

V. N. DEODHAR & CO.

Company Secretaries

V. N. DEODHAR

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

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REPORT OF SCRUTINIZER ON E-VOTING PROCESS OF PRITISH NANDY COMMUNICATIONS LIMITED FOR ITS 22ND ANNUAL GENERAL MEETING

To
The Chairman,
Pritish Nandy Communications Limited.
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 in a fair and transparent manner for the resolutions to be passed at the 22nd Annual General Meeting of the Company to be held on Monday 21st September, 2015 at 3.00 P. M. at Walchand Hirachand Hall, 4th Floor, Indian Merchant Chambers Building, IMC Marg, Churchgate, Mumbai-400 020 and ascertaining the requisite majority on E-voting 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. The Company sought approval of Members to the following Resolutions via E- Voting:

1. The E-voting period commenced at 9.00 a.m. on Friday 18th September, 2015 and ended at 5.00 p.m. on Sunday 20th September, 2015. 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 (Record date) of 14th September, 2015.
3. The Shareholder holding shares as on the "Cut Off" date i.e. 21st August, 2015 were entitled to vote on the proposed 5 (Five) Resolutions as mentioned in the Notice of the 22nd Annual General Meeting of the Company.
4. The Votes are unblocked on 21st September, 2015 in the presence of two witnesses, namely, Mr. Santosh Mahadeo Kelkar, residing at 15/A/8, Central Park, Bolinj, Virar Agashi Road, Virar (West) Pin 401305 and Ms. Vidya Pitale, residing at 108, B Wing, Parijat Co-op. Society, Boleshwari Road, Virar (West) Pin 401305 who are not in employment of the Company. They have signed below in confirmation of the E - votes being unblocked in their presence.



Santosh Mahadeo Kelkar

SANTOSH MAHADEO KELKAR

Vidya Pitale

VIDYA PITALE

5. Thereafter the details containing, inter-alia, list of equity shareholders who voted "For" and "Against" was downloaded from E-voting website of Central Depository Services (India) Limited (CDSL) (<https://www.evotingindia.com>).

We Submit our Report as Under:

The result of E- Voting for Resolution No.1 to 5 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, 31st, 2015 together with the reports of the Board of Directors and Auditors thereon and,
- b) The audited consolidated financial statements of the Company for the financial year ended March, 31st, 2015 together with the reports of the Auditor's thereon.

i) Voted **in favor** of Resolution:

Number of Members voted through E- voting system	Number of Votes cast by them	% of Total Number of valid votes cast
19	8082949	99.99%

ii) Voted **against** the Resolution:

Number of Members voted through E- voting system	Number of Votes cast by them	% of Total Number of valid votes cast
1	5	0.01%

iii) **Invalid** Votes:

Number of Members voted through E- voting system	Number of Votes cast by them	% of Total Number of valid votes cast
0	0	0%

2. To appoint Director in place of Mr. Prithish Nandy (DIN 00006331), who retires by rotation and being eligible, offers himself for re-appointment.

i) Voted **in favor** of Resolution:

Number of Members voted through E- voting system	Number of Votes cast by them	% of Total Number of valid votes cast
12	2088410	99.99%

ii) Voted **against** the Resolution:

Number of Members voted through E- voting system	Number of Votes cast by them	% of Total Number of valid votes cast
1	5	0.01%



iii) **Invalid Votes:**

Number of Members voted through E- voting system	Number of Votes cast by them	% of Total Number of valid votes cast
7	5994539	--

3. To appoint Director in place of Ms. Rina Pritish Nandy (DIN 00055748) , who retires by rotation and being eligible, offers herself for re-appointment.

i) **Voted in favor** of Resolution:

Number of Members voted through E- voting system	Number of Votes cast by them	% of Total Number of valid votes cast
11	2088310	99.99%

ii) **Voted against** the Resolution:

Number of Members voted through E- voting system	Number of Votes cast by them	% of Total Number of valid votes cast
2	105	0.01%

iii) **Invalid Votes:**

Number of Members voted through E- voting system	Number of Votes cast by them	% of Total Number of valid votes cast
7	5994539	--

4. To appoint Auditors of the company to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting and fix their Remuneration.

i) **Voted in favor** of Resolution:

Number of Members voted through E- voting system	Number of Votes cast by them	% of Total Number of valid votes cast
19	8082949	99.99%

ii) **Voted against** the Resolution:

Number of Members voted through E- voting system	Number of Votes cast by them	% of Total Number of valid votes cast
1	5	0.01%

iii) **Invalid Votes:**

Number of Members voted through E- voting system	Number of Votes cast by them	% of Total Number of valid votes cast
0	0	0%

5. To approve excess remuneration paid to Wholetime Directors:

i) Voted **in favor** of Resolution:

Number of Members voted through E- voting system	Number of Votes cast by them	% of Total Number of valid votes cast
9	2088110	99.99%

ii) Voted **against** the Resolution:

Number of Members voted through E- voting system	Number of Votes cast by them	% of Total Number of valid votes cast
3	305	0.01%

iii) **Invalid** Votes:

Number of Members voted through E- voting system	Number of Votes cast by them	% of Total Number of valid votes cast
8	6044539	--

The detailed voting pattern is attached. We report that based on the said voting pattern all the Resolutions have been passed with requisite majority.

For V.N. DEODHAR & Co.



V N DEODHAR
PROP.

Place: Mumbai

Dated: 22nd September, 2015

V. N. DEODHAR & CO.

Company Secretaries

V. N. DEODHAR

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

4/3, 'Radha', 1st Floor,
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Mumbai - 400 007.
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REPORT OF SCRUTINIZER

To
The Chairman,
Pritish Nandy Communications Limited.
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 400007 was appointed as Scrutinizer for the purpose of conducting the Ballot process in a fair and transparent manner for the resolutions to be passed at the 22nd Annual General Meeting of the Company to be held on Monday 21st September, 2015 at 3.00 P. M. at Walchand Hirachand Hall, 4th Floor, Indian Merchant Chambers Building, IMC Marg, Churchgate, Mumbai-400 020 and ascertaining the requisite majority on voting carried out as per provisions of the Companies Act, 2013 ("the Act"). The Company sought approval of Members to the following Resolutions:

1. Voting rights were on the paid-up value of shares registered in the name of the member.
2. The Shareholder holding shares as on the "Cut Off" date i.e. 14th September, 2015 were entitled to vote on the proposed 5 (Five) Resolutions as mentioned in the Notice of the 22nd Annual General Meeting of the Company.

We Submit our Report as Under:

1. After the time fixed for voting on the Poll by the chairman one ballot box kept for polling was locked in my presence with due identification marks placed by me.
2. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company and its R&T Agents.

I did not find any poll papers invalid.

The result of the poll is as under:

The result of Voting for Resolution No.1 to 5 is as under:

RESOLUTION No.1

To receive, consider and adopt



RESOLUTION No.1

To receive, consider and adopt

- a) The audited financial statements of the Company for the financial year ended March, 31st, 2015 together with the reports of the Board of Directors and Auditors thereon and,
- b) The audited consolidated financial statements of the Company for the financial year ended March, 31st, 2015 together with the reports of the Auditor's thereon.

i) Voted **in favor** of Resolution:

Number of Members voted	Number of Votes cast by them	% of Total Number of valid votes cast
24	30169	100%

ii) Voted **against** the Resolution:

Number of Members voted	Number of Votes cast by them	% of Total Number of valid votes cast
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iii) **Invalid** Votes:

Number of Members voted	Number of Votes cast by them	% of Total Number of valid votes cast
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2. To appoint Director in place of Mr. Prithish Nandy (DIN 00006331), who retires by rotation and being eligible, offers himself for re-appointment.

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iii) **Invalid** Votes:

Number of Members voted	Number of Votes cast by them	% of Total Number of valid votes cast
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3. To appoint Director in place of Ms. Rina Prithish Nandy (DIN 00055748), who retires by rotation and being eligible, offers herself for re-appointment.

i) Voted **in favor** of Resolution:

Number of Members voted	Number of Votes cast by them	% of Total Number of valid votes cast
24	30169	100%

ii) Voted **against** the Resolution:

Number of Members voted	Number of Votes cast by them	% of Total Number of valid votes cast
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iii) **Invalid** Votes:

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Number of Members voted	Number of Votes cast by them	% of Total Number of valid votes cast
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5. To approve excess remuneration paid to Wholetime Directors:

i) Voted **in favor** of Resolution:

Number of Members voted	Number of Votes cast by them	% of Total Number of valid votes cast
24	30169	100%

ii) Voted **against** the Resolution:

Number of Members voted	Number of Votes cast by them	% of Total Number of valid votes cast
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iii) **Invalid** Votes:

Number of Members voted	Number of Votes cast by them	% of Total Number of valid votes cast
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The poll papers and all other relevant records were sealed and handed over to the Company Secretary authorized by the Board for safe keeping.

Yours faithfully,
For V.N. DEODHAR & Co.



V N DEODHAR
PROP.

Place: Mumbai
Dated: 22nd September, 2015