

PCL/CS/15272

The General Manager  
Corporate Relations Department  
BSE Limited  
Phiroze Jeejeebhoy Towers  
Dalal Street  
Mumbai- 40001  
Scrip Code: 500346

**Sub: Notice of the 37<sup>th</sup> Annual General Meeting (AGM) of the Company for the Financial Year 2017-18 as required under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR) Regulations**

Dear Sir,

Pursuant to Regulation 30 read with paragraph A of Part A of Schedule III of the LODR Regulations, attached herewith is the Notice of the 37<sup>th</sup> AGM of the Company along with the Attendance Slip and Proxy Form forming part of the Annual Report 2017-18.

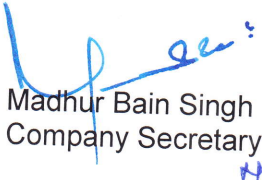
The entire annual report is available on the following link:

<http://www.puncom.com/financials/financial-report>

Please take the same on record.

Thanking you

Yours faithfully,  
For Punjab Communications Limited

  
Madhur Bain Singh  
Company Secretary

Encl: As above

## ANNUAL GENERAL MEETING NOTICE

Notice is hereby given that Thirty Seventh (37<sup>th</sup>) Annual General Meeting of Punjab Communications Limited will be held on Friday, 21<sup>st</sup> September, 2018 at 1100 Hrs at B-91, Phase VIII, Industrial Area, SAS Nagar, Chandigarh, at the registered office of the Company to transact the following business:

**ORDINARY BUSINESS**

- To receive, consider and adopt the audited Profit and Loss Account for the year ended on 31<sup>st</sup> March, 2018 and Balance Sheet as on that date together with Boards' Report, Auditors' Report, CAG comments thereon and Secretarial Auditors' Report thereto.
- To appoint Statutory Auditors of the company for the financial year 2018-2019 (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:  
"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 there under, 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 2018-2019, 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 to be issued in this regard."

**SPECIAL BUSINESS**

- 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 and the rules made there under, **CA Rajat Agarwal, IAS**, (DIN : 07973901) who was appointed as Additional Director in the capacity of Sr. Vice-Chairman of the Company w.e.f. 25<sup>th</sup> April, 2018 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 Sr. Vice-Chairman of the Company."
- To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:  
"RESOLVED that **CMA Jagdeep Singh Bhatia**, (DIN : 02554023) who is in whole time employment of the company and who was appointed as Additional Director of the company w.e.f. 24<sup>th</sup> May, 2018 under Article 132 of the Articles of Association of the Company and who holds such office upto the date of this Annual General Meeting in terms of Section 161 of the Companies Act, 2013 be and is hereby appointed as Director of the Company."
- 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 and the rules made there under, **Smt. Vini Mahajan, IAS**, (DIN : 06943948) who was appointed as Additional Director in the capacity of Chairman of the Company w.e.f. 10<sup>th</sup> August, 2018 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 Chairman of the Company."
- To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Special Resolution**:  
"RESOLVED that pursuant to provisions of Regulation 17(1A) of SEBI (LODR) Amendment Regulations, 2018, approval of shareholders be and is hereby granted for continuation of Sh. V. P. Chandan as Independent Director who has attained the age of more than 75 years and thus cannot continue as Director of the company post 1<sup>st</sup> April, 2019 unless the approval of shareholders is granted."

Date : 17<sup>th</sup> August, 2018  
Place : Registered Office  
B-91, Phase VIII, Industrial Area,  
SAS Nagar (Chandigarh) - 160071  
CIN: L32202PB1981SGC004616

By order of the Board  
Sd/-  
**(Madhur Bain Singh)**  
Company Secretary

**NOTES:**

1. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, in respect of Special Business as set out above to be transacted at the Meeting is annexed hereto at **Annexure I** and forms integral part of this notice.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER. PROXIES, IN ORDER TO BE EFFECTIVE, MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY AT B-91, INDUSTRIAL AREA, PHASE VIII, MOHALI, NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A BLANK PROXY FORM IS ATTACHED WITH THE ANNUAL REPORT. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMEBERS NOT EXCEEDING FIFTY(50) AND HOLDING IN AGGREGATE NOT MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY.  
A member holding more than 10% of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.
3. Corporate Members intending to send their authorized representatives to attend the Meeting are requested to send a certified true copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
4. Register of Directors' Shareholding is open for inspection, during the business hours, at the Registered Office of the Company upto and including the date of Annual General Meeting.
5. The Register of Members and Share Transfer Books of the Company shall remain closed during the Book Closure period, i.e. from 15<sup>th</sup> September, 2018 to 21<sup>st</sup> September, 2018 both days inclusive.
6. The Members holding shares in the same name or same order of names under different folios are requested to send the share certificates for consolidation of such shares to the Company.
7. All unclaimed/unpaid dividend upto the financial year ended on March 31, 2002 have been transferred to the Investor Education and Protection Fund of the Central Government pursuant to Section 124 of Companies Act, 2013. No dividend has been recommended and declared since Feb 2002-2003.
8. The Members desirous of obtaining any information/clarification concerning the accounts and operations of the Company are requested to address their questions in writing to the Company Secretary at least ten days before the Annual General Meeting, so that the information required may be made available at the Annual General Meeting.
9. Pursuant to the provisions of the Companies Act, 2013 read with the Rules framed there under, the company may send notice of general meeting, Board's report, auditors' report, audited financial statements and other documents through electronic mode. Further, pursuant to the proviso to the Rule 18(3)(i) of the Companies (Management and Administration) Rules, 2014, the Company shall provide an advance opportunity at least once in a financial year to the members to register their e-mail address and changes therein. In view of the same, **Members are requested to kindly update their e-mail address with depository participants in case of holding shares in demat form. If holding shares in physical form, Members are requested to inform their e-mail ID to the Company.**
10. Electronic copy of the Notice of the 37<sup>th</sup> Annual General Meeting of the Company inter-alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the aforesaid documents are being sent by the permitted mode. The notice is also uploaded on the Company's Website i.e. www.puncom.com.
11. Pursuant to the provisions of Section 108 of the Companies Act, 2013, read with Companies (Management and Administration) Rules, 2014 and the provisions of Listing Agreement with Stock Exchanges, the Company is pleased to offer e-voting facility to the Members to cast their votes electronically on all resolutions set forth in the Notice convening the 37<sup>th</sup> Annual General Meeting ("AGM") to be held on Friday, 21<sup>st</sup> September, 2018 at 11:00 HRS. The Company has engaged the services of CDSL to provide the e-voting facility. The e-voting will be available for the following voting period:

Resolution	Commencement of e-voting	End of e-voting
AGM Resolution(s)	18 <sup>th</sup> September, 2018 (9.00 am)	20 <sup>th</sup> September, 2018 (5.00 pm)

12. The Notice of the 37<sup>th</sup> Annual General Meeting (AGM) of the Company inter-alia indicating the process and manner of e-voting is being sent to all the members as on the cut-off (record date) i.e. 17<sup>th</sup> August, 2018.

13. The Instructions to members for E-Voting (AGM resolution) are as under :

- a) Open the internet browser and type the following URL :[www.evotingindia.com](http://www.evotingindia.com)
- b) Click on Shareholder tab.
- c) Now enter your User ID
  - i) For CDSL: 16 digits beneficiary ID.
  - ii) For NSDL: 8 character DP ID followed by 8 digits Client ID.
  - iii) Members holding shares in Physical Form should enter Folio Number registered with the Company.
- d) Next enter the Image Verification as displayed and click on login.
- e) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- f) If you are a first time user follow the steps given below:

<b>FOR MEMBERS WHOSE PAN IS REGISTERED WITH THE COMPANY</b>	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department, as registered with the Company.
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> <li>• If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (c).</li> </ul>

<b>FOR MEMBERS WHOSE PAN IS NOT REGISTERED WITH THE COMPANY</b>	
Sequence Number	Enter the first two digits of your name as registered with the Company, followed by your 8 digit Sequence Number as mentioned in your Address Sticker pasted on the Annual Report.  In case the sequence number is less than 8 digits enter the applicable number of O's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> <li>• If both the details are not recorded with the depository or company please enter the member_id/folio number in the Dividend Bank details field as mentioned in instruction (c).</li> </ul>

- g) After entering these details appropriately, click on "SUBMIT" tab.
- h) Members holding shares in physical form will directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu. Herein, they are required to mandatorily create a new password in the "new password" field. Kindly note that this password is to be used by the demat shareholders for voting on the resolutions of any other company on which they are eligible to vote, provided, that company, opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- i) For members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this notice.
- j) Select "EVSN (ELECTRONIC VOTING SEQUENCE NUMBER of AGM)" for voting on AGM Resolution(s) of Punjab Communications Limited.
- k) EVSN for AGM Resolution(s) can be viewed from 18<sup>th</sup> September, 2018 to 20<sup>th</sup> September, 2018 i.e. during the voting period.
- l) Once you enter, the "Cast Vote Page" will open. Now you are ready for e-voting.
- m) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the resolution and option NO implies that you dissent to the resolution.

- n) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
  - o) After selecting your option, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
  - p) Once you “CONFIRM” your vote on the resolution, you will NOT be allowed to modify your vote.
  - q) You can also take out a print of the voting done by you by clicking on “Click here to Print” option on the voting page.
  - r) If Demat Account Holder has forgotten the password, then Enter the User ID and the Image Verification Code and click on Forgot Password & enter the details as prompted by the system.
  - s) **Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
  - t) Note for Institutional shareholders
    - i) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
    - ii) A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
    - iii) After receiving the login details, create Compliance User using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
    - iv) The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
    - v) A scanned copy of the Board Resolution & Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF Format in the system for the scrutinizer to verify the same.
  - u) **General Instructions:**
    - i) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for shareholders available at the Help section of [www.evotingindia.com](http://www.evotingindia.com). You may also contact CDSL via email at [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or on 18002005533.
    - ii) During the voting period, once a vote on a resolution is cast by the shareholder, the shareholder would not be allowed to change it subsequently. Also, he would not be allowed to vote at AGM, even if present.
    - iii) The voting rights shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut off (Record Date) 17<sup>th</sup> September, 2018 for AGM Resolution(s).
    - iv) Since, the Company is required to provide members, facility to exercise their right to vote by electronic means, shareholders of the Company, holding shares either in physical or dematerialized form as on the cut-off dates, and not casting their vote electronically, may only cast their vote at the 37<sup>th</sup> Annual General Meeting.
    - v) **Mr. S.K. Sikka, Company Secretary in practice of Mr. S. K. Sikka & Associates, has been appointed as the Scrutinizer to scrutinize the E-voting as well as Postal Ballot event in a fair & transparent manner.**
    - vi) The Scrutinizer shall within a period of not exceeding 3 working days from the conclusion of the e-voting period unlock the votes in the presence of at least 2 witnesses not in the employment of the Company and make a Scrutinizer’s report of the votes cast in favour or against, if any, forthwith to the Chairman or any other Director authorized by him.
    - vii) The results shall be declared on or after the 37<sup>th</sup> Annual General Meeting of the Company. The results declared along with the Scrutinizer’s Report shall be placed on the Company’s website at [www.puncom.com](http://www.puncom.com) and on the website of CDSL within 3 days of passing of the resolutions at the 37<sup>th</sup> Annual General Meeting of the Company i.e. on 24<sup>th</sup> September, 2018 and communicated to BSE.
- 14 THE COMPANY WHOLE-HEARTEDLY WELCOMES MEMBERS/PROXIES AT THE ANNUAL GENERAL MEETING OF THE COMPANY. THE MEMBERS/PROXIES MAY PLEASE NOTE THAT NO GIFTS/GIFT COUPONS WILL BE DISTRIBUTED AT THE ANNUAL GENERAL MEETING.
- 15 Information pursuant to Regulation 36(3) of the Listing Regulations requires disclosure on the reappointment of the Directors, which is annexed as **Annexure II** to this notice.

- 16 Members who hold shares in dematerialized form are requested to bring their Client ID and DP ID numbers for easy identification of attendance at the meeting.
- 17 **Members are requested to notify their PAN** to the Company's registered share transfer agents, quoting their Folio Number/DP IDs/ Client IDs and relevant particulars.
- 18 The persons who have acquired shares and become members after the dispatch of notice and before cut-off date shall have same "Login ID and Password" as mentioned at Sr. No. 13 of Notes to AGM Notice. The Notice of AGM is displayed on our website [www.puncom.com](http://www.puncom.com) for your reference please.
- 19 If you have received this Annual Report, but you are not a member as on the cut-off date, this document is for information purpose only.
- 20 The shareholders may contact Mr. Naresh Kumar Mehandru (Assistant Manager-Secretarial) at B-91, Phase-VIII, Industrial Area, SAS Nagar, Chandigarh-160071. The concerned person may also be contacted at [shareholders@puncom.com](mailto:shareholders@puncom.com) or at +91-172-2237142.

**ANNEXURES TO THE NOTICE****ANNEXURE I  
EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013****Item No. 3**

Pursuant to Article 132 of the Articles of Association of the company, the Directors have the right to appoint a person or persons as an Additional Director or Directors. Pursuant to this Article, the Directors have appointed CA Rajat Agarwal, IAS, (DIN : 07973901) as an Additional Director on the Board, to hold office of the Director, as such, up to the date of the ensuing Annual General Meeting. The company has received notice from a member of the company along with deposit as required under Section 160 of Companies Act, 2013 proposing the candidature of CA Rajat Agarwal, IAS, as the Director of the company.

Further pursuant to the requirement of Secretarial Standard on General Meetings (SS-2), the Articles of Association of the company are available for inspection and shall also be made available for inspection in physical form during specified business hours at the Registered Office of the company and also at the Meeting.

Further pursuant to Article 171 of the Articles of Association of the company, the holding Company has a right to appoint Sr. Vice-Chairman of the Company. The Government of Punjab vide its order bearing No. 61112018- IAS(3)1999 dated 3<sup>rd</sup> April, 2018 has appointed CA Rajat Agarwal, IAS as Managing Director, Punjab Infotech. Further in exercise of its power, vide Article 158 & Article 128 of the Articles of Association of the company, Punjab Information & Communication Technology Corporation Ltd. (our holding company) vide their letter No. PICTISECTLI447 dated 25th April, 2018 has appointed CA Rajat Agarwal, IAS as additional director in the capacity of Sr. Vice-Chairman of the Company. The Directors of your company have recommended his appointment as above.

The appointment of CA Rajat Agarwal, IAS as additional director in the capacity of Sr. Vice-Chairman is subject to the approval of shareholders by way of Ordinary Resolution and provided further that as per the provisions of the Companies Act, 2013, consent of the shareholders by way of Ordinary Resolution is required for the appointment of any Director.

CA Rajat Agarwal, IAS being the appointee himself, may be deemed to be concerned or interested in this Resolution.

CA Rajat Agarwal, IAS, born on 27<sup>th</sup> March, 1978 is a 2003 Batch IAS Officer and is at present serving as Managing Director, Punjab Infotech. He is Bachelor of Commerce (Hons.) & a Chartered Accountant. He has served the State of Punjab in various capacities.

He has served in various departments such as D.C. Ludhiana, Special Secretary(Finance) and Registrar, Co-operative Society, etc.

As on date, he is Director of Punjab Small Industries & Export Corporation, Punjab State Industries Development Corporation, Punjab Finance Corporation, Punjab Information and Communication Technology Corporation Ltd.

Relationship inter-se: CA Rajat Agarwal, IAS is nominated and appointed by Punjab Information and Communication Technology Corporation Ltd., our Holding Company and is therefore related to other directors appointed by the Holding Company.

The terms and conditions of appointment of CA Rajat Agarwal, IAS are as framed by the holding company (PICTCL) or the Board of Directors from time to time.

The last drawn remuneration by CA Rajat Agarwal, IAS was in his capacity as IAS Officer by the Govt. of Punjab. However, Puncom is not providing any salary or remuneration in his capacity as director.

CA Rajat Agarwal, IAS is on the Board of Punjab Small Industries & Export Corporation, Punjab State Industries Development Corporation, Punjab Finance Corporation, Punjab Information and Communication Technology Corporation Ltd. Further, he is neither a Member nor a Chairman in any of the Committees as per the provisions of Regulation 36(3) of Listing Regulations.

The shareholding of CA Rajat Agarwal, IAS as per Regulation 36(3) of the Listing Regulations is NIL.

As CA Rajat Agarwal, IAS was appointed on the Board of Puncom after the close of financial year i.e. on 25th April, 2018, he has not attended any board meeting during the year.

**Item No. 4**

Pursuant to Article 132 of the Articles of Association of the company, the Directors have the right to appoint a person or persons as an Additional Director or Directors. Pursuant to this Article, the Directors have appointed CMA Jagdeep Singh Bhatia, (DIN: 02554023) as Additional Director w.e.f. May 24<sup>th</sup>, 2018 on the Board, to hold office of the Director, as such, up to the date of the ensuing Annual General Meeting as per the provisions of section 161 of the Companies Act 2013.

The Directors of your company have recommended his appointment as above. As per the provisions of the Companies Act, 2013, consent of the shareholders by way of Ordinary Resolution is required for the appointment of any Director.

Brief Resume of CMA Jagdeep Singh Bhatia is given here below:

CMA Jagdeep Singh Bhatia, born on 27<sup>th</sup> August, 1964 is working with Punjab Communications Ltd since 1<sup>st</sup> July, 1988 at different posts. He is Bachelor of Commerce and a Cost Accountant. In his career span of 34 years, he has gathered an extensive experience in various fields, such as Accounts, Costing, Finance, Sales & Audit. At present he is serving as Chief Financial Officer (CFO) of our Company.

The shareholding of CMA Jagdeep Singh Bhatia as per Regulation 36(3) of the Listing Regulations is NIL.

**Item No. 5**

Pursuant to Article 132 of the Articles of Association of the company, the Directors have the right to appoint a person or persons as an Additional Director or Directors. Pursuant to this Article, the Directors have appointed Smt. Vini Mahajan (DIN : 06943948) as an Additional Director on the Board, to hold office of the Director, as such, up to the date of the ensuing Annual General Meeting. The company has received notice from a member of the company along with deposit as required under Section 160 of Companies Act, 2013 proposing the candidature of Smt. Vini Mahajan IAS, as the Director of the company.

Further pursuant to the requirement of Secretarial Standard on General Meetings (SS-2), the Articles of Association of the company are available for inspection and shall also be made available for inspection in physical form during specified business hours at the Registered Office of the company and also at the Meeting.

Further pursuant to Article 171 of the Articles of Association of the company, the holding Company has a right to appoint Chairman of the Company. The Government of Punjab vide its order bearing No. 6/01/12018-IAS(3)2531 dated 10<sup>th</sup> August, 2018 has appointed Smt. Vini Mahajan, IAS as Additional Chief Secretary Industries & Commerce, Punjab. Further in exercise of its power, vide Article 158 & Article 128 of the Articles of Association of the Company, Punjab Information & Communication Technology Corporation Ltd. (our holding company) has appointed Smt. Vini Mahajan, IAS as additional director in the capacity of Chairman of the Company. The Directors of your company have recommended her appointment as above.

The appointment of Smt. Vini Mahajan, IAS as additional director in the capacity Chairman is subject to the approval of shareholders by way of Ordinary Resolution and provided further that as per the provisions of the Companies Act, 2013, consent of the shareholders by way of Ordinary Resolution is required for the appointment of any Director.

Smt. Vini Mahajan, IAS being the appointee herself, may be deemed to be concerned or interested in this Resolution.

Smt. Vini Mahajan, IAS born on 21<sup>st</sup> October, 1964 is a 1987 Batch IAS Officer (Punjab Cadre) and is at present serving as Additional Chief Secretary of Housing & Urban Development, Industries and Commerce, Information Technology & Investment Promotion. She is an Economics graduate from Lady Shri Ram College, Delhi University and post graduate from the Indian Institute of Management (IIM), Calcutta, where she was placed on the Roll of Honour. She is the recipient of numerous academic awards, including the National Talent Search Scholarship.



She has served in various departments such as D.C. Ropar,, MD, Punjab Tourism Development Corporation Limited, Chief Administrator, Anandpur Sahib Urban Planning & Development Authority, Chief Administrator, Anandpur Sahib Urban Planning & Development Authority, Convenor, Expert Group on Power Reforms, Govt of Punjab, Secretary, Power, Govt of Punjab , M.D., Punjab Infrastructure Development Board, Director-cum-Secretary, Disinvestment, Govt of Punjab, Additional Chief Secretary-cum-Financial Commissioner, Revenue and Rehabilitation, to name a few.

As on date, she is Additional Chief Secretary, Housing and Urban Development and in addition Additional Chief Secretary, Industries & Commerce and in addition Additional Chief Secretary, Information Technology and in addition Additional Chief Secretary, Investment Promotion.

Relationship inter-se: Smt. Vini Mahajan, IAS is nominated and appointed by Punjab Information and Communication Technology Corporation Ltd., our Holding Company and is therefore related to other directors appointed by the Holding Company.

The terms and conditions of appointment of Smt. Vini Mahajan, IAS are as framed by the holding company (PICTCL) or the Board of Directors from time to time.

The last drawn remuneration by Smt. Vini Mahajan, IAS was in her capacity as IAS Officer by the Govt. of Punjab. However, Puncom is not providing any salary or remuneration in her capacity as director.

Smt. Vini Mahajan, IAS has been nominated on the Board of our holding Corporation M/s Punjab Information and Technology Corporation Limited and Punjab Alkalies and Chemicals Limited. Further, she is neither a Member nor a Chairman in any of the Committees as per the provisions of Regulation 36(3) of Listing Regulations.

The shareholding of Smt. Vini Mahajan, IAS as per Regulation 36(3) of the Listing Regulations is NIL.

As Smt. Vini Mahajan, IAS was appointed on the Board of Puncom after the close of financial year i.e. on 10<sup>th</sup> August, 2018, she has not attended any board meeting during the year under report.

**Item No. 6**

Pursuant to Regulation 17(1A) of SEBI (LODR) Amendment Regulations, 2018 no listed entity shall appoint a person or continue the directorship of any person w.e.f. 1<sup>st</sup> April, 2019 as a non-executive director who has attained the age of seventy five years unless a special resolution is passed to that effect.

Sh. V. P. Chandan, (DIN : 00225793) a qualified Engineer, has been associated with the company since 1997 and has a rich experience in the field of Telecom, Administration and Consultancy. He is an advisor to the World Bank and an asset to the company. The company has benefited a lot from his rich experience and knowledge. At this point of time the Board and company needs his advice and guidance and thus the Board of the Company has in their meeting held on 2<sup>nd</sup> August, 2018, recommended continuation of his tenure as director of our company to the shareholders of the company.

Sh. V. P. Chandan, being the appointee himself, may be deemed to be concerned or interested in this Resolution.

The shareholding of Sh. V. P. Chandan, as per Regulation 36(3) of the Listing Regulations is NIL.

The appointment of Sh. V.P. Chandan as independent director is subject to the approval of shareholders by way of Special Resolution.

**ANNEXURE II  
INFORMATION PURSUANT TO REGULATION 36(3) OF THE LISTING REGULATIONS**

Presently the company is having six directors on Board, out of which two are independent directors and one Managing Director, who are not liable to retire by rotation. In the Board Meeting held on 2<sup>nd</sup> August, 2018, the Board recommended the appointment of Sh. R. K. Verma, IAS who was eligible to retire by rotation as per the provisions of the Companies Act, 2013, however, the nomination of Sh. R. K. Verma is withdrawn before the Annual General Meeting. The other three directors viz. Sh. Rajat Agarwal, IAS, Sh. J. S. Bhatia and Smt. Vini Mahajan, IAS being additional directors are proposed in this notice for appointment as Directors. Now after the withdrawal of nomination of Sh. R.K. Verma, IAS, none of the directors are eligible for retiring by rotation and thus none of the directors actually retire by rotation as per the provisions of Companies Act, 2018.

Date : 17<sup>th</sup> August, 2018  
Place : Registered Office  
B-91, Phase VIII, Industrial Area,  
SAS Nagar (Chandigarh) - 160071  
CIN: L32202PB1981SGC004616

By order of the Board  
Sd/-  
**(Madhur Bain Singh)**  
Company Secretary

----- TEAR HERE -----

**PUNJAB COMMUNICATIONS LTD.**

Registered Office : B-91, Phase VIII, Indl. Area, S.A.S. Nagar (Mohali) – 160 071

**ATTENDANCE SLIP**

PLEASE FILL ATTENDANCE SLIP AND HAND OVER AT THE ENTRANCE OF THE MEETING HALL

Joint shareholders may obtain additional Attendance Slip at the Venue of the meeting

DP.Id*	
--------	--

Regd. Folio No.	
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Client Id*	
------------	--

NAME AND ADDRESS OF THE SHARE HOLDER

No. of share(s) held :

I hereby record my presence at the 37<sup>th</sup> ANNUAL GENERAL MEETING of the Company held on Friday, 21<sup>st</sup> September, 2018 at 1100 HRS at B-91, Phase - VIII, Industrial Area, S.A.S. Nagar (Mohali) - 160 071 (Punjab).

\_\_\_\_\_  
Signature of the shareholder or proxy

\* Application for investors holding shares in electronic form.



## PUNJAB COMMUNICATIONS LIMITED

Registered Office : B-91, Phase VIII, Industrial Area, S.A.S. Nagar, Mohali-160071 (INDIA)

Form no. MGT-11

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN : L32202PB1981SGC004616  
 Name of the Company : Punjab Communications Limited  
 Registered office : B-91, Phase- VIII, Industrial Area, S.A.S Nagar, Chandigarh- 160071

Name of the member (s) :	
Registered address :	
E-mail ID :	
Folio No/ Client ID :	
DP ID :	

I/ We, being the member (s) of ..... Shares of the above named company, hereby appoint:

- Name: ..... Address: .....  
Email ID: ..... Signature: ....., or failing him
- Name: ..... Address: .....  
Email ID: ..... Signature: ....., or failing him
- Name: ..... Address: .....  
Email ID: ..... Signature: ....., or failing him

as my/ our proxy to attend and vote (on a poll) for me/ us and on my/ our behalf at the 37<sup>th</sup> Annual General Meeting of the Company, to be held on Friday, 21<sup>st</sup> September, 2018 at 1100 HRS at B-91, Phase- VIII, Industrial Area, S.A.S Nagar, Chandigarh and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	
<b>Ordinary Business</b>	
S No.	Item No.
1	To receive, consider and adopt the audited Profit and Loss Account for the year ended on 31st March, 2018 and Balance Sheet as on that date together with Boards' Report, Auditors' Report, CAG comments thereon and Secretarial Auditors' Report thereto.
2	To appoint the Statutory Auditors of the Company for the Financial Year 2018-2019.
<b>Special Business – Ordinary Resolution</b>	
3	To appoint CA Rajat Agarwal, IAS, (DIN: 07973901) as Additional Director in the capacity of Sr. Vice-Chairman of the Company.
4	To appoint CMA Jagdeep Singh Bhatia, (DIN : 02554023) as Additional Director in the capacity of whole time Director of the Company.
5	To appoint Smt. Vini Mahajan, IAS, (DIN : 06943948) as Additional Director in the capacity of Chairman of the Company.
<b>Special Business - Special Resolution</b>	
6	To appoint Sh. V. P. Chandan, (DIN : 00225793) as Independent Director who has attained the age of more than 75 years and thus cannot continue as Director of the company post 1 <sup>st</sup> April, 2019 unless the approval of shareholders is granted.

Signed this 21<sup>st</sup> day of September, 2018

Signature of Shareholder:

Signature of Proxy Holder (s):

Note: This form of proxy in order to be effective should be duly completed and deposited at the registered office of the Company, not less than 48 hours before the commencement of the Meeting.

**ROUTE MAP TO THE VENUE OF AGM**

