

MINUTES OF THE 33RD ANNUAL GENERAL MEETING OF PUNJAB COMMUNICATIONS LIMITED HELD AT B-93, INDUSTRIAL AREA, PHASE-VIII, S.A.S. NAGAR (MOHALI) ON 26TH DAY OF SEPTEMBER, 2014 AT 1130 HRS.

PRESENT:

DIRECTORS:

- | | | |
|--------------------------|---|---|
| 1. Sh. D. K. Tiwari, IAS | : | Chairman of the Meeting
& VC & Managing Director |
| 2. CA Rajiv Dewan | : | Director |
| 3. Er. A. K. Pathak | : | Director |

MEMBERS:

- | | | |
|--------------|---|----|
| 1. In person | : | 33 |
| 2. Proxies | : | 0 |

IN ATTENDANCE:

- | | | |
|--|---|--|
| 1. M/s Sikka & Associates | : | Scrutinizer |
| 2. M/s B. Rattan & Associates | : | Statutory Auditors |
| 3. M/s Alankit Assignments Limited
(represented by Sh. R.A. Pandey) | : | Depository Participant &
Registered Share Transfer Agents |
| 4. CS. Madhur Bain Singh | : | Company Secretary |
| 5. Mr. J.S. Bhatia | : | Head Finance & Chief Financial Officer |
| 6. All HODs | : | |

CHAIRMAN

In the absence of the Chairman, the directors present unanimously appointed Sh. D. K. Tiwari, IAS, VC & Managing Director as Chairman of the Meeting. Thereafter, the Chairman took the Chair and welcomed all the members present to the 33rd Annual General Meeting of the Company. He informed that the Register of Directors' shareholding as per Section 170 of the Companies Act, 2013, 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.

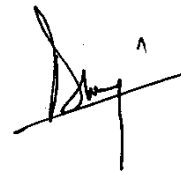
ORDINARY BUSINESS:

- 1. TO RECEIVE, CONSIDER AND ADOPT THE AUDITED PROFIT AND LOSS ACCOUNTS FOR THE YEAR ENDED 31ST MARCH, 2014 AND BALANCE SHEET AS AT THAT DATE TOGETHER WITH DIRECTORS' REPORT, AUDITOR'S REPORT AND CAG COMMENTS THEREON:**

"Resolved that the Audited Balance Sheet as at 31st March, 2014 and Profit & Loss Account for the year ended 31st March, 2014 together with Directors' Report, Auditors' Report and CAG comments thereon be and are hereby received, considered and adopted."

On the basis of e-voting and Physical voting as per the consolidated final report submitted by the Scrutinizer, 8554141 votes cast in favour and nil votes cast against the Resolution.

*The percentage of votes polled in favour of the Resolution was 100% on the basis of total voting. The Chairman declared that the resolution has been carried and passed as an Ordinary Resolution.



2. TO APPOINT DIRECTOR IN PLACE OF CA R. K. NANGIA, WHO RETIRES BY ROTATION AND IS ELIGIBLE FOR REAPPOINTMENT:

"Resolved that CA R. K. Nangia, Director of the Company who shall be retiring by rotation at the conclusion of this AGM pursuant to **Sec 152(6)** of the Companies Act, 2013 and who is eligible for reappointment be and is hereby re-appointed."

On the basis of e-voting and Physical voting as per the consolidated final report submitted by the Scrutinizer, 8554141 votes cast in favour and nil votes cast against the Resolution.

The percentage of votes polled in favour of the Resolution was 100% on the basis of total voting. The Chairman declared that the resolution has been carried and passed as an Ordinary Resolution.

3. TO APPOINT DIRECTOR IN PLACE OF SH. V.P. CHANDAN, WHO RETIRES BY ROTATION AND IS ELIGIBLE FOR REAPPOINTMENT:

"Resolved that Sh. V. P. Chandan, Director of the Company who shall be retiring by rotation at the conclusion of this AGM pursuant to **Sec 152(6)** of the Companies Act, 2013 and who is eligible for reappointment be and is hereby re-appointed."

On the basis of e-voting and Physical voting as per the consolidated final report submitted by the Scrutinizer, 8554141 votes cast in favour and nil votes cast against the Resolution.

The percentage of votes polled in favour of the Resolution was 100% on the basis of total voting. The Chairman declared that the resolution has been carried and passed as an Ordinary Resolution.

4. TO APPOINT THE AUDITORS FOR THE YEAR 2014-2015 AND TO FIX THEIR REMUNERATION:

"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 2014-2015 at a remuneration recommended by the Board of Directors of the company or as directed by the Central Govt."

On the basis of e-voting and Physical voting as per the consolidated final report submitted by the Scrutinizer, 8554141 votes cast in favour and nil votes cast against the Resolution.

The percentage of votes polled in favour of the Resolution was 100% on the basis of total voting. The Chairman declared that the resolution has been carried and passed as an Ordinary Resolution.

SPECIAL BUSINESS:

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, **Sh. D.K. Tiwari, IAS, (DIN : 02363047)** who was appointed as Additional Director in the capacity of Vice Chairman & Managing Director of the company w.e.f.15th May, 2014 under Article 128 & Article 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, in terms of Section 161 of the Companies Act, 2013 and in respect of whom the company has received notice in writing, pursuant to Section 160 of the Companies Act, 2013, proposing 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."

On the basis of e-voting and Physical voting as per the consolidated final report submitted by the Scrutinizer, 8554141 votes cast in favour and nil votes cast against the Resolution.

The percentage of votes polled in favour of the Resolution was 100% on the basis of total voting. The Chairman declared that the resolution has been carried and passed as an Ordinary Resolution.

6. 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, Sh. D. P. Reddy, IAS, (DIN : 01939650) who was appointed as Additional Director in the capacity of Chairman the company w.e.f. 10th June, 2014 under Article 128 & Article 158 of the Articles of Association of the company and who holds the office of directorship upto the date of this Annual General Meeting, in terms of Section 161 of the Companies Act, 2013 and in respect of whom the company has received notice in writing, pursuant to Section 160 of the Companies Act, 2013, proposing his candidature to the office of Director, be and is hereby appointed as Director of the Company in the capacity of Chairman."

On the basis of e-voting and Physical voting as per the consolidated final report submitted by the Scrutinizer, 8554041 votes cast in favour and nil votes cast against the Resolution.

The percentage of votes polled in favour of the Resolution was 100% on the basis of total voting. The Chairman declared that the resolution has been carried and passed as an Ordinary Resolution.

7. 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, Sh. Raj Kamal Chaudhary, IAS, (DIN : 06941397) who was appointed as Additional Director in the capacity of Vice Chairman of the Company w.e.f. 3rd July, 2014 under Article 128 & Article 158 of the Articles of the Association of the Company and who holds the office of directorship upto the date of this Annual General Meeting, in terms of Section 161 of the Companies Act, 2013 and in respect of whom the company has received notice in writing, pursuant to Section 160 of the Companies Act, 2013, proposing his candidature to the office of Director, be and is hereby appointed as Director of the Company in the capacity of Vice Chairman."

On the basis of e-voting and Physical voting as per the consolidated final report submitted by the Scrutinizer, 8554141 votes cast in favour and nil votes cast against the Resolution.

The percentage of votes polled in favour of the Resolution was 100% on the basis of total voting. The Chairman declared that the resolution has been carried and passed as an Ordinary Resolution.

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

Date : 26/9/14
Place: S.A.S. Nagar


(D.K. TIWARI), IAS
Chairman of the Meeting