

September 22, 2017

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

Dear Sir/Madam,

Re: Regulation 44(3) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 – Details of Voting Results of 24th Annual General Meeting (AGM) of the Company

This is to inform that the 24th Annual General Meeting of the Company was held on Thursday, September 21, 2017 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 21, 2017		
B	Book Closure	September 13, 2017 to September 21, 2017		
C	Total number of Shareholders on record date	5351		
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	29	1	30
	Total	35	1	36
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 Prithish Nandy Communications Limited


Sanjosh Gharat
Company Secretary &
Compliance Officer



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, 2017, 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, 2017, together with the report of the Auditors thereon.
2. To appoint a Director in place of Rangita Pritish Nandy who retires by rotation and being eligible, offers herself for re-appointment.
3. To appoint new Statutory 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.
4. To approve excess remuneration paid to Wholetime Directors

All the resolutions were approved by requisite majority.

For Pritish Nandy Communications Limited



Santosh Gharat
Company Secretary &
Compliance Officer



Prithish Nandy Communications Limited

Resolution Required : (Ordinary)			<p>1 - To receive, consider and adopt :</p> <p>a. the audited financial statements of the Company for the financial year ended March 31, 2017, 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, 2017, 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	% 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	5994539	5994539	100.0000	5994539	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		5994539	100.0000	5994539	0	100.0000	0.0000
Public Institutions	E-Voting	242334	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	8230127	2952853	35.8786	2951703	1150	99.9611	0.0389
	Poll		96323	1.1704	96323	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		3049176	37.0490	3048026	1150	99.9623	0.0377
Total		14467000	9043715	62.5127	9042565	1150	99.9873	0.0127



Pritish Nandy Communications Limited

Resolution Required : (Ordinary)			2 - To appoint a Director in place of Rangita Pritish Nandy who retires by rotations and being eligible, offers herself for re-appointment.					
Whether promoter/ promoter group are interested in the agenda/resolution?			Yes					
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	5994539	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	0.0000
Public Institutions	E-Voting	242334	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	0.0000
Public Non Institutions	E-Voting	8230127	2952853	35.8786	2951703	1150	99.9611	0.0389
	Poll		96323	1.1704	96323	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		3049176	37.0490	3048026	1150	99.9623	0.0377
Total		14467000	3049176	21.0768	3048026	1150	99.9623	0.0377



Prithish Nandy Communications Limited

Resolution Required : (Ordinary)			3 - To appoint new Statutory 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					
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	5994539	5994539	100.0000	5994539	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		5994539	100.0000	5994539	0	100.0000	0.0000
Public Institutions	E-Voting	242334	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	8230127	2952853	35.8786	2951703	1150	99.9611	0.0389
	Poll		96323	1.1704	96323	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		3049176	37.0490	3048026	1150	99.9623	0.0377
Total		14467000	9043715	62.5127	9042565	1150	99.9873	0.0127



Prithvi Nandy Communications Limited

Resolution Required : (Special)		4 - To approve excess remuneration paid to Wholetime Directors.						
Whether promoter/ promoter group are interested in the agenda/resolution?		Yes						
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	5994539	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 Institutions	E-Voting	242334	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	8230127	2902853	35.2711	2900003	2850	99.9018	0.0982
	Poll		96323	1.1704	96323	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		2999176	36.4414	2996326	2850	99.9050	0.0950
Total		14467000	2999176	20.7312	2996326	2850	99.9050	0.0950



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 24TH 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 400007 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 24th Annual General Meeting of the Company held on Thursday, 21st September, 2017 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 Monday, 18th September, 2017 and ended at 5.00 p.m. on Wednesday, 20th September, 2017. 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. 14th September, 2017.
3. The Shareholders holding shares as on the "Cut Off" date i.e. 14th September, 2017 were entitled to vote on the proposed 4 (Four) Resolutions as mentioned in the Notice of the 24th Annual General Meeting of the Company.
4. At the venue of the 24th Annual General Meeting of the Company held on 21st September, 2017, 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, Mr. 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	23	7	30
Total number of shares held by them	8947392	96323	9043715
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 Resolution No.1 to 4 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, 2017, 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 31 March, 2017, 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	8946242	99.96	1150	0.04	0
Voting at the meeting through Physical Ballot	96323	100	0	0	0
Total	9042565	99.98	1150	0.02	0



RESOLUTION No. 2

To appoint a Director in place of Ms. Rangita Prithish Nandy (DIN 00005690) who retires by rotation at 24th Annual General Meeting and being eligible, offers herself 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	2951703	99.96	1150	0.04	5994539
Voting at the meeting through Physical Ballot	96323	100	0	0	0
Total	3048026	99.96	1150	0.04	5994539

RESOLUTION No. 3

To appoint new Statutory 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.

“**RESOLVED THAT** pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 including any statutory modification (s) or re-enactment thereof for the time being in force, BD Jokhakar & Co, Chartered Accountants (FRN 104345W), be and are hereby appointed as Statutory Auditors of the Company in place of KR Khare & Co, Chartered Accountants (FRN 105104W), the retiring Statutory Auditors, to hold office from the conclusion of this Annual General Meeting until the conclusion of next Annual General Meeting, at such remuneration plus Goods and Services Tax (GST) as applicable and reimbursement of out of pocket expenses in connection with the audit as the Board of Directors may fix in this behalf.”

Manner of voting	Votes in favour of the Resolution		Votes against the Resolution		Invalid votes Nos.
	Nos.	%	Nos.	%	
Total Votes through remote e- voting	8946242	99.96	1150	0.04	0
Voting at the meeting through Physical Ballot	96323	100	0	0	0
Total	9042565	99.98	1150	0.02	0



RESOLUTION No. 4

To approve excess remuneration paid to Wholetime Directors.

“**RESOLVED THAT** 15,54,000 being remuneration paid to managerial personnel in excess of the limits prescribed under Schedule V read with Section 197 of the Companies Act, 2013 be and is hereby approved.”

Manner of voting	Votes in favour of the Resolution		Votes against the Resolution		Invalid votes Nos.
	Nos.	%	Nos.	%	
Total Votes through remote e- voting	2900003	99.90	2850	0.10	6044539
Voting at the meeting through Physical Ballot	96323	100	0	0	0
Total	2996326	99.90	2850	0.10	6044539

All the resolutions mentioned in the notice of the 24th Annual General Meeting dated August 10, 2017 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.,



[Signature]
**V N DEODHAR
PROP.**

Place: Mumbai

Dated: 22nd September, 2017

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

[Signature]

(HRUSHIKESH V. DEODHAR.)

[Signature]

(SANTOSH KELKAR)