

April 23, 2012

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

Re: Scrip Code – 532387

Dear Sir/Madam,

Sub: Declaration of result of resolution passed through Postal Ballot.


It is hereby informed that pursuant to Section 192A of the Companies Act, 1956, read with the Companies (Passing of Resolution by Postal Ballot) Rules, 2011, approval of members of the Company was sought by means of Postal Ballot vide notice dated March 2, 2012 for enhancing the Borrowing Powers of the Company.

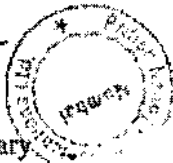
Based on the Scrutinizer's report dated April 20, 2012, the Chairman of the Company has declared the results of the Postal Ballot as on 23rd April, 2012, as under:

Description of Resolution		Ordinary Resolution for enhancing the borrowing powers of the Company under section 293(1)(d) of the Companies Act, 1956			
Sr	Particulars	No of Ballot Forms	No of Shares held & Voted	Percentage of Voted	Percentage of Valid Votes
1	Assented to Resolution	109	5408133	76.22	99.38
2	Dissented to Resolution	16	33464	11.19	0.62
3	Number of Invalid Ballots/ Votes received	18	14002	0.00	0.00
4	Result	The Resolution passed by requisite Majority			

Details pertaining to voting results in the format prescribed under Clause 35A of Listing Agreement is enclosed as Annexure I.

For Prtish Nandy Communications Ltd.


Rupali Vaidya
Company Secretary



Encl: 1. Annexure I – Results u/c 35A
2. Scrutinizer's Report



Annexure I

DECLARATION OF POSTAL BALLOT RESULTS ON 23RD DAY OF APRIL, 2012 AT THE REGISTERED OFFICE AT 87/88 MITTAL CHAMBERS, NARIMAN POINT, MUMBAI 400 021

Promoter/PUBLIC	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares $(3) = \frac{(2)}{(1)} * 100$	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled $(6) = \frac{(4)}{(2)} * 100$	% of Votes against on votes polled $(7) = \frac{(5)}{(2)} * 100$
Promoter and Promoter Group	5330343	5330343	100	5330343	Nil	100	Nil
Public – Institutional holders	3255031	Nil	Nil	Nil	Nil	Nil	Nil
Public-Others	5881626	111254	1.89	77790	33464	69.92	30.08
Total	14467000	5441597	37.61	5408133	33464	99.38	0.62



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

SCRUTINIZER'S REPORT

We have verified the Postal Ballots duly received from the shareholders of **BRITISH NANDY COMMUNICATIONS LIMITED** in the respect of passing of Ordinary Resolution by Postal Ballot under Section 192A of the Companies Act, 1956. The Company received 143 forms by post.

Our report is as under:

Ordinary Resolution under Section 293(1) (d) of the Companies Act, 1956.

	Total Forms	Shares Held & Voted	Percentage of Voted	Percentage of Valid Votes
Assent	109	5408133	76.22	99.38
Dissent	16	33464	11.19	00.62
Rejected	18	14002	0.00	0.00

THE RESOLUTION IS PASSED BY REQUISITE MAJORITY.

For V.N.DEODHAR & CO.,



V.N.DEODHAR.
PROP.

Place: Mumbai.

Dated: 20th April, 2012.