

The General Manager  
Department of Corporate Services  
Bombay Stock Exchange Limited  
Phiroze Jeejeebhoy Towers  
Dalal Street  
Mumbai 400001  
Scrip Code – 532387

The Manager  
Listing Department  
National Stock Exchange Limited  
Exchange Plaza, C-1, Block G  
Bandra Kurla Complex  
Bandra (East)  
Mumbai 400051  
Scrip Code – PNC

September 25, 2018

Dear Sir/Madam,

**Re: Regulation 44(3) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 – Details of Voting Results of 25<sup>th</sup> Annual General Meeting (AGM) of the Company**

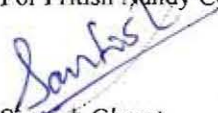
This is to inform that the 25<sup>th</sup> Annual General Meeting of the Company was held on Monday, September 24, 2018 at 3.00 P.M. at Walchand Hirachand Hall, 4<sup>th</sup> floor, Indian Merchant Chambers Building, IMC Marg, Churchgate, Mumbai 400020. In accordance with the Regulation 44(3) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, details of voting results of the AGM are enclosed as per the prescribed format.

Further, we are also enclosing the Scrutinizers Consolidated Report on e-voting and physical ballot forms at the AGM which are also uploaded on the Company's website.

Sr no	Description	Particulars		
A	Date of AGM	September 24, 2018		
B	Book Closure	September 14, 2018 to September 24, 2018		
C	Total number of Shareholders on record date	5,211		
D	No. of Shareholders present in the meeting either in person or through proxy			
	Shareholders	In person	Proxy	Total
	Promoter and promoter group	6	0	6
	Public	54	2	56
	Total	60	2	62
E	No. of Shareholders attended the meeting through Video Conferencing			
	Shareholders	In person	Proxy	Total
	Promoter and promoter group	0	0	0
	Public	0	0	0

The Shareholders transacted the business is provided in the Annexure.  
Request you to kindly take the same on record.

Thanking you,  
Yours sincerely,  
For Prtish Nandy Communications Limited

  
Santosh Gharat  
Company Secretary &  
Compliance Officer



**ANNEXURE**

The shareholders transacted the following business

1. To receive, consider and adopt:
  - a. the audited financial statements of the Company for the financial year ended March 31, 2018, together with the reports of the Board of Directors and the Auditors thereon; and
  - b. the audited consolidated financial statements of the Company for the financial year ended March 31, 2018, together with the report of the Auditors thereon.
2. To appoint a Director in place of Rina Pritish Nandy who retires by rotation and being eligible, offers herself for re-appointment.
3. To re-appoint BD Jekhakar & Co., Chartered Accountants, (FRN: 104345W) Statutory Auditors to hold office for four years commencing from the conclusion of this Annual General Meeting till the conclusion of the 29<sup>th</sup> Annual General Meeting and fix their remuneration.

All the resolutions were approved by requisite majority.

For Pritish Nandy Communications Limited

  
Santosh Gharat  
Company Secretary &  
Compliance Officer



## Prithvi Nandy Communications Limited

			<p>1. To receive, consider and adopt</p> <p>a. The audited financial statements of the company for the financial year ended March 31, 2018, together with the report of the Board of Directors and the Auditors thereon; and</p> <p>b. The audited consolidated financial statements of the company for the financial year ended March 31, 2018 together with the report of the Auditors thereon.</p>					
Resolution Required : (Ordinary)								
Whether promoter/ promoter group are interested in the agenda/resolution?			NO					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]= $\frac{[2]}{[1]}*100$	[4]	[5]	[6]= $\frac{[4]}{[2]}*100$	[7]= $\frac{[5]}{[2]}*100$
Promoter and Promoter Group	E-Voting	6451494	6451494	100.0000	6451494	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>6451494</b>	<b>100.0000</b>	<b>6451494</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	217653	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	7797853	2972915	38.1248	2960420	12495	99.5797	0.4203
	Poll		60542	0.7764	60542	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>3033457</b>	<b>38.9012</b>	<b>3020962</b>	<b>12495</b>	<b>99.5881</b>	<b>0.4119</b>
<b>Total</b>		<b>14467000</b>	<b>9484951</b>	<b>65.5627</b>	<b>9472456</b>	<b>12495</b>	<b>99.8683</b>	<b>0.1317</b>



## Pritish Nandy Communications Limited

<b>Resolution Required : (Ordinary)</b>			2 - To appoint a Director in place of Rina Pritish Nandy who retires by rotations and being eligible, offers herself for re-appointment.					
<b>Whether promoter/ promoter group are interested in the agenda/resolution?</b>			<b>YES</b>					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
			[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100
Promoter and Promoter Group	Poll	6451494	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>
	E-Voting		0	0.0000	0	0	0.0000	0.0000
Public Institutions	Poll	217653	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>
	E-Voting		2972915	38.1248	2960420	12495	99.5797	0.4203
Public Non Institutions	Poll	7797853	60542	0.7764	60542	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>3033457</b>	<b>38.9012</b>	<b>3020962</b>	<b>12495</b>	<b>99.5881</b>	<b>0.4119</b>
			<b>3033457</b>	<b>20.9681</b>	<b>3020962</b>	<b>12495</b>	<b>99.5881</b>	<b>0.4119</b>



## Prithvi Nandy Communications Limited

<b>Resolution Required : (Ordinary)</b>			3 - To re-appoint BD Jokhakar and Co, chartered Accountant (FRN 104345W) as statutory Auditors to hold office for four years commencing from the conclusion of this Annual General Meeting till conclusion of the 29th Annual General Meeting and fix their remuneration.					
Whether promoter/ promoter group are interested in the agenda/resolution?			NO					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
			[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100
Promoter and Promoter Group	E-Voting	6451494	6451494	100.0000	6451494	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>6451494</b>	<b>100.0000</b>	<b>6451494</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	217653	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	7797853	2972915	38.1248	2960420	12495	99.5797	0.4203
	Poll		60542	0.7764	60542	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>3033457</b>	<b>38.9012</b>	<b>3020962</b>	<b>12495</b>	<b>99.5881</b>	<b>0.4119</b>
<b>Total</b>		<b>14467000</b>	<b>9484951</b>	<b>65.5627</b>	<b>9472456</b>	<b>12495</b>	<b>99.8683</b>	<b>0.1317</b>



# V. N. DEODHAR & CO.

Company Secretaries

## V. N. DEODHAR

B.Com (Hons), B.A.L.L.B. (Gen.) F.C.S.

4/3, 'Radha', 1st Floor,  
Shastri Hall, Grant Road (W),  
Mumbai - 400 007.  
Tel. : 2385 0364  
Fax : 2386 1708  
Email : vndeodhar@gmail.com

### REPORT OF SCRUTINIZER ON E-VOTING PROCESS AND PHYSICAL BALLOT PROCESS OF PRITISH NANDY COMMUNICATIONS LIMITED FOR 25<sup>TH</sup> ANNUAL GENERAL MEETING

To  
The Chairman,  
Pritish Nandy Communications Ltd.  
87/88, Mittal Chambers  
Nariman Point  
Mumbai 400 021

Corporate Identity Number (CIN): L22120MH1993PLC074214

I, V. N. Deodhar, proprietor of M/s V. N. Deodhar & Co., Company Secretaries having office at 4/3 Radha, 1st Floor, Shastri Hall, Grant Road (West), Mumbai 400 007 was appointed as Scrutinizer for the purpose of scrutinizing the E-voting process and Physical Ballot Process in a fair and transparent manner for the resolutions to be passed at the 25<sup>th</sup> Annual General Meeting of the Company held on Monday, 24<sup>th</sup> September, 2018 at 3.00 P. M. at Walchand Hirachand Hall, 4<sup>th</sup> floor, Indian Merchant Chambers Building, IMC Marg, Churchgate, Mumbai 400 020 and ascertaining the requisite majority on E-voting as well as Physical Ballot carried out as per provisions of the Companies Act, 2013 ("the Act") and Sub rule (xi) of Rule 20 of the Companies (Management and Administration) Rule, 2014 and in accordance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Company sought approval of Members to the Resolutions via E- Voting and Physical Ballot Process:

1. The E-voting period commenced at 9.00 a.m. on Friday, 21<sup>st</sup> September, 2018 and ended at 5.00 p.m. on Sunday, 23<sup>rd</sup> September, 2018. The E-voting module was disabled by CDSL for voting thereafter.
2. Voting rights were on the paid-up value of shares registered in the name of the member as on the Cut Off date i.e. 17<sup>th</sup> September, 2018.
3. The Shareholders holding shares as on the "Cut Off" date i.e. 17<sup>th</sup> September, 2018 were entitled to vote on the proposed 3 (Three) Resolutions as mentioned in the Notice of the 25<sup>th</sup> Annual General Meeting of the Company.



4. At the venue of the 25<sup>th</sup> Annual General Meeting of the Company held on 24<sup>th</sup> September, 2018, the facility to vote through Physical Ballot was provided to facilitate those members present in the meeting and had not participated in the Remote E-voting to record their votes.
5. After the voting at the Annual General Meeting was concluded the locked Ballot Box was opened in my presence and in presence of two witnesses, as mentioned below, and Ballot papers were diligently scrutinized. The Ballot papers were reconciled with the records maintained by the Registrar to an Issue and Share Transfer Agents of the Company (Link Intime India Pvt. Ltd.) and the authorizations lodged with the Company.
6. After tabulating the votes cast at the venue of the Annual General Meeting through Physical Ballot, the votes cast through Remote E-voting were unblocked in the presence of two witnesses, namely, Mr. Hrushikesh V Deodhar and Mr. Santosh Kelkar, who acted as witnesses and who are not in employment of the Company.
7. Thereafter I, as scrutinizer duly compiled the details of Remote E-voting done by the members and the voting done by Physical Ballot at the venue of the Annual General Meeting, the details of which are as follows:

Details	Remote E-voting	Voting through Physical Ballot at AGM	Total Voting
Number of Members who cast their votes	35	21	56
Total number of shares held by them	9424409	60552	9484961
Valid Votes	As per details provided under each one of the resolution(s) mentioned hereunder.		
Invalid Votes	As per details provided under each one of the resolution(s) mentioned hereunder.		

**We Submit our Report as Under:**

The result of E- Voting and Physical Ballot Process for Resolution No.1 to 3 is as under:

**RESOLUTION No. 1**

To receive, consider and adopt:

- a. the audited financial statements of the Company for the financial year ended March 31, 2018, together with the reports of the Board of directors and the auditors thereon; and
- b. the audited consolidated financial statements of the Company for the financial year ended March 31, 2018, together with the report of the Auditors thereon.



Manner of voting	Votes in favour of the Resolution		Votes against the Resolution		Invalid votes Nos.
	Nos.	%	Nos.	%	
Total Votes through remote e- voting	9411914	99.59	12495	0.41	0
Voting at the meeting through Physical Ballot	60542	100.00	0	0	0
<b>Total</b>	<b>9472456</b>	<b>99.87</b>	<b>12495</b>	<b>0.13</b>	<b>0</b>

**RESOLUTION No. 2**

To appoint a Director in place of Mrs. Rina Pritish Nandy (DIN 00055748) who retires by rotation at 25<sup>th</sup> Annual General Meeting and being eligible, offers herself for re-appointment.

Manner of voting	Votes in favour of the Resolution		Votes against the Resolution		Invalid votes Nos.
	Nos.	%	Nos.	%	
Total Votes through remote e- voting	2960420	99.59	12495	0.41	0
Voting at the meeting through Physical Ballot	60542	100.00	0	0	0
<b>Total</b>	<b>3020962</b>	<b>99.59</b>	<b>12495</b>	<b>0.41</b>	<b>0</b>

**RESOLUTION No. 3**

To appoint Statutory Auditors to hold office from the conclusion of this Annual General Meeting till the conclusion of 29th Annual General Meeting and fix their remuneration.

“RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder, as amended from time to time, BD Jokhakar and Co, Chartered Accountants (FRN 104345W) be and are hereby appointed as the Auditors of the Company to hold the office for a term of four years commencing from the conclusion of the 25th Annual General Meeting till the conclusion of 29th Annual General Meeting of the Company at such remuneration as may be mutually agreed between the Board of Directors of the Company and the said Auditors.”

Manner of voting	Votes in favour of the Resolution		Votes against the Resolution		Invalid votes Nos.
	Nos.	%	Nos.	%	
Total Votes through remote e- voting	9411914	99.59	12495	0.41	0
Voting at the meeting through Physical Ballot	60542	100.00	0	0	0
<b>Total</b>	<b>9472456</b>	<b>99.87</b>	<b>12495</b>	<b>0.13</b>	<b>0</b>





All the resolutions mentioned in the notice of the 25<sup>th</sup> Annual General Meeting dated July 18, 2018 stand passed under Remote E-voting and voting conducted at the Annual General Meeting through Physical Ballot with the requisite majority and hence deemed to be passed as on the date of Annual General Meeting.

**For V.N. DEODHAR & Co.,**



**V N DEODHAR  
PROP.**

**Place: Mumbai**

**Dated: 25th September, 2018**

The following were the witnesses to the unblocking of votes cast through Remote E-voting.



**(HRUSHIKESH V. DEODHAR.)**



**(SANTOSH KELKAR)**