

PCL/S.E./AGM/ 08/2017

Date: 19-08-2017

The General Manager- Listing
The Asst. Vice President (Listing)
National Stock Exchange of India Ltd.
"Exchange Plaza", Bandra-Kurla Complex,
Bandra (East),
Mumbai-400 051

Sub: Outcome of Annual General Meeting.
Company Code PARACABLES.

Dear Sir,

This is to bring to your notice that the 23rd Annual General Meeting of the Company was held on Thursday, 17th August, 2017 at 11.00 A.M. at Sri Sathya Sai International Centre, Pragati Vihar, Institutional Area, Lodhi Road, New Delhi-110003.

In this regard, please find enclosed the following-

- (1) Summary of proceedings as required under Regulation 30, Part-A of Schedule -III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations as Annexure – I
- (2) Voting results as required under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations as Annexure – II.
- (3) Report of Scrutinizer dated 19.08.2017, pursuant to Section 108 of the Companies Act, 2013 and Rule 20(4) (xii) of the Companies (Management and Administration) Rules, 2014.

Kindly take this on record & oblige.

Thanking you.

For Paramount Communications Limited


(Tannu Sharma)
Company Secretary

MINUTES OF THE 23rd ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF PARAMOUNT COMMUNICATIONS LIMITED HELD ON THURSDAY, THE 17TH DAY OF AUGUST, 2017 AT 11:00 A.M AT SRI SATHYA SAI INTERNATIONAL CENTRE, PRAGATI VIHAR, INSTITUTIONAL AREA, LODHI ROAD, NEW DELHI-110003.

Present:

Mr. Sanjay Aggarwal	:	Chairman & Chief Executive Officer (CEO)
Mr. Sandeep Aggarwal	:	Managing Director
Mr. S.P.S. Dangi	:	Non-Executive Independent Director & Chairman of Audit Committee

In Attendance:

Mr. Shambhu Kumar Agarwal	:	Chief Financial Officer
Ms. Tannu Sharma	:	Company Secretary
Mr. Praveen Jain:	:	Representative of M/s Jagdish Chand & Co., Statutory Auditors
Mr. Pankaj Kumar	:	Representative of M/s A.K. Popli & Co., Practicing Company Secretaries (Firm appointed as Scrutinizer)
Shareholders present in Person	:	1,169 shareholders
Proxies	:	51

Following documents were kept open for inspection by the members at the meeting:

- a) Register of Directors' Shareholding;
- b) Minute Book containing inter-alia the Minutes of the previous Annual General Meeting held on 27th September, 2016.

Ms. Tannu Sharma, Company Secretary welcomed the Shareholders at the 23rd Annual General Meeting of the Company and introduced the members of the Board, Auditors and the Scrutinizer present on the dais, to the shareholders.

Since the requisite quorum for the meeting was present, meeting was thereby called in order and the formal proceedings of the meeting commenced.

Mr. Sanjay Aggarwal, Chairman & CEO of the Company presided over the meeting. The Company Secretary requested Mr. Sanjay Aggarwal, Chairman of the Meeting to address the Shareholders.

The Chairman extended a very warm welcome to all the shareholders of the Company. He mentioned that as the Annual Report has already been with the shareholders for quite some time, the notice for the meeting may be taken as read, which was accepted by all the shareholders present thereat.

Briefing the financial performance of the year under review, the Chairman informed the shareholders that during the financial year 2016-17, the Company achieved gross turnover of approximately Rs. 350 Crore and incurred a net loss of Rs. 31.33 Lac.

While sharing future prospects with a positive outlook, the Chairman shared that some of major initiatives introduced by the Government of India such as *Make in India*, *Digital India*, *Smart Cities*, *National Manufacturing Policy (NMP)*, *implementation of the Dedicated Freight Corridor Project*, *revival of the Power Projects*, *Housing for All by 2022*, *Smart Cities* etc. may have a positive impact on the cable industry.

He then expressed his sincere appreciation for support of members and cooperation of bankers, customers, vendors, and personnel of the Company.

He then invited the members to raise queries which were clarified to their satisfaction and asked the Company Secretary to take up the agenda items to be transacted at the meeting. The Auditors' Report and other papers forming part of the Annual Report were taken as read with the permission of Shareholders.

With due permission of the Chairman, the Company Secretary proceeded with the Agenda items. The shareholders were apprised that in terms of the provisions of Section 107 of the Companies Act, 2013, voting by show of hands has been dispensed with. They were also informed that the E-voting facility which was offered to the members was kept open from 14th August, 2017 to 16th August, 2017 and the members and proxy holders present here, who have not participated in the e-Voting, are entitled to vote on poll on all the resolutions as set out in notice of AGM.

It was re-iterated that M/s A.K. Popli & Co., Company Secretary in Whole-time practice was appointed as scrutinizer to scrutinize the voting process and ensure that the voting is carried out in a fair and transparent manner.

The shareholders were informed that there are in all Six (6) items in the Agenda, which are to be transacted at the Annual General Meeting. The attention of the members was also drawn towards the provisions of the Companies Act, 2013, which provides for voting at the venue to be done by means of Ballot paper.

The Ballot paper was distributed to all the members present at the meeting.

The scrutinizer's team confirmed that the Ballot boxes were empty by showing it to the members present thereat. The Ballot Boxes were locked thereafter, in presence of the shareholders.

Voting time of 15 minutes was announced and the shareholders were requested to cast their votes on the Ballot paper and provide the same, duly signed, for records and scrutiny by the scrutinizer.

The shareholders casted their votes on the Ballot paper distributed at the venue and the duly filled in ballot papers were dropped in the ballot box by the shareholders. On completion of the voting proceedings, the Scrutinizer took the custody of the Ballot boxes.

It was announced that the results of the meeting shall be declared within 48 hours. The members were informed that the results shall be displayed on the website of the Company within the afore-mentioned time. These results shall also be available at the website of the Stock Exchanges where the shares of the Company are listed.

The meeting concluded with a vote of thanks to the Chair.

The combined results of the electronic voting and the Physical ballot on the businesses conducted at the Annual General Meeting of the Company, as provided by M/s A.K. Popli & Co., Scrutinizer, duly signed by the Scrutinizer, is annexed herewith and forms integral part of the minutes.

As is evident from the Scrutinizer's Report, all the resolutions set out at the 23rd Annual General Meeting have been passed with overwhelming majority.

Dated: 19-08-2017
Place: New Delhi

Sd/-
(CHAIRMAN)

ORDINARY BUSINESS

Resolution No. 1 – To receive, consider and adopt the Audited Profit and Loss Account of the Company for the year ended 31st March, 2017 and the Balance Sheet as on that date and the report of the Board of Directors and Auditors thereon.

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	64525957	64525957	100%	64525957	0	100%	0.00%
Public – Institutional holders	1000000	-	-	-	-	-	-
Depository Receipts	-	-	-	-	-	-	-
Public-Others	59707508	1492493	2.50%	1485214	7279	99.51%	0.49%
Total	125233465	66018450	52.72%	66011171	7279	100%	0.49%

For PARAMOUNT COMMUNICATIONS LTD.


Company Secretary

Resolution No. 2 – To appoint a Director in place of Mr. Sanjay Aggarwal (DIN 00001788), who retires by rotation and being eligible, offers himself for re-appointment

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	64525957	64525957	100%	64525957	0	100%	0.00%
Public – Institutional holders	1000000	-	-	-	-	-	-
Depository Receipts	-	-	-	-	-	-	-
Public-Others	59707508	1492493	2.50%	1485214	7279	99.51%	0.49%
Total	125233465	66018450	52.72%	66011171	7279	100%	0.49%

For PARAMOUNT COMMUNICATIONS LTD.


Company Secretary

Resolution No. 3 – To appoint M/s P. Bholusaria & Co., Chartered Accountants (Firm Registration No. 000468N) as Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of the 28th Annual General Meeting to be held in the year 2022, on such remuneration as the Board may decide, based on the recommendations of Audit Committee

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	64525957	64525957	100%	64525957	0	100%	0.00%
Public – Institutional holders	1000000	-	-	-	-	-	-
Depository Receipts	-	-	-	-	-	-	-
Public-Others	59707508	1492493	2.50%	1485214	7279	99.51%	0.49%
Total	125233465	66018450	52.72%	66011171	7279	100%	0.49%

For PARAMOUNT COMMUNICATIONS LTD.


Company Secretary

SPECIAL BUSINESS

Resolution No. 4 – Special Resolution for redemption of Non-Convertible Redeemable Preference Shares of face value of Rs. 100/- each, and private placement of equity shares of the Company thereof.

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	64525957	64525957	100%	64525957	0	100%	0.00%
Public – Institutional holders	1000000	-	-	-	-	-	-
Depository Receipts	-	-	-	-	-	-	-
Public-Others	59707508	1492493	2.50%	1485214	7279	99.51%	0.49%
Total	125233465	66018450	52.72%	66011171	7279	100%	0.49%

For PARAMOUNT COMMUNICATIONS LTD.



Company Secretary

Resolution No. 5 – Special Resolution for Making contribution for bonafide and charitable purposes not exceeding Rs. 25 Lac in one Financial year;

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	64525957	64525957	100%	64525957	0	100%	0.00%
Public – Institutional holders	100000	-	-	-	-	-	-
Depository Receipts	-	-	-	-	-	-	-
Public-Others	59707508	1492493	2.50%	1485214	7279	99.51%	0.49%
Total	125233465	66018450	52.72%	66011171	7279	100%	0.49%

For PARAMOUNT COMMUNICATIONS LTD.


Company Secretary

Resolution No. 6 – Ordinary Resolution to approve the remuneration of the Cost Auditor for the financial year 2017-2018

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	64525957	64525957	100%	64525957	0	100%	0.00%
Public – Institutional holders	1000000	-	-	-	-	-	-
Depository Receipts	-	-	-	-	-	-	-
Public-Others	59707508	1492493	2.50%	1485214	7279	99.51%	0.49%
Total	125233465	66018450	52.72%	66011171	7279	100%	0.49%

For PARAMOUNT COMMUNICATIONS LTD.


Company Secretary



A.K. POPLI & CO.
COMPANY SECRETARIES

Office : 105, C-2/4, Pragati Market,
Ashok Vihar Phase-II, Delhi-110052
E-mail: akpoplico@gmail.com
akpopli@rediffmail.com
Phone : 011-27460196, 27431426
Mobile : 9811834710

To,

The Chairman
Paramount Communications Limited
C-125, Naraina Industrial Area
Phase-I, New Delhi-110028

Dear Sir,

Sub: Scrutinizer's Report on e-voting conducted pursuant to the provision Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management & Administration) Rules, 2014

I, Anil Popli of M/s A.K. Popli & Co., Practising Company Secretaries had been appointed as the Scrutinizer by the Board of Directors of Paramount Communications Limited vide resolution dated 30th June 2017 pursuant to the provision Sec 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management & Administration) Rules, 2014 to conduct the electronic voting process and to scrutinize the physical ballot forms received from the shareholders in respect of below mentioned resolutions as set out in the Notice calling 23rd Annual General Meeting (A.G.M) of the company, to be held on 17-08-2017.

Paramount Communications Limited (hereinafter referred to as "the Company") has availed the e-voting facility offered by CDSL for conducting e-voting by the shareholders of the company. The Company has also provided voting by physical ballot papers to the members who do not have access to e-voting facility.

The shareholders of the company holding shares as on the cut-off date of 30th June 2017 were entitled to vote on the proposed resolution as set out at item no. 1 to 6 in the notice of 23rd A.G.M. of the Company.

The voting period for e-voting commenced on 14th August 2017 (9.00 a.m.) and ended on 16th August 2017 (5.00 p.m.) and the CDSL e-voting platform was blocked thereafter and the votes cast under e-voting facility were then blocked in the presence of two witnesses who were not in the employment of the Company.



I have scrutinized and reviewed the voting procedure (through electronic means and physical mode (postal ballot)) and votes tendered therein based on the data downloaded from CDSL e-voting system and the ballot form received respectively.

Now I submit my report as under on the result of voting through electronic means and physical mode in respect of said resolution.

ORDINARY BUSINESSES

Resolution No. 1 – To receive, consider and adopt the Audited Profit and Loss Account of the Company for the year ended 31st March, 2017 and the Balance Sheet as on that date and the report of the Board of Directors and Auditors thereon.

i. Voted in favour of the resolution

	Number of members voted through electronic voting system and physical mode	Number of vote cast (Shares)	% of total no of valid vote cast.
E-Voting	31	64543493	51.54
Ballot	43	1467678	1.17
Total	74	66011171	52.71

ii. Voted in against of the resolution

	Number of members voted through electronic voting system and physical mode	Number of vote cast (Shares)	% of total no of valid vote cast.
E-Voting	0	0	0
Ballot	8	7279	0.005
Total	8	7279	0.005

Resolution No. 2 – To appoint a Director in place of Mr. Sanjay Aggarwal (DIN: 00001788), who retires by rotation and being eligible, offers himself for re-appointment

i. Voted in favour of the resolution

	Number of members voted through electronic voting	Number of vote cast (Shares)	% of total no of valid vote cast.
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	system and physical mode		
E-Voting	31	64543493	51.54
Ballot	43	1467678	1.17
Total	74	66011171	52.71

ii. Voted in against of the resolution

	Number of members voted through electronic voting system and physical mode	Number of vote cast (Shares)	% of total no of valid vote cast.
E-Voting	0	0	0
Ballot	8	7279	0.005
Total	8	7279	0.005

Resolution No. 3 – To appoint M/s P. Bholusaria & Co., Chartered Accountants (Firm Registration No. 000468N) as Statutory Auditors of the Company, who shall hold office from the conclusion of this Annual General Meeting until the conclusion of the 28th Annual General Meeting on such remuneration as the Board may decide, based on the recommendations of Audit Committee

	Number of members voted through electronic voting system and physical mode	Number of vote cast (Shares)	% of total no of valid vote cast.
E-Voting	31	64543493	51.54
Ballot	43	1467678	1.17
Total	74	66011171	52.71

ii. Voted in against of the resolution

	Number of members voted through electronic voting system and physical mode	Number of vote cast (Shares)	% of total no of valid vote cast.
E-Voting	0	0	0
Ballot	8	7279	0.005
Total	8	7279	0.005



SPECIAL BUSINESSES

Resolution No. 4 – Special Resolution for redemption of non-convertible redeemable preference shares of Face Value of Rs. 100 each, and private placement of equity shares of company thereof.

i. Voted in favour of the resolution

	Number of members voted through electronic voting system and physical mode	Number of vote cast (Shares)	% of total no of valid vote cast.
E-Voting	31	64543493	51.54
Ballot	43	1467678	1.17
Total	74	66011171	52.71

ii. Voted in against of the resolution

	Number of members voted through electronic voting system and physical mode	Number of vote cast (Shares)	% of total no of valid vote cast.
E-Voting	0	0	0
Ballot	8	7279	0.005
Total	8	7279	0.005

Resolution No. 5 – Special Resolution for making contribution for bonafide and charitable purposes, for and amount not exceeding Rs.25 lac under the provisions of Section 181 of the Companies Act, 2013

i. Voted in favour of the resolution

	Number of members voted through electronic voting system and physical mode	Number of vote cast (Shares)	% of total no of valid vote cast.
E-Voting	31	64543493	51.54
Ballot	43	1467678	1.17
Total	74	66011171	52.71



ii. Voted in against of the resolution

	Number of members voted through electronic voting system and physical mode	Number of vote cast (Shares)	% of total no of valid vote cast.
E-Voting	0	0	0
Ballot	8	7279	0.005
Total	8	7279	0.005

Resolution No. 6 – Ordinary Resolution to approve the remuneration of the Cost Auditor for the financial year 2017-2018

i. Voted in favour of the resolution

	Number of members voted through electronic voting system and physical mode	Number of vote cast (Shares)	% of total no of valid vote cast.
E-Voting	31	64543493	51.54
Ballot	43	1467678	1.17
Total	74	66011171	52.71

ii. Voted in against of the resolution

	Number of members voted through electronic voting system and physical mode	Number of vote cast (Shares)	% of total no of valid vote cast.
E-Voting	0	0	0
Ballot	8	7279	0.005
Total	8	7279	0.005

As is evident from the aforementioned data, all the resolutions contained in the notice dated 18th July, 2017 calling 23rd Annual General Meeting of the company have been duly passed with requisite majority.

The Register, all other papers and relevant records relating to electronic voting and physical mode shall remain in our safe custody until the Chairman considers, approves and signs the



Minutes of the aforesaid Annual General Meeting and the same are handed over to the Company Secretary for safekeeping.

Thanking You,
Yours Faithfully,



Anil Kumar Popli
A.K. Popli and Company
Practicing Company Secretary
FCS:3387 CP:2544
Place: New Delhi
Dated: 17/08/2017

Witness:

1. Pankaj Kumar

R/o H.No -10, Sector-07, Rohini
Delhi - 110085

2. Gyanendra

R/o H.No. 3360 PUSA GATE
PATEL NAGAR NEW DELHI
110008