

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.
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REPORT OF SCRUTINIZER

ON POSTAL BALLOT OF

PRITISH NANDY COMMUNICATIONS LTD

To

The Chairman,
Pritish Nandy Communications Ltd.
87/88, Mittal Chambers
Nariman Point
Mumbai 400 021.

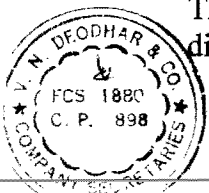
Corporate Identity Number (CIN): L22120MH1993PLC074214

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 40007 was appointed as Scrutinizer for the purpose of conducting the Postal Ballot process in the form of Physical voting and E- Voting in a fair and transparent manner and ascertaining the requisite majority on Physical voting and E-voting carried out as per of the Companies Act, 2013 ("the Act"). The Company sought approval of Members to the following Special Resolution via Postal Ballot:

- (1) Ratification of Limits of Borrowing u/s 180(1)(c) of The Companies Act,2013 and providing Security u/s 180(1)(a) of the Companies Act,2013 in connection with the borrowings of the Company.

Voting period commenced on and from November 25, 2014 and ended on December 26, 2014, Last date for receipt of Postal Ballot Forms by Scrutinizer was Friday, December 26, 2014.

The e- voting time ended at 5.30 p.m. on December 26, 2014. The e-voting module was disabled by CDSL for voting thereafter.



We submit our report as under:

The result of Physical Voting and E- Voting is as under:

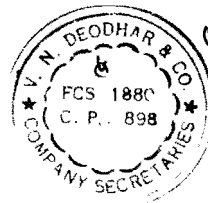
Physical Postal Ballot received	:	57
E-Voting	:	23

TOTAL		80
		=====

Invalid Postal Ballot: 9

The detailed voting pattern is attached. We report that based on the said voting pattern the Resolution has been passed with requisite majority.

For V. N. DEODHAR & Co.



**V N DEODHAR
PROP.**

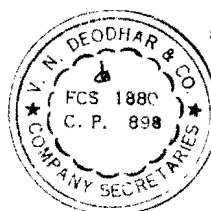
Place: Mumbai

Dated: 29th December, 2014

PRITISH NANDY COMMUNICATIONS LIMITED

Promoter/ Public	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
			$(3) = [(2)/(1)] * 100$			$(6) = [(4)/(2)] * 100$	$(7) = [(5)/(2)] * 100$
	1	2	3	4	5	6	7
Promoter and Promoter Group (**)	5994539	5994539	100.00	5994539	0	100.00	0.00
Public – Institutional holders	3242334	0	0.00	0	0	0.00	0.00
Public- Others	5230127	62256	1.19	59651	2605	95.82	4.18
Total	14467000	6056795	41.87	6054190	2605	99.96	0.04

For V. N. DEODHAR & Co.



V N DEODHAR
PROP.

Place: Mumbai

Dated: 29th December, 2014