

SCRUTINIZER'S REPORT
[Pursuant to section 108 of the Companies Act, 2013 and rule 20(3)(xi)
of the
Companies (Management and Administration)
Rules, 2014]

To

The Chairman of 33rd Annual General Meeting of the members of Punjab Communications Limited (the Company) to be held on the 26th day of September, 2014 at 11.30 A.M. at B-93, Phase- VIII, Industrial Area, S.A.S Nagar, Chandigarh-160071.

Dear Sir,

1. I, Sushil Kumar Sikka of S K Sikka & Associates, a Company Secretary in practice, have been appointed by the Board of Director of Punjab Communications Limited (the Company) as a scrutinizer for the purpose of scrutinizing the e-voting process and ascertaining the requisite majority on e-voting carried out as per the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (Rules) on the resolutions contained in the notice to the 33rd Annual General Meeting (AGM) of the members of the Company, to be held on the 26th day of September, 2014 at 11.30 A.M. at B-93, Phase- VIII, Industrial Area, S.A.S Nagar, Chandigarh- 160071.
2. The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through electronic means on the resolutions contained in the Notice to the 33rd Annual General Meeting (AGM) of the members of the Company. My responsibility as a scrutinizer for the e- voting process is restricted to make a Scrutinizer's report of the votes cast 'in favour' or "against" the resolutions stated above, based on the reports generated from the e-voting system provided by Central Depository Services (India) Limited, the authorized agency to provide e-voting facilities, engaged by the Company.
3. Further to the above, I submit my report as under:-
 - a The e-voting period remained open from Saturday, 20th September, 2014



(9:00 A.M) to Monday, 22nd September, 2014 (6:00P.M)

- b. The members of the Company as on the "cut-off" date i.e. 22nd August, 2014 were entitled to vote on the resolutions (items no. 1 to 7 as set out in the notice of the 33rd AGM of the Company)
- c. The votes cast were unblocked on September 23, 2014 in the presence of 2 witnesses, Ms. Chetna Anand and Ms. Ravneet Kaur who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

Chetna Anand

Name : Chetna Anand

Ravneet Kaur

Name: Ravneet Kaur

- 4. Thereafter, the details containing inter alia, list of Equity Shareholders, who voted "for", "against" each of the resolutions that were put to vote, were generated from the e-voting website of Central Depository Services (India) Limited i.e. <https://www.evotingindia.com/evotehome.jsp> and based on such reports generated, the result of the e- voting is as under:

ItemNo.1:-

Ordinary Resolution to receive, consider and adopt the audited Profit and Loss Account for the year ended on 31st March, 2014 and Balance Sheet as on that date together with Directors' Report, Auditors' Report and CAG comments thereon.

- (i) Voted **in favour** of the resolution

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
1	8551501	100

- (ii) Voted **against** the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
-	-	-

- (iii) **Invalid votes**

Total number of members whose votes were declared invalid	Total number of votes cast by them
=	=



Item No.2:-

Ordinary Resolution to appoint Director in place of **CA. R. K. Nangia**, (DIN: 00225725) who retires by rotation and being eligible has offered himself for reappointment.

(i) Voted **in favour** of the resolution

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
1	8551501	100

(ii) Voted **against** the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
-	-	-

(iii) **Invalid** votes

Total number of members whose votes were declared invalid	Total number of votes cast by them
=	=

Item No.3:-

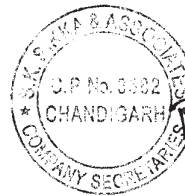
Ordinary Resolution to appoint Director in place of Sh. V. P. Chandan, (DIN : 00225793) who retires by rotation and being eligible has offered himself for reappointment.

(i) Voted **in favour** of the resolution

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
1	8551501	100

(ii) Voted **against** the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
-	-	-



(iii) **Invalid votes**

Total number of members whose votes were declared invalid	Total number of votes cast by them
=	=

Item No.4:-

Ordinary Resolution to appoint the Statutory Auditors of the company for the financial year 2014-2015 and to fix their remuneration.

(i) Voted **in favour** of the resolution

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
1	8551501	100

(ii) Voted **against** the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
-	-	-

(iii) **Invalid votes**

Total number of members whose votes were declared invalid	Total number of votes cast by them
=	=

Item No. 5:-

Ordinary Resolution to appoint Sh. D.K. Tiwari, IAS, (DIN : 02363047) who was appointed as Additional Director in the capacity of Vice Chairman & Managing Director of the company as a Director of the Company in the capacity of Vice Chairman and Managing Director.

(i) Voted **in favour** of the resolution

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
1	8551501	100



(ii) Voted **against** the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
-	-	-

(iii) **Invalid votes**

Total number of members whose votes were declared invalid	Total number of votes cast by them
=	=

Item No.6:-

Ordinary Resolution to appoint Sh. D. P. Reddy, IAS, (DIN: 01939650) who was appointed as Additional Director in the capacity of Chairman the company as the Director of the company in the capacity of Chairman.

(i) Voted **in favour** of the resolution

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
1	8551501	100

(ii) Voted **against** the resolution:

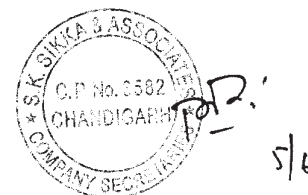
Number of members voted	Number of votes cast by them	% of total number of valid votes cast
-	-	-

(iii) **Invalid votes**

Total number of members whose votes were declared invalid	Total number of votes cast by them
=	=

Item No. 7:-

Ordinary Resolution to appoint Sh. Raj Kamal Chaudhary, IAS, (DIN: 06941397) who was appointed as Additional Director in the capacity of Vice Chairman of the Company as a director of the Company in the capacity of Vice Chairman.



(i) Voted **in favour** of the resolution

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
1	8551501	100

(ii) Voted **against** the resolution:


Number of members voted	Number of votes cast by them	% of total number of valid votes cast
-	-	-

(iii) **Invalid votes**

Total number of members whose votes were declared invalid	Total number of votes cast by them
=	=

The Registers, all other papers and relevant records relating to electronic voting shall remain in our safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid Annual General Meeting and the same shall be handed over to the Company Secretary of Punjab Communications Limited for safe keeping.

Thanking you,

Yours faithfully,


(Sushil Kumar Sikka)
Practicing Company Secretary
Membership No. FCS 4241
C.P. 3582
Place: Chandigarh
Date: 23.09.2014

FORM No. MGT-13

Report of Scrutinizer(s)

[Pursuant to Section 109 of the Companies Act, 2013 and Rule 21(2)
of the Companies (Management and Administration) Rules, 2014]

To
The Chairman of 33rd Annual General Meeting of the members of Punjab Communications Limited (the Company) held on Friday, the 26th day of September, 2014 at 11.30 A.M. at B-93, Phase- VIII, Industrial Area, S.A.S Nagar, Chandigarh.

Dear Sir,

I, Sushil Kumar Sikka of S K Sikka & Associates, a Company Secretary in practice have been appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolution(s), at the 33rd Annual General Meeting (AGM) of the members of the Company, held on Friday, the 26th day of September, 2014 at 11.30 A.M. at B-93, Phase- VIII, Industrial Area, S.A.S Nagar, Chandigarh, submit my Report as under:

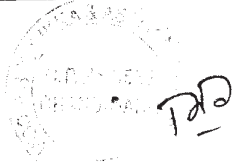
1. After the time fixed for closing of the poll by the Chairman, one ballot box kept for polling was locked in my presence with due identification marks placed by me.
2. The locked ballot boxes were subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
3. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
4. The result of the Poll is as under:

ItemNo.1:-

Ordinary Resolution to receive, consider and adopt the audited Profit and Loss Account for the year ended on 31st March, 2014 and Balance Sheet as on that date together with Directors' Report, Auditors' Report and CAG comments thereon.

(i) Voted **in favour** of the resolution

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Present 33 Voting 31	2640	100


T.S.

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
-	-	-

(iii) **Invalid** votes

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
1	100

Item No.2:-

Ordinary Resolution to appoint Director in place of **CA. R. K. Nangia**, (DIN: 00225725) who retires by rotation and being eligible has offered himself for reappointment.

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Present 33 Voting 31	2640	100

(ii) Voted **against** the resolution:

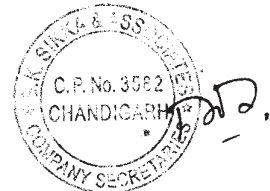
Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
-	-	-

(iii) **Invalid** votes

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
1	100

Item No.3:-

Ordinary Resolution to appoint Director in place of **Sh. V. P. Chandan**, (DIN: 00225793) who retires by rotation and being eligible has offered himself for reappointment.



(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Present 33 Voting 31	2640	100

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
-	-	-

(iii) **Invalid** votes

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
1	100

Item No.4:-

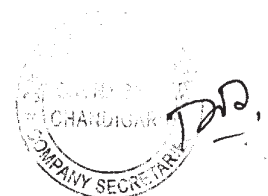
Ordinary Resolution to appoint the Statutory Auditors of the company for the financial year 2014-2015 and to fix their remuneration.

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Present 33 Voting 31	2640	100

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
-	-	-



(iii) **Invalid votes**

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
1	100

Item No. 5:-

Ordinary Resolution to appoint **Sh. D.K. Tiwari, IAS**, (DIN : 02363047) who was appointed as Additional Director in the capacity of Vice Chairman & Managing Director of the company as a Director of the Company in the capacity of Vice Chairman and Managing Director.

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Present 33 Voting 31	2640	100

(ii) Voted **against** the resolution:

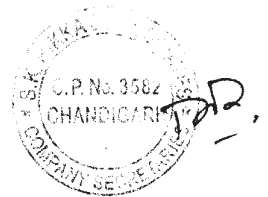
Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
-	-	-

(iii) **Invalid votes**

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
1	100

ItemNo.6:-

Ordinary Resolution to appoint **Sh. D. P. Reddy, IAS**, (DIN: 01939650) who was appointed as Additional Director in the capacity of Chairman the company as the director of the company in the capacity of Chairman.



(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Present 33 Voting 31	2640	100

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
-	-	-

(iii) **Invalid** votes

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
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Item No. 7:-

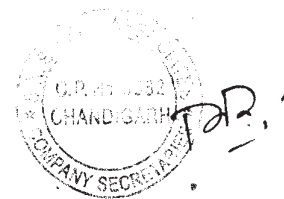
Ordinary Resolution to appoint **Sh. Raj Kamal Chaudhary**, IAS, (DIN: 06941397) who was appointed as Additional Director in the capacity of Vice Chairman of the Company as a director of the Company in the capacity of Vice Chairman.

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Present 33 Voting 31	2640	100

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
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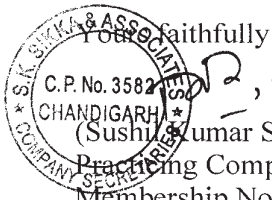
(iii) **Invalid** votes

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
1	100

5. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.

6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary / Director authorized by the Board for safe keeping.

Thanking you,



Signed faithfully

C.P.No. 3582

(Sushil Kumar Sikka)

Practising Company Secretary

Membership No. FCS 4241

C.P. 3582

Place: Chandigarh

Date: 26.09.2014

FORM No. MGT-13

Report of Scrutinizer(s)

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of the Companies (Management and Administration) Rules, 2014]

To

The Chairman of 33rd Annual General Meeting of the members of Punjab Communications Limited (the Company) held on Friday, the 26th day of September, 2014 at 11.30 A.M. at B-93, Phase- VIII, Industrial Area, S.A.S Nagar, Chandigarh.

Dear Sir,

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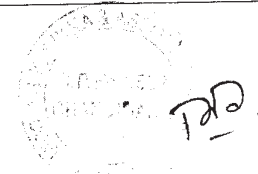
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ItemNo.1:-

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(i) Voted **in favour** of the resolution

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Present 33 Voting 31	2640	100



(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
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(iii) **Invalid** votes

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
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Item No.2:-

Ordinary Resolution to appoint Director in place of **CA. R. K. Nangia**, (DIN: 00225725) who retires by rotation and being eligible has offered himself for reappointment.

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
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(ii) Voted **against** the resolution:

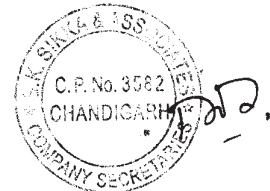
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(iii) **Invalid** votes

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Item No.3:-

Ordinary Resolution to appoint Director in place of **Sh. V. P. Chandan**, (DIN: 00225793) who retires by rotation and being eligible has offered himself for reappointment.



(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Present 33 Voting 31	2640	100

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
-	-	-

(iii) **Invalid** votes

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
1	100

Item No.4:-

Ordinary Resolution to appoint the Statutory Auditors of the company for the financial year 2014-2015 and to fix their remuneration.

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Present 33 Voting 31	2640	100

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
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(iii) **Invalid** votes

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
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Item No. 5:-

Ordinary Resolution to appoint **Sh. D.K. Tiwari, IAS**, (DIN : 02363047) who was appointed as Additional Director in the capacity of Vice Chairman & Managing Director of the company as a Director of the Company in the capacity of Vice Chairman and Managing Director.

(i) Voted **in favour** of the resolution:

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Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
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(iii) **Invalid** votes

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
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ItemNo.6:-

Ordinary Resolution to appoint **Sh. D. P. Reddy, IAS**, (DIN: 01939650) who was appointed as Additional Director in the capacity of Chairman the company as the director of the company in the capacity of Chairman.



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(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
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(iii) **Invalid** votes

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
1	100

Item No. 7:-

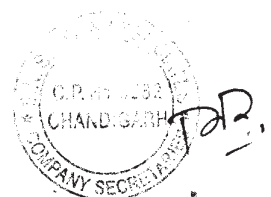
Ordinary Resolution to appoint **Sh. Raj Kamal Chaudhary, IAS, (DIN: 06941397)** who was appointed as Additional Director in the capacity of Vice Chairman of the Company as a director of the Company in the capacity of Vice Chairman.

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Present 33 Voting 31	2640	100

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
-	-	-



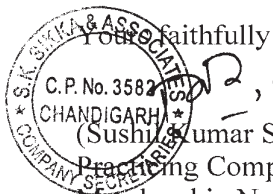
(iii) **Invalid** votes

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
1	100

5. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.

6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary / Director authorized by the Board for safe keeping.

Thanking you,



Faithfully
Yours,

(Sushil Kumar Sikka)
Practising Company Secretary
Membership No. FCS 4241
C.P. 3582
Place: Chandigarh
Date: 26.09.2014