

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

May 6, 2022

Dear Sir/Madam,

**Re: Regulation 44(3) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 – Details of Voting Results of Extra Ordinary General Meeting (EGM) of the Company**

This is to inform that the EGM of the Company was held on Thursday, May 5, 2022 at 3.00 p.m. through VC/OAVM. In accordance with the Regulation 44(3) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, details of voting results of the EGM are enclosed as per the prescribed format.

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

Sr. No.	Description	Particulars			
1	Date of EGM	May 5, 2022			
2	Book Closure	NA			
3	Total number of Shareholders on record date	8,531			
4		No. of Shareholders present in the meeting either in person or through proxy			
	Shareholders	In person	Proxy	Video Conference	Total
	Promoter and promoter group	0	0	06	06
	Public	0	0	39	39
	Total	0	0	45	45

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

Thanking you,  
Yours sincerely,  
For Pritish Nandy Communications Limited

  
Santosh Gharat  
Company Secretary & Compliance Officer



**ANNEXURE**

The shareholders transacted the following business

Special Resolution:

1. To appoint Ms Neerja Shah, Independent Director of the Company who has been appointed as an Independent Director effective from February 23, 2022 for term of 5 years.

The resolution was approved by requisite majority.

For Pritish Nandy Communications Limited



Santosh Gharat  
Company Secretary & Compliance Officer



# 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,  
Shastri Hall, Grant Road (W),  
Mumbai - 400 007.

Tel. : 2385 0364

Fax : 2386 1709

E-mail : vndeodhar@gmail.com

**REPORT OF SCRUTINIZER  
ON REMOTE E-VOTING, E-VOTING PROCESS AT  
THE EXTRA ORDINARY GENERAL MEETING OF  
PRITISH NANDY COMMUNICATIONS LIMITED  
HELD ON THURSDAY, MAY 5, 2022 AT 3.00 P.M.  
THROUGH VIDEO CONFERENCING/OTHER  
AUDIO-VISUAL MEANS.**

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 400007 have been appointed as Scrutinizer by the Board of Directors of the Company for the purpose of scrutinizing the remote e-voting and e-voting process at the Extra Ordinary General Meeting in a fair and transparent manner for the business contained in the Notice of EGM of the company held on Thursday, 5<sup>th</sup> May, 2022 at 3.00 P.M. through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") and issuing a report on remote e-voting as well as e-voting process at the EGM carried out as per the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with sub rule (xi) of Rule 20 of the Companies (Management and Administration) Rules, 2014 read with Amendments made thereto, read with MCA General circular No. 14/2020 dated April 8, 2020, MCA General Circular No. 17/2020 dated April 13, 2020, MCA General Circular No. 20/2020 dated May 5, 2020 and the provisions of Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') read with SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020.

The Company sought approval of Members to the Resolution through remote e-voting and e-voting process at the Extra Ordinary General Meeting:

1. The remote e-voting period commenced at 9.00 a.m. on 2<sup>nd</sup> May, 2022 and ended at 5.00 p.m. on 4<sup>th</sup> May, 2022 and the same was disabled 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. April 28, 2022.
3. Members holding shares as on the “Cut Off” date i.e. April 28, 2022 were entitled to vote on the proposed Resolution as mentioned in the Notice of the Extra Ordinary General Meeting of the Company.
4. The facility of voting through e-voting process during the Extra Ordinary General Meeting 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 conclusion of the Extra Ordinary General Meeting the votes cast through remote e-voting and e-voting during the EGM were unblocked in the presence of two witnesses, namely, CA. Hrushikesh V. Deodhar and Mr. Ajit V. Ukidwe, who acted as witnesses and who are not in employment of the Company.
6. Thereafter, I as a scrutinizer duly compiled the details of remote e-voting and e-voting process done by the members at the EGM, the details of which are as follows:

**SPECIAL RESOLUTION**

“RESOLVED that pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and Rules framed thereunder, read with Schedule IV of the Act and Regulation 17 and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“LODR”), and on recommendation of Nomination and Remuneration Committee of the Board and approval of Board of Directors for appointment of Ms Neerja Shah (DIN 02323647), as an additional independent director of the Company, who has submitted a declaration that she meets the criteria for independence as provided under Section 149(6) of the Act, and is eligible for appointment, and in respect of whom the Company has received a notice in writing in terms of Section 160(1) of the Act, be and is hereby appointed as a Non-Executive Independent Director of the Company not liable to retire by rotation to hold office for a period of 5 consecutive years w.e.f. February 23, 2022 and following shall be the terms and conditions of her appointment as an Independent Director of the Company:

S. No	Particulars	Details
1	Designation	Independent Director
2	Age	65 years
3	Duration of appointment	5 (Five) years

“RESOLVED FURTHER THAT in order to give effect to the above resolution, any Director of the Company and Company Secretary be and are hereby severally authorised to do all such acts, deeds and things including filing of necessary forms with the Registrar of Companies to give effect to the above resolution.”



Manner of voting	Votes in favour of the Resolution		Votes against the Resolution	
	Nos.	%	Nos.	%
Total Votes through Remote E-voting	24,68,853	100	2	0
Voting at the meeting through e-voting system	57,78,402	100	0	0
Total	82,47,255	100	2	0

The resolution mentioned in the notice of the Extra Ordinary General Meeting dated April, 13 2022 stand passed under Remote E-voting and E-voting conducted at the Extra Ordinary General Meeting with the requisite majority and hence deemed to be passed as on the date of Extra Ordinary General Meeting.

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



**V N DEODHAR  
PROP.  
FCS: 1880  
CP: 898**

**UDIN: F001800D000276825**

**Place: Mumbai**

**Dated: 5<sup>th</sup> May 2022.**

The following were the witnesses to the unblocking of votes cast through remote e-voting and e-voting process at the EGM.

**(HRUSHIKESH V. DEODHAR.)**

**(AJIT V. UKIDWE)**

## Pritish Nandy Communications Limited

Resolution Required : (Special)		1 - Appointment of an independent Director Ms Neerja Shah for a term of 5 years							
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	No. of votes Invalid
			[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	7934141	2337138	29.4567	2337138	0	100.0000	0.0000	0
	Poll		5597003	70.5433	5597003	0	100.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>7934141</b>	<b>100.0000</b>	<b>7934141</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0</b>
Public Institutions	E-Voting	135100	0	0.0000	0	0	0.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>	<b>0</b>
Public Non Institutions	E-Voting	6397759	131717	2.0588	131715	2	99.9985	0.0015	0
	Poll		181399	2.8354	181399	0	100.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>313116</b>	<b>4.8942</b>	<b>313114</b>	<b>2</b>	<b>99.9994</b>	<b>0.0006</b>	<b>0</b>
<b>Total</b>		<b>14467000</b>	<b>8247257</b>	<b>57.0074</b>	<b>8247255</b>	<b>2</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0</b>

