

SCRUTINIZER'S REPORT

**[Pursuant to section 108 of the Companies Act, 2013 and rule 20(3)(xi)
of the Companies (Management and Administration) Rules, 2014]**

To

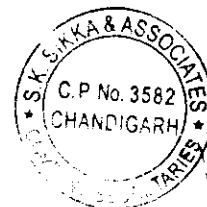
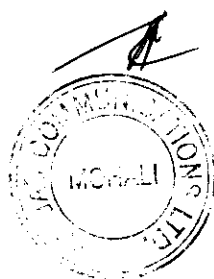
The Chairman
Punjab Communications Limited
B-91, Phase- VIII, Industrial Area,
Mohali

Dear Sir,

1. I, Sushil Kumar Sikka, sole proprietor of S K Sikka & Associates, a Company Secretary in Practice, have been appointed by the Board of Director of Punjab Communications Limited (the Company) as a scrutinizer for the purpose of scrutinizing the e-voting process and ascertaining the requisite majority on e-voting carried out as per the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (Rules) on the resolutions contained in the notice to the 37th Annual General Meeting (AGM) of the members of the Company, held on the 21st day of September, 2018 (Friday) at 11.00 a.m. at B-91, Phase- VIII, Industrial Area, Mohali, 160071.

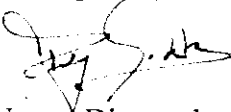
2. The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through electronic means on the resolutions contained in the Notice to the 37th Annual General Meeting (AGM) of the members of the Company. My responsibility as a scrutinizer for the e- voting process is restricted to make a Scrutinizer's report of the votes cast "in favour" or "against" the resolutions stated above, based on the reports generated from the e-voting system provided by Central Depository Services (India) Limited, the authorized agency to provide e-voting facilities, engaged by the Company.


The Registers, all other papers and relevant records relating to electronic voting shall remain in our safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid Annual General Meeting and the same shall be handed over to the Company Secretary of Punjab Communications Limited for safe keeping.



3. Further to the above, I submit my report as under:-

- a) The e-voting period remained open from Tuesday, 18th September, 2018 (9:00 A.M) to Thursday, 20th September, 2018 (5:00 P.M).
- b) The members of the Company as on the "cut-off" date i.e. 17th August, 2018 were entitled to vote on the resolutions (items no. 1 to 6 as set out in the notice of the 37th AGM of the Company)
- c) The votes cast were unblocked on 21st September, 2018 in the presence of 2 witnesses, Mr. Divyanshu and Ms. Kanika who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.


Name: Divyanshu


Name: Kanika

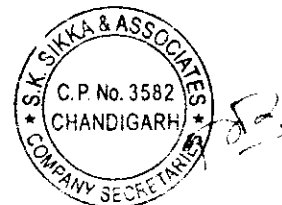
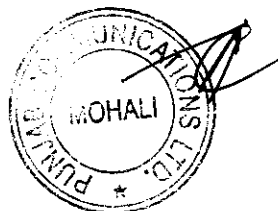
4. Thereafter, the details containing inter alia, list of Equity Shareholders, who voted "for", "against" each of the resolutions that were put to vote, were generated from the e-voting website of Central Depository Services (India) Limited i.e. <https://www.evotingindia.com/evotehome.jsp> and based on such reports generated, the result of the e- voting is as under:

Item No.1:-

Ordinary Resolution To receive, consider and adopt the audited Profit and Loss Account for the year ended on 31st March, 2018 and Balance Sheet as on that date together with Boards' Report, Auditors' Report, CAG comments thereon and Secretarial Auditors' Report thereto.

(i) Voted **in favour** of the resolution

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favour and Against) cast (Favour and Against) cast
8	8551845	100



(ii) Voted **against** the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)cast (Favour and Against)cast
-	-	-

(iii) **Invalid** votes

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
-	-

Item No.2:-

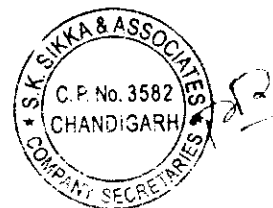
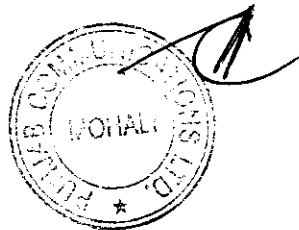
Ordinary Resolution To appoint M/s Grewal & Singh, Chartered Accountants as the Statutory Auditors of the Company for the Financial Year 2018-2019.

(i) Voted in **favour** of the resolution:

Number of members voted	of	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)cast (Favour and Against) cast
8		8551845	100

(ii) Voted **against** the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)cast (Favour and Against)cast
-	-	-



(iii) **Invalid votes**

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
-	-

Item No.3:-

Ordinary Resolution To appoint CA Rajat Agarwal, IAS, (DIN: 07973901) as Director in the capacity of Sr. Vice- Chairman of the Company.

(i) Voted in **favour** of the resolution:

Number of members voted	of	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)cast Favour and Against)cast
8		8551845	100

(ii) Voted **against** the resolution:

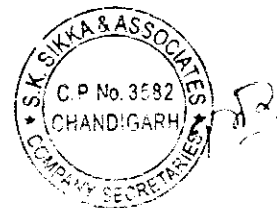
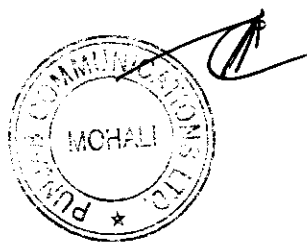
Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)cast (Favour and Against)cast
-	-	-

(iii) **Invalid votes**

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
-	-

Item No.4:-

Ordinary Resolution To appoint CMA Jagdeep Singh Bhatia, (DIN: 02554023) as Director in the capacity of whole time Director of the Company.



(i) Voted in **favour** of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)cast (Favour and Against)cast
8	8551845	100

(ii) Voted **against** the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)cast (Favour and Against)cast
-	-	-

(iii) **Invalid** votes

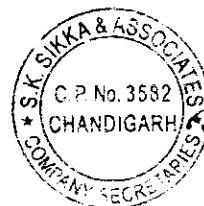
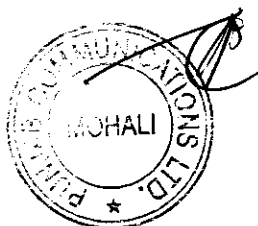
Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
-	-

Item No.5:-

Ordinary Resolution To appoint Smt. Vini Mahajan, IAS, (DIN: 06943948) as Director in the capacity of Chairman of the Company.

(i) Voted in **favour** of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)cast (Favour and Against)cast
8	8551845	100



(ii) Voted **against** the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)cast (Favour and Against)cast
-	-	-

(iii) **Invalid** votes

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
-	-

Item No.6:-

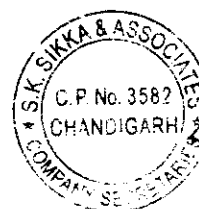
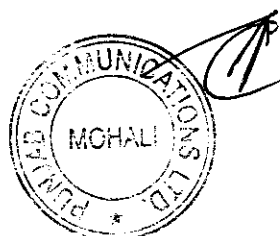
Special Resolution To appoint Sh. V. P. Chandan, (DIN: 00225793) as Independent Director who has attained the age of more than 75 years and thus cannot continue as Director of the company post 1st April, 2019 unless the approval of shareholders is granted

(i) Voted in **favour** of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)cast (Favour and against) cast
7	8551813	99.9997

(ii) Voted **against** the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)cast (Favour and Against)cast
1	32	0.0003



(iii) **Invalid** votes

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
-	-

Thanking you,

Yours faithfully,



(Sushil Kumar Sikka)
Practicing Company Secretary
Membership No. FCS 4241
C.P. 3582

Place: Chandigarh
Date: 21.09.2018

A handwritten signature in black ink, written over a horizontal line.

