

ANNUAL GENERAL MEETING NOTICE

Notice is hereby given that the Forty-Second (42nd) Annual General Meeting of Punjab Communications Limited will be held on Wednesday, September 27, 2023 at 1100 Hrs through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”), to transact the following business. The venue of the meeting shall deemed to be the registered office of the Company i.e. B-91, Phase VIII, Industrial Area, S.A.S. Nagar (Mohali), Punjab -160071.

ORDINARY BUSINESS

1. To receive, consider and adopt the audited Profit and Loss Account for the year ended on March 31, 2023 and Balance Sheet as on that date together with Boards’ Report, Auditors’ Report, CAG comments thereon and Secretarial Auditors’ Report thereto.
2. To appoint Director in place of CA Ramesh Goel (DIN: 09699964) who retires by rotation and being eligible, offers himself for reappointment.
3. To appoint Statutory Auditors of the company for the Financial Year 2023-2024 (from the conclusion of this AGM till the conclusion of next AGM) and to fix their remuneration and to pass the following resolution as an **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 thereunder, as amended from time to time, consent of the members of the company be and is hereby accorded to appoint Statutory Auditors of the Company, from the conclusion of this AGM till the conclusion of next AGM and to do the Statutory Audit of Financial Statements for FY 2023-24 at the annual remuneration of Rs. 1,10,000/- plus GST 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.”

(The Company has not received the letter from CAG w.r.t appointment of Statutory Auditors till date, Statutory Auditors will be appointed on the basis of the letter issued in this regard)

SPECIAL BUSINESS

4. 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 Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16, 17(1C) & 25(2) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), **CA. Devinder Kumar Singla** (DIN: 01430327), who was appointed as an Independent Director and who holds office of Independent Director up to date of 24th March, 2023, and who is eligible for re-appointment for a second term in accordance with the provisions of the Companies Act, 2013, rules made thereunder read with SEBI (LODR) Regulations, 2015, and for whose re-appointment the approval of shareholders is required pursuant to Regulation 17(1C) & 25 (2) of SEBI (LODR) Regulations, 2015 at this Annual General Meeting, and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of three years w.e.f. 25th March, 2023.”
5. 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 Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16, 17(1C) & 25(2) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), **Dr. Neelu Jain** (DIN: 09548731), who was appointed as an Independent Director and who holds office of Independent Director up to date of 24th March, 2023, and who is eligible for re-appointment for a second term in accordance with the provisions of the Companies Act, 2013, rules made thereunder read with SEBI (LODR) Regulations, 2015, and for whose re-appointment the approval of shareholders is required pursuant to Regulation 17(1C) & 25 (2) of SEBI (LODR) Regulations, 2015 at this Annual General Meeting, and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing her candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of three years w.e.f. 25th March, 2023.”

By order of the Board
Sd/
(Pratima Yadav)
Company Secretary

Date : August 31, 2023
Place : Registered Office
B-91, Phase VIII, Industrial Area,
SAS Nagar (Mohali) - 160071
CIN: L32202PB1981SGC004616

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 to the Notice** and forms integral part of this notice.
2. In view of the Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its General Circular No. 20/2020, No. 14/2020, No. 17/ 2020 & 02/2021 dated May 05, 2020, April 08, 2020, April 13, 2020 & January 13, 2021 respectively read with circular no. 02/2022 dated May 05, 2022 (collectively referred to as "MCA Circulars") permitted the holding of the Annual General Meeting ("AGM") through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), without the physical presence of the Members at a common venue. Further, MCA vide circular no. 10/2022 dated December 28, 2022, has decided to allow companies whose AGMs are due in the year 2023, to conduct their AGMs on or before 30.09.2023, in accordance with the requirements provided in paragraphs 3 and 4 of the General Circular No. 20/2020 dated May 05, 2020.
Accordingly, in compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and MCA Circulars, the forthcoming AGM of the Company will be held through VC / OAVM. Hence, Members can attend and participate in the ensuing AGM through VC/OAVM. The procedure for participating in the meeting through VC/ OAVM is explained at Note No. 14.
3. Pursuant to the provisions of the Companies Act, 2013, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held, pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
4. The Register of Members and Share Transfer Books of the Company shall remain closed during the Book Closure period, i.e. from September 21, 2023 to September 27, 2023 both days inclusive.
5. 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.
6. 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.
7. 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.
8. In compliance with the aforesaid MCA circulars and SEBI circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and SEBI circular No SEBI/HO/CFD/CMD2 /CIR/P/2022/62 dated May 13, 2022 read with SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023, the Notice of 42nd Annual General Meeting of the Company inter-alia indicating the process and manner of e-voting along with the Annual Report 2022-23 containing Board's report, Auditors' Report, Audited Financial Statements and other documents, **is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories**. Members may note that the Notice calling the AGM along with Annual Report FY 2022-23 has been uploaded on the website of the Company at www.puncom.com. The Notice can also be accessed from the website of the Stock Exchange i.e. BSE Limited at www.bseindia.com The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.
9. 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 & mobile no. 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 & mobile no. to the Company.**
10. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020, May 05, 2020, January 13, 2021 and May 05, 2022 read with MCA circular no. 10/2022 dated December 28, 2022, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the 42nd Annual General Meeting ("AGM") of the company to be held on Wednesday, September 27, 2023 at 11:00 HRS. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
11. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM shall be made available to at least 1000 members on first come

first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairman of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

12. The attendance of the Members attending the AGM through VC/OAVM shall be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
13. The Notice of the 42nd 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. August 25, 2023.

14. THE INSTRUCTIONS TO MEMBERS FOR E-VOTING AND JOINING AGM THROUGH VC/OAVM ARE AS UNDER:

- (i) The e-voting period begins on September 22, 2023 (9.00 am) and ends on September 26, 2023 (5.00 pm). During this period, members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. September 20, 2023 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Members who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) In order to increase the efficiency of the voting process, e-voting is enabled to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants vide SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 2020. Demat account holders would be able to cast their vote without having to register again with the multiple e-voting service providers, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.
- (iv) In terms of aforesaid SEBI circular dated December 09, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Members are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.
 - **LOGIN METHOD FOR DEMAT MEMBERS** [INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT FORM (CDSL/NSDL)]

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin .The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.

<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDEaS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDEaS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDEaS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDEaS” Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 022-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

- **LOGIN METHOD FOR PHYSICAL MEMBERS AND MEMBERS OTHER THAN INDIVIDUAL HOLDING SECURITIES IN DEMAT FORM**
 1. The members should log on to the e-voting website www.evotingindia.com
 2. Click on “Shareholders” module.
 3. Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
 4. Next enter the Image Verification as displayed and Click on Login
 5. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.

6. If you are a first time user follow the steps given below:

	For Physical Members and Members other than Individual holding shares in Demat Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat members as well as physical members) <ul style="list-style-type: none"> members who have not updated their PAN with the Company/ Depository Participant are requested to use the sequence number as mentioned in the email received for notice along with Annual Report, 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"> 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 at no. 3

- (v) After entering these details appropriately, click on "SUBMIT" tab.
- (vi) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for 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.
- (vii) For members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (viii) Select "EVSN : 230824012" for voting on AGM Resolution(s) of Punjab Communications Limited.
- (ix) 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.
- (x) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xi) After selecting the resolution you have decided to vote on, 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.
- (xii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xiv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

PROCESS FOR THOSE MEMBERS WHOSE EMAIL ADDRESSES/MOBILE NO. ARE NOT REGISTERED WITH THE DEPOSITORIES/COMPANY:

- For Physical members - please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to ramap@alankit.com and cc to shareholders@puncom.com
- For Demat members - Please update your email id & mobile no. with your respective Depository Participant (DP)
- For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

INSTRUCTIONS FOR MEMBERS ATTENDING THE AGM THROUGH VC/OAVM DURING MEETING ARE AS UNDER:

- Members will be provided with a facility to attend the AGM through VC/OAVM through the depository e-Voting system. The procedure for attending meeting & e-voting on the day of the AGM is same as the instructions mentioned above for e-voting.
- The link for VC/OAVM to attend the AGM will be available in shareholder/members login where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
- Members are encouraged to join the Meeting through Laptops / IPads for better experience.
- Further members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
- Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request in advance at least 10 days prior to meeting i.e. during the period from September 11, 2023 (9:00 a.m.) to September 17, 2023 (5:00 p.m.) mentioning their name, DP ID and Client ID/folio number, PAN, email id, mobile number at shareholders@puncom.com. The members, who do not wish to speak during the AGM, but

have queries, may send their queries in advance mentioning their name, DP ID and Client ID/ folio number, PAN, email id, mobile number at shareholders@puncom.com. These queries will be replied to, by the company suitably by email.

7. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

INSTRUCTIONS FOR MEMBERS FOR E-VOTING DURING THE AGM ARE AS UNDER:-

1. The procedure for e-voting on the day of the AGM is same as the instructions mentioned above for e-voting.
2. Only those members, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
3. If any Votes are cast by the members through the e-voting available during the AGM and if the same members have not participated in the meeting through VC/OAVM facility, then the votes cast by such members shall be considered invalid as the facility of e-voting during the meeting is available only to the members attending the meeting.
4. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

(xv) **Note for Non – Individual Shareholders and Custodians-For Remote voting only**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and 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.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address at shareholders@puncom.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

(xvi) **General Instructions:**

- (a) If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 022-23058542/43.
- (b) All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.
- (c) 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. September 20, 2023 for AGM Resolution(s).
- (d) Mr. Suraj Prakash Choudhary, Practicing Company Secretary, has been appointed as the Scrutinizer to scrutinize the entire e-voting process in a fair & transparent manner.
- (e) The Scrutinizer shall immediately after the conclusion of voting at the Annual General Meeting, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-voting and make a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing who shall countersign the same.
- (f) As per Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the results of e-voting are to be communicated to the BSE Limited, where the shares of the Company are listed, within two working days of the conclusion of the Annual General Meeting. The results declared along with the Scrutinizer's Report shall also be placed on the Company's website www.puncom.com and on the website of CDSL.

- 15 Information pursuant to Regulation 36(3) of the Listing Regulations, requires disclosure on the appointment/ reappointment of the Directors, which is annexed as part of Annexure to this notice.
- 16 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. 14 of Notes to AGM Notice. The Notice of AGM is displayed on our website www.puncom.com, for your reference please.
- 17 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.
- 18 Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice
- 19 The members 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 or at +911722237142.

ANNEXURE TO THE NOTICE**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013****(For Item No. 3 to 5)****Item No. 3**

Our Company, being a Government Company, its Statutory Auditors are appointed by the Comptroller and Auditor-General of India (CAG) by virtue of Section 139(5) of Companies Act, 2013. The Board of Directors of the Company on the recommendation of the Audit Committee, decided in its 219th Board Meeting held on 30th May, 2023, to fix the remuneration of the CAG appointed Statutory Auditor for FY 2023-24 at an annual fee of Rs 1,10,000/- plus GST. The Company has paid an annual fees of Rs. 1,60,000/- to previously appointed CAG statutory auditors-M/s Raj Gupta & Co, Chartered Accountants for FY 2022-23. However, considering the financial losses and deteriorating financial health, the Board decided to reduce the fee from Rs. 1,60,000/- to Rs 1,10,000/- for FY 2023-24.

The Company has not received the letter from CAG w.r.t appointment of Statutory Auditors for FY 2023-24 till date and Statutory Auditors will be appointed on the basis of the letter issued in this regard.

The Board of Directors recommends the Ordinary Resolution as set out at Item No. 3 for approval of the Members. 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. 3

Item No. 4

Pursuant to provisions of the Companies Act, 2013 and Listing Regulations, CA. Devinder Kumar Singla (DIN: 01430327) was appointed as an Independent Director on the Board of the Company in 211th Board Meeting of the company for a period of one year w.e.f. 25th March, 2022, subject to the approval of members of the company, which was later regularised in Extra-ordinary General Meeting of the Company held on 22nd June, 2022.

Since the period of the first term of CA Devinder Kumar Singla, was expiring on 24th March, 2023, considering his rich experience, knowledge, skills & expertise and in order to give valuable contribution towards our Company by CA. Devinder Kumar Singla, the Board of Directors of the Company in its 217th Board meeting held on 10th February, 2023 recommended the re-appointment of CA Devinder Kumar Singla for his second term of three years in compliance with Regulation 17, 17(1C) & 25(2) of SEBI (LODR) Regulations, 2015 and other applicable provisions of Companies Act, 2013, to the Members of the Company for their approval.

Pursuant to the provisions of Regulation 17 (1C) of SEBI (LODR) Regulations, 2015 and other applicable provisions, the listed entity must ensure that approval of shareholders for re-appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of re-appointment, whichever is earlier. However, a Public Sector Company can obtain the approval of shareholders at the next annual general meeting from the date of his/her re-appointment. Accordingly, the maximum time period to obtain the approval of shareholders of the company for his reappointment is 27th September, 2023, being the next date of AGM.

CA. Devinder Kumar Singla, born on 5th August, 1965, is a Chartered Accountant, who has been in CA practice since January, 1989. He is having an experience of more than 34 years with specialization in Bank/Govt./PSU/MNC Audits. He has also served as Non-Executive Director in different Companies / Banks as well as Member of different Committees of Banking Insurance etc. in the past.

CA. Devinder Kumar Singla has already given a declaration to the Board that he meets the criteria of independence as provided under Section 149(6) of the Companies Act, 2013. In the opinion of the Board, he fulfills the conditions specified in the Act and the Rules framed thereunder for re-appointment as an Independent Director.

The Company has received a notice in writing from a member proposing the candidature of CA. Devinder Kumar Singla to be re-appointed as an Independent Director of the Company in accordance with the provisions of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015.

Brief Profile, Qualifications, Experience, Date of Appointment on Board, Shareholding in the Company along with Directorship, Membership / Chairmanship of Committees held in other Listed Companies of CA. Devinder Kumar Singla is enclosed along with explanatory statement.

The Board of Directors recommends the Special Resolution as set out at Item No. 4 for approval of the Members. Accordingly, your approval is solicited.

Memorandum of Interest:

Except CA. Devinder Kumar Singla being appointee, 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. 4

Item No. 5

Pursuant to provisions of the Companies Act, 2013 and Listing Regulations, Dr. Neelu Jain (DIN: 09548731), was appointed as an Independent Director on the Board of the Company in 211th Board Meeting of the company for a period of one year w.e.f. 25th March, 2022, subject to the approval of members of the company, which was later regularised in Extra-ordinary General Meeting of the Company held on 22nd June, 2022.

Since the period of the first term of Dr. Neelu Jain, was expiring on 24th March, 2023, considering her rich experience, knowledge, skills & expertise and in order to give valuable contribution towards our Company by Dr. Neelu Jain, the Board of Directors of the Company in its 217th Board meeting held on 10th February, 2023 recommended the re-appointment of Dr. Neelu Jain for her second term of three years in compliance with Regulation 17, 17(1C) & 25(2) of SEBI (LODR) Regulations, 2015 and other applicable provisions of Companies Act, 2013, to the Members of the Company for their approval.

Pursuant to the provisions of Regulation 17 (1C) of SEBI (LODR) Regulations, 2015 and other applicable provisions, the listed entity must ensure that approval of shareholders for re-appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of re-appointment, whichever is earlier. However, a Public Sector Company can obtain the approval of shareholders at the next annual general meeting from the date of his/her re-appointment. Accordingly, the maximum time period to obtain the approval of shareholders of the company for her reappointment is 27th September, 2023, being the next date of AGM.

Dr. Neelu Jain, born on 5th July, 1959, is a retired Professor and former Head, ECE department, Punjab Engineering College, Chandigarh. Her Qualification is B.E (E & C), M.E (E & EC) and Ph. D (Electronics Engineering). She worked at different posts at Lohia Machines Ltd (Kanpur), MMC (Calcutta), Uniscans and Sonics Ltd. (Mohali) and Punjab Engineering College (Chandigarh).

Dr. Neelu Jain has already given a declaration to the Board that she meets the criteria of independence as provided under Section 149(6) of the Companies Act, 2013. In the opinion of the Board, she fulfills the conditions specified in the Act and the Rules framed thereunder for re-appointment as an Independent Director.

The Company has received a notice in writing from a member proposing the candidature of Dr. Neelu Jain to be re-appointed as an Independent Director of the Company in accordance with the provisions of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015.

Brief Profile, Qualifications, Experience, Date of Appointment on Board, Shareholding in the Company along with Directorship, Membership / Chairmanship of Committees held in other Listed Companies of Dr. Neelu Jain is enclosed along with explanatory statement.

The Board of Directors recommends the Special Resolution as set out at Item No. 5 for approval of the Members. Accordingly, your approval is solicited.

Memorandum of Interest:

Except Dr. Neelu Jain being appointee, 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. 5

Information Pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 regarding the Directors seeking appointment/re-appointment in the Annual General Meeting.

Name of the Director	CA Ramesh Goel	CA. Devinder Kumar Singla [#]	Dr. Neelu Jain [#]
Designation	Whole-time Director	Independent Director	Independent Director
Date of Birth	06.06.1967	05.08.1965	05.07.1959
Date of Appointment	09.08.2022	25.03.2022	25.03.2022
Qualification	Chartered Accountant	Chartered Accountant	B.E (E & C), M.E (E & EC) and Ph. D (Electronics Engineering)
Expertise in specific functional area	Rich experience in the field of Accounts, Finance and Audit	Rich experience in the field of Finance and Bank/Govt./PSU/MNC Audits	Rich experience in the field of Telecom and Education
Directorships in Other Listed Companies as on March 31, 2023	Nil	Nil	Nil
Chairman/Member of Committees of Other Listed Companies as on March 31, 2023	Nil	Nil	Nil
No. of Shares held	Nil	Nil	Nil
Relationship with other Director(s)	Being a contractual employee of company, shares a professional relationship with the Managing Director of Punjab Communications Limited.	Not related to any director	Not related to any director

[#] These Independent Directors seeking re-appointment in AGM fulfill the skill and capabilities required for the role of an Independent Director on the Board of Puncom and are detailed under Corporate Governance Report of Annual Report of the company.

Note: None of the directors seeking appointment/ reappointment in 42nd AGM has resigned from any listed entity during the past three years.

By order of the Board
 Sd/
(Pratima Yadav)
 Company Secretary

Date : August 31, 2023
 Place : Registered Office
 B-91, Phase VIII, Industrial Area,
 SAS Nagar (Mohali) - 160071
 CIN: L32202PB19815GCO04616