



**ARORA & GUJRAL
COMPANY SECRETARIES**

FORM No. MGT-13: Report of Scrutinizer
[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2)
of the Companies (Management and Administration) Rules, 2014]

To,

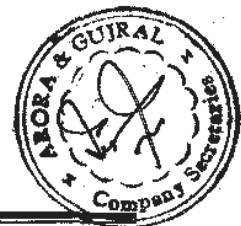
**THE CHAIRMAN
PUNJAB COMMUNICATIONS LIMITED
B-91, PHASE VIII, INDUSTRIAL AREA
SAS NAGAR, MOHALI
PUNJAB**

Polling Result: 34TH ANNUAL GENERAL MEETING of the Equity Shareholders of **PUNJAB COMMUNICATIONS LIMITED** held on Tuesday, September 29, 2015 at 11.00 A.M. at B-93, PHASE VIII, INDUSTRIAL AREA, SAS NAGAR MDHALI, PUNJAB.

Dear Sir,

I Vishal Arora, PCS, holding Membership Number FCS 4566 and Certificate of Practice Number -3645 Partner of ARORA & GUJRAL. Company Secretaries, appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolution(s), at the 34th Annual General Meeting of the Equity Shareholders of **PUNJAB COMMUNICATIONS LIMITED**, held on **Tuesday, September 29, 2015 at 11.00 A.M. at B-93, PHASE VIII, INDUSTRIAL AREA, SAS NAGAR MOHALI, PUNJAB** submit our 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 box was 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:





**ARORA & GUJRAL
COMPANY SECRETARIES**

Resolution 1: Adoption of the Audited Profit and Loss Accounts for the year ended on 31st March, 2015 and Balance Sheet as on that date together with Boards' Report, Secretarial Auditors' Report, Auditors Report and CAG comments thereon (Ordinary Resolution)

(I) VOTED IN FAVOUR OF THE RESOLUTION:

No. of Members present and voting (in person or by proxy)	Number of votes Cast by them	% of total number of Valid Votes Cast
26	1672	100%

(II) VOTED AGAINST THE RESOLUTION:

No. of Members present and voting (in person or by proxy)	Number of votes Cast by them	% of total number of Valid Votes Cast
NIL	NIL	NIL

(III) INVALID VOTES OF THE RESOLUTION:

Total No. of Members present and voting (in person or by proxy) whose votes were declared invalid	Total Number of votes Cast by them
NIL	NIL

Resolution 2: Appointment of Director in place of Er. A. K. Pathak (DIN No. 00474919) who retires by rotation and being eligible offers himself for re-appointment. (Ordinary Resolution).

(I) VOTED IN FAVOUR OF THE RESOLUTION:

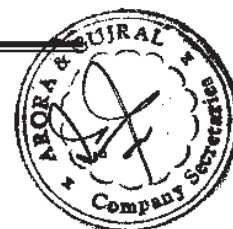
No. of Members present and voting (in person or by proxy)	Number of votes Cast by them	% of total number of Valid Votes Cast
26	1672	100%

(II) VOTED AGAINST THE RESOLUTION:

No. of Members present and voting (in person or by proxy)	Number of votes Cast by them	% of total number of Valid Votes Cast
NIL	NIL	NIL

(III) INVALID VOTES OF THE RESOLUTION:

Total No. of Members present and voting (in person or by proxy) whose votes were declared invalid	Total Number of votes Cast by them
NIL	NIL





**ARORA & GUJRAL
COMPANY SECRETARIES**

Resolution 3: Appointment of Director in place of Sh. V. P. Chandan, IRSSE (DIN No. 00225793) who retires by rotation and being eligible offers himself for re-appointment. (Ordinary Resolution)

(I) VOTED IN FAVOUR OF THE RESOLUTION:

No. of Members present and voting (in person or by proxy)	Number of votes Cast by them	% of total number of Valid Votes Cast
26	1672	100%

(II) VOTED AGAINST THE RESOLUTION:

No. of Members present and voting (in person or by proxy)	Number of votes Cast by them	% of total number of Valid Votes Cast
NIL	NIL	NIL

(III) INVALID VOTES OF THE RESOLUTION:

Total No. of Members present and voting (in person or by proxy) whose votes were declared invalid	Total Number of votes Cast by them
NIL	NIL

Resolution 4: Appointment of M/s. Grewal & Singh, Chartered Accountants (Firm Registration Number: 012322N), as Auditors. (Ordinary Resolution))

(I) VOTED IN FAVOUR OF THE RESOLUTION:

No. of Members present and voting (in person or by proxy)	Number of votes Cast by them	% of total number of Valid Votes Cast
26	1672	100%

(II) VOTED AGAINST THE RESOLUTION:

No. of Members present and voting (in person or by proxy)	Number of votes Cast by them	% of total number of Valid Votes Cast
NIL	NIL	NIL

(III) INVALID VOTES OF THE RESOLUTION:

Total No. of Members present and voting (in person or by proxy) whose votes were declared invalid	Total Number of votes Cast by them
NIL	NIL





**ARORA & GUJRAL
COMPANY SECRETARIES**

Resolution 5: Appointment of Sh. Vikas Pratap, IAS (DIN: 02363047) as director in the capacity of Vice Chairman and Managing Director on the Board of Puncom. (Ordinary Resolution)

(I) VOTED IN FAVOUR OF THE RESOLUTION:

No. of Members present and voting (in person or by proxy)	Number of votes Cast by them	% of total number of Valid Votes Cast
26	1672	100%

(II) VOTED AGAINST THE RESOLUTION:

No. of Members present and voting (in person or by proxy)	Number of votes Cast by them	% of total number of Valid Votes Cast
NIL	NIL	NIL

(III) INVALID VOTES OF THE RESOLUTION:

Total No. of Members present and voting (in person or by proxy) whose votes were declared invalid	Total Number of votes Cast by them
NIL	NIL

Resolution 6: Appointment of Smt. Neena Singh (DIN:00233352) as an Independent Director. (Ordinary Resolution)

(I) VOTED IN FAVOUR OF THE RESOLUTION:

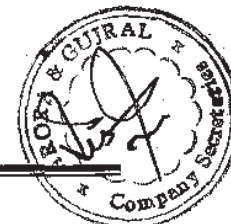
No. of Members present and voting (in person or by proxy)	Number of votes Cast by them	% of total number of Valid Votes Cast
26	1672	100%

(II) VOTED AGAINST THE RESOLUTION:

No. of Members present and voting (in person or by proxy)	Number of votes Cast by them	% of total number of Valid Votes Cast
NIL	NIL	NIL

(III) INVALID VOTES OF THE RESOLUTION:

Total No. of Members present and voting (in person or by proxy) whose votes were declared invalid	Total Number of votes Cast by them
NIL	NIL





**ARORA & GUJRAL
COMPANY SECRETARIES**

Resolution 7: Appointment of Sh. Anirudh Tewari, IAS (DIN: 02682553 as director in the capacity of Vice Chairman and Managing Director on the Board of Puncom. (Ordinary Resolution)

(I) VOTED IN FAVOUR OF THE RESOLUTION:

No. of Members present and voting (in person or by proxy)	Number of votes Cast by them	% of total number of Valid Votes Cast
26	1672	100%

(II) VOTED AGAINST THE RESOLUTION:

No. of Members present and voting (in person or by proxy)	Number of votes Cast by them	% of total number of Valid Votes Cast
NIL	NIL	NIL

(III) INVALID VOTES OF THE RESOLUTION:

Total No. of Members present and voting (in person or by proxy) whose votes were declared invalid	Total Number of votes Cast by them
NIL	NIL

The poll papers and all other relevant records were sealed and handed over to the Company Secretary of the Company, authorised by the Board for safe keeping.

Consolidated Scrutinizer Report for e-voting and poll is being sent separately.



SCRUTINIZER
VISHAL ARORA
PARTNER
ARORA & GUJRAL
COMPANY SECRETARIES
FCS NO. 4S66, C. P. No. 3645

Place : Chandigarh
Dated : 01.10.2015



**ARORA & GUJRAL
COMPANY SECRETARIES**

SCRUTINIZER'S REPORT

To,

**THE CHAIRMAN
PUNJAB COMMUNICATIONS LIMITED
B-91, PHASE VIII, INDUSTRIAL AREA,
SAS NAGAR, MOHALI
PUNJAB**

**Subject : Report on the e-Voting Process for the Annual General Meeting of
PUNJAB COMMUNICATIONS LIMITED.**

Dear Sir,

I VISHAL ARORA, PCS, holding Membership Number FCS 4566 and Certificate of Practice Number -3645 Partner of Arora & Gujral. Company Secretaries, #651, Top Floor, Sector-8B, Chandigarh 160009 has been appointed by the Board of Directors of **PUNJAB COMMUNICATIONS LIMITED** as a Scrutinizer for conducting the e-voting process for the Annual General Meeting of the Company held on 29th September 2015.

As the Scrutinizer, I report that in compliance of the provisions of Rule 20(3) (vi) of the Companies (Management and Administration) Rules 2014, the above electronic voting remained open to the members from 26th September 2015 [09.00 AM] to 28th September 2015 [5.00 PM].

On completion of the E-voting period, in compliance of the provisions of Rule 20(3) (xi) of the Companies (Management and Administration) Rule 2014, in the presence of two witnesses, who were not the employees of the Company. The name and signatures of the witness appear elsewhere in this report.





ARORA & GUJRAL
COMPANY SECRETARIES

The following is the summary of e-voting result:

Resolution No	Subject matter of the Resolution	Total No of shares through E-voting	Assent/in favour of			Dissent/against	
			No of Votes through E- Voting	% of votes in favour of votes through E voting	% of paid up capital	No of Votes through E-voting	% of votes against on votes through E voting
1	Adoption of the Audited Profit and Loss Accounts for the year ended on 31st March,2015 and Balance Sheet as on that date together with Boards' Report, Secretarial Auditors' Report, Auditors Report and CAG comments thereon	8551533	8551533	100.000	71.12	0	0.000
2	Appointment of Director in place of Er. A. K. Pathak (DIN No. 00474919) who retires by rotation and being eligible offers himself for re-appointment.	8551533	8551533	100.000	71.12	0	0.000
3	Appointment of Director in place of Sh. V. P. Chandan, IRSSE (DIN No. 00225793) who retires by rotation and being eligible offers himself for re-appointment	8551533	8551533	100.000	71.12	0	0.000
4	Appointment of M/s. Grewal & Singh, Chartered Accountants (Firm Registration Number: 012322N), as Auditors	8551533	8551533	100.000	71.12	0	0.000
5	Appointment of Sh. Vikas Pratap, IAS (DIN: 02363047) as director in the capacity of Vice Chairman and Managing Director on the Board of Puncom	8551533	8551533	100.000	71.12	0	0.000
6	Appointment of Smt. Neena Singh (DIN:00233352) as an Independent Director.	8551533	8551533	100.000	71.12	0	0.000
7	Appointment of Sh. Anirudh Tewari, IAS (DIN: 02682553) as director in the capacity of Vice Chairman and Managing Director on the Board of Puncom	8551533	8551533	100.000	71.12	0	0.000

Chd. Office: # 651, Top Floor, Sec. 8-B, Chandigarh. Tele: 4644288, Fax: 2784288, 98142-96288
Jal. Office: 293-R, Model Town, Jalandhar-144003. Tel. 0181-2276293, 98142-28288
E-mail: secretarialauditors@rediffmail.com
secretarialauditors@gmail.com





**ARORA & GUJRAL
COMPANY SECRETARIES**



(**CS**) **WISHAK ARORA**
Company Secretaries

SCRUTINIZER

PARTNER

ARORA & GUJRAL

COMPANY SECRETARIES

FCS NO. 4566, C. P. No. 3645

Place : Chandigarh

Dated : 30.09.2015

Witnesses to the unblocking of Votes:

1.


(**ANITA BHARGAVA**)

2.


(**ARUN KUMAR**)

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ARORA & GUJRAL

COMPANY SECRETARIES

COMBINED SCRUTINIZER'S REPORT FOR E-VOTING & POLL

FOR

PUNJAB COMMUNICATIONS LIMITED

To,

**THE CHAIRMAN
PUNJAB COMMUNICATIONS LIMITED
B-91, PHASE VIII, INDUSTRIAL AREA,
SAS NAGAR, MOHALI
PUNJAB**

**Subject: Passing of Resolution through electronic and poll conducted at the AGM
of PUNJAB COMMUNICATIONS LIMITED held on 29th September 2015.**

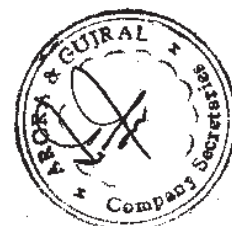
Dear Sir,

I VISHAL ARORA, PCS, holding Membership Number FCS 4566 and Certificate of Practice Number -3645 Partner of Arora & Gujral. Company Secretaries, #651, Top Floor, Sector-8B, Chandigarh 160009 has been appointed by the Board of Directors of **PUNJAB COMMUNICATIONS LIMITED** as a Scrutinizer for conducting the e-voting and for the purpose of the Poll taken on the below mentioned resolution(s), at the Annual General Meeting of the Company held on 29th September 2015.

The Company has appointed Central Depository Services Limited (CDSL) as the Service Provider, for extending the facility for the electronic voting to the shareholders. The EVSN Process for Postal Ballot Resolution remained available for E Voting from 30th August 2015 to 28th September 2015 and EVSN process for AGM Resolutions remained available from 26th September 2015 to 28th September 2015. The E voting results were unblocked by me on 29th September 2015 in the presence of two witnesses. For further details kindly refer my Scrutinizer report dated 30th September 2015 attached herewith.

At the AGM, it was facilitated to the members present in the meeting who could not participate in the E-voting to record their votes through poll process. For details kindly refer to my Scrutinizer's report in MGT 13 dated 01st October 2015.

Chd. Office: # 651, Top Floor, Sec. 8-B, Chandigarh. Tele: 4644288, Fax: 2784288, 98142-96288
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ARORA & GUJRAL

COMPANY SECRETARIES

The result of the E-voting together with that of the Poll is as under:

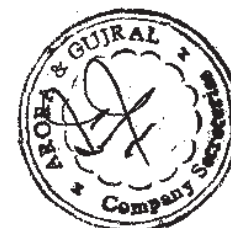
Re sol uti on No	Subject matter of the Resolution	Particu lars of Busine ss	Total No of shares	Assent/in favour of		Dissent/against of	
				No. of Votes	% of votes	No. of Votes	% of votes
1	Adoption of the Audited Profit and Loss Accounts for the year ended on 31st March, 2015 and Balance Sheet as on that date together with Boards' Report, Secretarial Auditors' Report, Auditors Report and CAG comments thereon	E-voting	8551533	8551533	100.000	0	0.000
		Poll	1672	1672	100.000	0	0.000
		Total	8553205	8553205	100.000	0	0.000
2	Appointment of Director in place of Er. A. K. Pathak (DIN No. 00474919) who retires by rotation and being eligible offers himself for re-appointment.		8551533	8551533	100.000	0	0.000
		Poll	1672	1672	100.000	0	0.000
		Total	8553205	8553205	100.000	0	0.000
3	Appointment of Director in place of Sh. V. P. Chandan, IRSE (DIN No. 00225793) who retires by rotation and being eligible offers himself for re-appointment		8551533	8551533	100.000	0	0.000
		Poll	1672	1672	100.000	0	0.000
		Total	8553205	8553205	100.000	0	0.000
4	Appointment of M/s. Grewal & Singh, Chartered Accountants (Firm Registration Number: 012322N), as Auditors		8551533	8551533	100.000	0	0.000
		Poll	1672	1672	100.000	0	0.000
		Total	8553205	8553205	100.000	0	0.000
5	Appointment of Sh. Vikas Pratap, IAS (DIN: 02363047) as director in the capacity of Vice Chairman and Managing Director on the Board of Puncom		8551533	8551533	100.000	0	0.000
		Poll	1672	1672	100.000	0	0.000
		Total	8553205	8553205	100.000	0	0.000
6	Appointment of Smt. Neena Singh (DIN:00233352) as an Independent Director.		8551533	8551533	100.000	0	0.000
		Poll	1672	1672	100.000	0	0.000
		Total	8553205	8553205	100.000	0	0.000
7	Appointment of Sh. Anrudh Tewari, IAS (DIN: 02682553) as director in the capacity of Vice Chairman and Managing Director on the Board of Puncom		8551533	8551533	100.000	0	0.000
		Poll	1672	1672	100.000	0	0.000
		Total	8553205	8553205	100.000	0	0.000

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ARORA & GUJRAL
COMPANY SECRETARIES

All the resolutions stand passed under e voting and poll with requisite majority.

I hereby confirm that I am maintaining the Register received from the Service Provider both electronically and manual, in respect of the votes cast through e-voting and poll by the shareholder of the company. I shall be arranging to hand over these records to the Chairman or such other person as authorized by him in due course as prescribed in the said Rules.

Thanking you



(CS VISHAL ARORA)
SCRUTINIZER
PARTNER
ARORA & GUJRAL
COMPANY SECRETARIES
FCS NO. 4566, C. P. No. 3645

Place : Chandigarh
Dated : 01.10.2015



**ARORA & GUJRAL
COMPANY SECRETARIES**

Report of Scrutinizer(s)

To,

THE CHAIRMAN
PUNJAB COMMUNICATIONS LIMITED
B-91, PHASE VIII, INDUSTRIAL AREA
SAS NAGAR, MOHALI
PUNJAB

**Scrutinizers Report on postal ballot voting including voting by electronic means
in respect of passing of resolutions contained in the notice dated 12th august
2015**

Dear Sir,

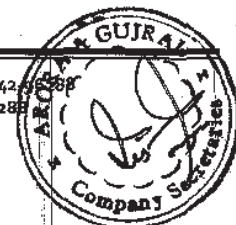
I Vishal Arora, PCS, holding Membership Number FCS 4566 and Certificate of Practice Number -3645 Partner of ARORA & GUJRAL. Company Secretaries, appointed as Scrutinizer for the purpose of securitizing the postal ballot voting including voting by electronic means in respect of the passing of the resolutions contained in the notice dated 12th august, 2015 through postal ballot.

The management of the company is responsible to ensure the compliance with the requirements of the relevant provision of (i) the companies Act, 2013 and the Rules made there under and (ii) the listing agreements with stock exchanges, relating to postal ballot voting including voting by electronic means. My responsibility as a scrutnizer is restricted to making a scrutinizer's report of the votes cast by the members for the resolutions contained in the notice dated 12th august, 2015, based on the reports generated from e voting system provided by CDSL, the authorised agency engaged by the company to provide e-voting facilities for e-voting and scrutiny of physical ballot received till the time fixed for closing of the voting process i.e. till 5 p.m on September 28th, 2015.

I submit my report as under:

1. After the timed fixed for closing of the e-voting, i.e. 5 p.m. September 28th, 2015, a final electronic report of the e-voting was generated by me by accessing the data available to me from the www.evotingindia.com of CDSL, the authorized agency to provide e-voting facility. Data regarding the e-votes was diligently securitized.
2. The physical postal ballots received till the time fixed for closing of the Postal Ballot i.e. 5 p.m. on September 28th, 2015, were diligently scrutinized and reconciled the records maintained by the company through CDSL, the Registrar and Transfer Agents of the company and authorization lodged with company.

The result of the Company of the above postal ballot voting including voting by electronic means in respect of passing of the resolutions contained in the Notice dated September 28th, 2015





**ARORA & GUJRAL
COMPANY SECRETARIES**

**1) Special Resolution –Item No.1 –Alternation of the Object Clause/Main
Objects of Memorandum of Association**

(I) VOTED IN FAVOUR OF THE RESOLUTION:

Postal Ballot Voting	Number of Members who voted	Number of votes cast by them	% of total votes cast	number of valid votes cast
Physical	26	1765		100%
Electronic (E-Voting)	6	8551594		100%
Total	32	8553359		100%

(II) VOTED AGAINST THE RESOLUTION:

Postal Ballot Voting	Number of Members who voted	Number of votes cast by them	% of total votes cast	number of valid votes cast
Physical	NIL	NIL		NIL
Electronic (E-Voting)	NIL	NIL		NIL
Total	NIL	NIL		NIL

(III) INVALID VOTES OF THE RESOLUTION:

Postal Ballot Voting	Number of Members who voted	Number of votes cast by them	% of total votes cast	number of valid votes cast
Physical	NIL	NIL		NIL
Electronic (E-Voting)	NIL	NIL		NIL
Total	NIL	NIL		NIL

The electronic data along with postal ballots and all other relevant records were sealed and handed over to the Company Secretary of the Company, authorised by the Board for safe keeping.



VISHAL ARORA

PARTNER

ARORA & GUJRAL

COMPANY SECRETARIES

FCS NO. 4566, C. P. No. 3645

Place : Chandigarh

Dated : 30.09.2015

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