

A Superbrand.

April 23, 2012

The Manager  
Listing Department  
National Stock Exchange of India Ltd.  
Exchange Plaza, C-1, Block G  
Bandra Kurla Complex  
Bandra (E)  
Mumbai 400051

RE: NSE Symbol: PNC Dear Sir/Madam,

Sub: Declaration of result of resolution passed through Postal Ballot.

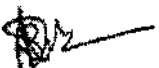
It is hereby informed that pursuant to Section 192A of the Companies Act, 1956, read with the Companies (Passing of Resolution by Postal Ballot) Rules, 2011, approval of members of the Company was sought by means of Postal Ballot vide notice dated March 2, 2012 for enhancing the Borrowing Powers of the Company.

Based on the Scrutinizer's report dated April 20, 2012, the Chairman of the Company has declared the results of the Postal Ballot as on 23rd April, 2012, as under:

| Description of Resolution |                                           | Ordinary Resolution for enhancing the borrowing powers of the Company under section 293(1)(d) of the Companies Act, 1956 |                           |                     |                           |
|---------------------------|-------------------------------------------|--------------------------------------------------------------------------------------------------------------------------|---------------------------|---------------------|---------------------------|
| Sr                        | Particulars                               | No of Ballot Forms                                                                                                       | No of Shares held & Voted | Percentage of Voted | Percentage of Valid Votes |
| 1                         | Assented to Resolution                    | 109                                                                                                                      | 5408133                   | 76.22               | 99.38                     |
| 2                         | Dissented to Resolution                   | 16                                                                                                                       | 33464                     | 11.19               | 0.62                      |
| 3                         | Number of Invalid Ballots/ Votes received | 18                                                                                                                       | 14002                     | 0.00                | 0.00                      |
| 4                         | Result                                    | The Resolution passed by requisite Majority                                                                              |                           |                     |                           |

Details pertaining to voting results in the format prescribed under Clause 35A of Listing Agreement is enclosed as Annexure I.

For Pritish Nandy Communications Ltd.

  
Rupali Vaidya  
Company Secretary



Encl: 1. Annexure I – Results u/c 35A  
2. Scrutinizer's Report



Annexure I

DECLARATION OF POSTAL BALLOT RESULTS ON 23RD DAY OF APRIL, 2012 AT THE  
REGISTERED OFFICE AT 87/88 MITTAL CHAMBERS, NARIMAN POINT, MUMBAI 400 021

| Promoter/Publi<br>c                  | No. of<br>shares<br>held<br><br>(1) | No. of<br>votes<br>polled<br><br>(2) | % of<br>Votes<br>Polled on<br>outstandi<br>ng shares<br><br>(3)=[(2)/(1)]*100 | No. of<br>Votes –<br>in<br>favour<br><br>(4) | No. of<br>Votes –<br>against<br><br>(5) | % of Votes<br>in favour<br>on votes<br>polled<br><br>(6)=[(4)/(2)]*100 | % of Votes<br>against on<br>votes<br>polled<br><br>(7)=[(5)/(2)]*100 |
|--------------------------------------|-------------------------------------|--------------------------------------|-------------------------------------------------------------------------------|----------------------------------------------|-----------------------------------------|------------------------------------------------------------------------|----------------------------------------------------------------------|
| Promoter and<br>Promoter<br>Group    | 5330343                             | 5330343                              | 100                                                                           | 5330343                                      | Nil                                     | 100                                                                    | Nil                                                                  |
| Public –<br>Institutional<br>holders | 3255031                             | Nil                                  | Nil                                                                           | Nil                                          | Nil                                     | Nil                                                                    | Nil                                                                  |
| Public-Others                        | 5881626                             | 111254                               | 1.89                                                                          | 77790                                        | 33464                                   | 69.92                                                                  | 30.08                                                                |
| Total                                | 1446700<br>0                        | 5441597                              | 37.61                                                                         | 5408133                                      | 33464                                   | 99.38                                                                  | 0.62                                                                 |



# V. N. DEODHAR & CO.

Company Secretaries

## V. N. DEODHAR

B.Com (Hons), B.A.L.L.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

### SCRUTINIZER'S REPORT

We have verified the Postal Ballots duly received from the shareholders of **PRITISH NANDY COMMUNICATIONS LIMITED** in the respect of passing of Ordinary Resolution by Postal Ballot under Section 192A of the Companies Act, 1956. The Company received 143 forms by post.

Our report is as under:

Ordinary Resolution under Section 293(1) (d) of the Companies Act, 1956.

|          | Total Forms | Shares Held<br>& Voted | Percentage of<br>Voted | Percentage of<br>Valid Votes |
|----------|-------------|------------------------|------------------------|------------------------------|
| Assent   | 109         | 5408133                | 76.22                  | 99.38                        |
| Dissent  | 16          | 33464                  | 11.19                  | 00.62                        |
| Rejected | 18          | 14002                  | 0.00                   | 0.00                         |

**THE RESOLUTION IS PASSED BY REQUISITE MAJORITY.**

For V.N.DEODHAR & CO.,



V.N.DEODHAR.  
PROP.

Place: Mumbai.

Dated: 20th April, 2012.