

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

September 25, 2025

Dear Sir/Madam,

Re: Regulation 44(3) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 - Details of Voting Results of 32<sup>nd</sup> Annual General Meeting (AGM) of the Company and Scrutinizer's report

This is to inform that the 32<sup>nd</sup> Annual General Meeting of the Company was held on Thursday, September 25, 2025 at 3 pm through VC/OAVM. 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 Scrutinizer's Consolidated Report on Remote e-voting and e-voting at the AGM which are also uploaded on the Company's website.

Sr. No.	Description	Particulars			
1	Date of AGM	September 25, 2025			
2	Book Closure	September 19, 2025 to September 25, 2025			
3	Total number of Shareholders on record date	11277			
4		No. of Shareholders present in the meeting either in person or through proxy			
	Shareholders	In person	Proxy	Video Conference	Total
	Promoter and promoter group	0	0	5	5
	Public	0	0	50	50
	Total	0	0	55	55

The Shareholders transacted the business is provided in the Annexure.

Request you to kindly take the same on record.

For Prithish Nandy Communications Limited

  
Priyanka Shah  
Company Secretary & Compliance Officer  
Place: Mumbai



ANNEXURE

The Shareholders transacted the following business:

1. To receive, consider and adopt:
  - a. the audited standalone financial statements of the Company for the financial year ended March 31, 2025, 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, 2025, together with the report of the auditors thereon.
2. To re-appoint Mrs. Rina Pritish Nandy as Director, who retires by rotation and being eligible, offers herself for re-appointment.
3. To appoint Mr VN Deodhar, as Secretarial Auditor for Financial Year 2025-26 to 2029-30.
4. Approval to the excess remuneration paid to Wholetime Directors.

All the resolutions were approved by requisite majority.

For Pritish Nandy Communications Limited



Priyanka Shah  
Company Secretary & Compliance Officer



**Prithish Nandy Communications Limited**

			1 - ADOPTION OF THE AUDITED FINANCIAL STATEMENTS TOGETHER WITH THE REPORTS OF THE BOARD OF DIRECTORS AND AUDITORS:					
Resolution Required :Ordinary								
Whether promoter/ promoter group are interested in the agenda/resolution?								
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	8639141	8639141	100.0000	8639141	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
	<b>Total</b>		<b>8639141</b>	<b>100.0000</b>	<b>8639141</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	70100	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
	<b>Total</b>		<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	5757759	1291457	22.4299	1279894	11563	99.1047	0.8953
	Poll		360	0.0063	360	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>1291817</b>	<b>22.4361</b>	<b>1280254</b>	<b>11563</b>	<b>99.1049</b>	<b>0.8951</b>
<b>Total</b>		<b>14467000</b>	<b>9930958</b>	<b>68.6456</b>	<b>9919395</b>	<b>11563</b>	<b>99.8836</b>	<b>0.1164</b>

**Prithish Nandy Communications Limited**

Resolution Required :Ordinary		2 - 2. RE-APPOINTMT MRS RINA PRITHISH NANDY (DI:N0005574) OF DIRECTOR RETIRING BY ROTATION						
Whether promoter/ promoter group are interested in the agenda/resolution?								
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	8639141	8639141	100.0000	8639141	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
	<b>Total</b>		<b>8639141</b>	<b>100.0000</b>	<b>8639141</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	70100	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
	<b>Total</b>		<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	5757759	1291457	22.4299	1279893	11564	99.1046	0.8954
	Poll		360	0.0063	360	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>1291817</b>	<b>22.4361</b>	<b>1280253</b>	<b>11564</b>	<b>99.1048</b>	<b>0.8952</b>
<b>Total</b>		<b>14467000</b>	<b>9930958</b>	<b>68.6456</b>	<b>9919394</b>	<b>11564</b>	<b>99.8836</b>	<b>0.1164</b>

**Prithish Nandy Communications Limited**

Resolution Required :Ordinary		3 - 3. APPOINTMENT OF SECRETARIAL AUDITOR FOR FINANCIAL YEAR 2025-26 TO 2029-30						
Whether promoter/ promoter group are interested in the agenda/resolution?								
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	8639141	8639141	100.0000	8639141	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
	<b>Total</b>		<b>8639141</b>	<b>100.0000</b>	<b>8639141</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	70100	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
	<b>Total</b>		<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	5757759	1291457	22.4299	1279894	11563	99.1047	0.8953
	Poll		360	0.0063	360	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>1291817</b>	<b>22.4361</b>	<b>1280254</b>	<b>11563</b>	<b>99.1049</b>	<b>0.8951</b>
<b>Total</b>		<b>14467000</b>	<b>9930958</b>	<b>68.6456</b>	<b>9919395</b>	<b>11563</b>	<b>99.8836</b>	<b>0.1164</b>

**Prithish Nandy Communications Limited**

Resolution Required :Special		4 - APPROVAL TO THE EXCESS REMUNERATION PAID TO WHOLETIME DIRECTORS OF THE COMPANY						
Whether promoter/ promoter group are interested in the agenda/resolution?								
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	8639141	8639141	100.0000	8639141	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
	<b>Total</b>		<b>8639141</b>	<b>100.0000</b>	<b>8639141</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	70100	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
	<b>Total</b>		<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	5757759	1291457	22.4299	1279877	11580	99.1033	0.8967
	Poll		360	0.0063	360	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>1291817</b>	<b>22.4361</b>	<b>1280237</b>	<b>11580</b>	<b>99.1036</b>	<b>0.8964</b>
<b>Total</b>		<b>14467000</b>	<b>9930958</b>	<b>68.6456</b>	<b>9919378</b>	<b>11580</b>	<b>99.8834</b>	<b>0.1166</b>

# 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 1709

E-mail : vndeodhar@gmail.com

**REPORT OF SCRUTINIZER  
ON REMOTE E-VOTING, E-VOTING PROCESS AT  
THE ANNUAL GENERAL MEETING OF  
BRITISH NANDY COMMUNICATIONS LIMITED  
FOR 32ND ANNUAL GENERAL MEETING**

To,

The Board of Directors,  
British 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 have been appointed as Scrutinizer by the Board of Directors of the Company for the purpose of scrutinizing the remote e-voting and e-voting process at the 32nd Annual General Meeting ("AGM") in a fair and transparent manner for the business contained in the Notice of 32nd AGM of the company held on Thursday, 25th September, 2025 at 3.00 P.M. through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") and issuing a report on remote e-voting as well as e-voting process at the 32nd AGM carried out as per the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with sub rule (xi) of Rule 20 of the Companies (Management and Administration) Rules, 2014 read with amendments made thereto and read with Circular Nos. 14/2020, 17/2020, 20/2020, 02/2021, 19/2021, 21/2021, 03/2022 dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 8, 2021, December 14, 2021, May 5, 2022 followed by Circular Nos. 10/2022, 11/2022 dated December 28, 2022, Circular No. 09/2023 dated September 25, 2023 and Circular No. 09/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs (hereinafter collectively referred to as "MCA Circulars") and 'SEBI' Circular No. SEBI/HO/CFD/CFDPoD-2/P/CIR/2024/133 dated October 3, 2024 read with earlier circulars in this regard (hereinafter referred to as "SEBI Circular"), and the provisions of Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations').

The Company sought approval of Members to the Resolutions through remote e-voting and e-voting process at the 32nd AGM:



1. The remote e-voting period commenced at 9.00 a.m. on 22<sup>nd</sup> September, 2025 and ended at 5.00 p.m. on 24<sup>th</sup> September, 2025 and the same was disabled 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. 18<sup>th</sup> September, 2025.
3. Members holding shares as on the “Cut Off” date i.e. 18th September, 2025 were entitled to vote on the proposed 4 (Four) Resolutions as mentioned in the Notice of the 32nd AGM of the Company.
4. The facility of voting through e-voting process during the 32nd AGM 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 conclusion of the 32nd AGM the votes cast through remote e-voting and e-voting during the AGM were unblocked in the presence of two witnesses, namely, CA. Hrushikesh V. Deodhar and Mr. Santosh M. Kelkar, who acted as witnesses and who are not in the employment of the Company.
6. Thereafter, I as a scrutinizer duly compiled the details of remote e-voting and e-voting process done by the members at the 32nd AGM, the details of which are as follows:

## **ORDINARY BUSINESS**

### **RESOLUTION No.1**

1. To receive, consider and adopt:
  - a. the audited Financial Statements of the Company for the financial year ended March 31, 2025 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, 2025 together with the report of the Auditors thereon.

Manner of voting	Votes in favour of the Resolution		Votes against the Resolution	
	Nos.	%	Nos.	%
Total Votes through Remote E-voting	9919035	99.88356	11563	0.11644
Voting at the meeting through e-voting system	360	100	0	0
Total	9919395	99.8836	11563	0.1164



**RESOLUTION No. 2**

2. To re-appoint Mrs. Rina Pritish Nandy (DIN: 00055748), who retires by rotation and being eligible offers herself as a Director

Manner of voting	Votes in favour of the Resolution		Votes against the Resolution	
	Nos.	%	Nos.	%
Total Votes through Remote E-voting	9919034	99.88355	11564	0.11645
Voting at the meeting through e-voting system	360	100	0	0
Total	9919394	99.8836	11564	0.1164

**SPECIAL BUSINESS**

**RESOLUTION No. 3:**

3. To appoint CS Vinayak Deodhar of VN Deodhar & Co., as Secretarial Auditor of the Company from Financial Year 2025-26 to Financial Year 2029-30.

Manner of voting	Votes in favour of the Resolution		Votes against the Resolution	
	Nos.	%	Nos.	%
Total Votes through Remote E-voting	9919035	99.88356	11563	0.11644
Voting at the meeting through e-voting system	360	100	0	0
Total	9919395	99.8836	11563	0.1164

**RESOLUTION No. 4: SPECIAL RESOLUTION**

4. Approval to the excess remuneration paid to Wholetime Directors

Manner of voting	Votes in favour of the Resolution		Votes against the Resolution	
	Nos.	%	Nos.	%
Total Votes through Remote E-voting	9919018	99.88339	11580	0.11661
Voting at the meeting through e-voting system	360	100	0	0
Total	9919378	99.8834	11580	0.1166



All the resolutions mentioned in the notice of the 32nd Annual General Meeting dated 7<sup>th</sup> August, 2025 stand passed under Remote E-voting and E-voting conducted at the Annual General Meeting with the requisite majority and hence deemed to be passed as on the date of Annual General Meeting.

**For V.N. DEODHAR & Co.,  
COMPANY SECRETARIES**



A handwritten signature in black ink, appearing to be "V. N. Deodhar".

**V N DEODHAR  
PROP.  
FCS: 1880  
CP: 898**

**UDIN: F001880G001336675  
Place : Mumbai  
Dated: 25th September, 2025.**

The following were the witnesses to the unblocking of votes cast through remote e-voting and e-voting process at the 32nd AGM.

A handwritten signature in blue ink, appearing to be "Hrushikesh V. Deodhar".

**(HRUSHIKESH V. DEODHAR.)**

A handwritten signature in blue ink, appearing to be "Santosh M. Kelkar".

**(SANTOSH M. KELKAR)**