

RESULTS OF POSTAL BALLOT (INCLUDING E-VOTING)

The Board of directors in its meeting held on November 11, 2014 decided to conduct Postal Ballot pursuant to the Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 read with the explanatory statements attached thereto. Friday, December 26, 2014 up to 5:30 p.m was fixed as the date & time for e-voting and receipt of duly completed Postal Ballot forms from the Members of the Company.

The Company has dispatched and e-mailed the Postal ballot Notice dated Monday, November 24, 2014 and Postal ballot Forms to all the Members of the Company on Monday, November 24, 2014 for seeking their approval with respect to the abovementioned business. The voting rights were reckoned in proportion to the paid-up equity shares registered in the name of members as on Friday, November 14, 2014. Notice to this effect was also published in the newspapers on Tuesday, November 25, 2014.

The Company had also offered e-voting facility through CDSL to all the Members of the Company in compliance with the provisions of Section 110 of the Companies Act, 2013 read with the companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement to enable them to cast their votes electronically.

Summary of the votes casted through Postal Ballot forms and e-voting is given below:

A) Total Votes Received:

Item No.	No. of Votes	No. of Shares
1.	6063146	6063146

B) Invalid Votes:

Item No.	No. of Votes	No. of Shares
1.	6351	6351

C) Valid Votes:

Item No.	No. of Votes	No. of Shares
1.	6056795	6056795

The Company has appointed Mr. Vinayak Deodhar of V N Deodhar & Co. Practicing Company Secretaries as Scrutinizer for scrutinizing the Postal Ballot forms including votes casted through e-voting in a fair and transparent manner. He has submitted his Report on December 30, 2014 to the undersigned.



CIN - L22120MH1993PLC074214

Cont. on page 2....



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Based on the said Report of the Scrutinizer results of Postal Ballot are declared as under:

Item No.1 of the Notice of Postal Ballot dated Monday, November 24, 2014.

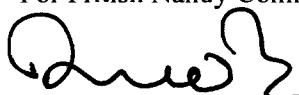
Details of Agenda	Ratification of Limits of Borrowings u/s 180(1)(c) of the Companies Act, 2013 and Providing Security u/s 180(1)(a) of the Companies Act, 2013 in connection with the Borrowings of the company.
Resolution Required	Special Resolution
Mode of voting	Postal Ballot including e-voting

Voting Results:

Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favor	No. of Votes - against	% of Votes in favor on votes polled	% of Votes against on votes polled
			$(3) = \frac{(2)}{(1)} * 100$			$(6) = \frac{(4)}{(2)} * 100$	$(7) = \frac{(5)}{(2)} * 100$
	1	2	3	4	5	6	7
Promoter and Promoter Group	5994539	5994539	100.00	5994539	0	100.00	0.00
Public – Institutional holders	3242334	0	0.00	0	0	0.00	0.00
Public-Others	5230127	62256	1.19	59651	2605	95.82	4.18
Total	14467000	6056795	41.87	6054190	2605	99.96	0.04

The Special Resolution has, therefore, been approved by the shareholders with the requisite majority.

For Pritish Nandy Communi



Wholetime Director



Date: 30th December, 2014

CIN - L22120MH1993PLC074214



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 POSTAL BALLOT OF

PRITISH NANDY COMMUNICATIONS LTD

To

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

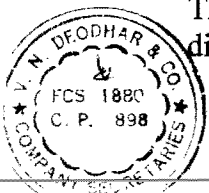
Corporate Identity Number (CIN): L22120MH1993PLC074214

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 40007 was appointed as Scrutinizer for the purpose of conducting the Postal Ballot process in the form of Physical voting and E- Voting in a fair and transparent manner and ascertaining the requisite majority on Physical voting and E-voting carried out as per of the Companies Act, 2013 ("the Act"). The Company sought approval of Members to the following Special Resolution via Postal Ballot:

- (1) Ratification of Limits of Borrowing u/s 180(1)(c) of The Companies Act,2013 and providing Security u/s 180(1)(a) of the Companies Act,2013 in connection with the borrowings of the Company.

Voting period commenced on and from November 25, 2014 and ended on December 26, 2014, Last date for receipt of Postal Ballot Forms by Scrutinizer was Friday, December 26, 2014.

The e- voting time ended at 5.30 p.m. on December 26, 2014. The e-voting module was disabled by CDSL for voting thereafter.



We submit our report as under:

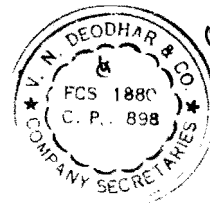
The result of Physical Voting and E- Voting is as under:

Physical Postal Ballot received	:	57
E-Voting	:	23

TOTAL		80
		=====

Invalid Postal Ballot: 9

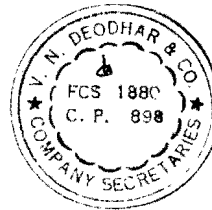
The detailed voting pattern is attached. We report that based on the said voting pattern the Resolution has been passed with requisite majority.

For V. N. DEODHAR & Co.**V N DEODHAR
PROP.****Place: Mumbai****Dated: 29th December, 2014**

BRITISH NANDY COMMUNICATIONS LIMITED

Promoter/ Public	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
			(3)=[(2)/(1)]*100			(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
	1	2	3	4	5	6	7
Promoter and Promoter Group (**)	5994539	5994539	100.00	5994539	0	100.00	0.00
Public – Institutional holders	3242334	0	0.00	0	0	0.00	0.00
Public- Others	5230127	62256	1.19	59651	2605	95.82	4.18
Total	14467000	6056795	41.87	6054190	2605	99.96	0.04

For V. N. DEODHAR & Co.



V N DEODHAR
PROP.

Place: Mumbai

Dated: 29th December, 2014