



PUNJAB COMMUNICATIONS LIMITED

Regd. Office: B-91, Phase-VIII, Indl.Area, S.A.S. Nagar, (Chandigarh)-160071, India
CIN: L32202PB1981SGC004616

Dear Shareholder(s)

Sub.: Postal Ballot for Alteration of Objects Clause of Memorandum of Association of the Company

The Board of Directors of your Company, in their 183rd meeting held on 12th August, 2015, have recommended the proposal to alter Object Clause/Main objects of the Memorandum and Articles of Association in accordance with the provisions of Section 13 of the Companies Act, 2013, and the rules made thereunder.

As per the procedure laid down under section 110 of the Companies Act, 2013, and the rules made thereunder, the proposals for Alteration of Objects Clause/Main Objects of Memorandum of Association as per Item No. 1 is being moved through Postal Ballot for the approval of members.

Accordingly, we are enclosing herewith the Notice of Annual General Meeting containing the Special Business to be transacted vide Item No. 1 alongwith Explanatory Statement and Postal Ballot Form for your consideration. We request you to return the Ballot duly completed in the attached self-addressed (postage to be paid by addressee) envelope so as to reach the Scrutinizer, Mr Vishal Arora of M/s Arora and Gujral, at #651, Top Floor, Sec. 8-B, Chandigarh, not later than the close of working hours on Monday, the 28th day of September, 2015. Please note that no other document except duly completed Postal Ballot form should be sent in the self-addressed (postage to be paid by the addressee) envelope, otherwise it will be liable to be rejected.

The result of the Postal Ballot will be announced at the Annual General Meeting to be held on 29th September, 2015, a notice of which will be sent to you.

Sh. Vikas Pratap, IAS, VC & MD and Sh. Madhur Bain Singh, Company Secretary are authorised to do all necessary steps, acts, deeds and things as may be required to complete procedural and other formalities for getting the resolutions passed through the postal ballot.

The Board of Directors have appointed M/s Arora and Gujral as Scrutinizer for conducting the Postal Ballot process.

Thanking you,

Yours Sincerely,
For Punjab Communications Ltd.

Sd/-
(Madhur Bain Singh)
Company Secretary

Place : S.A.S. Nagar (Chandigarh)
Date : August 12, 2015

- Encl. : 1. Notice to members for transacting business through Postal Ballot.
2. Postal Ballot Form.



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NOTICE TO MEMBERS FOR TRANSACTING BUSINESS THROUGH POSTAL BALLOT

Dear Shareholder(s),

Notice is hereby given that the following business shall be resolved through postal ballot in accordance with Section 110 of Companies Act, 2013 and the Companies (Management and Administration) Rules, 2013

AS SPECIAL BUSINESS

Alteration of the Objects Clause/ Main Objects of Memorandum of Association

To consider and, if thought fit, to pass with or without modification the following resolution as a Special Resolution, for altering the Memorandum of Association under Section 13 of the Companies Act, 2013:

"RESOLVED THAT" subject to the provisions of Section 13 and other applicable provisions of the Companies Act, 2013 and Companies (Incorporation) Rules, 2014, the Objects Clause of the company be and is hereby amended by inserting the following two clauses at Sr. No. (6) and (7) after existing Clause (5) of Clause III (A) Main Objects of the company so as to be read as under:

- (6) To carry on the business as manufacturer, system integrator, service provider, repairer, trainer, dealer, importer, exporter, buyer, seller or make available services of every kind relating to Products and services for digital networking based on IP, SDH, WiFi, zigbee etc and other technologies and protocols for transmission and distribution of voice, digital information and content; Smart devices, equipments, systems, products, for information delivery, display, interaction, monitoring, control, surveillance, encryption etc; IT equipment, software, system programming/ applications on devices - mobile/ tab/ desktop/ laptop etc, static or dynamic websites, portals, digitization etc for IT, cloud, social media and all kinds of services; IT/ Telecom education - independent courses or in tie ups with Indian/ international colleges/ institutions/ etc; equipment and networking/ IT based services required for Power, Railways, Defence, security, training, industry, government, education and other organs of industry and society.
- (7) To carry on the business as manufacturer, system integrator, service provider, repairer, dealer, importer, exporter, buyer, seller or make available services of every kind relating to Products and services for New and renewable energies like PV solar and other solar generation/ concentration technology based products; Green and energy efficient products, technologies and services like LEDs, LED lights, smart buildings etc; Power supplies, power sources, power plants and components thereof for telecom, industrial, utilities, residential and other applications.

"RESOLVED FURTHER THAT the VC & MD and/or Company Secretary of the company be and is hereby severally authorised to complete all necessary formalities, things and deeds and to execute, file and e-file necessary documents with various statutory authorities in this regard."

Date : August 12, 2015

Place : Regd Office

B-91, Phase VIII, Industrial Area
SAS Nagar (Chandigarh) - 160071

By order of the Board

Sd/-

(Madhur Bain Singh)
Company Secretary

Notes :

1. Explanatory Statement to the proposed resolution to be passed through Postal Ballot is given below.
2. The resolutions, if assented to by requisite majority, shall be taken as passed on September 29, 2015, i.e. the date of Annual General Meeting when the result of the postal ballots will be announced.
3. The Postal Ballot Form alongwith prepaid self-addressed envelope is sent herewith. Members are requested to indicate their assent or dissent on the aforesaid businesses in the Postal Ballot against the relevant items and return the same to the Scrutinizer Mr. Vishal Arora of M/s Arora and Gujral, #651, Top Floor, Sec. 8-B, Chandigarh, so as to reach the Scrutinizer, not later than the close of working hours on 28th September, 2015.
4. All instructions with respect to e-voting are same as that mentioned at Sr. No. 11 of Notes to AGM Notice.

EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

Alteration of Object/Main objects of Memorandum of Association

In accordance with the provisions of Section 13 of Companies Act, 2013 and rules made thereunder, and any other applicable provisions, the Board of Directors, in their 183rd Board Meeting, held on 12th August, 2015, have recommended the proposal for amending the Objects/Main objects clause of Memorandum by inserting two Clauses at Sr. No. (6) and (7) after the existing clause (5) of Clause III (A) of Main Objects of the Memorandum of Association of the Company to broaden the Main Objects of the company.

Date : August 12, 2015

Place : Regd Office

B-91, Phase VIII, Industrial Area
SAS Nagar (Chandigarh) - 160071

By order of the Board

Sd/-

(Madhur Bain Singh)
Company Secretary



PUNJAB COMMUNICATIONS LIMITED

Regd. Office: B-31, Phase-VIII, Indl.Area, S.A.S. Nagar, (Chandigarh)-160071, India

CIN: L32202PB1981SGC004616

Serial No.:

POSTAL BALLOT FORM

1. Name(s) of Shareholder(s) :
(including joint holders, if any)

2. Registered address of the :
Sole/First named Shareholder

3. Folio No./DP ID No./Client ID No* :
(*Applicable to investors holding
shares in dematerialised form)

4. Number of Shares held :

5. I/We hereby exercise my/our vote in respect of the Special Resolution to be passed through Postal Ballot for the Business stated in the Notice of the Company by conveying my/our assent or dissent to the said Resolution by placing the tick (✓) mark in the appropriate box below:

Item No.	Description of Resolution	No. of Shares	I/We assent to the Resolution (For)	I/We dissent to the Resolution (Against)
1.	Alteration of Objects/Main Objects of Memorandum of Association: Special Resolution pursuant to provisions of Section 13 and other applicable provisions, if any, of Companies Act, 2013 for alteration of Objects Clause/Main Objects of the Memorandum of Association of the company.			

Place:

Date:

(Signature of the Shareholder/s)

Note : For Instructions see overleaf

Instructions :

1. A member desiring to exercise vote by postal ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the attached self-addressed envelope. Postage will be borne and paid by the Company. However, envelopes containing postal ballots, if sent by courier at the expense of the registered shareholder will also be accepted.
2. A member desiring to exercise vote by e-voting for Postal Ballot Resolution can follow the e-voting instructions given in the AGM notice.
3. Please convey your assent/dissent in the Ballot Paper attached herewith. The consent/ dissent otherwise received in any other form shall not be considered valid.
4. This form should be completed and signed by the shareholder. In case of joint holding, this form should be completed and signed (as per the specimen signature registered with the Company) by the first named shareholder and in the absence, by the next named shareholder.
5. Unsigned Postal Ballot Form will be rejected.
6. Where the Postal Ballot Form has been signed by an authorized representative of a body corporate, a certified copy of the relevant authorization to vote on the Postal Ballot should accompany the Postal Ballot Form. Where the form has been signed by a representative of the President of India or the Governor of a State, a certified copy of the nomination should accompany the Postal Ballot Form. A member may sign the form through an Attorney appointed specifically for this purpose, in which case an attested true copy of the Power of Attorney should be attached to Postal Ballot Form.
7. The self addressed envelope bears the address of the Scrutinizer appointed by the Board of Directors of the Company. Kindly ensure duly completed postal ballot form reaches the Scrutinizer not later than the close of working hours on 28th day of September, 2015. The consent otherwise received after this date shall be strictly treated as if the reply from the member has not been received.
8. A member may request for a duplicate postal ballot paper, if so required and the same duly completed should reach the scrutinizer not later than the date and time specified in item 6 above.
9. A shareholder need not use all his votes nor he needs to cast all his votes in the same way.
10. Shareholders are requested not to send any other paper along with the postal ballot form (other than the one specified in point no. 5 above) in the enclosed self addressed postage pre paid envelope in as much as all envelopes will be sent to the scrutinizer, Mr Vishal Arora of M/s Arora and Gujral, at #651, Top Floor, Sec. 8-B, Chandigarh & any extraneous paper found in such envelope would be destroyed by the scrutinizer.
11. Voting rights will be reckoned on the paid up value of shares registered in the name of shareholders on the date of dispatch of notice.
12. Shareholders holding shares in demat form should get it verified by their banker/depository participants. Signature should be verified by the authorised official of bank/depository participants by affixing their rubber stamp/seal, mentioning name and address of the bank/depository participant.

