

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 5-8-2016 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 22nd Annual General Meeting (A.G.M) of the company, to be held on 27-09-2016.

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 29-7-2016 were entitled to vote on the proposed resolution as set out at item no. 1 to 6 in the notice of 22nd A.G.M. of the Company.

The voting period for e-voting commenced on 23-9-2016 (9.00 a.m.) and ended on 26-09-2016 (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 witness 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 BUSINESSSES**

**Resolution No. 1 – To receive, consider and adopt the Audited Profit and Loss Account of the Company for the year ended 31<sup>st</sup> March, 2016 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	34	66079091	52.76
Ballot	32	28136	0.022
Total	66	66107227	52.78

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		Nil	
Ballot			
Total			

**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 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	34	66077891	52.76
Ballot	32	28136	0.022
Total	66	66106027	52.78



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	Nil		
Ballot			
Total			

**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**

	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	34	66077891	52.76
Ballot	32	28136	0.022
Total	66	66106027	52.78

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	Nil		
Ballot			
Total			



## SPECIAL BUSINESSES

### Resolution No. 4 – Special Resolution for payment of charitable and other funds upto 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	34	66079091	52.76
Ballot	31	28036	0.022
<b>Total</b>	<b>65</b>	<b>66107127</b>	<b>52.78</b>

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			
Ballot	1	100	0.0001
<b>Total</b>	<b>1</b>	<b>100</b>	<b>0.0001</b>

### Resolution No. 5 – Special Resolution under Section 188 of the Companies Act, 2013 for sale and purchase of goods with Paramount Wires & Cables Limited upto limit of Rs.100 crore i.e for approval of related party transactions

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	34	66079091	52.76
Ballot	32	28136	0.022
<b>Total</b>	<b>66</b>	<b>66107227</b>	<b>52.78</b>



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	NIL		
Ballot			
Total			

**Resolution No. 6 – Ordinary Resolution to approve the remuneration of the Cost Auditor for the financial year 2016-2017**

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	34	66077891	52.76
Ballot	32	28136	0.022
Total	66	66106027	52.78

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	NIL		
Ballot			
Total			

As is evident from the aforementioned data, all the resolutions contained in the notice dated 5<sup>th</sup> August, 2016 calling 22nd 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: 29.09.2016



Witness:

1. GYANENDRA KUMAR VISHWAKARMA  
R/O 3369 PUSA GATE PATEL NAGAR  
New Delhi - 110008 *Gyaendro -*
2. MAMTA RATORI  
R/O T-36A BUDHVIHAR PH-2  
New DELHI - 110086 *Mamta*