to Saboo Films Pvt Ltd and Bharat Film Works against film rights. Proceedings are ongoing before the Bombay High Court and the management considers the same as fully recoverable and hence no provision is made. Legal opinion obtained by the Company supports this.
6. The Company has an investment of ₹ 70.20 lakh in equity shares of its subsidiary, PNC Digital Ltd. The net worth of this subsidiary is substantially eroded. The Company has agreed to provide its films to this subsidiary to explore revenue opportunities on digital platforms. In view of this and the fact that it requires no further capital deployment to generate revenue, no provision for diminution in value of investment, which is considered temporary, has been made in the accounts.
7. There are no exceptional and extra-ordinary items.
8. The Company and one subsidiary PNC Digital Ltd operate in a single segment: Digital content. The other subsidiary PNC Wellness Ltd operates in the wellness segment.
9. The figures of the last quarter are the balancing figure between audited figure in respect of the financial year and the published year to date figures upto the third quarter of the current financial year. The figures for the corresponding previous quarters/ last year have been regrouped and reclassified, wherever necessary, to make them comparable.

Rajiv

Kishor Palkar
Chief Financial Officer
Mumbai, May 6, 2022

Yatender

Yatender Verma
VP/ Finance, Compliances and Legal Affairs

Santosh

Santosh Gharat
Company Secretary and Compliance Officer

Pallab

Pallab Bhattacharya
Wholtime Director and CEO



For more details, contact Yatender Verma at verma@prithishnandy.com



**INDEPENDENT AUDITOR'S REPORT
TO THE BOARD OF DIRECTORS OF PRITISH NANDY COMMUNICATIONS LIMITED**

Report on the audit of the Standalone Financial Results

Opinion

We have audited the accompanying quarterly standalone financial results of Pritish Nandy Communications Limited ("the Company") for the quarter ended March 31, 2022 and the year to date results for the period from April 01, 2021 to March 31, 2022 ("the standalone financial results"), attached herewith, being submitted by the Company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("Listing Regulations").

In our opinion and to the best of our information and according to the explanations given to us these standalone financial results:

- i. are presented in accordance with the requirements of Regulation 33 of the Listing Regulations in this regard; and
- ii. give a true and fair view in conformity with the recognition and measurement principles laid down in the applicable accounting standards and other accounting principles generally accepted in India of the net loss and other comprehensive income and other financial information for the quarter ended March 31, 2022 as well as the year to date results for the period from April 01, 2021 to March 31, 2022.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013 ("the Act"). Our responsibilities under those Standards are further described in the *Auditor's Responsibilities for the Audit of the Standalone Financial Results* section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the standalone financial results under the provisions of the Act, and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Emphasis of Matter

We draw attention to:

- a. Note 4 which states about an award of Rs 352 lakh plus interest of Rs 35 lakhs received by the Company in its favour in the arbitration case filed against White Feather Films (Proprietor Sanjay Gupta). White Feather Films has gone in appeal against the above said award. The court has directed the proprietor not to dispose off/create any third party rights on his properties which are valued at Rs 1200 lakh. Proceedings are ongoing and in view of the same outstanding of Rs. 317.53 lakhs is considered as fully recoverable and consequently there is no provision made of any amount there against.
- b. Note 5 which states about proceedings initiated by the Company for recovery of advances of Rs 150.00 lakh from Saboo Films Pvt Ltd and Bharat Film Works. Proceedings are ongoing before the Bombay High Court and management considers the same as good and fully



recoverable and consequently there is no provision made of any amount there against for the reasons stated in the said note.

- c. Note 6 which describes about the investment in subsidiary "PNC Digital Ltd." stands at Rs. 70.20 lakhs whereas the net worth of the subsidiary is eroded substantially. No provision for diminution in value of investment, which is considered temporary, has been made in the accounts for the reasons stated in the said note.

Our opinion is not modified in respect of the above matters.

Management's Responsibilities for the Standalone Financial Results

These standalone financial results have been prepared on the basis of the annual standalone financial statements. The Company's Board of Directors are responsible for the preparation of these standalone financial results that give a true and fair view of the net loss and other comprehensive income and other financial information in accordance with the recognition and measurement principles laid down in Indian Accounting Standard prescribed under Section 133 of the Act, read with relevant rules issued thereunder and other accounting principles generally accepted in India and in compliance with Regulation 33 of the Listing Regulations. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting 'frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial results that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial results, the Board of Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditors Responsibilities for the Audit of the Standalone Financial Results

Our objectives are to obtain reasonable assurance about whether the standalone financial results as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial results.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial results, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our



opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion through a separate report on the complete set of Standalone financial statements on whether the company has adequate financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Board of Directors.
- Conclude on the appropriateness of the Board of Directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial results or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial results, including the disclosures, and whether the standalone financial results represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the standalone financial results that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the standalone financial results may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the standalone financial results.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

Other Matter

Attention is drawn to the fact that the standalone financial results include the result for the quarter ended 31st March, 2022 being the balancing figure between audited figures in respect of full



B. D. Jokhakar & Co.

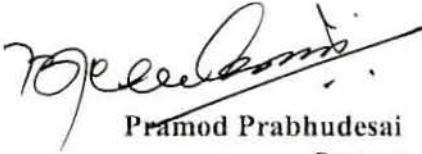
financial year and published period end figures up to the third quarter of the current financial year which were subject to limited review by us.

Our opinion is not modified in respect of above matter.

Place: Mumbai
Dated: 6th May, 2022



For **B. D. Jokhakar & Co.**
Chartered Accountants
Firm Registration Number: 104345W


Pramod Prabhudesai

Partner
Membership Number: 032992
UDIN: 22032992AINVCC6056

**INDEPENDENT AUDITOR'S REPORT
TO THE BOARD OF DIRECTORS OF PRITISH NANDY COMMUNICATIONS LIMITED**

Report on the audit of the Consolidated Financial Results

Opinion

We have audited the accompanying quarterly Consolidated financial results of Prithish Nandy Communications Limited ("the Company") and its subsidiaries (the Company and its subsidiaries together referred to as "the Group") for the quarter ended March 31, 2022 and the year to date results for the period from April 01, 2021 to March 31, 2022 ("the Consolidated financial results"), attached herewith, being submitted by the Company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("Listing Regulations").

In our opinion and to the best of our information and according to the explanations given to us these Consolidated financial results:

- i. include the annual financial results of the following entities ("subsidiaries"):
 - (a) PNC Digital Limited
 - (b) PNC Wellness Limited
- ii. are presented in accordance with the requirements of Regulation 33 of the Listing Regulations in this regard; and
- iii. give a true and fair view in conformity with the recognition and measurement principles laid down in the applicable accounting standards and other accounting principles generally accepted in India of the consolidated net loss and other comprehensive income and other financial information of the Group for the quarter ended March 31, 2022 as well as the year to date results for the period from April 01, 2021 to March 31, 2022.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013 ("the Act"). Our responsibilities under those Standards are further described in the *Auditor's Responsibilities for the Audit of the Consolidated Financial Results* section of our report. We are independent of the Group in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the Consolidated financial results under the provisions of the Act, and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Emphasis of Matter

We draw attention to:

- a. Note 4 which states about an award of Rs 352 lakh plus interest of Rs 35 lakhs received by the Company in its favour in the arbitration case filed against White Feather Films (Proprietor Sanjay Gupta). White Feather Films has gone in appeal against the above said award. The court has directed the proprietor not to dispose off/create any third party rights on his properties which are valued at Rs 1200 lakh. Proceedings are ongoing and in view of



the same outstanding of Rs. 317.53 lakhs is considered as fully recoverable and consequently there is no provision made of any amount there against.

- b. Note 5 which states about proceedings initiated by the Company for recovery of advances of Rs 150.00 lakh from Saboo Films Pvt Ltd and Bharat Film Works. Proceedings are ongoing before the Bombay High Court and management considers the same as good and fully recoverable and consequently there is no provision made of any amount there against for the reasons stated in the said note.

Our opinion is not modified in respect of the above matters.

Management's Responsibilities for the Consolidated Financial Results

These Consolidated financial results have been prepared on the basis of the annual Consolidated financial statements.

The Company's Board of Directors are responsible for the preparation of these Consolidated financial results that give a true and fair view of the consolidated net loss and other comprehensive income and other financial information of the Group in accordance with the recognition and measurement principles laid down in Indian Accounting Standard prescribed under Section 133 of the Act, read with relevant rules issued thereunder and other accounting principles generally accepted in India and in compliance with Regulation 33 of the Listing Regulations. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Consolidated financial results that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial results by the Directors of the Company, as aforesaid.

In preparing the Consolidated financial results, the respective Board of Directors are responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the respective Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group are also responsible for overseeing the financial reporting process of the Group.

Auditors Responsibilities for the Audit of the Consolidated Financial Results

Our objectives are to obtain reasonable assurance about whether the Consolidated financial results as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered



material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Consolidated financial results.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the Consolidated financial results, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion through a separate report on the complete set of consolidated financial statements on whether the company has adequate financial controls with reference to consolidated financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Board of Directors.
- Conclude on the appropriateness of the Board of Directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Consolidated financial results or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Consolidated financial results, including the disclosures, and whether the Consolidated financial results represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the consolidated financial statements of such entities included in the consolidated financial statements of which we are the independent auditors.

Materiality is the magnitude of misstatements in the Consolidated financial results that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the Consolidated financial results may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the Consolidated financial results.



We communicate with those charged with governance of the Company and such other entities included in the consolidated financial results of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

We also performed procedures in accordance with the circular issued by the SEBI under Regulation 33(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, to the extent applicable.

Other Matter

Attention is drawn to the fact that the Consolidated financial results includes the result for the quarter ended 31st March, 2022 being the balancing figure between audited figures in respect of full financial year and published period end figures up to the third quarter of the current financial year which were subject to limited review by us.

Our opinion is not modified in respect of above matter.

For **B. D. Jokhakar & Co.**
Chartered Accountants
Firm Registration Number: 104345W

Place: Mumbai
Dated: 6th May, 2022



A handwritten signature in black ink, appearing to read 'Pramod Prabhudesai', written over a horizontal line.

Pramod Prabhudesai
Partner
Membership Number: 032992
UDIN: 22032992AINVKU9923