

## **BOOK POST / COURIER**

### **EXTRA-ORDINARY GENERAL MEETING NOTICE**

Notice is hereby given that an Extra-ordinary General Meeting of Punjab Communications Limited will be held on Tuesday, 28<sup>th</sup> January, 2020 at 1100 Hrs at the registered office of the Company at B-91, Phase VIII, Industrial Area, SAS Nagar, Mohali, to transact the following business:

#### **SPECIAL BUSINESS**

1. To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, and the relevant Rules framed there under (including any statutory modification(s) or re-enactment thereof, for the time being in force), read with SEBI (LODR) Regulations, 2015 and the enabling provisions in the Memorandum of Association and Articles of Association of the Company, approval and consent of the members of the Company be and is hereby granted to the Board of Directors to sell and transfer the fixed asset belonging to Punjab Communications Limited comprising of a building situated at C-134, Phase VIII, Industrial Area, Mohali (SAS Nagar) 160071, on such terms and conditions as the Board may deem fit, provided that transfer/sale procedure to be held in fair and transparent manner, in the interest of the Company.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised and empowered to finalise and execute necessary documents including but not limited to deeds of conveyance / transfer and other ancillary documents, with effect from such date and in such manner as is decided by the Board to do all such other acts, deeds, matters and things as they may deem necessary and/or expedient to give effect to the above Resolution and to settle any questions, difficulties or doubts that may arise in regard to sale and transfer of the Undertaking as they may in their absolute discretion deem fit.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers herein conferred, to any Committee of Directors or Committee of HOD's or any combination thereof, along with power to delegate any such power further to any Officers of the Company, to take all such steps as may be necessary, proper and expedient to give effect to this resolution”.

Date : 23<sup>rd</sup> December, 2019

Place : Registered Office

B-91, Phase VIII, Industrial Area,

SAS Nagar (Mohali) - 160071

CIN: L32202PB1981SGC004616

By order of the Board

Sd/-

**(Madhur Bain Singh)**

Company Secretary

#### **NOTES:**

- 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 to the Notice** and forms integral part of this notice.
- 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 NOTICE OF EGM. 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.
- 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.
- 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 Extra-ordinary General Meeting.
- The Register of Members and Share Transfer Books of the Company shall remain closed during the Book Closure period, i.e. from 22<sup>nd</sup> January, 2020 to 28<sup>th</sup> January, 2020 (both days inclusive).
- 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.
- 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.
- 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 EGM, so that the information required may be made available at the EGM.
- Pursuant to the provisions of the Companies Act, 2013 read with the Rules framed there under, the company may send notice of extra-ordinary general meeting, 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, 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.
- Electronic copy of the Notice of the Extra-ordinary 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](http://www.puncom.com).
- Pursuant to the provisions of Section 108 of the Companies Act, 2013, read with Companies (Management and Administration) Rules, 2014 and the provisions of SEBI (LODR) Regulations, 2015, the Company is pleased to offer e-voting facility to the Members to cast their votes electronically on all resolution set forth in the Notice convening the EGM to be held on 28<sup>th</sup> January, 2020 at 1100 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:

<b>Resolution</b>	<b>Commencement of e-voting</b>	<b>End of e-voting</b>
EGM Resolution(s)	23 <sup>rd</sup> January, 2020 (9.00 am)	27 <sup>th</sup> January, 2020 (5.00 pm)

- The Notice of the EGM 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. 24<sup>th</sup> December, 2019.
- The Instructions to members for E-Voting (EGM resolution) are as under :
  - Open the internet browser and type the following URL :[www.evotingindia.com](http://www.evotingindia.com)
  - Click on Shareholder tab.
  - Now enter your User ID
    - 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:

FOR MEMBERS WHOSE PAN IS REGISTERED WITH THE COMPANY	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department, as registered with the Company.
Dividend Bank Details OR 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>

FOR MEMBERS WHOSE PAN IS NOT REGISTERED WITH THE COMPANY	
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 Notice. In case the sequence number is less than 8 digits enter the applicable number of 0'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 OR 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 : 191223004" for voting on EGM Resolution(s) of PUNCOM. EVSN for EGM Resolution(s) can be viewed from 23<sup>rd</sup> January, 2020 to 27<sup>th</sup> January, 2020 i.e. during the voting period.  
 k) Once you enter, the "Cast Vote Page" will open. Now you are ready for e-voting.  
 l) 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.  
 m) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.  
 n) 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.  
 o) Once you "CONFIRM" your vote on the resolution, you will NOT be allowed to modify your vote.  
 p) 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.  
 q) 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.  
 r) **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.**  
 s) 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.  
 t) **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, it would not be allowed to change it subsequently. Also, he would not be allowed to vote at EGM, 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) i.e. 21<sup>st</sup> January, 2020 for EGM 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 Extra-ordinary General Meeting.  
 v) **Mr. Vishal Arora, Company Secretary in practice, 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 EGM 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 EGM of the Company and communicated to BSE.  
 14 THE COMPANY WHOLE-HEARTEDLY WELCOMES MEMBERS/PROXIES AT THE EXTRA-ORDINARY GENERAL MEETING OF THE COMPANY. THE MEMBERS/PROXIES MAY PLEASE NOTE THAT NO GIFTS/GIFT COUPONS WILL BE DISTRIBUTED AT THE EGM  
 15 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.  
 16 **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.  
 17 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 EGM Notice. The Notice of EGM is displayed on our website [www.puncom.com](http://www.puncom.com), for your reference please.  
 18 If you have received this Notice of Extra-ordinary General Meeting, but you are not a member as on the cut-off date, this document is for information purpose only.  
 19 The shareholders may contact Mr. Naresh Kumar Mehandru (Assistant Manager-Secretarial) at B-91, Phase-VIII, Industrial Area, SAS Nagar, Mohali-160071. The concerned person may also be contacted at [shareholders@puncom.com](mailto:shareholders@puncom.com) or at +911722237142.

**ANNEXURE TO THE NOTICE**

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013**

**Item No. 1**

Pursuant to provisions of Section 180 (1)(a) of the Companies Act, 2013, the Board of Directors of a company shall exercise the power to sell, lease or otherwise dispose of the whole or substantially the whole of any undertaking(s) of the company, only with the approval of the members of the Company by way of a special resolution.

Therefore, Members of the Company are further requested to note that their consent to the Board is being sought by way of a Special Resolution to sell and transfer, the Fixed assets belonging to Punjab Communications Limited comprising of a building situated at C-134, Phase VIII, Industrial Area, Mohali (SAS Nagar) 160071 on such terms and conditions as the Board may deem fit, with the purpose to meet with the urgent working capital requirements, on account of increased turnover of the Company. The sale of such fixed asset comprising of a building situated at C-134, Phase VIII, Industrial Area, Mohali (SAS Nagar) 160071 belonging to Punjab Communications Limited, may deemed to be considered as sale or disposal of an undertaking under the provisions of Section 180 (1) (a) of the Companies Act, 2013.

Our Holding Company, M/s Punjab Information and Communication Technology Corporation Limited (PICTCL) in their meeting held on 6<sup>th</sup> September, 2019 has accorded "In-principle" approval for such sale of a building situated at C-134, Phase VIII, Industrial Area, Mohali (SAS Nagar) 160071, provided that transfer/sale procedure to be held in fair and transparent manner, in the interest of the Company.

The Board of Directors of the Company ("the Board") at its meeting held on 20<sup>th</sup> November, 2019 has given its consent for the sale of undertaking. The Board is of the opinion that the proposed sale is in the overall best interest of the PUNCOM and recommends the passing of the resolution as set out in the accompanying notice as a special resolution by the members of the Company. Accordingly, your approval is solicited.

**Memorandum of Interest:**

None of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise, in the resolution set out at Item No. 1

Date : 23<sup>rd</sup> December, 2019  
 Place : Registered Office  
 B-91, Phase VIII, Industrial Area,  
 SAS Nagar (Mohali) - 160071  
 CIN: L32202PB1981SGC004616

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



**PUNJAB COMMUNICATIONS LIMITED**

**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, Mohali - 160071**

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

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

1. Name: ..... Address: .....  
 Email ID: ..... Signature: ....., or failing him
2. Name: ..... Address: .....  
 Email ID: ..... Signature: ....., or failing him
3. 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 Extraordinary General Meeting of the Company, to be held on Tuesday, 28<sup>th</sup> January, 2020 at 11:00 HRS at B-91, Phase- VIII, Industrial Area, S.A.S Nagar, Mohali and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution(s)	
<b>Special Business - Special Resolution</b>	
Item No.	Particulars
1	To consider and approve sale of an undertaking under Section 180 (1)(a) of the Companies Act, 2013

Signed this \_\_\_\_ day of \_\_\_\_\_, 20

Signature of Shareholder:

Signature of Proxy Holder (s):

Affix Re. 1/-  
Revenue  
Stamp

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.

# 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*	
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Regd. Folio No.	
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Client Id*	
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NAME AND ADDRESS OF THE SHARE HOLDER

No. of share(s) held :

I hereby record my presence at the EXTRA-ORDINARY GENERAL MEETING of the Company held on Tuesday, 28<sup>th</sup> January, 2020 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.

## EXTRA-ORDINARY GENERAL MEETING

**Date & Time : 28<sup>th</sup> January 2020, Tuesday at 11:00 Hrs**

**Venue : B-91, Phase VIII, Industrial Area, SAS Nagar, Mohali**

### ROUTE MAP TO THE VENUE OF EGM

