

MINUTES OF THE 18TH ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF PARAMOUNT COMMUNICATIONS LIMITED HELD ON FRIDAY, THE 21ST DAY OF SEPTEMBER, 2012 AT 10:00 A.M AT SHAH AUDITORIUM, SHREE DELHI GUJARATI SAMAJ MARG, DELHI-110054.

Present:

Mr. Sandeep Aggarwal	:	Managing Director & Elected Chairman of Meeting
Mr. S.P.S. Dangi	:	Non Executive Independent Director & Chairman of Audit Committee
Mr. Satya Pal	:	Non Executive Independent Director

In Attendance:

Mr. Praveen Jain	:	Partner, M/s Jagdish Chand & Co., Chartered Accountants, Statutory Auditors
Mr. Ratan Aggarwal	:	CFO & Company Secretary
Ms. Gayatri Chawla	:	Deputy Company Secretary
Shareholders/Members in Person	:	757
Proxies	:	43

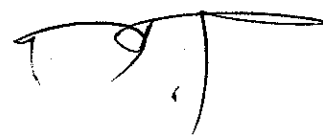
Ms. Gayatri Chawla, Deputy Company Secretary welcomed the Shareholders at the 18th Annual General Meeting of the Company and introduced the members of the Board and Auditors present in the meeting.

She informed the members that Mr. Sanjay Aggarwal, Chairman & CEO of the Company would not be able to attend the meeting and in his absence, members are required to elect any director as Chairman. She then requested the members to elect the Chairman of the Meeting and further informed that all the present directors are entitled to be elected as chairman.

ELECTION OF CHAIRMAN

In absence of Mr. Sanjay Aggarwal, Mr. Sandeep Aggarwal Managing Director was elected as Chairman of the Meeting. Mr. Sandeep Aggarwal took the Chair and presided over the meeting as per Article 71 of the Articles of Association of the Company.

Quorum being present, the formal proceedings of the meeting was then commenced and called in order by the Chairman.



The Deputy Company Secretary requested Mr. Sandeep Aggarwal, Chairman of the Meeting to address the Shareholders.

The Chairman extended a very warm welcome to the shareholders of the Company. He suggested 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 and it was accepted by the members. Briefing the financial performance of the year under review, the Chairman informed the shareholders that during the financial year 2011-12, the Company has achieved top-line of Rs. 507.72 Crores as against Rs. 415.79 Crores during previous year 2010-11 whereas the bottom-line is still under stress.

He further informed the shareholders that to strengthen its financial position, during the current fiscal the Company sought the Corporate Debt Restructuring - Rework Package and the same has been duly approved by CDR Empowered Group in July, 2012. Highlighting the key features of re-work package, he stated that the re-work package is allowing the Company, fresh moratorium for repayment of term loans and funding of interest for another one and half year.

He also shared future prospects of the Company with the shareholders. He 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 after confirming that all queries being raised by the Shareholders have been clarified he asked the Deputy 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.

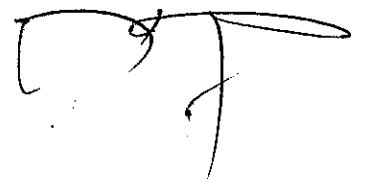
Thereafter, He requested the Shareholders to propose the Resolution(s) /Agenda items.

Item No. 1: ADOPTION OF FINAL ACCOUNTS AND REPORTS OF DIRECTORS AND AUDITORS THEREON.

The Deputy Company Secretary took Item No. 1 for the adoption by the members as an *Ordinary Resolution* & read the resolution.

"RESOLVED THAT the Profit and Loss Account for the year ended 31st March, 2012 and the Balance Sheet as on 31st March, 2012, the Report of Directors and Auditors thereon alongwith the necessary papers and documents required to be annexed or attached thereto as laid before the members at this meeting be and are hereby considered, approved and adopted."

She then invited the members to propose the resolution. The abovesaid resolution was proposed by Mrs. Sarla Gupta (DP ID: IN301209 Client ID:



10017719) and seconded by Mrs. Lakshmi Mishra (DP ID: IN301209 Client ID: 10122175).

Thereafter the resolution was put to vote and it was carried by show of hands by the majority.

Item No. 2: RE-APPOINTMENT OF MR. S. P. S. DANGI AS THE DIRECTOR OF THE COMPANY.

The Deputy Company Secretary took item No. 2 for the approval of the members by an *Ordinary Resolution* & read the resolution.

"RESOLVED THAT Mr. S. P. S. Dangi, who retires by rotation and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company."

She then invited the members to propose the resolution. The abovesaid resolution was proposed by Mr. Deepak Rastogi (DP ID: IN300118 Client ID: 10095393) and seconded by Mr. Rajveer Singh Tanwar (DP ID: IN301127 Client ID: 15386445).

Thereafter the resolution was put to vote and it was carried by show of hands by the majority.

Item No. 3: RE-APPOINTMENT OF MR. SATYA PAL, AS THE DIRECTOR OF THE COMPANY.

The Dy. Company Secretary took item No. 3 for the approval of the members by an *Ordinary Resolution* & read the resolution.

"RESOLVED THAT Mr. Satya Pal, who retires by rotation and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company."

She then invited the members to propose the resolution. The abovesaid resolution was proposed by Mr. Ram Jatan (DP ID: IN300118 Client ID: 11202236) and seconded by Mr. P. N. Mishra (Folio No. 161910).

Thereafter the resolution was put to vote and it was carried by show of hands by the majority.

Item No. 4: APPOINTMENT OF STATUTORY AUDITORS.

The Dy. Company Secretary took item No. 4 for the approval of the members by an *Ordinary Resolution* & read the resolution.

"RESOLVED THAT M/s Jagdish Chand & Co., Chartered Accountants (firm registration no. 000129N), be and are hereby re-appointed as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of

the Company on such remuneration as fixed by the Board of Directors, based on the recommendations of the Audit Committee."

She then invited the members to propose the resolution. The abovesaid resolution was proposed by Mr. Vikas Aggarwal (DP ID: IN300118 Client ID: 10996026) and seconded by Mr. Jay Prakash (DP ID: IN300118 Client ID: 11240826).

Thereafter the resolution was put to vote and it was carried by show of hands by the majority.

Item No. 5: RE-APPOINTMENT OF MR. SANJAY AGGARWAL AS CHAIRMAN & CEO (WHOLE TIME DIRECTOR) OF THE COMPANY AND FIXATION OF HIS REMUNERATION.

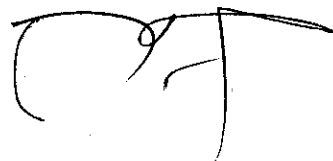
The Dy. Company Secretary took item No. 5 for the approval of the members by an *Ordinary Resolution* & read the resolution.

"RESOLVED THAT subject to approval of Central Government under Section 269 read with with schedule XIII and other applicable provisions of Companies Act, 1956 and such other laws, rules, regulations, guidelines or notifications as may be applicable, including any statutory modifications or re-enactment thereof, for the time being in force, and subject to such other approvals as may be necessary, the consent of members be and is hereby accorded to the appointment of Mr. Sanjay Aggarwal as Chairman & CEO of the Company for a period of five years with effect from 1st November, 2012, on such remuneration and terms & conditions, as set out in the Explanatory statement annexed to the notice convening this Annual General Meeting.

RESOLVED FURTHER THAT the Board of Directors (hereinafter referred to as the "Board" which term shall be deemed to include the Remuneration Committee constituted by the Board) be and are hereby authorised to alter and vary the terms and conditions of the said appointment and remuneration without increasing the remuneration mentioned therein, in such form and manner as may be directed by the Central Government.

RESOLVED FURTHER THAT the Board be and is hereby authorised to make application to the Central Government seeking their approval to the above appointment and to execute, file & submit all the required applications, forms, returns, documents, agreements, deeds or supportive papers or any other document with the respective authorities as may be required in this regard and to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient for the purpose of giving effect to above resolution."

She then invited the members to propose the resolution. The abovesaid resolution was proposed by Mr. Raj Kamal Sharma (DP ID: IN300118 Client ID: 10766993) and seconded by Mr. Ravi Prakash Gupta (Folio No. 0000303).



Thereafter the resolution was put to vote and it was carried by show of hands by the majority.

Item No. 6: RE-APPOINTMENT OF MR. SANDEEP AGGARWAL AS MANAGING DIRECTOR OF THE COMPANY AND FIXATION OF HIS REMUNERATION.

The Dy. Company Secretary took item No. 6 for the approval of the members by an *Ordinary Resolution* & read the resolution.

"RESOLVED THAT subject to approval of Central Government under Section 269 read with schedule XIII and other applicable provisions of Companies Act, 1956 and such other laws, rules, regulations, guidelines or notifications as may be applicable, including any statutory modifications or re-enactment thereof, for the time being in force, and subject to such other approvals as may be necessary, the consent of members be and is hereby accorded to the appointment of Mr. Sandeep Aggarwal as Managing Director of the Company for a period of five years with effect from 1st November, 2012, on such remuneration and terms & conditions, as set out in the Explanatory statement annexed to the notice convening this Annual General Meeting.

RESOLVED FURTHER THAT the Board of Directors (hereinafter referred to as the "Board" which term shall be deemed to include the Remuneration Committee constituted by the Board) be and are hereby authorised to alter and vary the terms and conditions of the said appointment and remuneration without increasing the remuneration mentioned therein, in such form and manner as may be directed by the Central Government.

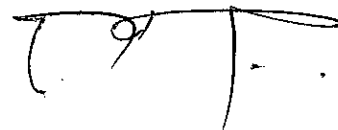
RESOLVED FURTHER THAT the Board be and is hereby authorised to make application to the Central Government seeking their approval to the above appointment and to execute, file & submit all the required applications, forms, returns, documents, agreements, deeds or supportive papers or any other document with the respective authorities as may be required in this regard and to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient for the purpose of giving effect to above resolution."

She then invited the members to propose the resolution. The abovesaid resolution was proposed by Mr. Ajay Dhar (DP ID: IN301209 Client ID: 10017702) and seconded by Mr. Lalit Kadam (Client ID: 120429000004320).

Thereafter the resolution was put to vote and it was carried by show of hands by the majority.

Item No. 7: INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY FROM 35 CRORE TO 50 CRORE.

The Dy. Company Secretary took item No. 7 for the approval of the members by a *Special Resolution* & read the resolution.



"RESOLVED THAT pursuant to Section 94 and other applicable provisions of Companies Act, 1956, the authorised share capital of the Company be and is hereby increased by Rs. 15,00,00,000 (Fifteen Crores) i.e. from existing Rs. 35,00,00,000 (Rupees Thirty five Crores) divided into 17,50,00,000 equity shares of Rs. 2/- each to Rs. 50,00,00,000 (Rupees Fifty Crores) divided into 25,00,00,000 Equity Shares of Rs. 2/- each by creation of additional 7,50,00,000 Equity Shares of Rs. 2/- each ranking pari passu with the existing Equity Shares and consequently the Memorandum of Association of the Company be and is hereby altered by substituting the following clause for the existing clause VI thereof:-

"The Authorised Share Capital of the Company is Rs. 50,00,00,000 (Rupees Fifty Crores) divided into 25,00,00,000 (Twenty Five Lac) Equity Shares of Rs. 2/- (Rupees Two) each with such rights and privileges and conditions attached thereto or as may be determined by the Board of Directors at the time of issue. The Company shall always have the power to divide the Authorised Share Capital from time to time into different classes and to vary, modify or abrogate any rights, privileges or conditions attached to any class of shares in such manner as may be decided by the Board of Directors of the Company."

RESOLVED FURTEHR THAT the board be and is hereby authorised to do all such acts, things and deeds as may be necessary in this regard and to file/ submit all the required forms/ returns/documents with the respective authorities to give effect to above resolution."

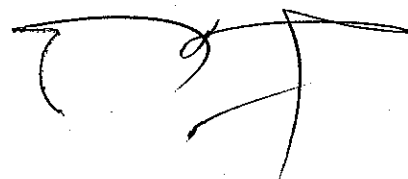
She then invited the members to propose the resolution. The abovesaid resolution was proposed by Mr. Ravi Prakash Gupta (Folio No. 0000303) and seconded by Mrs. Priyanka Kadam (Client ID: 120429000005041).

Thereafter the Resolution was put to vote and it was carried by show of hands by the requisite (three forth) majority.

Item No. 8: REPORT ON EROSION OF MORE THAN 50% OF PEAK NET WORTH AS PER PROVISIONS OF SICK INDUSTRIAL COMPANIES (SPECIAL PROVISIONS) ACT 1985.

The Dy. Company Secretary took item No. 8 for the approval of the members by a *Special Resolution* & read the resolution.

"RESOLVED THAT pursuant to Section 23 of the Sick Industrial Companies (Special Provisions) Act, 1985, the applicable provisions of the Companies Act, 1956 and such other laws, rules, regulations, guidelines or notifications as may be applicable, if any, and subject to approval of audited annual accounts for the financial year 2011-12 by the members of the Company in this Annual General Meeting, the report of the board of directors explaining the reasons of erosion of more than 50% of the peak net worth of the Company as per the audited financial results of the Company for the year ended 31st March, 2012 be and is hereby considered and approved.



RESOLVED FURTEHR THAT the board be and is hereby authorised to inform and report as potentially sick industrial Company to the Board for Industrial and Financial Reconstruction (BIFR) and such other state and central government authorities as may be required under the laws, rules, regulations, guidelines and directives for the time being in force in India in the prescribed form and to intimate such other authorities, entities, financial institutions, stock exchanges, body corporates, associations and persons as may be necessary in terms of the agreements, security documents, undertakings, declarations and memorandum of understanding entered into by the Company.

RESOLVED FURTEHR THAT the board be and is hereby authorised to do all such acts, things and deeds as may be necessary in this regard and to file/ submit all the required forms/ returns/documents with the respective authorities to give effect to above resolution."

She then invited the members to propose the resolution. The abovesaid resolution was proposed by Mr. Rajveer Singh Tanwar (DP ID: IN301127 Client ID: 15386445) and seconded by Mrs. Sarla Gupta (DP ID: IN301209 Client ID: 10017719).

Thereafter the Resolution was put to vote and it was carried by show of hands by the requisite (three forth) majority.

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

Dated: 19.10.2012
Place: New Delhi


(CHAIRMAN)