

PCL/PB/Result/Pub/03/2013

28.03.2013

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
Fax: 022-2659 8237/38,
26598347/48

K/A Mr. Nagesh Pai

Sub: Result of Postal Ballot.
Company Code: PARACABLES.

Dear Sir,

This is to inform you that the results of Postal Ballot, for passing the resolutions as set out in the Notice of postal ballot dated 12th February, 2013, have been announced today at 4:00 P.M. at the Registered Office of the Company. The result of Postal ballot is as follows:

1. Issue of 14,35,00,000 equity shares at a price of Rs. 2.30/- each to promoters/ promoter group Companies on preferential basis under Section 81(1A) and CDR re-work package entered into by the Company has been approved by way of special resolution.
2. Alteration of Articles of Association of the Company pursuant to Section 31 and other applicable provisions of the Companies Act, 1956, to enable issue of redeemable preference shares has been approved by way of special resolution.
3. Increase and re-classification of Authorised Share Capital of the Company by creation of 10,00,000 redeemable preference shares of Rs. 100/- each pursuant to Section 94 and other applicable provisions of the Companies Act, 1956 and in accordance with Articles of Association of the Company has been approved by way of special resolution.
4. The appointment of Mr. Sanjay Aggarwal as Whole Time Director (to be designated as Chairman & CEO) for a period of 5 years w.e.f. 01.03.2013 at a remuneration not exceeding Rs. 4,00,000/- per month has been duly approved by way of special resolution.
5. The appointment of Mr. Sandeep Aggarwal as Managing Director for a period of 5 years w.e.f. 01.03.2013 at a remuneration not exceeding Rs. 4,00,000/- per month has been duly approved by way of special resolution.

The report of Scrutinizer enumerating above result is attached herewith for your kind reference and perusal.

Henceforth the Authorised share capital of the Company stands increased from Rs. 50,00,00,000/- (Rupees Fifty Crores) to Rs. 60,00,00,000/- (Rupees Sixty Crores) divided into

- (i) 25,00,00,000 (Twenty Five Crores) Equity Shares of Rs. 2/- (Rupees Two) each and
- (ii) 10,00,000 (Ten Lakhs) Redeemable Preference Shares of Rs. 100/- (Rupees One Hundred) each

Kindly acknowledge the receipt.

Thanking you.

For Paramount Communications Limited


(Ratan Aggarwal)

CFO & Company Secretary

Paramount Communications Ltd

Paramount House

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New Delhi - 110028

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Dated 26-03-2013

To ,

The Board of Directors ,

Paramount Communications Limited

C-125 Naraina Industrial Are Phase-1

New Delhi-28

Dear Sir,

1. The Board of Directors at its meeting held on 12/02/2013 has appointed me as The Scrutinizer for conducting the postal ballot voting process in respect of the following matters

- a. Special Resolution under Section 81(1A) for issue of 14,35,00,000 equity shares at a price of Rs. 2.30/- each to promoters/ promoter group Companies on preferential basis and approval of CDR re-work package entered into by the Company.
- b. Pursuant to Section 31 and other applicable provisions of the Companies Act, 1956, Alteration of Articles of Association of the Company to enable issue of redeemable preference shares.
- c. Pursuant to Section 94 and other applicable provisions of the Companies Act, 1956 and in accordance with Articles of Association of the Company, increase and re-classification of Authorised Share Capital of the Company by creation of 10,00,000 redeemable preference shares of Rs. 100/- each by Special Resolution.
- d. Special resolution for appointment of Mr. Sanjay Aggarwal as Whole Time Director (to be designated as Chairman & CEO) for a period of 5 years w.e.f. 01.03.2013 at a remuneration not exceeding Rs. 4,00,000/- per month.
- e. Special resolution for appointment of Mr. Sandeep Aggarwal as Managing Director for a period of 5 years w.e.f. 01.03.2013 at a remuneration not exceeding Rs. 4,00,000/- per month.

2. I submit my report as under:

The Company has completed on 23/02/2013 the dispatch of postal ballot forms along with postage prepaid business reply envelope to its members whose name(s) appeared on the Register of Member/list of beneficiaries as on 18/02/2013.

The necessary publication in respect of completion of dispatch of postal ballot has been published in THE FINANCIAL EXPRESS and JANSATTA DELHI on 24/02/2013.

Particulars of all the postal ballot forms received from the Members have been entered in a register separately maintained for the purpose.

All postal ballot forms received upto the close of working hours on 25.03.2013, the last date and time fixed by the company for receipts of the forms were considered for my scrutiny.

No envelopes containing the postal ballot form received by me after 25.03.2013.

Envelopes containing postal ballot forms returned undelivered aggregated to - 172. These envelopes were also not opened and they are kept separately.

I did not find any defaced or mutilated ballot papers.

3. A summary of the ballot forms received is given below:

Particulars	No. of postal ballot forms
a) Total postal ballot forms Posted	32781
b) Total postal ballot forms Received	449
c) Total postal ballot forms Received Undelivered	172

Shanker Singal Associates

Chartered Accountants

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4. Total Paid up Capital of Company as on 18/02/2013 is 9,30,26,965 Equity Shares of Rs. 2/- each.

5. A summary of the Voting Pattern in ballot forms received is given below:

Item No 1

Special Resolution u/s 81(1A) of the Companies Act, 1956 in respect of issue of 14,35,00,000 equity shares at a price of Rs. 2.30/- each to promoters/ promoter group Companies on preferential basis and approval of CDR re-work package.

Particulars	No. of postal ballot forms	No. of Share	% of Total Votes Cast	% of Total Paid up Equity Capital
(a) Total postal ballot forms Received (Annexure 'A')	449	34740069	100	37.34
(b) Less: Invalid postal ballot forms (Annexure 'B')	37	266143	0.77	0.29
(c) Net valid postal ballot forms (Annexure 'A')	412	34473926	99.23	37.06
(d) Postal ballot forms with assent for the Resolution (Annexure 'A')	340	34227453	99.29	36.79
(e) Postal ballot forms with dissent for the resolution (Annexure 'A')	72	246473	0.71	0.26

Total votes cast in favour of resolution is more than Three times of the votes cast against the resolution. Therefore the Special Resolution under section 81(1A) of the Companies Act 1956 and other applicable provisions as stated in Postal Ballot Notice dated 12/02/2013, has been approved by requisite majority.

Item No 2

Special Resolution under section 31 of the Companies Act, 1956 in respect of Alteration of Articles of Association of the Company to enable issue of Redeemable Preference Shares. .

Particulars	No. of postal ballot forms	No. of Share	% of Total Votes Cast	% of Total Paid up Equity Capital
(a) Total postal ballot forms Received (Annexure 'A')	449	34740069	100	37.34
(b) Less: Invalid postal ballot forms (Annexure 'B')	37	266143	0.77	0.29
(c) Net valid postal ballot forms (Annexure 'A')	412	34473926	99.23	37.06
(d) Postal ballot forms with assent for the Resolution (Annexure 'A')	350	34085126	98.87	36.64
(e) Postal ballot forms with dissent for the resolution (Annexure 'A')	57	234568	0.68	0.25
(f) Postal ballot forms which have not cast their vote (Annexure 'C')	5	154232	0.45	0.17

Total votes cast in favour of resolution is more than Three times of the votes cast against the resolution. Therefore the Special Resolution under section 31 of the Companies Act 1956 and other applicable provisions as stated in Postal Ballot Notice dated 12/02/2013, has been approved by requisite majority.

Item No 3

Special Resolution under section 94 of the Companies Act 1956 in respect of increase and re-classification of Authorised Share Capital of the Company by creation of 10,00,000 redeemable preference shares of Rs. 100/- each .

Particulars	No. of postal ballot forms	No. of Share	% of Total Votes Cast	% of Total Paid up Equity Capital
(a) Total postal ballot forms Received (Annexure 'A')	449	34740069	100	37.34
(b) Less: Invalid postal ballot forms (Annexure 'B ')	37	266143	0.77	0.29
(c) Net valid postal ballot forms ((Annexure 'A')	412	34473926	99.23	37.06
(d) Postal ballot forms with assent for the Resolution (Annexure 'A')	347	34078301	98.85	36.63
(e) Postal ballot forms with dissent for the resolution (Annexure 'A')	59	240493	0.70	0.26
(f) Postal ballot forms which have not cast their vote (Annexure 'C')	6	155132	0.45	0.17

Total votes cast in favour of resolution is more than Three times of the votes cast against the resolution. Therefore the Special Resolution under section 94 of the Companies Act 1956 and other applicable provisions as stated in Postal Ballot Notice dated 12/02/2013, has been approved by requisite majority.

Item No 4

Special Resolution under section 269, 198, 309, and 310 of ten Companies Act 1956 read with schedule XIII in respect of appointment of Mr. Sanjay Aggarwal as Whole Time Director to be designated as Chairman & CEO.

Particulars	No. of postal ballot forms	No. of Share	% of Total Votes Cast	% of Total Paid up Equity Capital
(a) Total postal ballot forms Received(Annexure 'A')	449	34740069	100	37.34
(b) Less: Invalid postal ballot forms (Annexure 'B ')	37	266143	0.77	0.29
(c) Net valid postal ballot forms (Annexure 'A')	412	34473926	99.23	37.06
(d) Postal ballot forms with assent for the Resolution (Annexure 'A')	322	33977372	98.56	36.52
(e) Postal ballot forms with dissent for the resolution (Annexure 'A')	84	337822	0.98	0.36
(f) Postal ballot forms which have not cast their vote (Annexure 'C')	6	158732	0.46	0.17

Total votes cast in favour of resolution is more than Three times of the votes cast against the resolution. Therefore the Special Resolution under section 269, 198, 309, and 310 of the Companies Act 1956 and other applicable provisions as stated in Postal Ballot Notice dated 12/02/2013, has been approved by requisite majority.

Item No 5

Special Resolution under section 269, 198, 309, and 310 of ten Companies Act 1956 read with schedule XIII in respect of appointment of Mr. Sandeep Aggarwal as Managing Director

Particulars	No. of postal ballot forms	No. of Share	% of Total Votes Cast	% of Total Paid up Equity Capital
(a) Total postal ballot forms Received(Annexure 'A')	449	34740069	100	37.34
(b) Less: Invalid postal ballot forms (Annexure 'B ')	37	266143	0.77	0.29
(c) Net valid postal ballot forms (Annexure 'A')	412	34473926	99.23	37.06
(d) Postal ballot forms with assent for the Resolution (Annexure 'A')	312	33944571	98.45	36.49
(e) Postal ballot forms with dissent for the resolution (Annexure 'A')	91	368723	1.07	0.40
(f) Postal ballot forms which have not cast their vote (Annexure 'C')	9	166032	0.48	0.18

Total votes cast in favour of resolution is more than Three times of the votes cast against the resolution. Therefore the Special Resolution under section 269, 198, 309, and 310 of the Companies Act 1956 and other applicable provisions as stated in Postal Ballot Notice dated 12/02/2013, has been approved by requisite majority.

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6. I have handed over the postal ballot forms and other related papers/registers and records for safe custody to the Company Secretary authorized by the Board to supervise the postal ballot process.

7. The result of the voting by Postal Ballot may be declared by the chairman accordingly .

Thanking You,

Yours truly,



(CA SHANKER SINGAL)

