

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

March 30, 2017

Dear Sir/Madam,

**Re: Regulation 44(3) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015
- Details of Voting Results of Postal Ballot**

In accordance with the Regulation 44(3) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, details of voting results of the Postal Ballot are enclosed as per the prescribed format along with the Scrutinizers Report on e-voting and physical ballot forms which are also uploaded on the Company's website.

Sr. No	Description	Particulars
1	Date of AGM/EGM	Postal Ballot
2	Record date/Cut-off date	February 17, 2017
3	Total number of Shareholders on record date	5578
4	E-voting period	February 24, 2017 at 9.00 AM to March 25, 2017 till 5.30 PM
5	Date of declaration of voting results by the Company	March 30, 2017

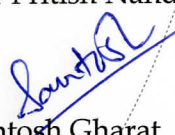
The Shareholders transacted the business is provided in the Annexure.

Request you to kindly take the same on your records.

Thanking you,

Yours faithfully,

For Pritish Nandy Communications Limited


Santosh Gharat
Company Secretary &
Compliance officer
Membership No. 42597
Encl: As above



Pritish Nandy Communications Limited

Resolution Required : (Ordinary)

1 - Conversion of debt into equity with the strategic debt restructuring scheme by Reserve Bank of India only in the event of incapability to repay the debt within the prescribed time limit

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	1666573	40000	2.4001	40000	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		40000	2.4001	40000	0	100.0000	0.0000
Public Non Institutions	E-Voting	6805888	1582277	23.2486	1582271	6	99.9996	0.0004
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		12173	0.1789	12073	100	99.1785	0.8215
	Total		1594450	23.4275	1594344	106	99.9934	0.0066
Total		14467000	7628989	52.7337	7628883	106	99.9986	0.0014



Pritish Nandy Communications Limited

Resolution Required : (Ordinary)			2 - Adoption of new set of Articles of Association of the Company as required under the provisions of Companies Act, 2013					
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	1666573	40000	2.4001	40000	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		40000	2.4001	40000	0	100.0000	0.0000
Public Non Institutions	E-Voting	6805888	1582277	23.2486	1582271	6	99.9996	0.0004
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		11558	0.1698	11358	200	98.2696	1.7304
	Total		1593835	23.4184	1593629	206	99.9871	0.0129
Total		14467000	7628374	52.7295	7628168	206	99.9973	0.0027





**REPORT OF SCRUTINIZER ON
POSTAL BALLOT AND E-VOTING**

To,
The Board of Directors,
Pritish Nandy Communications Limited
87/88, Mittal Chambers,
Nariman Point,
Mumbai - 400021

Dear Sirs,

Sub: Scrutinizer's Report on Postal Ballot and e-voting conducted in pursuant to the provisions of Section 110 of Companies Act, 2013 ("the Act") and Rule 22 of Companies (Management and Administration) Rules, 2014 read with Rule 20 of Companies (Management and Administration) Rules, 2014

I, Kishor Khare, Practising Chartered Accountants, was appointed as a Scrutinizer of Pritish Nandy Communications Limited ("the Company") pursuant to Section 110 of Companies Act, 2013 and rule 20 read with rule 22 of Companies (Management and Administration) Rules, 2014 for the purpose of scrutinizing the e-voting and Postal Ballot in a fair and transparent manner and ascertaining the requisite majority on e-voting and Postal Ballot out as per the provisions of Companies Act, 2013 on the below mentioned resolutions. We submit our report as under:

1. The e-voting period remained open from February 24, 2017 at 9.00 AM to March 25, 2017 at 5.30 PM.
2. The Shareholders holding shares either in physical form or in dematerialised form as on the "cut off" date. i.e. Friday, February 17, 2017 were entitled to vote electronically on proposed resolution as set out in the Notice of Postal Ballot dated February 17, 2017 of Pritish Nandy Communications Limited.
3. The votes were unblocked on March 25, 2017 after 5.30 PM in the presence of two witnesses, Mr Mahesh Vyas and Mr Vikas Vishwasrao who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

Signature:

Name: Mr Mahesh Vyas

Signature:

Name: Vikas Vishwasrao



4. The Physical postal ballots were received upto 5.30 PM on March 25, 2017 through self-addressed business reply envelopes.
5. Thereafter, the details, containing, interalia, list of equity shareholders voted For and Against, were downloaded from the e-voting website of Central Depository Services (India) Limited (CDSL) on www.evotingindia.com
6. The results of Postal Ballot and e-voting are as under:

Special resolution - item no. 1: Conversion of debt into equity with the Strategic Debt Restructuring Scheme by Reserve Bank of India only in the event of incapability to repay the debt within the prescribed time limit

i) Voted in favour of the resolution:

Number of members voted through e-voting	Number of votes cast (Shares) through e-voting	Number of members voted through Postal Ballot	Number of votes cast (Shares) - Postal Ballot	Total number of votes cast through e-voting and Postal Ballot	% of total number of valid votes cast
22	7616810	39	12073	7628883	99.9986

ii) Voted against the resolution:

Number of members voted through e-voting	Number of votes cast (Shares) through e-voting	Number of members voted through Postal Ballot	Number of votes cast (Shares) - Postal Ballot	Total number of votes cast through e-voting and Postal Ballot	% of total number of valid votes cast
2	6	1	100	106	0.0014

iii) Invalid votes:

Number of members voted through e-voting	Number of votes cast (Shares) through e-voting	Number of members voted through Postal Ballot	Number of votes cast (Shares) - Postal Ballot	Total number of votes cast through e-voting and Postal Ballot
0	0	1	700	700



Special resolution - item no. 2: Adoption of new set of Articles of Association of the Company as required under the provisions of Companies Act, 2013

i) Voted in favour of the resolution:

Number of members voted through e-voting	Number of votes cast (Shares) through e-voting	Number of members voted through Postal Ballot	Number of votes cast (Shares) - Postal Ballot	Total number of votes cast through e-voting and Postal Ballot	% of total number of valid votes cast
22	7616810	35	11358	7628168	99.9973

ii) Voted against the resolution:

Number of members voted through e-voting	Number of votes cast (Shares) through e-voting	Number of members voted through Postal Ballot	Number of votes cast (Shares) - Postal Ballot	Total number of votes cast through e-voting and Postal Ballot	% of total number of valid votes cast
2	6	2	200	206	0.0027

iii) Invalid votes:

Number of members voted through e-voting	Number of votes cast (Shares) through e-voting	Number of members voted through Postal Ballot	Number of votes cast (Shares) - Postal Ballot	Total number of votes cast through e-voting and Postal Ballot
0	0	4	1315	1315

The details containing the list of equity shareholders who voted "FOR" and "AGAINST" and those whose votes were declared invalid for the resolution along with the postal ballot and all other relevant records were sealed and handed over to the Company Secretary for safe keeping.

Thanking you,

Yours faithfully,

Place : Mumbai

Date: March 30, 2017



For K. R. KHARE & CO.
CHARTERED ACCOUNTANTS

K. R. Khare

(K. R. KHARE)
PROPRIETOR
Membership No.032993
Firm Registration No. 105104W