

ANNUAL GENERAL MEETING NOTICE

Notice is hereby given that the Forty-Third (43rd) Annual General Meeting of Punjab Communications Limited will be held on Thursday, November 28, 2024 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, 2024 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 Sh. Mohinder Pal, IAS (DIN: 02975536) who retires by rotation and being eligible, offers himself for reappointment.
3. To appoint Statutory Auditors of the company for the Financial Year 2024-2025 (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 M/s Ashwani & Associates, Chartered Accountants as 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 2024-25 at the annual remuneration of Rs. 1,10,000/- as fixed by the Board of Directors and at such terms and conditions as provided in the CAG 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 2(54), 196 and 203 of the Companies Act 2013 (Act) and other applicable provisions, if any and Rules made thereunder read with Regulation 17(1C) and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), **Sh. Parminder Pal Singh Sandhu, IAS** (DIN 10298745) be and is hereby appointed as Managing Director of the Company for the initial period from August 24, 2023 to January 23, 2024 and thereafter appointed again as Managing Director of the Company with effect from February 5, 2024 as per Article 128 & 171 of the Articles of the Association of the Company, and for whose appointment the approval of shareholders is required pursuant to Regulation 17(1C) of SEBI (LODR) Regulations, 2015 and who is eligible for appointment under the relevant provisions of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015, 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 Managing Director, upon the terms and conditions as set out in explanatory statement annexed hereto.”

“**RESOLVED FURTHER THAT** pursuant to provisions of section 196, 197 read with Schedule V of the Companies Act 2013 (Act) and other applicable provisions, if any and Rules made thereunder, the remuneration of Sh. Parminder Pal Singh Sandhu, IAS as Managing Director of the company for the period from August 24, 2023 to January 23, 2024 be and is hereby approved as per details set out in explanatory statement annexed hereto.”

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

“**RESOLVED THAT** pursuant to the provisions of Sections 152 & 161 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 17(1C) and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), **Sh. Tejveer Singh, IAS** (DIN: 07896141), be and is hereby appointed as Nominee Director in the capacity of Chairman of the company w.e.f. September 4, 2023 under Article 128 & Article 158 of the Articles of the Association of the Company, and for whose appointment the approval of shareholders is required pursuant to Regulation 17(1C) of SEBI (LODR) Regulations, 2015 and who is eligible for appointment under the relevant provisions of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015, 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 in the capacity of Chairman of the company w.e.f. September 4, 2023.”

Date : October 29, 2024
Place : Registered Office
B-91, Phase VIII, Industrial Area
SAS Nagar (Mohali) - 160071
CIN: L32202PB1981SGC004616

By order of the Board
Sd/-
(Pratima Yadav)
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 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, No. 02/2021 & 02/2022 dated May 05, 2020, April 08, 2020, April 13, 2020, January 13, 2021 & May 05, 2022 respectively read with circular no. 10/2022 dated December 28, 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. 09/2023 dated September 25, 2023, has decided to allow companies whose AGMs are due in the year 2024, to conduct their AGMs on or before 30.09.2024, in accordance with the requirements of the General Circular No. 20/2020 dated May 05, 2020.

Thereafter, MCA vide circular no. 09/2024 dated September 19, 2024 decided to allow companies whose AGMs are due in the Year 2024 or 2025, to conduct their AGMs through VC or OAVM on or before September 30, 2025 in accordance with the requirements laid down in Para 3 and Para 4 of the General Circular No. 20/2020 dated 05.05.2020.

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 November 22, 2024 to November 28, 2024 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, SEBI circular NoSEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 and SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 read with SEBI/HO/CFD/ CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024, the Notice of 43rd Annual General Meeting of the Company inter-alia indicating the process and manner of e-voting along with the Annual Report 2023-24 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 2023-24 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, May 05, 2022, December 28, 2022 and September 25, 2023 read with MCA circular no. 09/2024 dated September 19, 2024, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the 43rd Annual General Meeting (“AGM”) of the company to be held on Thursday, November 28, 2024 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 atleast 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 43rd 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. October 18, 2024.

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

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The e-voting period begins on November 23, 2024 (9.00 am) and ends on November 27, 2024 (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. November 21, 2024 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.

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (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 Depository	<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 users to login to Easi / Easiest are requested to visit cdsl website www.cdslindia.com and click on login icon & New System Myeasi Tab. 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 cdsl website www.cdslindia.com and click on login & New System My easi Tab and then click on registration option. 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. 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 Depository</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.nSDL.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.nSDL.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nSDL.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 abovementioned 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
<p>Individual Shareholders holding securities in Demat mode with CDSL</p>	<p>Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cDSLindia.com or contact at toll free no. 1800 2109911</p>
<p>Individual Shareholders holding securities in Demat mode with NSDL</p>	<p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nSDL.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000</p>

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

v) 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 DematForm
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both dematmembers as well as physical members)</p> <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)	<p>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.</p> <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

- vi) After entering these details appropriately, click on “SUBMIT” tab.
- vii) 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.
- viii) For members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- ix) Select “**EVSN :241022003**” for voting on AGM Resolution(s) of Punjab Communications Limited.
- x) 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.
- xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- xii) 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.
- xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- xv) 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.
- xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

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.

4. Further members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
5. 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.
6. 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 November 12, 2024 (9:00 a.m.) to November 18, 2024 (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 at least 10 days prior to meeting 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.

xvii) 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 will be mapped automatically & can be delink in case of any wrong mapping.
- 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 mandatorily 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.

xviii) 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 toll free no. 1800 2109911
- (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 toll free no. 1800 2109911.
- (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. November 21, 2024 for AGM Resolution(s).
- (d) M/s S.K. Sikka & Associates, 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 225th Board Meeting held on August 7, 2024, to fix the remuneration of the CAG appointed Statutory Auditor for FY 2024-25 at an annual fee of Rs 1,10,000/- plus GST. The Company has paid the annual fees of Rs. 1,10,000/- to previously appointed CAG statutory auditors-M/s Jain & Associates, Chartered Accountants for FY 2023-24, considering the financial losses and deteriorating financial health of the company. Accordingly, the Board decided to pay the same fee of Rs 1,10,000/- plus GST for FY 2024-25 as were paid in last year i.e. for FY 2023-24.

In this regard, the CAG vide its letter dated September 21, 2024 has appointed M/s Ashwani & Associates, Chartered Accountants as Statutory Auditors of the Company for FY 2024-25 at a fee of Rs 1,10,000/- plus GST. Accordingly, the matter regarding the appointment of M/s Ashwani & Associates, Chartered Accountants as Statutory Auditors of the company for FY 2024-25 on the basis of the CAG letter issued in this regard is placed before the shareholders of the company for its approval.

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 Article 171 of the Articles of Association of the Company, the holding Company has a right to appoint Managing Director of the Company. The Government of Punjab vide its order bearing Endst No. PERS-IASOP/T/1/2023-3-S/655 dated August 22, 2023 has appointed Sh. Parminder Pal Singh Sandhu, IAS (DIN 10298745) as Managing Director of the Company. Further in exercise of its power, vide Article 171 & Article 128 of the Articles of Association of the Company, Punjab Information & Communication Technology Corporation Ltd. (our holding company) vide their letter No. PICTC/SECTL/54787/2023 dated August 24, 2023 has appointed Sh. Parminder Pal Singh Sandhu, IAS as director in the capacity of Managing Director of the Company w.e.f. August 24, 2023. The appointment of Sh. Parminder Pal Singh Sandhu, IAS as director in the capacity of Managing Director was further approved and recommended by the Board of Directors of the Company in its 221st meeting held on September 4, 2023, to the Members of the Company for their approval at the ensuing Annual General Meeting.

Further, pursuant to Punjab Infotech's Nomination letter No. PICTC/SECTL/54787/2023 dated August 24, 2023 read with applicable provisions of Companies Act, 2013 and SEBI (LODR) Regulations, 2015 and subject to the approval of shareholders of the company in their general meeting, the remuneration of Sh. Parminder Pal Singh Sandhu, IAS at a monthly present Basic Pay of Rs 1,46,400/- and present Dearness Allowance of Rs. 61,488/- plus applicable increments in future as well as monthly NPS Contribution payable by the Company, subject to all necessary statutory deductions including his own NPS contribution, at applicable rates, was approved by the Board in its meeting held on September 4, 2023, on the basis of his Last Pay Certificate (LPC) along with actual salary statement for FY 2023-24 duly provided by the Department of Social Justice, Empowerment & Minorities, Govt. of Punjab, on such terms and conditions as per applicable rules on his service.

Later, Sh. Parminder Pal Singh Sandhu, IAS who was appointed as Managing Director was transferred vide Govt. Order No. PERS-IASOP/ T/ 1/ 2024-3-S/ 248 dated January 19, 2024. Accordingly, he relinquished the charge as Managing Director, PUNCOM on January 23, 2024. Consequently, Our Holding Company, M/s Punjab Information and Communication Technology Corporation Ltd. vide letter No. PICTC/SECTL/81430/2024 dated January 23, 2024 has withdrawn the nomination of Sh. Parminder Pal Singh Sandhu, IAS (DIN: 10298745) as Managing Director on the Board of the company w.e.f. January 23, 2024.

Thereafter, Sh. Parminder Pal Singh Sandhu, IAS was again appointed as Managing Director of Puncom and in addition Executive Director, BACKFINCO vide Govt. Order No. PERS-IASOP/ T/ 1/ 2024-3-S/ 285 dated January 31, 2024. Consequently, M/s Punjab Information & Communication Technology Corporation Ltd. (holding company of Puncom) vide its letter No. PICTC/SECTL/82399/2024 dated February 7, 2024 again nominated Sh. Parminder Pal Singh Sandhu, IAS as Managing Director on the Board of Puncom w.e.f. February 5, 2024. However, the remuneration was paid to Sh. Parminder Pal Singh Sandhu, IAS as Managing Director of the company only for the period from August 24, 2023 to January 23, 2024 amounting to Rs.12.90 Lacs (approx) which requires the approval of the members of the company.

The appointment of Sh. Parminder Pal Singh Sandhu, IAS as director in the capacity of Managing Director was again approved and recommended by the Board of Directors of the Company in its 223rd meeting held on February 8, 2024, to the Members of the Company for their approval at the ensuing Annual General Meeting.

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 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 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 appointment. Accordingly, the maximum time period to obtain the approval of shareholders of the company for his appointment is November 28, 2024, being the next date of AGM.

Sh. Parminder Pal Singh Sandhu, IAS, is a 2016 Batch IAS Officer with a strong and diverse professional experience of over 20 years ranging from formulation to implementation of Public Policy in the Government. At present, Sh. Parminder Pal Singh Sandhu, IAS is serving under Govt. of Punjab as Project Director, World Bank Project, Department of School Education-cum-Additional Secretary, School Education and in addition Managing Director, Punjab Communications Limited and in addition Executive Director, BACKFINCO. In his previous roles, Mr. Sandhu has served as Managing Director, Punjab State Cooperative Bank Ltd., Member Secretary, Punjab State Scheduled Castes Commission, and Member Secretary, Punjab State Backward Classes Commission.

The Company has received a notice in writing from a member of the company along with requisite deposit as required under Section 160 of Companies Act, 2013 proposing the candidature of Sh. Parminder Pal Singh Sandhu, IAS as Managing Director of the Company.

The terms and conditions of his appointment provides that all or any of the powers delegated by the Articles of Association of the Company and/or by shareholders of the company in general meeting and/or by Board of Directors jointly or severally to him or any of the previous MD, since the inception of the company is delegated mutatis-mutandis to Sh. Parminder Pal Singh Sandhu, IAS on his appointment as Managing Director in the letter & spirit of the delegation along with the powers delegated in the 78th BOD Meeting held on May 29, 1996, 106th BOD Meeting held on June 13, 2001, 138th BOD meeting held on January 30, 2006, powers for operation of bank accounts delegated in 85th BOD Meeting held on November 28, 1997 with any subsequent amendment(s) thereof and such other powers delegated to the previous MD from time to time. It also provides for his authority to sub-delegate these powers to any other director or officer/employee of the Company.

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 Sh. Parminder Pal Singh Sandhu, IAS 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 Sh. Parminder Pal Singh Sandhu, IAS, 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 Article 158 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. Endst No. PERS-IASOP/T/1/2023-3-S/697 dated August 31, 2023 has appointed Sh. Tejveer Singh, IAS (DIN: 07896141) as Principal Secretary, Industries & Commerce. Further in exercise of its power, vide Article 128 & Article 158 of the Articles of Association of the Company, Punjab Information & Communication Technology Corporation Ltd. (our holding company) vide their letter No. PICTC/SECT/I/55370/2023 dated September 4, 2023 has appointed Sh. Tejveer Singh, IAS as director in the capacity of Chairman on board of the Company. The appointment of Sh. Tejveer Singh, IAS as director in the capacity of Chairman was further approved and recommended by the Board of Directors of the Company in its 221st meeting held on September 4, 2023 to the Members of the Company for their approval by way of Ordinary Resolution.

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 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 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 appointment. Accordingly, the maximum time period to obtain the approval of shareholders of the company for his appointment is November 28, 2024, being the next date of AGM.

The Company has received a notice in writing from a member of the company along with requisite deposit as required under Section 160 of Companies Act, 2013 proposing the candidature of Sh. Tejveer Singh, IAS as Director in the capacity of Chairman of the Company.

Sh. Tejveer Singh, IAS, is a 1994 Batch IAS Officer with a strong and diverse professional experience of over 27 years service in the Government and is at present, serving under Govt. of Punjab as Additional Chief Secretary, Local Government and in addition Additional Chief Secretary, Industries and Commerce and in addition Additional Chief Secretary, Information Technology. In his previous roles, Mr. Singh has served as Deputy Commissioner of Patiala, Amritsar and SAS Nagar (Mohali) districts, Chief Administrator, Greater Mohali Area Development Authority (GMADA); Director, Information and Public Relations; Special Secretary, Planning and Commissioner, NRI Affairs.

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 Sh. Tejveer Singh, IAS is enclosed along with explanatory statement.

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

Memorandum of Interest:

Except Sh. Tejveer Singh, IAS, 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	Sh. Mohinder Pal, IAS	Sh. Parminder Pal Singh Sandhu, IAS	Sh. Tejveer Singh, IAS
Designation	Sr. Vice- Chairman	Managing Director	Chairman
Date of Birth	23.06.1966	07.09.1975	27.11.1970
Date of Appointment	11.07.2022	05.02.2024*	04.09.2023
Qualification	B.A.	M.A.(Public Policy)	M.A.(History) B.A.(History (hons))
Expertise in specific functional area	Indian Administrative Service Officer- General Management and Administration	Indian Administrative Service Officer- General Management and Administration	Indian Administrative Service Officer- General Management and Administration
Directorships in Other Listed Companies as on March 31, 2024	Nil	Nil	Nil
Chairman/Member of Committees of Other Listed Companies as on March 31, 2024	Nil	Nil	Nil
No. of Shares held	Nil	Nil	Nil
Relationship with other Director(s)	Related to other directors appointed by holding company	Related to other directors appointed by holding company	Related to other directors appointed by holding company

* Sh. Parminder Pal Singh Sandhu, IAS was nominated as Managing Director of the Company w.e.f. 24.08.2023. Later, he ceased to be Managing Director on the Board of Puncom w.e.f. 23.01.2024. Thereafter, Sh. Parminder Pal Singh Sandhu, IAS was again appointed as Managing Director of the Company w.e.f. 05.02.2024.

Note: None of the directors seeking appointment/ reappointment in 43rd AGM has resigned from any listed entity during the past three years.

Date : October 29, 2024
Place : Registered Office
B-91, Phase VIII, Industrial Area
SAS Nagar (Mohali) - 160071
CIN: L32202PB1981SGC004616

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