

**NOTICE OF POSTAL BALLOT
PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013 READ WITH RULE 22 OF COMPANIES (MANAGEMENT AND
ADMINISTRATION) RULES, 2014**

Dear Member,

Notice is hereby given pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013, (the “Act”), read together with the Companies (Management and Administration) Rules, 2014, including any statutory modification or re-enactment thereof for the time being in force, that the resolution appended are proposed to be passed as special resolution by way of postal ballot/ e-voting. The explanatory statement pertaining to the aforesaid resolution setting out the material facts concerning each item and the reasons thereof is annexed hereto along with a postal ballot form (the “Form”) for your consideration. The Board of Directors of the Company (the “Board”) has appointed Mr Vinayak Deodhar of V N Deodhar & Co, Practicing Company Secretaries as the Scrutinizer for conducting the postal ballot process in a fair and transparent manner.

You are requested to carefully read the instructions printed on the form, record your assent (for) or dissent (against) therein by filling necessary details and affixing your signature at the designated place in the form and return the same in original duly completed in the enclosed self-addressed, postage pre-paid envelope (if posted in India) so as to reach the Scrutinizer not later than the close of working hours i.e. 5.30 p.m. on Friday, December 26, 2014.

Members desiring to opt for e-voting as per facilities arranged by the Company are requested to read the notes to the notice and instructions overleaf the form. References to postal ballot(s) in this notice include votes received electronically.

Upon completion of the scrutiny of the forms, the Scrutinizer will submit his report to the Chairman/ Director. The result of the postal ballot will be declared by the Chairman or in his absence, by one of the Whole Time Directors or Company Secretary or any other person authorized by the Chairman, on Tuesday, December 30, 2014 at 5.30 p.m. at the registered office of the Company. The aforesaid result would be displayed at the registered office of the Company, intimated to the Stock Exchanges where the shares of the Company are listed, published in the newspapers and displayed along with the Scrutinizer’s report on the Company’s website viz. www.pritishnandycom.com.

SPECIAL RESOLUTION – ITEM NO. 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:

To consider and if thought fit to pass, with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT in supersession of the Ordinary Resolution passed by the shareholders through the process of postal ballot on April 23, 2012, the consent of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include any Committee thereof) of the Company under Section 180(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 read with the relevant Rules thereof (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Articles of Association of the Company, to borrow money for and on behalf of the Company from time to time as deemed by it to be requisite and proper for the business of the Company, but so that the monies to be borrowed together with the monies already borrowed by the Company shall not exceed Rs 250 Crores (Rupees Two Hundred Fifty Crores Only) in excess of the aggregate of paid up share capital and free reserves of the Company as per the latest annual audited financial statements, apart from temporary loans obtained from the Company’s bankers in the ordinary course of business and to fix the terms and conditions of all such monies to be borrowed from time to time as to interest, repayment, security or otherwise as it may think fit and/ or to constitute a Committee for that purpose.

RESOLVED FURTHER THAT pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013 read with the relevant Rules thereof (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and subject to other approvals, if applicable or required under any statute(s)/ rule(s)/ regulation(s) or any law for the time being in force or required from any other concerned authorities and in supersession of all earlier Resolutions passed in this regard under the Companies Act (earlier in force), the consent of the Company be and is hereby accorded to the Board to sell, lease, mortgage or otherwise dispose of the whole or substantially the whole of the undertaking of the Company or to create such mortgages/ charges/ hypothecation and/ or other encumbrances, in addition to the existing mortgages, charges, hypothecation and other encumbrances, if any, created by the Company on all or any part of the immovable and/ or movable properties, current and/ or fixed assets, tangible or intangible assets, book debts and/ or claims of the Company wheresoever situated, present and future and such charge to rank either first, pari-passu with or second, subsequent, subservient and subordinate to all mortgages, charges, hypothecations and other encumbrances created/ to be created by the Company in favor of Indian or Foreign Financial Institutions, Banks or other Lending Institution(s), and/ or to such other persons, if any, from whom the Company has proposed or proposes to borrow money by way of Term Loans, Cash Credits, Overdrafts, Discounting of Bills, Inter Corporate Deposits, Commercial Papers or such other financial instruments permitted to be used by the appropriate authorities from time to time together with interest, cost, charges and other incidental expenses in terms of agreement(s) entered/ to be entered into by the Board of Directors of the Company within the overall borrowing limits fixed pursuant to Section 180(1)(c) of the Companies Act, 2013.

RESOLVED FURTHER THAT in connection with afore-stated Resolution, the Board shall have the power to mortgage or otherwise offer as collateral, substantial property, assets and/ or undertakings of the Company in certain events, to banks/ financial institutions, other lending agencies, and/ or trustees for the holders of debentures/ bonds/ other instruments, to secure any rupee loans, foreign currency loans and/ or the issue of debentures whether partly or fully convertible or non-convertible and/or securities linked to equity shares and/ or rupee/ foreign currency convertible bonds and/ or bonds with share warrants attached thereto.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board or any Committee or person(s) authorised by the Board, be and is/ are hereby authorized to finalise, settle and execute such documents/ deeds/ writings/ papers/ agreements as may be required and to do all acts, deeds, matters and things as may in its/ his/ their absolute discretion deem necessary, proper or desirable and to settle any question(s), difficulty(ies) or doubt(s) that may arise in regard to creating security(ies) as aforesaid or other considered to be in the best interest of the Company.”

By Order of the Board,
For Pritish Nandy Communications Limited

Rupali Vaidya
Company Secretary

Date: November 24, 2014
Place: Registered Office
87/88 Mittal Chambers,
Nariman Point,
Mumbai 400 021

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out the material facts is annexed herewith.
2. Voting rights are reckoned on the shares registered in the name of Shareholders/ Beneficial Owners as on Friday, November 14, 2014.
3. The Company has appointed Mr Vinayak Deodhar of V N Deodhar & Co, Practicing Company Secretaries as Scrutinizer for conducting the postal ballot form in a fair and transparent manner. The Scrutinizer address is as below:

Mr. Vinayak Deodhar
Practicing Company Secretary
Scrutinizer,
M/s. Link Intime India Pvt. Ltd.
Unit: **Pritish Nandy Communications Limited**
C-13, Pannalal Silk Mills Compound,
L.B.S. Marg, Bhandup West,
Mumbai – 400 078

4. The Scrutinizer, after completion of the scrutiny, will submit his report to the Chairman of the Company. The result of the postal ballot will be declared by the Chairman or in his absence, by one of the Whole Time Directors or Company Secretary or any other person authorized by the Chairman, on Tuesday, December 30, 2014 at 5.30 p.m. at the Registered Office of the Company. The aforesaid result would be displayed at the registered office of the Company, intimated to the Stock Exchanges where the shares of the Company are listed, published in the newspapers and displayed along with the Scrutinizer’s report on the Company’s website viz. www.pritishnandycom.com. The resolution, if approved, will be taken as passed effectively on the date of declaration of results.
5. In compliance with provisions of Section 108 and 110 and other applicable provisions of the Act, read with the Companies (Management and Administration) Rules, 2014 and the Listing Agreement entered into with the Stock Exchanges, the Company is pleased to offer e-voting facility as an option to all the Members of the Company. The Company has entered into an agreement with CDSL for facilitating e-voting to enable the Members to cast their votes electronically instead of dispatching form.
6. As per Section 110 of the Act, read with Rule 22 of the Companies (Management and Administration) Rules, 2014, Notice of postal ballot may be served on the Members through electronic means. Members who have registered their e-mail IDs with depositories or with the Company are being sent this Notice of postal ballot by e-mail and the members who have not registered their e-mail IDs will receive Notice and the physical form through post. In case Members who have received Notice of postal ballot by e-mail but who wish to vote through ballot form can download form from www.pritishnandycom.com or seek duplicate form from R & T Agent, M/s. Link Intime India Pvt Ltd, Unit: Pritish Nandy Communications Limited, C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (West), Mumbai 400 078, fill in the details and send the same to Scrutinizer by post at the address given in Sr no 3 above on or before Friday, December 26, 2014 (5.30 p.m.).
7. The instructions for e-voting are as under:

In case of members receiving e-mail:

- (i) Log on to the e-voting website www.evotingindia.com
- (ii) Click on “Shareholders” tab.
- (iii) Now, select the “**Pritish Nandy Communications Limited**” from the drop down menu and click on “SUBMIT”
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

| For Members holding shares in Demat Form and Physical Form | |
|---|---|
| PAN | Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/ Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field. |
| DOB | Enter the Date of Birth as recorded in your demat account or in the Company records for the said demat account or folio in dd/mm/yyyy format. |
| Dividend Bank Details | Enter the Dividend Bank Details as recorded in your demat account or in the Company records for the said demat account or folio. <ul style="list-style-type: none"> • Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the Depository or Company please enter the member id/ folio number in the Dividend Bank details field. |

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for **Prithish Nandy Communications Limited**.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/ NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If demat account holder has forgotten the changed password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.
 - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

In case of members receiving the physical copy:

- A. Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.
- B. The voting period begins on Tuesday, November 25, 2014 and ends on Friday, December 26, 2014. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Friday, November 14, 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- C. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) AND SECTION 110 & RULE 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014.

Item no 1

Under the erstwhile Section 293(1)(d) of the Companies Act, 1956 the Board of Directors of a Company could, with the consent of the shareholders obtained by an Ordinary Resolution, borrow monies, apart from temporary loans obtained from Company's Bankers in the ordinary course of business, in excess of the aggregate of paid-up share capital and free reserves of the Company (that is to say, reserves, not set apart for any specific purpose). Also under erstwhile Section 293(1)(a) of the Companies Act, 1956 the Board of Directors could, with the consent of the shareholders obtained by Ordinary Resolution, create charge/ mortgage/ hypothecation on Company's assets, both present and future, in favor of the lenders/ trustees for the holders of debentures/ bonds, to secure the repayment of monies borrowed by the Company (including temporary loans obtained from the Company's Bankers in the ordinary course of business).

The Shareholders of the Company through process of postal ballot on April 23, 2012, had inter-alia passed an Ordinary Resolution pursuant to Section 293(1)(d) and any other applicable provisions of the Companies Act, 1956 read the Articles of the Association of the Company authorizing the Board of Directors of the Company to borrow any sum or sums of money from time to time at their discretion, for the purpose of the business of the Company on such terms and conditions as it may think appropriate, which together with the monies already borrowed by the Company, (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business) may exceed at any time, the aggregate of the paid-up capital of the Company and its free reserves (that is to say, reserves, not set apart for any specific purpose) by a sum not exceeding Rs 250 Crores (Rupees Two Hundred Fifty Crores Only) and to fix the terms and conditions of all such monies to be borrowed from time to time as to interest, repayment, security or otherwise as it may think fit and/ or to constitute a Committee for that purpose.

Further Shareholders of the Company through process of postal ballot on June 22, 2006 also passed pursuant to Section 293(1)(a) & all other applicable provisions, if any, of the Companies Act, 1956 an Ordinary Resolution authorizing the Board of Directors of the Company to create charge/ provide security for the sum borrowed on such terms and conditions and in such form and manner and with such ranking as priority, as the Board in its absolute discretion thinks fit, on the assets of the Company.

The Ministry of Corporate Affairs (MCA), New Delhi vide their Notification dated September 12, 2013 had notified inter-alia the applicability of provisions of Section 180(1)(c) and Section 180(1)(a) of the Companies Act, 2013 with effect from September 12, 2013, which stipulates obtaining approval of the Shareholders of the Company by way of Special Resolution for exercising the specified powers of the Board of Directors relating to borrowing and selling/ disposing of etc. of an undertaking of the Company respectively. Further MCA also vide its circular dated March 25, 2014 have clarified that the resolution passed under Section 293 of the Companies Act, 1956 prior to September 12, 2013 with reference to borrowings and/ or creation of security on the assets of the Company will be regarded as sufficient compliance of the requirements of Section 180 (Restriction on the Powers of the Board) of the Companies Act, 2013 for a period of one year from the date of notification indicating the applicability of Section 180 of the Act, 2013.

Hence, in order to comply with the relevant provisions on borrowings and creation of security under Companies Act, 2013, the consent of members is hereby requested by way of proposed Special Resolution.

The relevant resolutions proposed for the Member's approval are specified collectively at item No 1. The Board of Directors recommends the Special Resolution as set out in item No 1 of the Notice for the approval of the Shareholders through the process of postal ballot.

None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or otherwise interested in this resolution.

By Order of the Board,
For Prithvi Nandi Communications Limited

Rupali Vaidya
Company Secretary

Date: November 24, 2014
Place: Registered Office
87/88 Mittal Chambers,
Nariman Point,
Mumbai 400 021