

ANNUAL GENERAL MEETING NOTICE

Notice is hereby given that Thirty Sixth (36th) Annual General Meeting of Punjab Communications Limited will be held on **Monday, 25th September, 2017 at 1100 HRS** at B-91, Phase VIII, Industrial Area, SAS Nagar, Chandigarh, at the registered office of the Company to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the audited Profit and Loss Account for the year ended on 31st March, 2017 and Balance Sheet as on that date together with Boards' Report, Auditors' Report, CAG comments thereon and Secretarial Auditors' Report thereto.
2. To appoint Director in place of Smt. Shruti Singh, (DIN: 06571472) who retires by rotation and being eligible, has offered herself for reappointment.
3. To appoint Statutory Auditors of the company for the financial year 2017-2018 (from the conclusion of this AGM till the conclusion of next AGM) and to fix their remuneration and to pass the following resolution as Ordinary Resolution thereof:
"Resolved that pursuant to the provisions of Section 139, 142 and all other applicable provisions, if any, of Companies Act, 2013 and the Rules made thereunder, as amended from time to time, consent of the members of the company be and is hereby accorded to appoint Statutory Auditors of the Company for the financial year 2017-2018, from the conclusion of this AGM till the conclusion of next AGM at the remuneration as fixed by the Board of Directors and at such terms and conditions as provided in the CAG letter to be issued in this regard."
(The company has not received the letter from CAG w.r.t. appointment of Statutory Auditors till date, Statutory Auditors will be appointed on the basis of the letter issued in this regard)

SPECIAL BUSINESS

4. To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:
"RESOLVED that pursuant to applicable provisions of Companies Act, 2013, if any and the rules made there under, **Sh. Rakesh Kumar Verma, IAS**, (DIN: 01541990) who was appointed as Additional Director in the capacity of Chairman of the company w.e.f. 10th August, 2017 under Article 128 & Article 158 of the Articles of the Association of the Company and who holds the office of directorship upto the date of this Annual General Meeting, in terms of Section 161 of the Companies Act, 2013 and in respect of whom the company has received notice in writing, pursuant to Section 160 of the Companies Act, 2013, proposing her candidature to the office of Director, be and is hereby appointed as Director of the Company in the capacity of Chairman of the Company.

Date : August 17, 2017
Place : Registered Office
B-91, Phase VIII, Industrial Area,
SAS Nagar (Chandigarh) – 160071
CIN: L32202PB1981SGC004616

By order of the Board
Sd/-
(Madhur Bain Singh)
Company Secretary

NOTES

1. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, in respect of Special Business as set out above to be transacted at the Meeting is annexed hereto at **Annexure I** and forms integral part of this notice.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER. PROXIES, IN ORDER TO BE EFFECTIVE, MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY AT B-91, INDUSTRIAL AREA, PHASE VIII, MOHALI, NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A BLANK PROXY FORM IS ATTACHED WITH THE ANNUAL REPORT. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMEBERS NOT EXCEEDING FIFTY(50) AND HOLDING IN AGGREGATE NOT MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY.
A member holding more than 10% of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.
3. Corporate Members intending to send their authorized representatives to attend the Meeting are requested to send a certified true copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
4. Register of Directors' Shareholding is open for inspection, during the business hours, at the Registered Office of the Company upto and including the date of Annual General Meeting.
5. The Register of Members and Share Transfer Books of the Company shall remain closed during the Book Closure period, i.e. from 19th September, 2017 to 25th September, 2017, both days inclusive.

6. The Members holding shares in the same name or same order of names under different folios are requested to send the share certificates for consolidation of such shares to the Company.
7. All unclaimed/unpaid dividend upto the financial year ended on March 31, 2002 have been transferred to the Investor Education and Protection Fund of the Central Government pursuant to Section 124 of Companies Act, 2013. No dividend has been recommended and declared since Feb 2002-2003.
8. The Members desirous of obtaining any information/clarification concerning the accounts and operations of the Company are requested to address their questions in writing to the Company Secretary at least ten days before the Annual General Meeting, so that the information required may be made available at the Annual General Meeting.
9. Pursuant to the provisions of the Companies Act, 2013 read with the Rules framed there under, the company may send notice of general meeting, Board's report, auditors' report, audited financial statements and other documents through electronic mode. Further, pursuant to the proviso to the Rule 18(3)(i) of the Companies (Management and Administration) Rules, 2014, the Company shall provide an advance opportunity at least once in a financial year to the members to register their e-mail address and changes therein. In view of the same, **Members are requested to kindly update their e-mail address with depository participants in case of holding shares in demat form. If holding shares in physical form, Members are requested to inform their e-mail ID to the Company.**
10. Electronic copy of the Notice of the 36th Annual General Meeting of the Company inter-alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the aforesaid documents are being sent by the permitted mode. The notice is also uploaded on the Company's Website i.e. www.puncom.com.
11. Pursuant to the provisions of Section 108 of the Companies Act, 2013, read with Companies (Management and Administration) Rules, 2014 and the provisions of Listing Agreement with Stock Exchanges, the Company is pleased to offer e-voting facility to the Members to cast their votes electronically on all resolutions set forth in the Notice convening the 36th Annual General Meeting ("AGM") to be held on Monday, 25th September, 2017 at 1100 HRS. The Company has engaged the services of CDSL to provide the e-voting facility. The e-voting will be available for the following voting period:

Resolution	Commencement of e-voting	End of e-voting
AGM Resolution(s)	22nd September, 2017 (9:00 am)	24th September, 2017 (5:00 pm)

12. The Notice of the 36th Annual General Meeting (AGM) of the Company inter-alia indicating the process and manner of e-voting is being sent to all the members as on the cut-off (record date) i.e. 18th August, 2017.
13. The Instructions to members for E-Voting (AGM resolution) are as under :
 - a) Open the internet browser and type the following URL : www.evotingindia.com
 - b) Click on Shareholder tab.
 - c) Now enter your User ID
 - i) For CDSL: 16 digits beneficiary ID.
 - ii) For NSDL: 8 character DP ID followed by 8 digits Client ID.
 - iii) Members holding shares in Physical Form should enter Folio Number registered with the Company.
 - d) Next enter the Image Verification as displayed and click on login.
 - e) 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.
 - f) If you are a first time user follow the steps given below:

FOR MEMBERS WHOSE PAN IS REGISTERED WITH THE COMPANY	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department, as registered with the Company.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company please enter the member_id / folio number in the Dividend Bank details field as mentioned in instruction (c).

FOR MEMBERS WHOSE PAN IS NOT REGISTERED WITH THE COMPANY	
Sequence Number	Enter the first two digits of your name as registered with the Company, followed by your 8 digit Sequence Number as mentioned in your Address Sticker pasted on the Annual Report. 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.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> If both the details are not recorded with the depository or company please enter the member_id/folio number in the Dividend Bank details field as mentioned in instruction (c).

- g) After entering these details appropriately, click on "SUBMIT" tab.
- h) Members holding shares in physical form will directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu. Herein, they are required to mandatorily create a new password in the "new password" field. Kindly note that this password is to be used by the demat shareholders for voting on the 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.
- i) For members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this notice.
- j) Select "EVSN (ELECTRONIC VOTING SEQUENCE NUMBER of AGM)" for voting on AGM Resolution(s) of Punjab Communications Limited.
- k) EVSN for AGM Resolution(s) can be viewed from 22nd September, 2017 to 24th September, 2017 i.e. during the voting period.
- l) Once you enter, the "Cast Vote Page" will open. Now you are ready for e-voting.
- m) 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.
- n) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- o) After selecting your option, 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.
- p) Once you "CONFIRM" your vote on the resolution, you will NOT be allowed to modify your vote.
- q) You can also take out a print of the voting done by you by clicking on "Click here to Print" option on the voting page.
- r) If Demat Account Holder has forgotten the password, then Enter the User ID and the Image Verification Code and click on Forgot Password & enter the details as prompted by the system.
- s) **Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- t) Note for Institutional shareholders
- Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details, create Compliance User using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.

- iv) The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - v) A scanned copy of the Board Resolution & Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF Format in the system for the scrutinizer to verify the same.
- u) **General Instructions :**
- i) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for shareholders available at the Help section of www.evotingindia.com. You may also contact CDSL via email at helpdesk.evoting@cdslindia.com or on 18002005533.
 - ii) During the voting period, once a vote on a resolution is cast by the shareholder, the shareholder would not be allowed to change it subsequently. Also, he would not be allowed to vote at AGM, even if present.
 - iii) The voting rights shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut off (Record Date) 18th September, 2017 for AGM Resolution(s).
 - iv) Since, the Company is required to provide members, facility to exercise their right to vote by electronic means, shareholders of the Company, holding shares either in physical or dematerialized form as on the cut-off dates, and not casting their vote electronically, may only cast their vote at the 36th Annual General Meeting.
 - v) Mr. Vishal Arora, Company Secretary in practice of M/s Arora & Gujral, has been appointed as the Scrutinizer to scrutinize the E-voting as well as Postal Ballot event in a fair & transparent manner.
 - vi) The Scrutinizer shall within a period of not exceeding 3 working days from the conclusion of the e-voting period unlock the votes in the presence of at least 2 witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman or any other Director authorized by him.
 - vii) The results shall be declared on or after the 36th Annual General Meeting of the Company. The results declared along with the Scrutinizer's Report shall be placed on the Company's website at www.puncom.com and on the website of CDSL within 3 days of passing of the resolutions at the 36th Annual General Meeting of the Company i.e. on 27th September, 2017 and communicated to BSE.
14. THE COMPANY WHOLE-HEARTEDLY WELCOMES MEMBERS/PROXIES AT THE ANNUAL GENERAL MEETING OF THE COMPANY. THE MEMBERS/PROXIES MAY PLEASE NOTE THAT NO GIFTS/GIFT COUPONS WILL BE DISTRIBUTED AT THE ANNUAL GENERAL MEETING.
 15. Information pursuant to Regulation 36(3) of the Listing Regulations requires disclosure on the reappointment of the Directors, which is annexed as **Annexure II** to this notice.
 16. Members who hold shares in dematerialized form are requested to bring their Client ID and DP ID numbers for easy identification of attendance at the meeting.
 17. **Members are requested to notify their PAN** to the Company's registered share transfer agents, quoting their Folio Number/DP IDs/ Client IDs and relevant particulars.
 18. The persons who have acquired shares and become members after the dispatch of notice and before cut-off date shall have same "Login ID and Password" as mentioned at Sr. No. 13 of Notes to AGM Notice. The Notice of AGM is displayed on our website www.puncom.com, for your reference please.
 19. If you have received this Annual Report, but you are not a member as on the cut-off date, this document is for information purpose only.
 20. The shareholders may contact Mr. Naresh Kumar Mehandru (Assistant Manager-Secretarial) at B-91, Phase-VIII, Industrial Area, SAS Nagar, Chandigarh-160071. The concerned person may also be contacted at shareholders@puncom.com or at +91-172-2237142.

ANNEXURES TO THE NOTICE**ANNEXURE I****EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013****Item No. 4**

Pursuant to Article 132 of the Articles of Association of the company, the Directors have the right to appoint a person or persons as an Additional Director or Directors. Pursuant to this Article, the Directors have appointed **Sh. Rakesh Kumar Verma, IAS**, (DIN: 01541990) as an Additional Director on the Board, to hold office of the Director, as such, up to the date of the ensuing Annual General Meeting. The company has received notice from a member of the company along with deposit as required under Section 160 of Companies Act, 2013 proposing the candidature of **Sh. Rakesh Kumar Verma, IAS**, as the Director of the company.

Further pursuant to the requirement of Secretarial Standard on General Meetings (SS-2), the Articles of Association of the company are available for inspection and shall also be made available for inspection in physical form during specified business hours at the Registered Office of the company and also at the Meeting.

Further pursuant to Article 171 of the Articles of Association of the company, the holding Company has a right to appoint Chairman of the Company. The Government of Punjab **vide its order bearing No. 6/1/2017-IAS(3)/1790 dated 23rd June, 2017** has appointed **Sh. Rakesh Kumar Verma, IAS** as Secretary Industries & Commerce, Punjab. Further in exercise of its power, **vide Article 158 & Article 128** of the Articles of Association of the company, Punjab Information & Communication Technology Corporation Ltd. (our holding company) **vide their letter No. PICT/SECTL/1708 dated 10th August, 2017** has appointed Sh. R. K. Verma, IAS as additional director in the capacity of Chairman of the Company. The Directors of your company have recommended his appointment as above.

The appointment of Sh. R. K. Verma, IAS as additional director in the capacity of Chairman is subject to the approval of shareholders by way of Ordinary Resolution and provided further that as per the provisions of the Companies Act, 2013, consent of the shareholders by way of Ordinary Resolution is required for the appointment of any Director.

Sh. R. K. Verma, IAS being the appointee himself, may be deemed to be concerned or interested in this Resolution.

Sh. R. K. Verma, IAS, born on 25th April, 1971 is a 1993 Batch IAS Officer and is at present serving as Secretary, Industries & Commerce, Punjab with additional charge of Department of Information Technology. He is currently involved in drafting a comprehensive policy for growth and promotion of industries in the State of Punjab. He is a Bachelor of Technology (Computer Science) from IIT, Delhi. He has served the State of Punjab in various capacities. He has been Deputy Commissioner at Kapurthala and Patiala.

He has served in various departments such as Transport, Technical Education, Local Government and Information Technology.

As on date, he is Chairman of Punjab Alkalies & Chemicals Ltd, Northern India Institute of Fashion Technology, Punjab State Industrial Development Corporation, Punjab Small Industries & Export Corporation Ltd, Punjab Khadi & Village Industries Board.

Relationship inter-se: Sh. R. K. Verma, IAS is nominated and appointed by Punjab Information and Communication Technology Corporation Ltd., our Holding Company and is therefore related to other directors appointed by the Holding Company.

The terms and conditions of appointment of Sh. R. K. Verma, IAS are as framed by the holding company (PICTCL) or the Board of Directors from time to time.

The last drawn remuneration by Sh. R. K. Verma, IAS was in his capacity as IAS officer by the Govt. of Punjab. However, Puncom is not providing any salary or remuneration in her capacity as director.

Sh. R. K. Verma, IAS is on the Board of Punjab Information and Communication Technology Corporation Ltd., Punjab Communications Ltd., Punjab Financial Corporation and Punjab Small Industries & Export Corporation. Further, he is neither a Member nor a Chairperson in any of the Committees as per the provisions of Regulation 36(3) of Listing Regulations.

The shareholding of Sh. R. K. Verma, IAS as per Regulation 36(3) of the Listing Regulations is NIL.

As Sh. R. K. Verma, IAS was appointed on the Board of Puncom after the close of financial year i.e. on 10th August, 2017, he has not attended any board meeting during the year.

ANNEXURE II**INFORMATION PURSUANT TO REGULATION 36(3) OF THE LISTING REGULATIONS**

A brief resume of the Director who is being re-appointed, along with the name of the Listed Entities in which she holds directorship of the Board is given below. The details regarding appointment of new Director has already been given under explanatory statement vide item No. 4.

Brief Resume of Smt. Shruti Singh, IAS

Smt. Shruti Singh, IAS 2004 Batch IAS officer and is at present Managing Director of Punjab Information and Communication Technology Corporation Ltd. She holds a Bachelor of Arts Degree. She is an Indian Administrative Service Officer.

Relationship inter-se: Smt. Shruti Singh, IAS is nominated and appointed by Punjab Information and Communication Technology Corporation Ltd., our Holding Company and is therefore related to other directors appointed by the Holding Company.

Directorship in Listed Entities: Smt. Shruti Singh, IAS have DIN No. 06571472 holds directorship in the following listed entities:

Name of the Listed Entity	Nature of Interest or Concern	Shareholding	Date on which interest or concern arose / change
Punjab Communications Limited	Director	Nil	09-08-2016
Punjab Small Industries & Export Corpn.	Director	Nil	09-08-2016
Punjab Information and Communication Technology Corporation Ltd.	Managing Director	Nil	30-06-2016
Jalandhar City Transport Services Ltd	Director	Nil	19-02-2013

She is not a member in any prescribed Committee(s) of the Board as on 31st March, 2017.

Date : August 17, 2017
Place : Regd Office :
B-91, Phase VIII, Industrial Area,
SAS Nagar (Chandigarh) – 160071
CIN: L32202PB1981SGC004616

By order of the Board
Sd/-
(Madhur Bain Singh)
Company Secretary

----- TEAR HERE -----

PUNJAB COMMUNICATIONS LTD.
Registered Office : B-91, Phase VIII, Indl. Area, S.A.S. Nagar (Mohali) - 160 071
ATTENDANCE SLIP

PLEASE FILL ATTENDANCE SLIP AND HAND OVER AT THE ENTRANCE OF THE MEETING HALL
Joint shareholders may obtain additional Attendance Slip at the Venue of the meeting

DP. Id*	
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Regd. Folio No.	
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Client Id*	
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NAME AND ADDRESS OF THE SHAREHOLDER

No. of share(s) held :

I hereby record my presence at the 36th ANNUAL GENERAL MEETING of the Company held on Monday, 25th September, 2017 at 1100 HRS at B-91, Phase - VIII, Industrial Area, S.A.S. Nagar (Mohali) - 160 071 (Punjab)

Signature of the shareholder or proxy

* Application for investors holding shares in electronic form.



PUNJAB COMMUNICATIONS LIMITED

Registered Office : B-91, Phase VIII, Industrial Area, S.A.S. Nagar, Mohali-160071 (INDIA)

Form No. MGT-11

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN : L32202PB1981SGC004616
Name of the Company : Punjab Communications Limited
Registered office : B-91, Phase- VIII, Industrial Area, S.A.S Nagar, Chandigarh- 160071

Name of the member (s) :	:
Registered address :	:
E-mail ID :	:
Folio No/ Client ID :	:
DP ID :	:

I/ We, being the member (s) of Shares of the above named company, hereby appoint:

1. Name : Address:
Email ID: Signature:, or failing him
2. Name : Address:
Email ID: Signature:, or failing him
3. Name : Address:
Email ID: Signature:

as my/ our proxy to attend and vote (on a poll) for me/ us and on my/ our behalf at the 36th Annual General Meeting of the Company, to be held on Monday, 25th September, 2017 at 1100 HRS at B-91, Phase- VIII, Industrial Area, S.A.S Nagar, Chandigarh and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	
Ordinary Business	
S No.	Item No.
1	To receive, consider and adopt the audited Profit and Loss Account for the year ended on 31st March, 2017 and Balance Sheet as on that date together with Boards' Report, Auditors' Report, CAG comments thereon and Secretarial Auditors' Report thereto.
2	To appoint Director in place of Smt. Shruti Singh, (DIN: 06571472) who retires by rotation and being eligible, has offered herself for reappointment.
3	To appoint the Statutory Auditors of the Company for the Financial Year 2017-2018.
Special Business	
4	To appoint Sh. R.K. Verma, IAS (DIN: 01541990) as Director in the Capacity of Chairperson on the Board of Puncom.

Signed this 25th day of September, 2017

Signature of Shareholder:

Signature of Proxy Holder (s):

Affix
Re. 1/-
Revenue
Stamp

Note : This form of proxy in order to be effective should be duly completed and deposited at the registered office of the Company, not less than 48 hours before the commencement of the Meeting.

