

MINUTES OF THE 32nd ANNUAL GENERAL MEETING OF PUNJAB COMMUNICATIONS LIMITED HELD AT B-93, INDUSTRIAL AREA, PHASE-VIII, S.A.S. NAGAR (MOHALI) ON 21st DAY OF NOVEMBER, 2013 AT 1100 HRS.

QUORUM:

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|----|--------------------------|---|-------------------|
| 1. | Sh. V. P. Chandan, IRSSE | : | Chairman/Director |
| 2. | Er. A. K. Pathak | : | Director |
| 3. | CS. Madhur Bain Singh | : | Company Secretary |

AND

Eighteen Members in person and one through proxy.

CHAIRMAN

In the absence of the Chairman, the directors present unanimously appointed Sh. V. P. Chandan as Chairman of the meeting. Thereafter, the Chairman took the Chair and welcomed all the members present to the 32nd Annual General Meeting of the Company. He informed that the Register of Directors' shareholding as per Section 307(7) of the Companies Act, 1956 shall remain open as per provisions of the said section.

After confirming the quorum, he commenced with the items to be considered as per the notice.

ORDINARY BUSINESS:

1. **TO RECEIVE, CONSIDER AND ADOPT THE AUDITED PROFIT AND LOSS ACCOUNTS FOR THE YEAR ENDED 31st MARCH, 2013 AND BALANCE SHEET AS AT THAT DATE TOGETHER WITH DIRECTORS' REPORT, AUDITOR'S REPORT AND CAG COMMENTS THEREON:**

Proposed by : Sh. Mohan Lal Nota
Seconded by : Mr. Bhag Singh

"Resolved that the Audited Balance Sheet as at 31st March, 2013 and Profit & Loss Account for the year ended 31st March, 2013 together with Directors' Report, Auditors' Report and CAG comments thereon be and are hereby received, considered and adopted."

Carried unanimously.

2. **TO APPOINT DIRECTOR IN PLACE OF CA RAJIV DEWAN, WHO RETIRES BY ROTATION AND IS ELIGIBLE FOR REAPPOINTMENT:**

Proposed by : Mrs. Manjit Kaur
Seconded by : Sh. Rohit Malhotra

"Resolved that CA Rajiv Dewan, Director of the Company who shall be retiring by rotation at the conclusion of this AGM pursuant to Sec 256 of the Companies Act, 1956 and who is eligible for reappointment be and is hereby re-appointed."

Carried unanimously.



3. **TO APPOINT DIRECTOR IN PLACE OF Er. A.K. PATHAK, WHO RETIRES BY ROTATION AND IS ELIGIBLE FOR REAPPOINTMENT:**

Proposed by : Mrs Nirmal Kaur Baidwan
Seconded by : Sh. Kamal Dev

"Resolved that Er. A.K. Pathak, Director of the Company who shall be retiring by rotation at the conclusion of this AGM pursuant to Sec 256 of the Companies Act, 1956 and who is eligible for reappointment be and is hereby re-appointed."

Carried unanimously.

4. **TO APPOINT THE AUDITORS FOR THE YEAR 2013-2014 AND TO FIX THEIR REMUNERATION:**

Proposed by : Sh. Jaswinder Singh
Seconded by : Mrs. Manjit Kaur

"Resolved that as per directions of CAG of India, M/s B. Rattan & Associates, Chartered Accountants, be and is hereby appointed as Statutory Auditors of our Company for the Financial Year 2013-2014 at a remuneration recommended by the Board of Directors of the company or as directed by the Central Govt."

Carried unanimously.

SPECIAL BUSINESS:

5. **TO CONSIDER AND IF THOUGHT FIT, TO PASS WITH OR WITHOUT MODIFICATION(S), THE FOLLOWING RESOLUTION AS AN ORDINARY RESOLUTION:**

Proposed by : Sh. Avtar Singh Sidhu
Seconded by : Sh. Rajesh Khanna

"Resolved that Sh. Karan A. Singh, IAS, who was appointed as Additional Director in the capacity of Chairman on the Board w.e.f. 28th December, 2012 through Resolution by Circulation dated 11th January, 2013 under Article 128 & Article 158 of the Articles of the Association of the Company and who holds the office of directorship upto the date of this Annual General Meeting and in respect of whom the company has received notice in writing, pursuant to Section 260 of the Companies Act, 1956, proposing his candidature to the office of Director, be and is hereby appointed as Director of the company in the capacity of Chairman."

Carried unanimously.

6. **TO CONSIDER AND IF THOUGHT FIT, TO PASS WITH OR WITHOUT MODIFICATION(S), THE FOLLOWING RESOLUTION AS AN ORDINARY RESOLUTION:**

Proposed by : Mrs. Sarla Gautam
Seconded by : Sh. Jatinder Singh

"RESOLVED that Dr. Asish K. Bhattacharyya, who was appointed as Additional Director of the Company w.e.f 12th August, 2013 under Article 132 of the Articles of Association of the company and who holds such office upto the date of this Annual General Meeting and in respect of whom the company has received notice in writing, pursuant to section 260 of the Companies Act, 1956, proposing his candidature to the office of Director, be and his hereby appointed as Director of the company."

Carried unanimously.



7. **TO CONSIDER AND IF THOUGHT FIT, TO PASS WITH OR WITHOUT MODIFICATION(S), THE FOLLOWING RESOLUTION AS AN ORDINARY RESOLUTION:**

Proposed by : Sh. Tirlochan Singh
Seconded by : Mr. Mohan Lal Nota

RESOLVED that Sh. D.K. Tiwari, IAS, who was appointed as Additional Director on the Board in the capacity of Vice Chairman & Managing Director of the Company w.e.f 23rd September, 2013 through Resolution by Circulation dated 23rd September, 2013 under Article 132 & 171 of the Articles of the Association of the Company and who holds the office of directorship upto the date of this Annual General Meeting and in respect of whom the company has received notice in writing, pursuant to Section 260 of the Companies Act, 1956, proposing his candidature to the office of Director, be and is hereby appointed as Director of the company in the capacity of Vice Chairman & Managing Director.*

Carried unanimously.

The meeting concluded with a vote of thanks to the members.

Date : 21.11.13
Place: S.A.S. Nagar



(V.P. CHANDAN)
CHAIRMAN OF THE MEETING