PRITISH NANDY COMMUNICATIONS

September 23, 2016

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 23rd Annual General Meeting (AGM) of the Company

This is to inform that the 23rd Annual General Meeting of the Company was held on Wednesday, 21 September, 2016 at 3.00 P.M. at Walchand Hirachand Hall, 4th floor, Indian Merchant Chambers Building, IMC Marg, Churchgate, Mumbai 400 020. 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, 2016		
B	Book Closure	September 11, 2016 to September 21, 2016		
C	Total number of Shareholders on record date	5586		
D	No. of Shareholders present in the meeting either in person or through proxy			
Shareholders		In person	Proxy	Total
Promoter and promoter group		7	0	7
Public		33	0	33
Total		40	0	40
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 Pritish Nandy Communications Limited

Pallab Bhattacharya
Wholetime Director

PRITISH NANDY COMMUNICATIONS LIMITED ★ MUMBAI

PRITISH NANDY COMMUNICATIONS

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, 2016, 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, 2016, together with the report of the Auditors thereon.

2. To appoint a Director in place of Pallab Bhattacharya who retires by rotation and being eligible, offers himself for re-appointment.

3. To ratify the appointment of K R Khare & Co, Chartered Accountants, as Statutory Auditors of the Company 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 appoint Mr Raghu Palat as an Independent Director for a term of 5 years

5. To approve excess remuneration paid to Wholetime Directors

All the resolutions were approved by requisite majority.

For Pritish Nandy Communications Limited

Pallab Bhattacharya
Wholetime Director

Pritish Nandy Communications Limited

Resolution Required : (Ordinary)			**1 - To receive consider and adopt the audited financial statements of the company for the financial year ended March 31,2016 together with the report of the Board of Directors and the Auditors thereon and the audited consolidated financial statements of the company for the financial year ended March 31,2016**					
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	3242334	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	5230127	55501	1.0612	55501	0	100.0000	0.0000
	Poll		125300	2.3957	125300	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**180801**	**3.4569**	**180801**	**0**	**100.0000**	**0.0000**
Total		**14467000**	**6175340**	**42.6857**	**6175340**	**0**	**100.0000**	**0.0000**

Pritish Nandy Communications Limited								
Resolution Required : (Ordinary)			**2 - To appoint a Director in place of Pallab Bhattacharya who retires by rotations and being eligible, offer himself for re-appointment**					
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	3242334	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	5230127	5501	0.1052	5501	0	100.0000	0.0000
	Poll		125300	2.3957	125300	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**130801**	**2.5009**	**130801**	**0**	**100.0000**	**0.0000**
Total		**14467000**	**6125340**	**42.3401**	**6125340**	**0**	**100.0000**	**0.0000**

Pritish Nandy Communications Limited								
Resolution Required : (Ordinary)			**3 - To ratify appointment of 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	3242334	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	5230127	55501	1.0612	55501	0	100.0000	0.0000
	Poll		125300	2.3957	125300	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**180801**	**3.4569**	**180801**	**0**	**100.0000**	**0.0000**
Total		**14467000**	**6175340**	**42.6857**	**6175340**	**0**	**100.0000**	**0.0000**

Pritish Nandy Communications Limited

Resolution Required : (Special)			4 - To appoint Raghu Palat as an Independent Director for a term of 5 year					
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	3242334	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	5230127	55501	1.0612	55501	0	100.0000	0.0000
	Poll		125300	2.3957	125300	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**180801**	**3.4569**	**180801**	**0**	**100.0000**	**0.0000**
Total		**14467000**	**6175340**	**42.6857**	**6175340**	**0**	**100.0000**	**0.0000**

Pritish Nandy Communications Limited

Resolution Required : (Special)			5 - To approve excess remuneration paid to 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
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[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**	**0.0000**	**0.0000**
Public Institutions	E-Voting	3242334	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	5230127	5501	0.1052	5501	0	100.0000	0.0000
	Poll		125300	2.3957	125300	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**130801**	**2.5009**	**130801**	**0**	**100.0000**	**0.0000**
Total		**14467000**	**130801**	**0.9041**	**130801**	**0**	**100.0000**	**0.0000**

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 BALLLOT PROCESS OF PRITISH NANDY COMMUNICATIONS LIMITED FOR ITS 23RD 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 23rd Annual General Meeting of the Company held on Wednesday, 21st September, 2016 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 Sunday, 18th September, 2016 and ended at 5.00 p.m. on Tuesday, 20th September, 2016. 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. 10th September,2016.

3. The Shareholders holding shares as on the "Cut Off" date i.e. 10th September 2016 were entitled to vote on the proposed 5 (Five) Resolutions as mentioned in the Notice of the 23rd Annual General Meeting of the Company.

4. At the venue of the 23rd Annual General Meeting of the Company held on 21st September, 2016, 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.

V. N. DEODHAR & CO. FCS 1880 C. P. 898 COMPANY SECRETARIES

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 and Transfer Agents of the Company 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. A. S. Kotwal, 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	16	10	26
Total number of shares held by them	6050040	125300	6175340
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 5 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, 2016, 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, 2016, together with the report of the Auditors thereon.

Manner of voting	Votes in favour of the Resolution		Votes against the Resolution		Abstain
	Nos.	%	Nos	%	Nos.
Total Votes through Remote E-voting and Voting at the meeting through Physical Ballot	6175340	100	0	0	0

V. N. DEODHAR FCS 1880 C. P. 898 COMPANY SECRETARIES

RESOLUTION No.2

To appoint a Director in place of Pallab Bhattacharya (DIN 00008277) who retires by rotation and being eligible, offers himself for re-appointment.

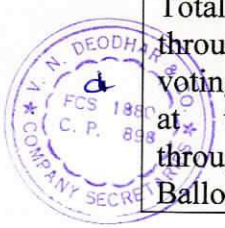
Manner of voting	Votes in favour of the Resolution		Votes against the Resolution		Abstain
	Nos.	%	Nos.	%	Nos.
Total Votes through Remote E-voting and Voting at the meeting through Physical Ballot	6125340	100	0	0	50000

RESOLUTION No.3

To ratify the appointment of K. R. Khare & Co, Chartered Accountants, as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting and fix their remuneration. In this connection, to consider and if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 139 and such other applicable provisions if any, of the Companies Act,2013 and the Rules framed thereunder, as amended from time to time and pursuant to the resolution passed by the Members at the Annual General Meeting held on September 21, 2015 in respect of the appointment of the auditors, M/s. K R Khare & Co, Chartered Accountants (ICAI Firm Registration No.105104W) till the conclusion of the Annual General Meeting to be held in the year 2019, the Company hereby ratifies and confirms the appointment of M/s. K. R. Khare & Co., Chartered Accountants as Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the Annual General Meeting of the Company to be held in the year 2017, to examine and audit the accounts of the Company on such remuneration as may be mutually agreed between the Board of Directors of the Company, its Audit Committee and the Auditors."

Manner of voting	Votes in favour of the Resolution		Votes against the Resolution		Absta in
	Nos.	%	Nos.	%	Nos.
Total Votes through Remote E-voting and Voting at the meeting through Physical Ballot	6175340	100	0	0	0



RESOLUTION No.4

To appoint Mr Raghu Palat as an Independent Director for a term of 5 years and in this connection, to consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution.

"RESOLVED THAT Raghu Palat (DIN 311994) who was appointed by the Board of Directors as an Additional Independent Director of the Company with effect from August, 09, 2016 and who holds office upto the date of this Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 ('Act") and in respect of whom the Company has received a notice in writing from a Member under Section 161 of the Act proposing his Candidature for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company."

Manner of voting	Votes in favour of the Resolution		Votes against the Resolution		Abstain
	Nos.	%	Nos.	%	Nos.
Total Votes through Remote E-voting and Voting at the meeting through Physical Ballot	6175340	100	0	0	0

RESOLUTION No.5

To approve excess remuneration paid to Wholetime Directors and in this connection, to consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution.

"RESOLVED THAT Rs.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		Abstain
	Nos.	%	Nos.	%	Nos.
Total Votes through Remote E-voting and Voting at the meeting through Physical Ballot	130801	100	0	0	6044539

V. N. DEODHAR FCS 1880 C. P. 898 COMPANY SECRETARIES

All the resolutions mentioned in the notice of the Annual General Meeting dated 9th August,2016 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.,

V. N. DEODHAR & CO. FCS 1880 C. P. 898 COMPANY SECRETARIES

V N DEODHAR
PROP

Place: Mumbai
Dated: 22nd September,2016

The following were the witnesses to the unblocking of votes cast through Remote E-voting process and Physical Ballot Process.

(HRUSHIKESH V. DEODHAR.)

(ASPI S. KOTWAL)