

PCL/CS/16152

30th May, 2022

The Secretary
The Bombay Stock Exchange Limited,
25th Floor, Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai- 400 001

Sub: Notice of Extra-Ordinary General Meeting and Intimation of Book Closure

Dear Sir,

Pursuant to Regulation 30 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, this is inform you that Extra-ordinary General Meeting of the company will be held on **Wednesday, 22nd June, 2022** at **1130 Hrs at registered office of the Company at B-91, Phase – VIII, Industrial Area, SAS Nagar (Mohali), Punjab.** A detailed notice of EGM along with explanatory statement is enclosed herewith.

The Register of Members and Share Transfer Books of the Company will remain closed from **Thursday, 16th June, 2022 to Wednesday, 22nd June, 2022 (both days inclusive).**

Further, pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration Rules), 2014 and Regulation 44 of the SEBI (LODR) Regulations, 2015, the Company is providing the facility to its members holding shares as on cut-off date i.e. **15th June, 2022**, to exercise their right to vote by electronic means on all or any of the business specified in the Notice convening the AGM. All the relevant details for e-voting along with instructions are already provided in the enclosed notice.

The Company has engaged the services of Central Depository Services Limited (CDSL) to provide the e-voting facility during the EGM.

You are requested to take note of the above information and display the same on the exchange website.

Thanking you,

Yours faithfully
For Punjab Communications Limited


(Company Secretary)
Encl: a.a

EXTRA-ORDINARY GENERAL MEETING NOTICE

Notice is hereby given that an Extra-ordinary General Meeting of Punjab Communications Limited will be held on Wednesday, 22nd June, 2022 at 1130 Hrs at the registered office of the Company at B-91, Phase VIII, Industrial Area, SAS Nagar (Mohali), Punjab, to transact the following businesses:

SPECIAL BUSINESS

1. 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 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 16 & 17(1C) 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), **CA. Devinder Kumar Singla** (DIN: 01430327), who was appointed as an Independent Director of the Company by the Board of Directors with effect from 25th March, 2022 and for whose appointment the approval of shareholders is required pursuant to Regulation 17(1C) of SEBI (LODR) Regulations, 2015 within three months from the date of appointment or up to the date of General Meeting, whichever is earlier and who is eligible for appointment under the relevant provisions of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015, 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 appointed as an Independent Director of the Company for a period of one year w.e.f 25th March, 2022, not liable to retire by rotation.
2. 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 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 16 & 17(1C) 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), **Dr. Neelu Jain** (DIN: 09548731), who was appointed as an Independent Director of the Company by the Board of Directors with effect from 25th March, 2022 and for whose appointment the approval of shareholders is required pursuant to Regulation 17(1C) of SEBI (LODR) Regulations, 2015 within three months from the date of appointment or up to the date of General Meeting, whichever is earlier and who is eligible for appointment under the relevant provisions of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015, 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 appointed as an Independent Director of the Company for a period of one year w.e.f 25th March, 2022, not liable to retire by rotation.
3. 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 and Rules made thereunder read with applicable provisions of the SEBI (LODR) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), **Sh. Uma Shankar Gupta, IAS** (DIN 06989413) be and is hereby appointed as Managing Director of the Company with effect from 5th May, 2022 as per Article 128 & 171 of the Articles of the Association of the Company and for whose appointment the approval of shareholders is required pursuant to Regulation 17(1C) of SEBI (LODR) Regulations, 2015 within three months from the date of appointment or up to the date of General Meeting, whichever is earlier 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 Managing Director, be and is hereby appointed as Managing Director of the Company w.e.f 5th May, 2022 upon the terms and conditions as set out in explanatory statement annexed hereto".
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. Dilip Kumar, IAS**, (DIN: 03155302) who was appointed as Director in the capacity of Chairman of the Company w.e.f. 18th April, 2022 under Article 128 & Article 158 of the Articles of the Association of the Company and for whose appointment the approval of shareholders is required pursuant to Regulation 17(1C) of SEBI (LODR) Regulations, 2015 within three months from the date of appointment or up to the date of General Meeting, whichever is earlier and in respect of whom the company has received notice in writing, pursuant to Section 160 of the Companies Act, 2013, proposing his candidature to the office of Director, be and is hereby appointed as Director in the capacity of Chairman of the Company w.e.f 18th April, 2022."
5. 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. Sibin C, IAS, (DIN: 07285200)** who was appointed as Director in the capacity of Sr. Vice Chairman of the Company w.e.f. 5th May, 2022 under Article 128 & Article 158 of the Articles of the Association of the Company and for whose appointment the approval of shareholders is required pursuant to Regulation 17(1C) of SEBI (LODR) Regulations, 2015 within three months from the date of appointment or up to the date of General Meeting, whichever is earlier and in respect of whom the company has received notice in writing, pursuant to Section 160 of the Companies Act, 2013, proposing his candidature to the office of Director, be and is hereby appointed as Director in the capacity of Sr. vice Chairman of the Company w.e.f 5th May, 2022."

By order of the Board

Date : 25th May, 2022
Place : Registered Office
B-91, Phase VIII, Industrial Area,
SAS Nagar (Chandigarh) - 160071
CIN: L32202PB19815GC004616

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 to the Notice** 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 NOTICE OF EGM. 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 Extra-ordinary 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 16th June, 2022 to 22nd June, 2022 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 EGM, so that the information required may be made available at the EGM.
9. Pursuant to the provisions of the Companies Act, 2013 read with the Rules framed there under, the company may send notice of extra-ordinary general meeting, 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 & mobile no. 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 & mobile no. to the Company.
10. Electronic copy of the Notice of the Extra-ordinary 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. Members may note that the notice convening the EGM 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 EGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the EGM) i.e. www.evotingindia.com.
11. 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), the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EGM of the company to be held on Wednesday, 22nd June, 2022 at 1130 Hrs. 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 EGM will be provided by CDSL.
12. The Notice of the EGM 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. 25th May, 2022.
- 13. THE INSTRUCTIONS TO MEMBERS FOR E-VOTING ARE AS UNDER:**
- The e-voting period begins on 17th June, 2022 (9.00 am) and ends on 21st June, 2022 (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. 15th June, 2022 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - Members who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
 - In order to increase the efficiency of the voting process, e-voting is enabled to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants vide SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December, 2020. Demat account holders would be able to cast their vote without having to register again with the multiple e-voting service providers, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.
 - In terms of aforesaid SEBI circular dated 9th December, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Members are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.
- LOGIN METHOD FOR DEMAT MEMBERS [INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT FORM (CDSL/NSDL)]**

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also a link provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> If you are already registered for NSDL IDEAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDEAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period. If the user is not registered for IDEAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDEAS" Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

Type of shareholders	Login Method
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

• **LOGIN METHOD FOR PHYSICAL MEMBERS AND MEMBERS OTHER THAN INDIVIDUAL HOLDING SECURITIES IN DEMAT FORM**

- The members should log on to the e-voting website www.evotingindia.com
- Click on “Shareholders” module.
- 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 and voted on an earlier e-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 Physical Members and Members other than Individual holding shares in Demat 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 sent by the company in the notice, in the PAN field or contact 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 at no. 3

- After entering these details appropriately, click on “SUBMIT” tab.
- 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.
- For members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- Select “**EVSN : 220520005**” for voting on EGM Resolution(s) of Punjab Communications Limited.
- 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.
- Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- 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.
- Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- 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.

PROCESS FOR THOSE MEMBERS WHOSE EMAIL ADDRESSES/MOBILE NO. ARE NOT REGISTERED WITH THE DEPOSITORIES/COMPANY:

- 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 cc to shareholders@puncom.com
- For Demat members -, Please update your email id & mobile no. with your respective Depository Participant (DP)
- For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting.

(xv) **Note for Non – Individual Shareholders and Custodians-For Remote voting only**

- 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 “Corporates” 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.

(xvi) **General Instructions:**

- (a) If you have any queries or issues regarding attending EGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 022-23058542/43.
 - (b) All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal 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. 15th June, 2022 for EGM Resolution(s).
 - (d) Mr. Vishal Arora, Practicing Company Secretary, 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 EGM, 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.
- 14 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.
- 15 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 EGM Notice. The Notice of EGM is displayed on our website www.puncom.com, for your reference please.
- 16 If you have received this EGM Notice, but you are not a member as on the cut-off date, this document is for information purpose only.
- 17 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 +911722237142.

ANNEXURE TO THE NOTICE

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

Item No. 1

Pursuant to provisions of the Companies Act, 2013 and Listing Regulations, CA.Devinder Kumar Singla (DIN: 01430327 was appointed as an Independent Director of the company with effect from 25th March, 2022 by the Board of Directors for a period of one year.

Pursuant to the provisions of Regulation 17 (1C) of SEBI (LODR) Regulations, 2015 and other applicable provisions, the listed entity must ensure that approval of shareholders for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Since the date of his appointment is 25th March, 2022, the maximum time period to obtain the approval of shareholders of the company is 25th June, 2022, being the earliest.

CA. Devinder Kumar Singla, born on 5th August, 1965, is a Chartered Accountant, who has been in CA practice since January, 1989. He is having an experience of more than 33 years with specialization in Bank/Govt./PSU/MNC Audits. He has also served as Non-Executive Director indifferent Companies / Banks as well as Member of different Committees of Banking Insurance etc. in the past.

Considering his rich experience, knowledge, skills and in order to give valuable contribution towards our Company by CA. Devinder Kumar Singla, the Board of Directors of the Company recommended the appointment of CA. Devinder Kumar Singla as an Independent Director for a term of one year w.e.f. 25th March, 2022, to the Members of the Company for their approval.

CA. Devinder Kumar Singla 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 appointment as Independent Director.

The Company has received a notice in writing from a member proposing the candidature of CA. Devinder Kumar Singla to be appointed as an Independent Director of the Company in accordance with the provisions of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015.

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. Devinder Kumar Singla is enclosed along with explanatory statement.

The Board of Directors recommends the Ordinary Resolution as set out at Item No. 1 for approval of the Members. Accordingly, your approval is solicited.

Memorandum of Interest:

Except CA. Devinder Kumar Singla 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. 1

Item No. 2

Pursuant to provisions of the Companies Act, 2013 and Listing Regulations, Dr. Neelu Jain (DIN: 09548731), was appointed as an Independent Director of the company with effect from 25th March, 2022 by the Board of Directors for a period of one year.

Pursuant to the provisions of Regulation 17 (1C) of SEBI (LODR) Regulations, 2015 and other applicable provisions, the listed entity must ensure that approval of shareholders for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Since the date of her appointment is 25th March, 2022, the maximum time period to obtain the approval of shareholders of the company is 25th June, 2022, being the earliest.

Dr. Neelu Jain, born on 5th July, 1959, is a retired Professor and former Head, ECE department, Punjab Engineering College, Chandigarh. Her Qualification is B.E (E & C), M.E (E & EC) and Ph. D (Electronics Engineering). She worked at different posts at Lohia Machines Ltd (Kanpur), MMC (Calcutta), Uniscans and Sonics Ltd. (Mohali) and Punjab Engineering College (Chandigarh).

Considering her rich experience, knowledge, skills and in order to give valuable contribution towards our Company by Dr. Neelu Jain, the Board of Directors of the Company recommended the appointment of Dr. Neelu Jain, as an Independent Director for a term of one year w.e.f. 25th March, 2022, to the Members of the Company for their approval.

Dr. Neelu Jain 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. In the opinion of the Board, he fulfills the conditions specified in the Act and the Rules framed thereunder for appointment as Independent Director.

The Company has received a notice in writing from a member proposing the candidature of Dr. Neelu Jain to be appointed as an Independent Director of the Company in accordance with the provisions of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015.

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 Dr. Neelu Jain is enclosed along with explanatory statement.

The Board of Directors recommends the Ordinary Resolution as set out at Item No. 2 for approval of the Members. Accordingly, your approval is solicited.

Memorandum of Interest:

Except Dr. Neelu Jain 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. 2

Item No. 3

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. Endst No. PERS-IASOP/T/1/2022-3-S/476 dated 4th May, 2022 has appointed Sh. Uma Shankar Gupta, IAS (DIN 06989413) 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/1/33207/2022 dated 6th May, 2022 has appointed Sh. Uma Shankar Gupta, IAS as director in the capacity of Managing Director of the Company. The appointment of Sh. Uma Shankar Gupta, IAS as director in the capacity of Managing Director is further ratified and recommended by the Board of Directors of the Company in its 212th meeting to be held on 25th May, 2022, to the Members of the Company for their approval by way of Ordinary Resolution.

Pursuant to the provisions of Regulation 17 (1C) of SEBI (LODR) Regulations, 2015 and other applicable provisions, the listed entity must ensure that approval of shareholders for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Since the date of his appointment is 5th May 2022, the maximum time period to obtain the approval of shareholders of the company is 5th August, 2022.

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. Uma Shankar Gupta, IAS as 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 Sh. Uma Shankar Gupta, IAS on his appointment as 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.

Sh. Uma Shankar Gupta, IAS born on 29th October, 1975, is a 2015 Batch IAS Officer and is at present serving as Additional CEO, Punjab Bureau of Investment Promotion and in addition Additional Managing Director, Punjab Information and Communication Corporation Limited (Punjab Infotech). He has also served as Additional Secretary, Home Affairs & Justice. He is B.E. (Production Engineering). He is an Indian Administrative Service Officer.

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. Uma Shankar Gupta, IAS is enclosed along with explanatory statement.

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:

Except Sh. Uma Shankar Gupta, 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. 3

Item No. 4

Pursuant to Article 158 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. Endst No. PERS-IASOP/T/1/2022-3-S/424 dated 16th April, 2022 has appointed Sh. Dilip Kumar, IAS, (DIN: 03155302) as Principal Secretary, Industries & Commerce. Further in exercise of its power, vide Article 171 & Article 158 of the Articles of Association of the Company, Punjab Information & Communication Technology Corporation Ltd. (our holding company) vide their letter No. PICTC:/SECTL/1/32776/2022 dated 21st April, 2022 has appointed Sh. Dilip Kumar, IAS as director in the capacity of Chairman of the Company. The appointment of Sh. Dilip Kumar, IAS as director in the capacity of Chairman is to be further ratified and recommended by the Board of Directors of the Company in its 212th meeting held on 25th May, 2022, to the Members of the Company for their approval by way of Ordinary Resolution.

Pursuant to the provisions of Regulation 17 (1C) of SEBI (LODR) Regulations, 2015 and other applicable provisions, the listed entity must ensure that approval of shareholders for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Since the date of his appointment is 18th April 2022, the maximum time period to obtain the approval of shareholders of the company is 18th July, 2022.

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. Dilip Kumar, IAS as Director in the capacity of Chairman of the Company.

Sh. Dilip Kumar, IAS born on 28th November, 1969, is a 1995 Batch IAS Officer and is at present serving as Principal Secretary, Employment Generation and Training and in addition Principal Secretary, Industries & Commerce, Punjab and in addition Principal Secretary, Information Technology. He has also served as Principal Resident Commissioner, Punjab Bhawan, New Delhi and in addition Principal Secretary, Power and in addition Principal Secretary, New & Renewable Energy Sources. He is B.Sc (Honours), L.L.B, M.A. (Public Administration). He is an Indian Administrative Service Officer.

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. Dilip Kumar, 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. Dilip Kumar, 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

Pursuant to Article 158 of the Articles of Association of the Company, the holding Company has a right to appoint Sr. Vice Chairman of the Company. The Government of Punjab vide its order bearing No. Endst No. PERS-IASOP/T/1/2022-3-S/476 dated 4th May, 2022 has appointed Sh. Sibin C, IAS, (DIN: 07285200) as Director, Industries & Commerce. Further in exercise of its power, vide Article 171 & Article 158 of the Articles of Association of the Company, Punjab Information & Communication Technology Corporation Ltd. (our holding company) vide their letter No. PICTC:/SECTL/I/33558/2022 dated 23rd May, 2022 has appointed Sh. Sibin C, IAS as director in the capacity of Sr. Vice Chairman of the Company. The appointment of Sh. Sibin C, IAS as director in the capacity of Sr. Vice Chairman is approved and recommended by the Board of Directors of the Company in its 212th meeting to be held on 25th May, 2022, to the Members of the Company for their approval by way of Ordinary Resolution.

Pursuant to the provisions of Regulation 17 (1C) of SEBI (LODR) Regulations, 2015 and other applicable provisions, the listed entity must ensure that approval of shareholders for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Since the date of his appointment is 5th May 2022, the maximum time period to obtain the approval of shareholders of the company is 5th August, 2022.

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. Sibin C, IAS as Director in the capacity of Sr. Vice Chairman of the Company.

Sh. Sibin C, IAS born on 15th March, 1977, is a 2005 Batch IAS Officer and is at present serving as Director, Industries & Commerce, Punjab and in addition Secretary, Industries & Commerce and in addition Managing Director, Punjab State Industrial Development Corporation and in addition Director, Information Technology and in addition, Mahatma Gandhi State Institute of Public Administration and in addition Managing Director, Punjab Information and Communication Technology Corporation Limited. He is M.Sc. Agriculture (Horti.) and M.A. (Public Administrative). He is an Indian Administrative Service Officer.

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. Sibin C, IAS is enclosed along with explanatory statement.

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

Memorandum of Interest:

Except Sh. Sibin C, 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. 5

Information Pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 regarding the Directors seeking appointment in the EGM

Name of the Director	CA. Devinder Kumar Singla	Dr. Neelu Jain	Sh. Uma Shankar Gupta, IAS	Sh. Dilip Kumar, IAS	Sh. Sibin C, IAS
Designation	Independent Director	Independent Director	Managing Director	Chairman	Sr. Vice Chairman
Date of Birth	05.08.1965	05.07.1959	29.10.1975	28.11.1969	15.03.1977
Date of Appointment	25.03.2022	25.03.2022	05.05.2022	18.04.2022	05.05.2022
Qualification	Chartered Accountant	B.E (E & C), M.E (E & EC) and Ph. D (Electronics Engineering)	B.E. (Production Engineering)	B.Sc (Honours), L.L.B, M.A. (Public Administration)	M.Sc. Agriculture (Horti.) and M.A. (Public Administrative)
Expertise in specific functional area	Chartered Accountant	Rich experience in the field of Telecom and Education	Indian Administrative Service Officer- General Management and Administration	Indian Administrative Service Officer- General Management and Administration	Indian Administrative Service Officer- General Management and Administration
Directorships in Other Listed Companies as on 31 st March, 2022/on the date of appointment	Nil	Nil	Nil	Nil	Indian Acrylics Limited
Chairman/Member of Committees of Other Listed Companies as on 31 st March, 2022/on the date of appointment	Nil	Nil	Nil	Nil	Nil
No. of Shares held	Nil	Nil	Nil	Nil	Nil
Relationship with other Director(s)	Not related to any director	Not related to any director	Related to other directors appointed by holding company	Related to other directors appointed by holding company	Related to other directors appointed by holding company

By order of the Board

Date : 25th May, 2022
Place : Registered Office
B-91, Phase VIII, Industrial Area,
SAS Nagar, Mohali - 160071
CIN: L32202PB1981SGC004616

Sd/-
(Madhur Bain Singh)
Company Secretary



PUNJAB COMMUNICATIONS LIMITED

PROXY FORM
Form no. MGT-11

[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:

- Name: Address:
Email ID: Signature:, or failing him
- Name: Address:
Email ID: Signature:, or failing him
- 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 Extra-Ordinary General Meeting of the Company, to be held on Wednesday, 22th June, 2022 at 1130 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)	
Special Business - Ordinary Resolutions	
Item No.	Particulars
1	To appoint CA. Devinder Kumar Singla (DIN: 01430327) as Independent Director of the Company.
2	To appoint Dr. Neelu Jain (DIN: 09548731) as Independent Director of the Company.
3	To appoint Sh. Uma Shankar Gupta, IAS (DIN 06989413) as Director in the capacity of Managing Director.
4	To appoint Sh. Dilip Kumar, IAS (DIN: 03155302) as Director in the capacity of Chairman.
5	To appoint Sh. Sibin C, IAS (DIN: 07285200) as Director in the capacity of Sr. Vice Chairman.

Signed this day of, 20

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.

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 EXTRA-ORDINARY GENERAL MEETING of the Company held on Wednesday, 22nd June, 2022 at 1130 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.

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EXTRA-ORDINARY GENERAL MEETING

Date & Time : 22nd June 2022, Wednesday at 11:30 Hrs

Venue : B-91, Phase VIII, Industrial Area, SAS Nagar, Mohali

ROUTE MAP TO THE VENUE OF EGM

