

DMK ASSOCIATES

COMPANY SECRETARIES

COMBINED SCRUTINIZER REPORT FOR E-VOTING & POLL FOR M/S PARAMOUNT COMMUNICATIONS LIMITED

To,

The Chairman,

M/s Paramount Communications Limited

C-125, Naraina Industrial Area,

Phase-1, New Delhi-110028

Sub: Combined Scrutinizer Report in respect of passing of Resolution(s) through electronic mode and poll conducted at the 20th Annual General Meeting of M/s Paramount Communications Limited (the Company) held on 26th day of September, 2014

Dear Sir,

The Board of the Company at its meeting held on 13th August, 2014 had appointed me as Scrutinizer pursuant to section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, to conduct the e-voting process. The e-voting window was open from Saturday, the 20th day of September, 2014 from 9.00 A.M. upto Monday, the 22nd day of September, 2014 till 06.00 P.M.

The Chairman of the Annual General Meeting (AGM) has appointed me as the scrutinizer pursuant to section 109 of the Companies Act, 2013 read with Rule 21 of the Companies (Management and Administration) Rules, 2014, for the poll held at the 20th Annual General Meeting of the Company held on September 26, 2014.

The Company had engaged Central Depository Services (India) Limited (CDSL) as the service provider, for extending the facility of electronic voting to the shareholders of the Company. The e-voting results were unblocked by me on September 23, 2014 in the presence of two witnesses.



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For further details kindly refer my Scrutinizer's report dated **September 25, 2014** attached herewith.

At the 20th Annual General Meeting of the Company held on September 26, 2014, the Chairman of the Company had suo moto called for a poll to facilitate the members present in the meeting who could not participate in the e-voting to record their votes through the poll process. For further details kindly refer to my Scrutinizer's report in the prescribed form MGT 13 dated **September 27, 2014**.

As on August 8, 2014, the cut-off date there were 30,503 Shareholders of the Company which were entitled to vote on the resolutions placed for the approval of the shareholders through e voting as well as poll conducted at the 20th Annual General Meeting of the Company. The Paid up Share Capital of the Company as on cut-off date was Rs. 32,69,66,930 consisting of Rs. 25,04,66,930 divided into 12,52,33,465 equity shares of Rs. 2/- each and Rs. 7,65,00,000 divided into 7,65,000 0% Non-Convertible Redeemable preference shares of Rs. 100/- each.

The result of the E- voting together with that of the poll is as under:

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, 2014 and the Balance Sheet as on that date and the reports of the Board of Directors and Auditors thereon

(I) VOTED IN FAVOUR THE RESOLUTION:

No. of Members voted in E-voting	No. of votes Cast (Shares)-E Voting	No. of Members/ Proxies voted - Poll	No. of votes cast (Shares) – Poll	Total no. of votes cast (shares) through E-voting and poll	% of total number of valid votes cast	% age of paid - up share capital of the Company
30	65917784	38	4000	65921784	99.99%	52.64%



(II) VOTED AGAINST THE RESOLUTION:

No. of Members voted in E-voting	No. of votes Cast (Shares)-E Voting	No. of Members/ Proxies voted - Poll	No. of votes cast (Shares) - Poll	Total no. of votes cast through E-voting and poll	% of total number of valid votes cast	% age of paid - up share capital of the Company
3	1006	3	1119	2125	0.01%	0.00%

(III) INVALID VOTES OF THE RESOLUTION:

No. of Members voted in E-voting	No. of votes Cast (Shares)-E Voting	No. of Members/ Proxies voted - Poll	No. of votes cast (Shares) - Poll	Total no. of votes cast through E-voting and poll
-	-	7	8437	8437

RESULT

As the number of votes cast in favour of the resolution was more than the number of votes cast against, we report that the Ordinary Resolution with regard to Item no. 1 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.



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

(I) VOTED IN FAVOUR THE RESOLUTION:

No. of Members voted in E-voting	No. of votes Cast (Shares)-E Voting	No. of Members/ Proxies voted - Poll	No. of votes cast (Shares) – Poll	Total no. of votes cast through E-voting and poll	% of total number of valid votes cast	% age of paid - up share capital of the Company
17	46590829	38	4000	46594829	99.99%	37.21%

(II) VOTED AGAINST THE RESOLUTION:

No. of Members voted in E-voting	No. of votes Cast (Shares)-E Voting	No. of Members/ Proxies voted - Poll	No. of votes cast (Shares) – Poll	Total no. of votes cast through E-voting and poll	% of total number of valid votes cast	% age of paid - up share capital of the Company
6	4856	3	1119	5975	0.01%	0.00%

(III) INVALID VOTES OF THE RESOLUTION:

No. of Members voted in E-voting	No. of votes Cast (Shares)-E Voting	No. of Members/ Proxies voted – Poll	No. of votes cast (Shares) – Poll	Total no. of votes cast through E-voting and poll
10	19323105	7	8437	19331542

RESULT

As the number of votes cast in favour of the resolution was more than the number of votes cast against, we report that the Ordinary Resolution with regard to Item no. 2 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.



Resolution No. 3 – To appoint M/s Jagdish Chand & Co., Chartered Accountants (Firm Registration No. 000129N) as Statutory Auditors of the Company, who shall hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting on such remuneration as the Board may decide, based on the recommendations of Audit Committee

(I) VOTED IN FAVOUR THE RESOLUTION:

No. of Members voted in E-voting	No. of votes Cast (Shares)-E Voting	No. of Members/ Proxies voted - Poll	No. of votes cast (Shares) – Poll	Total no. of votes cast through E-voting and poll	% of total number of valid votes cast	% age of paid - up share capital of the Company
29	65917534	38	4000	65921534	99.99%	52.64%

(II) VOTED AGAINST THE RESOLUTION:

No. of Members voted in E-voting	No. of votes Cast (Shares)-E Voting	No. of Members/ Proxies voted - Poll	No. of votes cast (Shares) – Poll	Total no. of votes cast through E-voting and poll	% of total number of valid votes cast	% age of paid - up share capital of the Company
4	1256	3	1119	2375	0.01%	0.00%

(III) INVALID VOTES OF THE RESOLUTION:

No. of Members voted in E-voting	No. of votes Cast (Shares)-E Voting	No. of Members/ Proxies voted – Poll	No. of votes cast (Shares) – Poll	Total no. of votes cast through E-voting and poll
-	-	7	8437	8437

RESULT

As the number of votes cast in favour of the resolution was more than the number of votes cast against, we report that the Ordinary Resolution with regard to Item no. 3 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.



SPECIAL BUSINESS

Resolution No. 4 – Ordinary Resolution for Appointment of Mr. S.P.S Dangi (DIN 00236827) as an Independent Director of the Company

(I) VOTED IN FAVOUR THE RESOLUTION:

No. of Members voted in E-voting	No. of votes Cast (Shares)-E Voting	No. of Members/ Proxies voted - Poll	No. of votes cast (Shares) – Poll	Total no. of votes cast through E-voting and poll	% of total number of valid votes cast	% age of paid - up share capital of the Company
26	65913932	38	4000	65917932	99.99%	52.64%

(II) VOTED AGAINST THE RESOLUTION:

No. of Members voted in E-voting	No. of votes Cast (Shares)-E Voting	No. of Members/ Proxies voted - Poll	No. of votes cast (Shares) – Poll	Total no. of votes cast through E-voting and poll	% of total number of valid votes cast	% age of paid - up share capital of the Company
6	4856	3	1119	5975	0.01%	0.00%

(III) INVALID VOTES OF THE RESOLUTION:

No. of Members voted in E-voting	No. of votes Cast (Shares)-E Voting	No. of Members/ Proxies voted – Poll	No. of votes cast (Shares) – Poll	Total no. of votes cast through E-voting and poll
-	-	7	8437	8437

RESULT

As the number of votes cast in favour of the resolution was more than the number of votes cast against, we report that the Ordinary Resolution with regard to Item no. 4 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.



**Resolution No. 5 – Ordinary Resolution for Appointment of Mr. Satya Pal (DIN 00287845)
as an Independent Director of the Company**

(I) VOTED IN FAVOUR THE RESOLUTION:

No. of Members voted in E-voting	No. of votes Cast (Shares)-E Voting	No. of Members/ Proxies voted - Poll	No. of votes cast (Shares) – Poll	Total no. of votes cast through E-voting and poll	% of total number of valid votes cast	% age of paid - up share capital of the Company
27	65913934	38	4000	65917934	99.99%	52.64%

(II) VOTED AGAINST THE RESOLUTION:

No. of Members voted in E-voting	No. of votes Cast (Shares)-E Voting	No. of Members/ Proxies voted - Poll	No. of votes cast (Shares) – Poll	Total no. of votes cast through E-voting and poll	% of total number of valid votes cast	% age of paid - up share capital of the Company
6	4856	3	1119	5975	0.01%	0.00%

(III) INVALID VOTES OF THE RESOLUTION:

No. of Members voted in E-voting	No. of votes Cast (Shares)-E Voting	No. of Members/ Proxies voted - Poll	No. of votes cast (Shares) – Poll	Total no. of votes cast through E-voting and poll
-	-	7	8437	8437

RESULT

As the number of votes cast in favour of the resolution was more than the number of votes cast against, we report that the Ordinary Resolution with regard to Item no. 5 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.



Resolution No. 6 – Ordinary Resolution for Appointment of Mr. Vijay Bhushan (DIN 00002421) as an Independent Director of the Company

(I) VOTED IN FAVOUR THE RESOLUTION:

No. of Members voted in E-voting	No. of votes Cast (Shares)-E Voting	No. of Members/ Proxies voted - Poll	No. of votes cast (Shares) – Poll	Total no. of votes cast through E-voting and poll	% of total number of valid votes cast	% age of paid - up share capital of the Company
27	65913934	38	4000	65917934	99.99%	52.64%

(II) VOTED AGAINST THE RESOLUTION:

No. of Members voted in E-voting	No. of votes Cast (Shares)-E Voting	No. of Members/ Proxies voted - Poll	No. of votes cast (Shares) – Poll	Total no. of votes cast through E-voting and poll	% of total number of valid votes cast	% age of paid - up share capital of the Company
6	4856	3	1119	5975	0.01%	0.00%

(III) INVALID VOTES OF THE RESOLUTION:

No. of Members voted in E-voting	No. of votes Cast (Shares)-E Voting	No. of Members/ Proxies voted - Poll	No. of votes cast (Shares) – Poll	Total no. of votes cast through E-voting and poll
-	-	7	8437	8437

RESULT

As the number of votes cast in favour of the resolution was more than the number of votes cast against, we report that the Ordinary Resolution with regard to Item no. 6 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.



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Resolution No. 7 – Special Resolution for alteration of Article of the Company by inserting new Article 105A, pursuant to Section 14 and other applicable provisions of the Companies Act, 2013

(I) VOTED IN FAVOUR THE RESOLUTION:

No. of Members voted in E-voting	No. of votes Cast (Shares)-E Voting	No. of Members/ Proxies voted - Poll	No. of votes cast (Shares) – Poll	Total no. of votes cast through E-voting and poll	% of total number of valid votes cast	% age of paid - up share capital of the Company
29	65917534	38	4000	65921534	99.99%	52.64%

(II) VOTED AGAINST THE RESOLUTION:

No. of Members voted in E-voting	No. of votes Cast (Shares)-E Voting	No. of Members/ Proxies voted - Poll	No. of votes cast (Shares) – Poll	Total no. of votes cast through E-voting and poll	% of total number of valid votes cast	% age of paid - up share capital of the Company
4	1256	3	1119	2375	0.01%	0.00%

(III) INVALID VOTES OF THE RESOLUTION:

No. of Members voted in E-voting	No. of votes Cast (Shares)-E Voting	No. of Members/ Proxies voted - Poll	No. of votes cast (Shares) – Poll	Total no. of votes cast through E-voting and poll
-	-	7	8437	8437

RESULT

As the number of votes cast in favour of the resolution was three times more than the number of votes cast against, we report that the Special Resolution with regard to Item no. 7 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.



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A Compact Disc (CD) containing a list of equity shareholders who voted "For"/ "Against" and those whose votes were declared invalid for each resolution is enclosed.

The relevant records relating to E – Voting and Poll were sealed and handed over to the Company Secretary/Director authorized by the Board for safe keeping.

Remarks

Apart from the above mentioned resolution wise invalid ballot papers, there were also 8 (Eight) invalid Ballot papers due to not mentioning of number of share or mismatch of folio or number of shares.

Thanking you

Yours Sincerely

**For DMK ASSOCIATES
COMPANY SECRETARIES**



DEEPAN K. K. REJA
SCRUTINIZER
(Practicing Company Secretary)
31/36, Basement, Old Rajinder Nagar
Delhi - 110060
FCS No: 4140
CP No: 8265

Date : September 27, 2014
Place : New Delhi



Signed by Chairman, Shri Sanjay Aggarwal
Chairman of the Meeting