

---

**ANNUAL GENERAL MEETING NOTICE**


---

Notice is hereby given that Thirty Eighth (38<sup>th</sup>) Annual General Meeting of Punjab Communications Limited will be held on Wednesday, 25<sup>th</sup> September, 2019 at 1500 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 31<sup>st</sup> March, 2019 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 CA Rajat Agarwal, IAS (DIN: 07973901) who retires by rotation and being eligible, has offered himself for reappointment.
3. To appoint Statutory Auditors of the company for the financial year 2019-2020 (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 2019-2020, 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 the provisions of Sections 2(54), 196 and 203 of the Companies Act 2013 (Act) and other applicable provisions, if any, Sh. Vikas Pratap, IAS (DIN 01129385) be and is hereby re-appointed as Sr. Vice Chairman & Managing Director of the Company for a period of 5 (five) years with effect from 20<sup>th</sup> November, 2019 upon the terms and conditions as set out in explanatory statement annexed hereto".

"RESOLVED FURTHER THAT Board be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this resolution".

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

"RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 17(1A) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), **Sh. V. P. Chandan, IRSE (Retd.)** (DIN: 00225793), who was appointed as an Independent Director and who holds office of Independent Director up to date of 11<sup>th</sup> January, 2020, and being eligible for re-appointment for a second term in accordance with the provisions of the Companies Act, 2013, rules made thereunder, and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, who has attained the age of 75 years, not liable to retire by rotation and to hold office for a second term as provided in the appointment letter."

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

"RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), **Sh. Satinder Pal Singh, IAS (Retd.)** (DIN : 00297745), who was appointed as an Independent Director and who holds office of Independent Director up to date of 25<sup>th</sup> September, 2019, and being eligible for re-appointment for a second term in accordance with the provisions of the Companies Act, 2013, rules made thereunder, and in respect of whom

the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term as provided in the appointment letter.”

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), **Sh, Moti Ram Sharma** (DIN : 08250388), who was appointed as an Independent Director and who holds office of Independent Director up to date of 25<sup>th</sup> September, 2019, and being eligible for re-appointment for a second term in accordance with the provisions of the Companies Act, 2013, rules made thereunder, and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term as provided in the appointment letter.”

Date : August 21, 2019  
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:

- 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 to the Notice** and forms integral part of this notice.
- 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.
- 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.
- 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.
- The Register of Members and Share Transfer Books of the Company shall remain closed during the Book Closure period, i.e. from 19<sup>th</sup> September, 2019 to 25<sup>th</sup> September, 2019 both days inclusive.
- 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.
- 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.
- 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.
- 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 38<sup>th</sup> 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](http://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 38<sup>th</sup> Annual General Meeting ("AGM") to be held on Wednesday, 25<sup>th</sup> September, 2019 at 1500 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)	20 <sup>th</sup> September, 2019 (9.00 am)	24 <sup>th</sup> September, 2019 (5.00 pm)

12. The Notice of the 38<sup>th</sup> 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. 21<sup>st</sup> August, 2019.
13. The Instructions to members for E-Voting (AGM resolution) are as under :
- Open the internet browser and type the following URL :[www.evotingindia.com](http://www.evotingindia.com)
  - Click on Shareholder tab.
  - Now enter your User ID
    - For CDSL: 16 digits beneficiary ID.
    - For NSDL: 8 character DP ID followed by 8 digits Client ID.
    - Members holding shares in Physical Form should enter Folio Number registered with the Company.
  - Next enter the Image Verification as displayed and click on login.
  - If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
  - 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"> <li>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).</li> </ul>

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 RAO000001 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"> <li>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).</li> </ul>

- After entering these details appropriately, click on "SUBMIT" tab.
- 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 : 190814014**” for voting on AGM Resolution(s) of Punjab Communications Limited.
  - k) EVSN for AGM Resolution(s) can be viewed from 20th September, 2019 to 24th September, 2019 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**
    - i) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
    - ii) A scanned copy of the Registration Form bearing the stamp and sign of the entity should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
    - iii) 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](mailto: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](http://www.evotingindia.com). You may also contact CDSL via email at [helpdesk.evoting@cdslindia.com](mailto: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) i.e. 18<sup>th</sup> September, 2019 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 38<sup>th</sup> Annual General Meeting.
    - v) **Mr. Vishal Arora, Company Secretary in practice, 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 38<sup>th</sup> 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](http://www.puncom.com) and on the website of CDSL within 3 days of passing of the resolutions at the 38<sup>th</sup> Annual General Meeting of the Company i.e. on 28<sup>th</sup> September, 2019 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 appointment/reappointment of the Directors, which is annexed as part of Annexure 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 +911722237142.

## ANNEXURE TO THE NOTICE

### EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013

#### (For Item No. 3 to 7)

#### Item No. 3

The Company, being a Government Company, its Statutory Auditor are appointed by the Comptroller and Auditor-General of India (CAG) by the virtue of section 139(5) of Companies Act, 2013. The Board of Directors of the Company on the recommendation of the Audit Committee, proposed to pay to the CAG recommended Statutory Auditor, an annual fees of Rs. 1,60,000/- plus (OPE and GST) or the fees as proposed by the CAG in its letter, whichever is higher.

The Board of Directors recommends the Ordinary Resolution as set out at Item No. 3 for approval of the Members. Accordingly, your approval is solicited.

#### Memorandum of Interest:

None of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise, in the resolution set out at Item No. 3

#### Item No. 4

Pursuant to Article 171 of the Articles of Association of the Company, the holding Company has a right to appoint Vice-Chairman cum Managing Director or Managing Director of the Company. The Government of Punjab vide its order bearing No. 6/1/2014-IAS(3)/4037 dated 19<sup>th</sup> November, 2014 has appointed Sh. Vikas Pratap, IAS (DIN 01129385) as Managing Director of the Company. Further in exercise of its power, vide Article 171 & 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: 5452 dated 2<sup>nd</sup> December, 2014 has appointed Sh. Vikas Pratap, IAS as director in the capacity of Sr. Vice Chairman & Managing Director of the Company. The appointment of Sh. Vikas Pratap, IAS as director in the capacity of Sr. Vice Chairman & Managing Director was further approved by the members of the Company by way of passing ordinary resolution at the 34<sup>th</sup> Annual General Meeting held on 29<sup>th</sup> September, 2015.

Further, Section 196 of the Companies Act, 2013 provides that no company shall appoint or re-appoint any person as its managing director, whole-time director or manager for a term exceeding five years at a time.

As the term of Sh. Vikas Pratap, IAS as Sr. Vice Chairman & Managing Director of the company completes its five years of term as on 19<sup>th</sup> November, 2019, the Board of Directors of the Company in its meeting held on 09<sup>th</sup> August, 2019 had approved and recommended the re-appointment of Sh. Vikas Pratap, IAS as Sr. Vice Chairman & Managing Director for another term as per the provisions of Companies Act, to the Members of the Company for their approval by way of Ordinary Resolution.

The Company has received a notice in writing from a member of the company along with requisite deposit as required under Section 160 of Companies Act, 2013 proposing the candidature of Sh. Vikas Pratap, IAS as Sr. Vice Chairman & Managing Director of the Company.

The terms and conditions of his re-appointment provides that all or any of the powers delegated by the Articles of Association of the Company and/or by shareholders of the company in general meeting and/or by Board of Directors jointly or severally to him or any of the previous MD, since the inception of the company is delegated mutatis-mutandis to Sh. Vikas Pratap, IAS on his re-appointment as Sr. VC & Managing Director in the letter & spirit of the delegation along with the powers delegated in the 78<sup>th</sup> BOD Meeting held on May 29, 1996, 106<sup>th</sup> BOD Meeting held on June 13, 2001, 138<sup>th</sup> BOD meeting held on January 30, 2006, powers for operation of bank accounts delegated in 85<sup>th</sup> BOD Meeting held on November 28, 1997 with any subsequent amendment(s) thereof and such other powers delegated to the previous MD from time to time. It also provides for his authority to sub-delegate these powers to any other director or officer/employee of the Company.

Brief Profile, Qualifications, Experience, Date of Appointment on Board, Shareholding in the Company along with Directorship, Membership / Chairmanship of Committees held in other Listed Companies of Sh. Vikas Pratap, IAS is enclosed along with explanatory statement.

The Board of Directors recommends the Ordinary Resolution as set out at Item No. 4 for approval of the Members. Accordingly, your approval is solicited.

#### Memorandum of Interest:

Except Sh. Vikas Pratap, IAS, being appointee, none of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise, in the resolution set out at Item No. 4

#### Item No. 5

In view of newly amended Listing Regulations and to comply with the provisions of the Companies Act, 2013, Sh. V. P. Chandan, IRSSE (Retd.) (DIN: 00225793) was appointed as Independent Director of the Company vide a formal letter of appointment by the management of the company, for a term of five consecutive years with effect from 12<sup>th</sup> January, 2015. Now, the term of appointment of Sh. V. P. Chandan, IRSSE (Retd.) as Independent Director expires on 11<sup>th</sup> January, 2020.

Pursuant to the provisions of Section 149 and other applicable provisions of the Companies Act, 2013, an Independent Director shall hold office for a term up to five consecutive years on the Board of a Company, and shall be eligible for re-appointment on passing of a special resolution by the Company.

Sh. V. P. Chandan, (DIN:00225793) a qualified Engineer, has been associated with the company since 1997 and has a rich experience in the field of Telecom, Administration and Consultancy. He is an advisor to the World Bank and an asset to the company. The company has benefited a lot from his wide experience and knowledge.

Considering the rich experience, knowledge, skills, valuable contribution to the Company and overall performance evaluation of Independent Director- Sh. V. P. Chandan, IRSSE (Retd.), the Board of Directors of the Company in its meeting held on 09<sup>th</sup> August, 2019 had approved and recommended the re-appointment of Sh. V. P. Chandan, IRSSE (Retd.), as Independent Director for a second term as provided in its appointment letter, to the Members of the Company for their approval.

Sh. V. P. Chandan, IRSSE (Retd.) aged about 79 years, has already given a declaration to the Board that he meets the criteria of independence as provided under Section 149(6) of the Companies Act, 2013. Further, the approval of members for continuation of Sh. V. P. Chandan, IRSSE (Retd.) as director on the board of company even after attaining the age of 75 years has already been taken in 37<sup>th</sup> Annual General Meeting of the company held on 21<sup>st</sup> September, 2018. Hence, in the opinion of the Board, he fulfills the conditions specified in the Act and the Rules framed thereunder for re-appointment as Independent Director.

The Company has received a notice in writing from a member proposing the candidature of Sh. V. P. Chandan, IRSSE (Retd.) to be re-appointed as Independent Director of the Company in accordance with the provisions of the Companies Act, 2013.

Brief Profile, Qualifications, Experience, Date of Appointment on Board, Shareholding in the Company along with Directorship, Membership / Chairmanship of Committees held in other Listed Companies of Sh. V. P. Chandan, IRSSE (Retd.) is enclosed along with explanatory statement.

The Board of Directors recommends the Special Resolution as set out at Item No. 5 for approval of the Members. Accordingly, your approval is solicited.

#### Memorandum of Interest:

Except Sh. V. P. Chandan, IRSSE (Retd.), being appointee, none of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise, in the resolution set out at Item No. 5

#### Item No. 6

Pursuant to provisions of the Companies Act, 2013 and Listing Regulations, Sh. Satinder Pal Singh, IAS (Retd.) (DIN: 00297745) was appointed as Additional Director in the category of Independent Director of the company with effect from 26<sup>th</sup> September, 2018 by passing a resolution by circulation for a period of one year. Now, the term of appointment of Sh. Satinder Pal Singh, IAS (Retd.) as Additional Director in the category of Independent Director expires on 25<sup>th</sup> September, 2019.

Pursuant to the provisions of Section 149 and other applicable provisions of the Companies Act, 2013, an Independent Director shall hold office for a term up to five consecutive years on the Board of a Company, and shall be eligible for re-appointment on passing of a special resolution by the Company.

Sh. Satinder Pal Singh, a Retired IAS Officer, has held many prestigious positions in government organizations and has served as nominee director in commercial organizations viz. served as Managing Director in Punjab Alkalies and Chemicals Limited for 3 years, CITCO for 4 years and also PRTC, Patiala for one year. Sh. Satinder Pal Singh has an expertise in General Management & Administration.

Considering the rich experience, knowledge, skills, valuable contribution to the Company and overall performance evaluation of Independent Director- Sh. Satinder Pal Singh, IAS (Retd.) the Board of Directors of the Company in its meeting held on 09<sup>th</sup> August, 2019 had approved and recommended the re-appointment of Sh. Satinder Pal Singh, IAS (Retd.) as Independent Director for a second term as provided in its appointment letter, to the Members of the Company for their approval.

Sh. Satinder Pal Singh, IAS (Retd.) has already given a declaration to the Board that he meets the criteria of independence as provided under Section 149(6) of the Companies Act, 2013. In the opinion of the Board, he fulfills the conditions specified in the Act and the Rules framed thereunder for re-appointment as Independent Director.

The Company has received a notice in writing from a member proposing the candidature Sh. Satinder Pal Singh, IAS (Retd.) to be re-appointed as Independent Director of the Company in accordance with the provisions of the Companies Act, 2013.

Brief Profile, Qualifications, Experience, Date of Appointment on Board, Shareholding in the Company along with Directorship, Membership / Chairmanship of Committees held in other Listed Companies of Sh. Satinder Pal Singh, IAS (Retd.) is enclosed along with explanatory statement.

The Board of Directors recommends the Special Resolution as set out at Item No. 6 for approval of the Members. Accordingly, your approval is solicited.

**Memorandum of Interest:**

Except Sh. Satinder Pal Singh, IAS (Retd.) being appointee, none of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise, in the resolution set out at Item No. 6

**Item No. 7**

Pursuant to provisions of the Companies Act, 2013 and Listing Regulations, Sh. Moti Ram Sharma (DIN: 08250388) was appointed as Additional Director in the category of Independent Director of the company with effect from 26<sup>th</sup> September, 2018 by passing a resolution by circulation for a period of one year. Now, the term of appointment of Sh. Moti Ram Sharma as Additional Director in the category of Independent Director expires on 25<sup>th</sup> September, 2019.

Pursuant to the provisions of Section 149 and other applicable provisions of the Companies Act, 2013, an Independent Director shall hold office for a term up to five consecutive years on the Board of a Company, and shall be eligible for re-appointment on passing of a special resolution by the Company.

Sh. Moti Ram Sharma is an advocate who has been practicing since 1978. He is a member of Supreme Court of India Bar Association, Punjab & Haryana High Court Bar Association, Income Tax Tribunal Bar Association and many other prestigious associations. He is also an advisor to various Corporate Organisations.

Considering the rich experience, knowledge, skills, valuable contribution to the Company and overall performance evaluation of Independent Director- Sh. Moti Ram Sharma, the Board of Directors of the Company in its meeting held on 09<sup>th</sup> August, 2019 had approved and recommended the re-appointment of Sh. Moti Ram Sharma as Independent Director for a second term as provided in its appointment letter, to the Members of the Company for their approval.

Sh. Moti Ram Sharma has already given a declaration to the Board that he meets the criteria of independence as provided under Section 149(6) of the Companies Act, 2013. In the opinion of the Board, he fulfills the conditions specified in the Act and the Rules framed thereunder for re-appointment as Independent Director.

The Company has received a notice in writing from a member proposing the candidature Sh. Moti Ram Sharma to be re-appointed as Independent Director of the Company in accordance with the provisions of the Companies Act, 2013.

Brief Profile, Qualifications, Experience, Date of Appointment on Board, Shareholding in the Company along with Directorship, Membership / Chairmanship of Committees held in other Listed Companies of Sh. Moti Ram Sharma is enclosed along with explanatory statement.

The Board of Directors recommends the Special Resolution as set out at Item No. 7 for approval of the Members. Accordingly, your approval is solicited.

**Memorandum of Interest:**

Except Sh. Moti Ram Sharma being appointee, none of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise, in the resolution set out at Item No. 7

**Information Pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 regarding the Directors seeking appointment/re-appointment in the Annual General Meeting.**

Name of the Director	CA Rajat Agarwal, IAS	Sh. Vikas Pratap, IAS	Sh. V. P. Chandan, IRSSE (Retd.)	Sh. Satinder Pal Singh, IAS (Retd.)	Sh. Moti Ram Sharma
Designation	Vice Chairman	Sr V.C & Managing Director	Independent Director	Independent Director	Independent Director
Date of Birth	27.03.1978	15.02.1969	09.10.1940	01.08.1950	03.10.1951
Date of Appointment	25.04.2018	20.11.2014	27.11.2003	26.09.2018	26.09.2018
Qualification	B.Com (Hons.), C.A.	B.Tech (Electronics Communication)	Masters in Engineering	Masters in English	Law Graduate
Expertise in specific functional area	Indian Administrative Service Officer-General Management and Administration	Indian Administrative Service Officer-General Management and Administration	Rich experience in the field of Telecom, Administration and Consultancy	Indian Administrative Service Officer-General Management and Administration	Rich Experience in field of Law
Directorships in Other Listed Companies as on 31 <sup>st</sup> March, 2019	Nil	Nil	Nil	Nil	Nil

Chairman/Member of Committees of Other Listed Companies as on 31 <sup>st</sup> March, 2019	Nil	Nil	Nil	Nil	Nil
No. of Shares held	Nil	Nil	Nil	Nil	Nil
Relationship with other Director(s)	Related to other directors appointed by holding company	Related to other directors appointed by holding company	Not related to any director	Not related to any director, by virtue of Section 149(6)(e)(i)	Not related to any director

Date : August 21, 2019  
 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

----- 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*	
--------	--

Regd. Folio No.	
-----------------	--

Client Id*	
------------	--

NAME AND ADDRESS OF THE SHARE HOLDER

No. of share(s) held :

I hereby record my presence at the 38<sup>th</sup> ANNUAL GENERAL MEETING of the Company held on Wednesday, 25<sup>th</sup> September, 2019 at 1500 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

**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: ....., or failing him

as my/ our proxy to attend and vote (on a poll) for me/ us and on my/ our behalf at the 38<sup>th</sup> Annual General Meeting of the Company, to be held on Wednesday, 25<sup>th</sup> September, 2019 at 1500 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(s)	
Ordinary Business	
Item No.	Particulars
1	To receive, consider and adopt the audited Profit and Loss Account for the year ended on 31 <sup>st</sup> March, 2019 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 CA Rajat Agarwal, IAS (DIN: 07973901) who retires by rotation and being eligible, has offered himself for reappointment.
3	To appoint the Statutory Auditors of the Company for the Financial Year 2019-2020.
Special Business – Ordinary Resolution	
4	To Reappoint Sh. Vikas Pratap, IAS, (DIN: 01129385) as Director in the capacity of Sr. Vice-Chairman & Managing Director on the Board of Puncom.
Special Business - Special Resolution	
5	To Reappoint Sh. Ved Prakash Chandan, IRSSE (Retd.) (DIN : 00225793) as Independent Director.
6	To Reappoint Sh. Satinder Pal Singh, IAS (Retd.) (DIN : 00297745) as Independent Director.
7	To Reappoint Sh. Moti Ram Sharma, (DIN : 08250388) as Independent Director.

Signed this 25<sup>th</sup> day of September, 2019

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.

**ROUTE MAP TO THE VENUE OF AGM**

