
ANNUAL GENERAL MEETING NOTICE

Notice is hereby given that the Thirty Ninth (39th) Annual General Meeting of Punjab Communications Limited will be held on Tuesday, 29th September, 2020 at 1100 Hrs through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), to transact the following business. The venue of the meeting shall deemed to be the registered office of the Company i.e. B-91, Phase VIII, Industrial Area, S.A.S. Nagar (Mohali), Punjab -160071.

ORDINARY BUSINESS

1. To receive, consider and adopt the audited Profit and Loss Account for the year ended on 31st March, 2020 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 CMA Jagdeep Singh Bhatia (DIN: 02554023) who retires by rotation and being eligible, offers himself for reappointment.
3. To appoint Statutory Auditors of the company for the Financial Year 2020-2021 (from the conclusion of this AGM till the conclusion of next AGM) and to fix their remuneration and to pass the following resolution as an 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 M/s Raj Gupta & Co., Chartered Accountants as Statutory Auditors of the Company, from the conclusion of this AGM till the conclusion of next AGM and to do the Statutory Audit of Financial Statements for FY 2020-21 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 and as approved by the Board."

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 Section 2(54), 196 and 203 of the Companies Act, 2013 (Act) and other applicable provisions, if any and Rules made thereunder, CA Rajat Agarwal, IAS (DIN 07973901) be and is hereby appointed as Sr. Vice Chairman & Managing Director of the Company with effect from 13th January, 2020 as per Article 128 & 171 of the Articles of the Association of the Company and in respect of whom the company has received notice in writing, pursuant to Section 160 of the Companies Act, 2013, proposing his candidature for the office of Sr. VC & Managing Director, upon the terms and conditions as set out in explanatory statement annexed hereto".
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 Section 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), Smt. Neena Singh (DIN: 00233352), who was appointed as an Independent Director and who holds office of Independent Director up to date of 30th March, 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 her 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."
6. 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 Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, and the relevant Rules framed there under (including any statutory modification(s) or re-enactment thereof, for the time being in force), read with SEBI (LODR) Regulations, 2015 and the enabling provisions in the Memorandum of Association and Articles of Association of the Company, the approval and consent of the members of the Company be and is hereby granted to sell and transfer any one of the fixed assets belonging to Punjab Communications Limited comprising of all land & building situated at Phase VIII, Industrial Area, SAS Nagar (Mohali) -160071 on such terms and conditions as the Board may deem fit, provided that such transfer/sale procedure to be held in fair and transparent manner, and for meeting the working capital requirement of the company.
RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised and empowered to finalise and execute necessary documents including but not limited to deeds of conveyance/ transfer and other ancillary documents, with effect from such date and in such manner as is decided by the Board to do all such other acts, deeds, matters and things as they may deem necessary and/or expedient to give effect to the above resolution and to settle any questions, difficulties or doubts that may arise in regard to sale and transfer of the aforesaid Undertaking as they may in their absolute discretion deem fit.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, to any Committee of Directors or Committee of HOD's or any combination thereof, along with power to delegate any such power further to any Officers of the Company, to take all such steps as may be necessary, proper and expedient to give effect to this resolution".

Date: 28th August, 2020
Place: Registered Office
B-91, Phase VIII, Industrial Area,
SAS Nagar (Mohali) - 160071
CIN: L32202PB1981SGC004616

By order of the Board
(Madhur Bain Singh)
Sd/-
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 to the Notice** and forms integral part of this notice.
2. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its General Circular No. 20/2020 dated 5th May, 2020 read with General Circular No. 14/2020 dated 8th April, 2020 and General Circular No. 17/2020 dated 13th April, 2020 (collectively referred to as "MCA Circulars") permitted the holding of the Annual General Meeting ("AGM") through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and MCA Circulars, the forthcoming AGM of the Company will be held through VC / OAVM. Hence, Members can attend and participate in the ensuing AGM through VC/OAVM. The procedure for participating in the meeting through VC/ OAVM is explained at Note No. 14.
3. Pursuant to the provisions of the Companies Act, 2013, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
4. The Register of Members and Share Transfer Books of the Company shall remain closed during the Book Closure period, i.e. from 23rd September, 2020 to 29th September, 2020, both days inclusive.
5. 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.
6. 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.
7. 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.
8. In compliance with the aforesaid MCA circulars and SEBI circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020, the Notice of 39th Annual General Meeting of the Company inter-alia indicating the process and manner of e-voting along with the Annual Report 2019-20 containing Board's Report, Auditors' Report, Audited Financial Statements and other documents, **is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories**. Members may note that the Notice calling the AGM along with Annual Report FY 2019-20 has been uploaded on the website of the Company at www.puncom.com. The Notice can also be accessed from the website of the Stock Exchange i.e. BSE Limited at www.bseindia.com. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.
9. 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. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020, the Company is providing facility of e-voting to its Members in respect of the business to be transacted at the 39th Annual General Meeting ("AGM") of the company to be held on Tuesday, 29th September, 2020 at 1100HRS. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
11. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the

AGM through VC/OAVM shall be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairman of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

12. The attendance of the Members attending the AGM through VC/OAVM shall be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
13. The Notice of the 39th 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. 28th August, 2020.
14. The Instructions to members for E-Voting (AGM resolution) are as under :

- (i) The remote e-voting period begins on 25th September, 2020 (9.00 am) and ends on 28th September, 2020 (5.00 pm). During this period, members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. 22nd September, 2020 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Members who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The members should log on to the e-voting website www.evotingindia.com
- (iv) Click on "Shareholders" module.
- (v) 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.

OR

Alternatively, if you are registered for CDSL's EASI/EASIEST e-services, you can log-in at <https://www.cdslindia.com> from [Login-Myeasi](#) using your login credentials. Once you successfully log-in to CDSL's EASI/EASIEST e-services, click on **e-Voting** option and proceed directly to cast your vote electronically.

- (vi) Next enter the Image Verification as displayed and Click on Login
- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- (viii) 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 members as well as physical members) <ul style="list-style-type: none"> • members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number as mentioned in the email received for notice along with Annual Report, 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 (v).

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then directly reach 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.
- (xi) For members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Select "EVSN :200828060" for voting on AGM Resolution(s) of Punjab Communications Limited.
- (xiii) 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.

- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Members can also cast their vote using CDSL's mobile app "m-Voting". The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.

PROCESS FOR THOSE MEMBERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES /COMPANY FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:

1. For Physical members - please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to ramap@alankit.com and ccto shareholders@puncom.com
2. For Demat members - please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to ramap@alankit.com and cc to shareholders@puncom.com

INSTRUCTIONS FOR MEMBERS ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Members will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Members may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
2. Members are encouraged to join the Meeting through Laptops / IPads for better experience.
3. Further members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request in advance at least 10 days prior to meeting i.e. during the period from 14th September, 2020 (9:00 a.m.) to 20th September, 2020 (5:00 p.m.) mentioning their name, DP ID and Client ID/folio number, PAN, email id, mobile number at shareholders@puncom.com. The members who do not wish to speak during the AGM but have queries may send their queries in advance mentioning their name, DP ID and Client ID/folio number, PAN, email id, mobile number at shareholders@puncom.com. These queries will be replied to by the company suitably by email.
6. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

INSTRUCTIONS FOR MEMBERS FOR E-VOTING DURING THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
2. Only those members, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
3. If any Votes are cast by the members through the e-voting available during the AGM and if the same members have not participated in the meeting through VC/OAVM facility, then the votes cast by such members shall be

considered invalid as the facility of e-voting during the meeting is available only to the members attending the meeting.

4. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

(xx) **Note for Non – Individual Shareholders and Custodians**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporate” module.
- 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 a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- 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.
- A scanned copy of the Board Resolution and 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.
- Alternatively, Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address at shareholders@puncom.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

(xxi) **General Instructions:**

- (a) If you have any queries or issues regarding attending AGM & e-Voting from the e-Voting System, 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 or contact Mr. Nitin Kunder (022- 23058738) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).
- (b) All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.
- (c) 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. 22nd September, 2020 for AGM Resolution(s).
- (d) **M/s S.K. Sikka & Associates, Company Secretary in practice, has been appointed as the Scrutinizer to scrutinize the entire e-voting process in a fair & transparent manner.**
- (e) The Scrutinizer shall immediately after the conclusion of voting at the Annual General Meeting, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-voting and make a consolidated Scrutinizer’s Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing who shall countersign the same.
- (f) As per Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the results of e-voting are to be communicated to the BSE Limited, where the shares of the Company are listed, within 48 hours of the conclusion of the Annual General Meeting. The results declared along with the Scrutinizer’s Report shall also be placed on the Company’s website www.puncom.com and on the website of CDSL.

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 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. 14 of Notes to AGM Notice. The Notice of AGM is displayed on our website www.puncom.com, for your reference please.

17 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.

18 Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice

19 The members may contact Mr. Naresh Kumar Mehandru (Assistant Manager-Secretarial) at B-91, Phase-VIII, Industrial Area, SAS Nagar, Mohali-160071. The concerned person may also be contacted at shareholders@puncom.com or at +911 722237142

ANNEXURE TO THE NOTICE**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013
(For Item No. 3 to 6)****Item No. 3**

The Company, being a Government Company, its Statutory Auditors are appointed by the Comptroller and Auditor-General of India (CAG) by 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 fee of Rs 1,60,000/- plus (OPE and GST) or the fees as proposed by the CAG in its letter, whichever is higher. The CAG vide its letter dated 10th August, 2020 has appointed M/s Raj Gupta & Co., Chartered Accountants as Statutory Auditors of the Company for the Financial Year 2020-21 at a fee of Rs 1,60,000/- plus (OPE and GST). 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. 6/01/2020-IAS(3)/17 dated 11th January, 2020, has appointed CA Rajat Agarwal, IAS (DIN 07973901) 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. PICTC/SECTL/4299 dated 13th January, 2020, has appointed CA Rajat Agarwal, IAS as director in the capacity of Sr. Vice Chairman & Managing Director of the Company. The appointment of CA Rajat Agarwal, IAS as director in the capacity of Sr. Vice Chairman & Managing Director was further ratified and recommended by the Board of Directors of the Company in its 201st Meeting held on 11th February, 2020, 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 CA Rajat Agarwal, IAS as Sr. Vice Chairman & Managing Director of the Company.

The terms and conditions of his 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 CA Rajat Agarwal, IAS on his appointment as Sr. VC & Managing Director in the letter & spirit of the delegation along with the powers delegated in the 78th BOD Meeting held on May 29, 1996, 106th BOD Meeting held on June 13, 2001, 138th BOD Meeting held on January 30, 2006, powers for operation of bank accounts delegated in 85th 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 CA Rajat Agarwal, 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 CA Rajat Agarwal, 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 the light of newly amended Listing Agreement, with the purpose to comply with recent provisions of Companies Act, 2013, Smt. Neena Singh (DIN: 00233352) was appointed as an Independent Woman Director of the company w.e.f 31st March, 2015, whose appointment was later regularized in 34th Annual General Meeting of the Company held on 29th September, 2015.

Pursuant to Section 149 (10) of the Companies Act, 2013 read with relevant rules, any Independent director shall hold office only for a term up to five consecutive years on the Board of Company and shall be eligible for re-appointment on passing of a special resolution by the members of the Company.

Since, the tenure of Smt. Neena Singh, as an Independent Director expires on 30th March, 2020, it is required to re-appoint an Independent Director for a second term in compliance with Regulation 17 of SEBI (LODR) Regulations, 2015 and other applicable provisions of Companies Act, 2013.

Smt. Neena Singh, (DIN-00233352) aged about 64 years, is Trustee and Chief Functionary, Bharat Prakash Foundation-NGO working in Education and Health interventions for underprivileged children. She is Former Executive Vice President of HDFC Bank. While working in Banking Sector for around 29 years, she was designated as Key Performer of the Bank. She has also been as Adviser in Mahatma Gandhi State Institute of Public Administration, Punjab and President of Rotary Club of Chandigarh. Besides this, she has also remained director on the board of CITCO for 9 years. At present, she is member of Ethics Committee-Max Hospital, UT State Council of Senior Citizens, UR Child Protection Society, State Legal Service Authority and committee member of various Govt Dept. and Institutions for prevention of Sexual Harassment of Women at Workplace.

She is also the member of the Audit Committee, Stakeholders Relationship Committee and Nomination and Remuneration Committee of your Company. The Company has benefited a lot from her wide experience and knowledge.

Considering the rich experience, knowledge, skills, valuable contribution to the Company and overall performance evaluation of an Independent Director- Smt. Neena Singh, the Board of Directors of the Company in its 201st meeting held on 11th February, 2020 had approved and recommended the re-appointment of Smt. Neena Singh, as an Independent Director for a second term as provided in its appointment letter, to the Members of the Company for their approval.

Smt. Neena Singh, has already given a declaration to the Board that she meets the criteria of independence as provided under Section 149(6) of the Companies Act, 2013. Hence, in the opinion of the Board, she fulfills the conditions specified in the Act and the Rules framed thereunder for re-appointment as an Independent Director.

The Company has received a notice in writing from a member proposing the candidature of Smt. Neena Singh to be re-appointed as an 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 Smt. Neena Singh 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 Smt. Neena Singh, 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 Section 180 (1)(a) of the Companies Act, 2013, the Board of Directors of a company shall exercise the power to sell, lease or otherwise dispose off the whole or substantially the whole of any undertaking(s) of the company, only with the approval of the members of the Company by way of a special resolution.

Therefore, Members of the Company are requested to note that their consent to the Board is being sought by way of a Special Resolution to sell and transfer the fixed assets belonging to Punjab Communications Limited comprising of all land & building situated at Phase VIII, Industrial Area, SAS Nagar (Mohali)-160071 on such terms and conditions as the Board may deem fit, with the purpose to meet with the urgent working capital requirements of the Company. However, the Board may proceed to sell and transfer any one of the land & building, situated at A-39/C135A, B-91, B-93, C-134 & C-135 in Phase VIII, Industrial Area, SAS Nagar (Mohali)-160071.

The sale of such fixed asset comprising of all or any of land & building as mentioned above, belonging to Punjab Communications Limited, may deemed to be considered as sale or disposal of an undertaking under the provisions of Section 180 (1) (a) of the Companies Act, 2013.

The Board of Directors of the Company ("the Board") at its Meeting held on 11th February, 2020 has given its consent for the sale of undertaking. The Board is of the opinion that the proposed sale is in the overall best interest of the PUNCOM and recommends the passing of the resolution as set out at item no. 6 as a special resolution by the members of the Company. 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. 6.

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	CMA Jagdeep Singh Bhatia	CA Rajat Agarwal, IAS	Smt. Neena Singh
Designation	Whole-time Director (CFO)	Sr V.C & Managing Director	Independent Director
Date of Birth	27.08.1964	27.03.1978	08.11.1956
Date of Appointment	24.05.2018	25.04.2018	31.03.2015
Qualification	B.Com , Cost Accountant (ICWA)	B.Com (Hons.), C.A.	Master of Education
Expertise in specific functional area	Rich experience in the field of Accounts, Costing, Finance, Sales and Audit.	Indian Administrative Service Officer- General Management and Administration	Rich experience in the field of Finance & Banking
Directorships in Other Listed Companies as on 31 st March, 2020	Nil	Nil	1. Winsome Textiles Limited
Chairman/Member of Committees of Other Listed Companies as on 31 st March, 2020	Nil	Nil	1. Winsome Textiles Limited • Audit Committee-Member • Stakeholders Relationship Committee-Member
No. of Shares held	Nil	Nil	Nil
Relationship with other Director(s)	being CFO of company, shares a professional relationship with the Sr. V.C & M.D of Punjab Communications Limited.	Related to other directors appointed by holding company	Not related to any director

Date: 28th August, 2020
Place: Registered Office
B-91, Phase VIII, Industrial Area,
SAS Nagar (Mohali) - 160071
CIN: L32202PB1981SGC004616

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