

PCL/CS/14689

30th September, 2016

The Bombay Stock Exchange Ltd.,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001

Sub: Minutes of 35th Annual General Meeting


Dear Sir,

Please find enclosed herewith the minutes of the 35th Annual General Meeting of the Company held on 21st September, 2016, Wednesday at 12.00 Noon at B-91, Phase VIII, Industrial Area, S.A.S Nagar, Mohali.

The proceedings of Minutes of 35th Annual General Meeting has already been uploaded at BSE Listing Centre vide transaction no:21092016373207 dated 21st September, 2016.

Thanking you,

Yours faithfully,
for Punjab Communications Ltd.


(Madhur Bain Singh)
Company Secretary

MINUTES OF THE 35TH ANNUAL GENERAL MEETING OF PUNJAB COMMUNICATIONS LIMITED HELD AT B-91, INDUSTRIAL AREA, PHASE-VIII, S.A.S. NAGAR (MOHALI) ON 21ST SEPTEMBER, 2016 AT 1200 HRS.

PRESENT:

DIRECTORS:

- | | | |
|----|-------------------|-------------------|
| 1. | Sh. V. P. Chandan | Chairman/Director |
| 2. | Smt. Neena Singh | Director |
| 3. | Sh. A.K. Pathak | Director |

MEMBERS:

- | | | |
|----|----------------|--|
| 1. | In person | 32 Nos |
| 2. | Proxies | Nil |
| 3. | Representative | One representative of Punjab Information & Technology Corporation Ltd. |

IN ATTENDANCE:

- | | | |
|----|--|---|
| 1. | Mr. Lagan Bansal, M/s Grewal & Singh | Statutory Auditors |
| 2. | Mr. Sushil Kumar Sikka M/s S.K. Sikka & Associates | Secretarial Auditors & Scrutinizer for AGM Resolution |
| 3. | M/s Alankit Assignments Limited (represented by Sh. R. A. Pandey) | Depository Participant & Registered Share Transfer Agents |
| 5. | CS Madhur Bain Singh | Company Secretary |
| 6. | Mr. J.S. Bhatia | Chief Financial Officer |
| 7. | All HODs | |

The Meeting commenced at 1205 Hrs.

CHAIRMAN

Company Secretary introduced the members sitting on dias.

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 35th Annual General Meeting of the Company. After confirming the quorum, he commenced with the items to be considered as per the notice. It was informed that the Company provided the e-voting facility to its Members through CDSL. Accordingly, Resolutions at S.No.1 to 4 were passed through e-voting and Ballot Paper. The Shareholders who did not exercise their right to vote through E-voting, were allowed to cast their vote through Physical Ballot at the AGM.

It was informed that the Register of Directors' Shareholding as per Section 171 of the Companies Act, 2013, Auditors' Report, Secretarial Auditors' Report, Proxy Forms, Copies of Memorandum of Association shall remain open as per various provisions of the Companies Act, 2013 and Secretarial Standard-2 on General Meetings.

It was informed that Sh. V.P. Chandan is the Chairman of Audit Committee & Nomination Remuneration Committee and Sh. A. K. Pathak is the Chairman of the Stakeholders' Relationship Committee Meeting.

Thereafter, the Company Secretary read the qualification, observations, comments or other remarks on financial transactions made by Statutory Auditors in their Independent Auditors' Report and invited attention of the Members.

He also read the qualifications, observations, comments or other remarks made by the Secretarial Auditors in their Secretarial Audit Report and invited attention of the Members.



Thereafter, with the permission of the Chair, he proceeded with the items on the AGM Notice, already circulated to all the members.

ORDINARY BUSINESS:

1. **TO RECEIVE, CONSIDER AND ADOPT THE AUDITED PROFIT AND LOSS ACCOUNTS FOR THE YEAR ENDED 31st MARCH, 2016 AND BALANCE SHEET AS ON THAT DATE TOGETHER WITH BOARDS' REPORT, AUDITOR'S REPORT, CAG COMMENTS THEREON AND SECRETARIAL AUDITORS' REPORT THERETO:**

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

"Resolved that the Audited Balance Sheet as at 31st March, 2016 and Profit & Loss Account for the year ended 31st March, 2016 together with Boards' Report, Auditor's Report, CAG comments thereon and Secretarial Auditors' Report thereto 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, 8553737 votes cast in favour and nil votes cast against the Resolution.

The percentage of votes cast 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 SH. ANIRUDH TEWARI, IAS (DIN:02682553) WHO RETIRES BY ROTATION AND BEING ELIGIBLE, OFFERED HIMSELF FOR REAPPOINTMENT:**

Proposed by : Mr. Rishi Gupta
Seconded by : Sh. Jatinder Singh

"Resolved that Sh. Anirudh Tewari, IAS (DIN:02682553) 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, 8553737 votes cast in favour and nil votes cast against the Resolution.

The percentage of votes cast 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 M/s Grewal & Singh, Chartered Accountants, Chandigarh as the Statutory Auditors of the company for the financial year 2016-2017 (from the conclusion of this AGM till the conclusion of next AGM) and to fix their remuneration and to pass the following resolution as Ordinary Resolution thereof:**

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

"Resolved that pursuant to the provisions of Section 139, 142 and all other applicable provisions, if any, of Companies Act, 2013 and the Rules made thereunder, as amended from time to time, consent of the members of the company be and is hereby accorded to appoint M/s Grewal & Singh, Chartered Accountants, Chandigarh as Statutory Auditors of the Company for the financial year 2016-2017, from the conclusion of this AGM till the conclusion of next AGM at the remuneration as fixed by the Board of Directors and at such terms and conditions as provided in the CAG letter issued in this regard."



On the basis of e-voting and Physical voting as per the consolidated final report submitted by the Scrutinizer, 8553737 votes cast in favour and nil votes cast against the Resolution

The percentage of votes cast 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:

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

Proposed by : Mrs. Manjit Kaur
Seconded by : Mrs. Neelima Kanwar

"RESOLVED that pursuant to applicable provisions of Companies Act, 2013, if any and the rules made thereunder, **Smt. Shruti Singh, IAS**, (DIN: 06571472) who was appointed as Additional Director in the capacity of Vice Chairperson of the company w.e.f. 9th August, 2016 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 her candidature to the office of Director, be and is hereby appointed as Director of the Company in the capacity of Sr. Vice Chairperson of the Company."

On the basis of e-voting and Physical voting as per the consolidated final report submitted by the Scrutinizer, 8553737 votes cast in favour and nil votes cast against the Resolution.

The percentage of votes cast 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 at 1235 hrs with a vote of thanks to the members.

Date : 23rd September, 2016
Place: S.A.S. Nagar



(V.P. CHANDAN)
Chairman of the Meeting