

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 24, 2019

Dear Sir/Madam,

Re: Regulation 44(3) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 – Details of Voting Results of 26th Annual General Meeting (AGM) of the Company

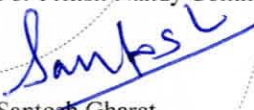
This is to inform that the 26th Annual General Meeting of the Company was held on Monday, September 23, 2019 at 3.00 P.M. at Walchand Hirachand Hall, 4th floor, Indian Merchant Chambers Building, IMC Marg, Churchgate, Mumbai 400020. In accordance with the Regulation 44(3) of SEBI (Listing Obligations & 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 23, 2019		
B	Book Closure	September 17, 2019 to September 23, 2019		
C	Total number of Shareholders on record date	5,018		
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	46	1	47
	Total	52	1	53
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 Pritish Nandy Communications Limited


Santosh Gharat
Company Secretary, Compliance Officer & CFO



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, 2019, 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, 2019, together with the report of the Auditors thereon.
2. To appoint a Director in place of Pallab Bhattacharya, who retires by rotation and being eligible, offers himself for re-appointment.
3. To re-appoint Udayan Bose as an Independent Director for the second term of five years.
4. To re-appoint Hema Malini as an Independent Director for the second term of five years.
5. To regularize the appointment of Pradeep Guha as an Independent Director of the Company who was appointed as an additional director of the Company w.e.f. February 28, 2019.

All the resolutions were approved by requisite majority.

For Pritish Nandy Communications Limited



Santosh Gharat
Company Secretary, Compliance Officer & CFO



Prithish Nandy Communications Limited

Resolution Required : (Ordinary)		<p>1 - a. To receive, consider and adopt: a. the audited financial statements of the Company for the financial year ended March 31, 2019, 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, 2019, together with the report of the Auditors thereon.</p>						
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
Promoter and Promoter Group	E-Voting	6632854	6632854	100.0000	6632854	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
	Total		6632854	100.0000	6632854	0	100.0000	0.0000
Public Institutions	E-Voting	209680	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
	Total		0	0.0000	0	0	0.0000	0.0000
Public Non Institutions	E-Voting	7624466	1569544	20.5856	1566544	3000	99.8089	0.1911
	Poll		64353	0.8440	64353	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		1633897	21.4296	1630897	3000	99.8164	0.1836
Total		14467000	8266751	57.1421	8263751	3000	99.9637	0.0363



Prithish Nandy Communications Limited

Resolution Required : (Ordinary)		2 - To appoint a Director in place of Pallab Bhattacharya who retires by rotations and being eligible, offers herself for re-appointment.						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of shares held	No. of votes	% of Votes Polled	No. of Votes	No. of Votes	% of Votes in	% of Votes against
			polled	on outstanding shares	- in favour	-Against	favour on votes polled	on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	6632854	6632854	100.0000	6632854	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
	Total		6632854	100.0000	6632854	0	100.0000	0.0000
Public Institutions	E-Voting	209680	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
	Total		0	0.0000	0	0	0.0000	0.0000
Public Non Institutions	E-Voting	7624466	1503544	19.7200	1500544	3000	99.8005	0.1995
	Poll		64353	0.8440	64353	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		1567897	20.5640	1564897	3000	99.8087	0.1913
Total		14467000	8200751	56.6859	8197751	3000	99.9634	0.0366



Prithish Nandy Communications Limited

Resolution Required : (Special)		3 - To re-appoint Udayan Bose as an Independent Director for the second term of five 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
		[1]	[2]	[3]={{[2]/[1]}*100	[4]	[5]	[6]={{[4]/[2]}*100	[7]={{[5]/[2]}*100
Promoter and Promoter Group	E-Voting	6632854	6632854	100.0000	6632854	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
	Total		6632854	100.0000	6632854	0	100.0000	0.0000
Public Institutions	E-Voting	209680	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
	Total		0	0.0000	0	0	0.0000	0.0000
Public Non Institutions	E-Voting	7624466	1569544	20.5856	1566544	3000	99.8089	0.1911
	Poll		64353	0.8440	64353	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		1633897	21.4296	1630897	3000	99.8164	0.1836
Total		14467000	8266751	57.1421	8263751	3000	99.9637	0.0363



Prithi Nandy Communications Limited

Resolution Required : (Special)		4 - To re-appoint Hema Malini as an Independent Director for the second term of five 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
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	6632854	6632854	100.0000	6632854	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
	Total		6632854	100.0000	6632854	0	100.0000	0.0000
Public Institutions	E-Voting	209680	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
	Total		0	0.0000	0	0	0.0000	0.0000
Public Non Institutions	E-Voting	7624466	1569544	20.5856	1566544	3000	99.8089	0.1911
	Poll		64353	0.8440	64353	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		1633897	21.4296	1630897	3000	99.8164	0.1836
Total		14467000	8266751	57.1421	8263751	3000	99.9637	0.0363



Prithish Nandy Communications Limited

Resolution Required : (Special)			5 - To regularize the appointment of Pradeep Guha as an Independent Director of the Company who was appointed as an additional director of the Company w.e.f. February 28, 2019					
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	6632854	6632854	100.0000	6632854	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
	Total		6632854	100.0000	6632854	0	100.0000	0.0000
Public Institutions	E-Voting	209680	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
	Total		0	0.0000	0	0	0.0000	0.0000
Public Non Institutions	E-Voting	7624466	1569544	20.5856	1566544	3000	99.8089	0.1911
	Poll		64353	0.8440	64353	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		1633897	21.4296	1630897	3000	99.8164	0.1836
Total		14467000	8266751	57.1421	8263751	3000	99.9637	0.0363



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 1708
Email : vndeodhar@gmail.com

REPORT OF SCRUTINIZER

ON E-VOTING PROCESS AND PHYSICAL BALLOT PROCESS OF

PRITISH NANDY COMMUNICATIONS LIMITED

FOR 26TH 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 26th Annual General Meeting of the Company held on Monday, 23rd September, 2019 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 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 20th September, 2019 and ended at 5.00 p.m. on 22nd September, 2019. 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. 16th September, 2019.
3. The Shareholders holding shares as on the "Cut Off" date i.e. 16th September, 2019 were entitled to vote on the proposed 5 (Five) Resolutions as mentioned in the Notice of the 26th Annual General Meeting of the Company.
4. At the venue of the 26th Annual General Meeting of the Company held on 23rd September, 2019, 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, CA 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	26	19	45
Total number of shares held by them	8202398	64353	8266751
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 Resolutions 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 31, 2019, 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, 2019, 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	8199398	99.96	3000	0.04	-
Voting at the meeting through Physical Ballot	64353	100.00	0	0	-
Total	8263751	99.96	3000	0.04	-

RESOLUTION No. 2

To appoint a Director in place of Pallab Bhattacharya (DIN-00008277) who retires by rotation at 26th Annual General Meeting and being eligible, offers himself 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	8133398	99.96	3000	0.04	-
Voting at the meeting through Physical Ballot	64353	100	0	0	-
Total	8197751	99.96	3000	0.04	-



RESOLUTION No. 3

To re-appoint Udayan Bose (DIN: 00004533) as an Independent Director for the second term of five years.

Manner of voting	Votes in favour of the Resolution		Votes against the Resolution		Invalid votes Nos.
	Nos.	%	Nos.	%	
Total Votes through remote e- voting	8199398	99.96	3000	0.04	-
Voting at the meeting through Physical Ballot	64353	100.00	0	0	-
Total	8263751	99.96	3000	0.04	-

RESOLUTION No. 4

To re-appoint Hema Malini (DIN:00873390) as an Independent Director for the second term of five years.

Manner of voting	Votes in favour of the Resolution		Votes against the Resolution		Invalid votes Nos.
	Nos.	%	Nos.	%	
Total Votes through remote e- voting	8199398	99.96	3000	0.04	-
Voting at the meeting through Physical Ballot	64353	100.00	0	0	-
Total	8263751	99.96	3000	0.04	-

RESOLUTION No. 5

To regularize Pradeep Guha as an Independent Director of the Company who was appointed as an additional director of the Company w.e.f. February 28, 2019

Manner of voting	Votes in favour of the Resolution		Votes against the Resolution		Invalid votes Nos.
	Nos.	%	Nos.	%	
Total Votes through remote e- voting	8199398	99.96	3000	0.04	-
Voting at the meeting through Physical Ballot	64353	100.00	0	0	-
Total	8263751	99.96	3000	0.04	-



All the resolutions mentioned in the notice of the 26th Annual General Meeting dated 8th August, 2019 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: 24th September, 2019

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

(HRUSHIKESH V. DEODHAR.)

(SANTOSH KELKAR)