

September 19, 2014

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,

Re: Clause No: 35A of the Listing Agreement – Voting Results

In accordance with the Clause No: 35A of the Listing Agreement, we write to inform you that the Members of the Company at the Annual General Meeting held on September 19, 2014 transacted the following business:

Sr no	Description	Particulars	
A	Date of AGM	September 19, 2014	
B	Book Closure	September 10, 2014 to September 19, 2014	
C	Total number of Shareholders on record date	5,906	
D	No. of Shareholders present in the meeting either in person or through proxy		
	Shareholders	In person	Proxy
	Promoter and promoter group	5	1
	Public	34	0
	Total	39	1
E	No. of Shareholders attended the meeting through Video Conferencing		
	Shareholders	In person	Proxy
	Promoter and promoter group	0	0
	Public	0	0
	Total	0	0

Outcome of the Annual General Meeting of the Members of the Company

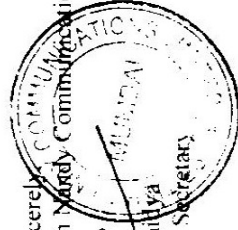
The Annual General Meeting of the Members of the Company was held on Friday, September, 2014 at 3.00 P.M. Walchand Hirachand Hall, 4th floor, LMN Indian Merchant Chambers Building, IMC Marg, Churchgate, Mumbai 400 020. The mode of voting was by way of Poll/ E-voting. The Shareholders transacted the business as provided in Annexure

Request you to kindly take the same on record.

Thanking you,

Yours sincerely,
For Prithvi Nandy Communications Limited

Rupali Vaidya
Company Secretary



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Department of Corporate Services
Bombay Stock Exchange Limited
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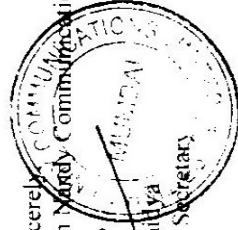
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Thanking you,

Yours sincerely,
For Prithvi Nandy Communications Limited

Rupali Vaidya
Company Secretary



SCRUTINISER'S REPORT
(E-VOTING PROCESS)

{Pursuant to section 108 of the Companies Act, 2013 and rule 20(3)(xi) of the Companies (Management and Administration) Rules, 2014}

To,

The Chairman of 21st Annual general Meeting of the members of PRITISH NANDY COMMUNICATIONS LIMITED (the Company) to be held on Friday, September, 19, 2014, at 3.00 pm at Walchand Hirachand Hall, 4th Floor, LMN Indian Merchant Chambers Building, IMC Marg, Churchgate, Mumbai 400 020.

Dear Sir,

1. I, Kishor Ramchandra Khare, Chartered Accountant, have been appointed by the Board of Directors of PRITISH NANDY COMMUNICATIONS LIMITED (the Company) as the scrutinizer for the purpose of scrutinizing e-voting process in a fair and transparent manner and ascertaining the requisite majority on e-voting carried out as per the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 in respect of the Resolutions contained in the notice of the 21st Annual General Meeting (AGM) of the members of the Company, to be held on Friday, the 19th day of September, 2014.

2. It is the responsibility of the Management of the Company to ensure due compliance of the applicable provisions of the Companies Act, 2013 and Rules made thereunder and also the requirements thereof relating to voting through electronic means on the resolutions contained in the notice of the 21st AGM of the members of the Company. As the Scrutiniser for the e-voting process, my role and responsibility are limited to make a Scrutiniser's Report of the votes cast "in favour" or "against" in respect of the Resolutions contained in the notice of the 21st AGM, based on the reports generated from the e-voting system provided by the Central Depository Service Ltd (CDSL), the authorised agency to provide e-voting facilities, engaged by the Company.

3. Further to above, we submit our Report as under:-

i. The e-voting period remained open from 09th September, 2014 (9. A.M.) to 11th September, 2014 (6.00 P.M.).

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ii. The members of the Company as on the "cut-off" date i.e. 11th September, 2014 were entitled to vote on the Resolutions (items 1 to 10 as set out in the Notice of the 21st AGM of the Company)

iii. Accordingly, the electronic votes cast were taken into account and at the end of this e-voting period on 11th September, 2014, the CDSL portal was blocked for voting.

iv. The votes cast were unblocked on 12th September, 2014, in the presence of two witnesses Mr. Vikas Vishwasrao, Practicing Chartered Accountant (ACA – Membership No. 127480) and Mr. Faizal Shaikh, who are not in the employment of the Company.

v. Thereafter, the details containing, inter alia, list of Equity Shareholders, who voted "for" and/or "against" each of the resolutions that were put to vote, were generated from the e-Voting website of CDSL i.e. <https://www.evotingindia.com>

vi. The Register to record the assent or dissent received has been maintained electronically. It contained the particulars of name, client ID of the shareholders, number of shares held by them. There were no shares with differential voting rights in the Company; hence there is no requirement of maintaining of the list of shares with differential voting rights.

Based on the Reports generated, the result of the e-Voting is as attached:-

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Sr. No.	Resolution No. as given in the Notice of 21st Annual General Meeting	Particulars of votes cast			Results declared
			Electronic Voting		
			No.	%	
ORDINARY BUSINESS					
1	Resolution No. 1 - To consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2014 and the reports of the Board of Directors and Auditors thereon. Also to consider and adopt. the audited consolidated financial statements of the Company for the financial year ended March 31, 2014 - Ordinary Resolution.	Votes cast in favour	29,160	100	Approved unanimously
		Votes cast against	-	-	
		Total	29,160	100	
2	Resolution No. 2 - To appoint a Director in place of Rangita Pritish Nandy who retires by rotation and being eligible, offers herself for re-appointment - Ordinary Resolution	Votes cast in favour	29,160	100	Approved unanimously
		Votes cast against	-	-	
		Total	29,160	100	
3	Resolution No. 3 - To appoint a Director in place of Pallab Bhattacharya who retires by rotation and being eligible, offers himself for re-appointment - Ordinary Resolution	Votes cast in favour	29,160	100	Approved unanimously
		Votes cast against	-	-	
		Total	29,160	100	
4	Resolution No. 4 - To appoint Auditors and fix their remuneration. In this connection, to consider and if thought fit, to pass with or without modification(s) the resolution as stated in the notice of an AGM as an Ordinary Resolution. (ORDINARY RESOLUTION).	Votes cast in favour	29,160	100	Approved unanimously
		Votes cast against	-	-	
		Total	29,160	100	
SPECIAL BUSINESS					
5	Resolution No. 5 - To re-appoint Mr Pallab Bhattacharya (DIN 00008277) as Whole-time Director and CEO of the Company - Ordinary Resolution	Votes cast in favour	29,160	100	Approved unanimously
		Votes cast against	-	-	
		Total	29,160	100	
6	Resolution No. 6 - To re-appoint Ms Rangita Pritish Nandy (DIN 00005690) as a Whole-time and Creative Director of the Company - Ordinary Resolution.	Votes cast in favour	29,160	100	Approved unanimously
		Votes cast against	-	-	
		Total	29,160	100	
7	Resolution No. 7 - To re-appoint Dr Vishnu Kanhere (DIN 00999861) as an Independent Director - Ordinary Resolution.	Votes cast in favour	29,160	100	Approved unanimously
		Votes cast against	-	-	
		Total	29,160	100	

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Sr. No.	Resolution No. as given in the Notice of 21st Annual General Meeting	Particulars of votes cast			Results declared
			Electronic Voting		
			No.	%	
8	Resolution No. 8 - To re-appoint Mr Nabankur Gupta (DIN: 00020125) as an Independent Director Ordinary Resolution.	Votes cast in favour	29,160	100	Approved unanimously
		Votes cast against	-	-	
		Total	29,160	100	
9	Resolution No. 9 - To re-appoint Mr Udayan Bose (DIN: 00004533) as an Independent Director and Ordinary Resolution.	Votes cast in favour	29,160	100	Approved unanimously
		Votes cast against	-	-	
		Total	29,160	100	
10	Resolution No. 10 - To re-appoint Ms Hema Malini (DIN: 00873390) as an Independent Director Ordinary Resolution	Votes cast in favour	29,160	100	Approved unanimously
		Votes cast against	-	-	
		Total	29,160	100	

Kishore

KISHOR R. KHARE
CHARTERED ACCOUNTANT
MEMBERSHIP NO 032993

Place: Mumbai
Date: 12/09/2014

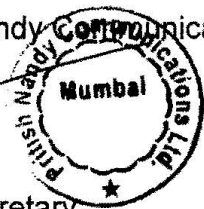
Resolution No 3 To appoint a Director in place of Pallab Bhattacharya who retires by rotation and being eligible, offers himself for re-appointment.	Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favor	No. of Votes - against	% of Votes in favor on votes polled	% of Votes against on votes polled
	Promoter and Promoter Group	5,994,539	5,994,539	41.44%	5,994,539	0	100%	0
	Public – Institutional holders	3,242,334	0	0	0	0	0	0
	Public-Others	5,230,127	34,872	0.24%	34,477	395	99.99%	0.01%
	Total	14,467,000	6,029,411	41.68%	6,029,016	395		
Resolution No 4 To appoint Auditors to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting and fix their remuneration.	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
	Promoter and Promoter Group	5,994,539	5,994,539	41.44	5,994,539	0	100	0
	Public – Institutional holders	3,242,334	0	0	0	0	0	0
	Public-Others	5,230,127	6,9872	0.48	69,477	395	99.99%	0.01%
	Total	14,467,000	6,064,411	41.92	6,064,016	395		
Resolution No 5 To re-appoint of Mr Pallab Bhattacharya (DIN 00008277) as Whole-time Director of the Company.	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
	Promoter and Promoter Group	5,994,539	5,994,539	41.44	5,994,539	0	100	0
	Public – Institutional holders	3242334	0	0	0	0	0	0

	Public-Others	5,230,127	34,872	0.24	34,477	395	99.99%	0.01%
	Total	14,467,000	6,029,411	41.68	6,029,411	395		
Resolution No 6 To re-appoint of Ms Rangita Prithish Nandy (DIN 00005690) as a Whole-time Director of the Company.	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
	Promoter and Promoter Group	5,994,539	5,801,039	40.10%	5,801,039	0	100	0
	Public – Institutional holders	3,242,334	0	0	0	0	0	0
	Public-Others	5,230,127	69,872	0.48%	69,477	395	99.99%	0.01%
	Total	14,467,000	5870911	40.58%	5,870,516	395		
Resolution No 7 To re-appoint Dr Vishnu Kanhere (DIN 00999861) as an Independent Director for a term upto 5 (five) years.	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
	Promoter and Promoter Group	5,994,539	5,994,539	41.44%	5,994,539	0	100	0
	Public – Institutional holders	3,242,334	0	0	0	0	0	0
	Public-Others	5,230,127	67,872	0.47%	67,477	395	99.99%	0.01%
	Total	14,467,000	6,062,411	41.91%	6,062,016	395		
Resolution No 8 To re-appoint Mr Nabankur Gupta (DIN 00020125) as an Independent Director for a term upto 5 (five) years.	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
	Promoter and Promoter Group	5,994,539	5,994,539	41.44%	5,994,539	0	100	0

	Public – Institutional holders	3,242,334	0	0	0	0	0	0
	Public-Others	5,230,127	43,170	0.30%	42,775	395	99.99%	0.01%
	Total	14,467,000	6,037,709	41.73%	6,037,314	395		
Resolution No 9 To re-appoint Mr Udayan Bose (DIN 00004533) as an Independent Director for a term upto 5 (five) years.	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
	Promoter and Promoter Group	5,994,539	5994539	41.44%	5,994,539	0	100	0
	Public – Institutional holders	3,242,334	0	00	0	0	0	0
	Public-Others	5,230,127	69,872	0.48%	69,477	395	99.99%	0.01%
	Total	14,467,000	6,064,411	41.92%	6,064,016	395		
Resolution No 10 To re-appoint Ms Hema Malini (DIN 00873390) as an Independent Director for a term upto 5 (five) years.	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
	Promoter and Promoter Group	5,994,539	5,994,539	41.44%	5,994,539	0	100	0
	Public – Institutional holders	3,242,334	0	00	0	0	0	0
	Public-Others	5,230,127	69,872	0.48%	69,477	395	99.99%	0.01%
	Total	14,467,000	6,064,411	41.92%	6,064,016	395		

For Prish Nandy Communications Ltd

Rupali Vaidya
Company Secretary



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