

PCL/S.E./AGM/ 09/2018

22.09.2018

BSE Limited
P J Towers, Dalal Street
Fort, Mumbai - 400 001

National Stock Exchange of India Limited
Exchange Plaza, Bandra - Kurla Complex,
Bandra (E), Mumbai - 400 051

Sub: Outcome of Annual General Meeting.
Company Code PARACABLES/530555.

Dear Sir,

This is to bring to your notice that the 24th Annual General Meeting of the Company was held on Friday, 21st September, 2018 at 11.30 A.M. at Air Force Auditorium, NH 48, Subroto Park, New Delhi-110010.

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 22nd September, 2018, 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

Paramount Communications Ltd
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C-125 Naraina Industrial Area Phase-1
New Delhi - 110028
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CIN : L74899DL1994PLC061295

**MINUTES OF THE 24th ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF
PARAMOUNT COMMUNICATIONS LIMITED HELD ON FRIDAY, THE 21st DAY OF
SEPTEMBER, 2018 AT 11:30 A.M AT AIR FORCE AUDITORIUM, NH 8, SUBROTO
PARK, NEW DELHI-110010.**

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. Pawan Bholusaria	:	Statutory Auditor
Mr. Anil Kumar Popli	:	Scrutinizer, Representative of M/s A.K. Popli & Co., Practicing Company Secretaries
Shareholders present in Person	:	987 shareholders
Proxies	:	57

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 17th August, 2017.

Ms. Tannu Sharma, Company Secretary welcomed the Shareholders at the 24th Annual General Meeting of the Company and introduced the members of the Board, Auditor 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 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 our revenues increased by 34% from ₹320 Crore in FY2016-17 to ₹430 Crore in FY 2017-18. Net profit for the year stood at ₹14.6 Crore. The Chairman further informed that the Company is having a good order book position as on date.

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

He then 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 and kept open from 18th September, 2018 to 20th September, 2018, and the members and proxy holders present at the AGM, 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 has been 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 Four (4) 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, for the information of all concerned.

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 24th Annual General Meeting have been passed with overwhelming majority.

Dated: 22.09.2018
Place: New Delhi

Sd/-
(CHAIRMAN)

Annexure 2

Format for Voting Results

Date of the AGM	21st September, 2018
Total number of shareholders on record date	26254 shareholders (Record date: 14th September, 2018)
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	17
Public:	1027
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	None
Public	

Resolution No. 1 – To receive, consider and adopt the Audited Profit and Loss Account of the Company for the year ended 31st March, 2018 and the Balance Sheet as on that date and the report of the Board of Directors and Auditors thereon.						
Promoter/Promoter Group	Mode of voting	No. of shares held	No. of votes polled	No. of Votes - in favour	No. of Votes - against	No
Promoter and Promoter Group	E-voting	97410598	97410598	97410598	0	0.00
	Poll					
	Total					
Public – Institutional holders	E-voting	105400	97410598	97410598	0	0.00
	Poll					
	Total					
Public-Others	E-voting	62386467	3352631	3345631	7000	0.21
	Poll					
	Total					
Total		159902465	100789314	100782314	7000	0.01

For Paramount Communications Limited

[Signature]
Company Secretary

Resolution No. 2 – To appoint a Director in place of Mr. Sandeep Aggarwal (DIN 00002646), who retires by rotation and being eligible, offers himself for re-appointment							
Whether promoter/ promoter group are interested in the agenda/resolution?				Yes			
Promoter/Public	Mode of voting	No. of shares held	No. of votes polled	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled (5)= [(3)/(2)]*100	% of Votes against on votes polled (6)= [(4)/(2)]*100
Promoter and Promoter Group	E-voting	97410598	(2) 60876852	(3) 60876852	(4) 0	100.00	0.00
	Poll		0	0	0		
	Total		60876852	60876852	0		
Public – Institutional holders	E-voting	105400					
	Poll						
	Total						
Public-Others	E-voting	62386467	3416272	3408772	7500	99.78	0.22
	Poll		26082	26057	25		
	Total		3442354	3434829	7525		
Total		159902465	64319206	64311681	7525	99.99	0.01

For Paramount Communications Limited

Company Secretary

Resolution No. 3 – Special Resolution for Making contribution for bonafide and charitable purposes not exceeding Rs. 25 Lac in one Financial year;nt							
Whether promoter/ promoter group are interested in the agenda/resolution?				No			
Promoter/Public	Mode of voting	No. of shares held	No. of votes polled	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled (5)= [(3)/(2)]*100	% of Votes against on votes polled (6)= [(4)/(2)]*100
Promoter and Promoter Group	E-voting	97410598	97410598	97410598	0	100.00	0.00
	Poll		0	0			
	Total		97410598	97410598	0		
Public – Institutional holders	E-voting	105400				-	
	Poll						
	Total						
Public-Others	E-voting	62386467	3352631	3345131	7500	99.78	0.22
	Poll		26110	26085	25		
	Total		3378741	3371216	7525		
Total		159902465	100789339	100781814	7525	99.99	0.01

For Paramount Communications Limited


Company Secretary

Resolution No. 4 – Ordinary Resolution to approve the remuneration of the Cost Auditor for the financial year 2018-2019							
Whether promoter/ promoter group are interested in the agenda/resolution?				No			
Promoter/Public	Mode of voting	No. of shares held	No. of votes polled	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled (5)= [(3)/(2)]*100	% of Votes against on votes polled (6)= [(4)/(2)]*100
Promoter and Promoter Group	E-voting	97410598	97410598	97410598	0	100.00	0.00
	Poll		0	0			
	Total		97410598	97410598	0		
Public – Institutional holders	E-voting	105400					
	Poll						
	Total						
Public-Others	E-voting	62386467	3352631	3345621	7010	99.79	0.21
	Poll		26082	26057	25		
	Total		3378713	3371678	7035		
Total		159902465	100789311	100782276	7035	99.99	0.01

For Paramount Communications Limited


Company Secretary



To,

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

Dear Sir,

Sub: Consolidated Scrutinizer's Report on remote e-voting conducted pursuant to the provisions Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management & Administration) Rules, 2014 (as amended by Companies (Management & Administration) Amendment Rules, 2015) and voting through Electronic voting system at the 24th Annual General Meeting of Paramount Communications Limited held on Friday, September 21, 2018 at 11.30 AM at the Air Force Auditorium, NH 8, Subroto Park, New Delhi 110010.

I, Anil Kumar 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 4th August, 2018 pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management & Administration) Rules, 2014 (as amended) to conduct the remote 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 24th Annual General Meeting (A.G.M) of the company, held on 21st September, 2018. I was also appointed as the Scrutinizer to scrutinize the voting process at the said AGM held on 21st September, 2018.

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 or have not casted their vote earlier through E-voting.

The shareholders of the company holding shares as on the cut-off date of 14th September 2018 were entitled to vote on the proposed resolution as set out at item no. 1 to 4 in the Notice of 24th A.G.M. of the Company.



The voting period for e-voting commenced on 18th September 2018 (9.00 A.M.) and ended on 20th September 2018 (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 consolidated 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, 2018 and the Balance Sheet as on that date, and the reports of the Board of Directors and Auditors thereon.

i. Voted in favour of the resolution

	Number of members voted through electronic voting system or physical mode	Number of vote cast (Shares)	% of total no of valid vote cast.
E-Voting	38	100756229	99.99
Ballot	18	26085	0.01
Total	56	100782314	100

ii. Voted in against of the resolution

	Number of members voted through electronic voting system or physical mode	Number of vote cast (Shares)	% of total no of valid vote cast.
E-Voting	1	7000	0.00
Ballot	0	0	0
Total	1	7000	0.00



Resolution No. 2 – To appoint a Director in place of Mr. Sandeep Aggarwal (DIN: 0002646), 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 system or physical mode	Number of vote cast (Shares)	% of total no of valid vote cast.
E-Voting	29	64285624	99.99
Ballot	18	26057	0.01
Total	47	64311681	100

ii. Voted in against of the resolution

	Number of members voted through electronic voting system or physical mode	Number of vote cast (Shares)	% of total no of valid vote cast.
E-Voting	2	7500	0.01
Ballot	1	25	0.00
Total	3	7525	0.01



SPECIAL BUSINESSES

Resolution No. 3 – Special Resolution to contribute and/or donate, from time to time in any financial year, to any bonafide, charitable and other funds, any amount the aggregate of which, may exceed five percent of its average net profits for the three immediately receding financial years, subject to a limit of `25,00,000 (Rupees Twenty Five Lac only) in one financial year.

i. Voted in favour of the resolution

	Number of members voted through electronic voting system or physical mode	Number of vote cast (Shares)	% of total no of valid vote cast.
E-Voting	37	100755729	99.99
Ballot	18	26085	0.01
Total	55	100781814	100

ii. Voted in against of the resolution

	Number of members voted through electronic voting system or physical mode	Number of vote cast (Shares)	% of total no of valid vote cast.
E-Voting	2	7500	0.01
Ballot	1	25	0.00
Total	3	7525	0.01



Resolution No. 4 – Ordinary Resolution- To approve the payment of remuneration of Rs. 50,000/- (Rupees Fifty Thousand Only) plus Taxes thereon and reimbursement of out of pocket expenses, if any, to M/s. Jain Sharma & Associates (Firm Registration No. 000270), Cost Accountants, being the Cost Auditors appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company, for the financial year from 1st April 2018 till 31st March 2019.

i. Voted in favour of the resolution

	Number of members voted through electronic voting system or physical mode	Number of vote cast (Shares)	% of total no of valid vote cast.
E-Voting	37	100756219	99.99
Ballot	18	26057	0.01
Total	55	100782276	10

ii. Voted in against of the resolution

	Number of members voted through electronic voting system or physical mode	Number of vote cast (Shares)	% of total no of valid vote cast.
E-Voting	2	7010	0.01
Ballot	1	25	0.00
Total	3	7035	0.01

As is evident from the aforementioned data, all the resolutions contained in the notice dated 4th August, 2018 calling 24th 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,



Amit Kumar Popli
A.K. Popli & Co. Company
Practising Company Secretary
FCS:3387 CP:2544
Place: New Delhi
Dated: 22/09/2018

Witness:

1. GYANENDRA
H.NO - 3269 PUSACATE
PATEL NAGAR NEW DELHI - 110008

2. MONIKA SHARMA
SWASTIK APPARTMENT
SECTOR - 13 ROHINI
NEW DELHI - 110085