

**PARAMOUNT COMMUNICATIONS LIMITED.**

Regd Off: C-125, Naraina Industrial Area, Phase-1, New Delhi-110028, India

CIN: L74899DL1994PLC061295

Clause – 49

Quarterly Compliance Report on Corporate Governance

Name of the Company: **M/s. PARAMOUNT COMMUNICATIONS LIMITED**  
 Quarter ending on: **31<sup>st</sup> December, 2014**

<u>PARTICULARS</u>	<u>CLAUSE OF LISTING AGREEMENT</u>	<u>COMPLIANCE STATUS (Yes / No.)</u>	<u>REMARKS</u>
<b>II. Board of Directors</b>	<b>49(II)</b>		
(A) Composition of Board	49(IIA)	Yes	The Company is seeking a competent Woman Director for appointment on the Board of the Company.
(B) Independent Directors	49(IIB)	Yes	---
(C) Non-Executive Director's compensation & disclosures	49(IIC)	Yes	
(D) Other provisions as to Board and Committees	49(IID)	Yes	---
(E) Code of Conduct	49(IIE)	Yes	---
(F) Whistle Blower Policy	49(IIF)	Yes	---
<b>III. Audit Committee</b>	<b>49(III)</b>		
(A) Qualified & Independent Audit Committee	49(IIIA)	Yes	---
(B) Meeting of Audit Committee	49(IIIB)	Yes	---
(C) Powers of Audit Committee	49(IIIC)	Yes	---
(D) Role of Audit Committee	49(IIID)	Yes	---
(E) Review of Information by Audit Committee	49(IIIE)	Yes	---
<b>IV. Nomination &amp; Remuneration Committee</b>	<b>49 (IV)</b>		
<b>V. Subsidiary Companies</b>	<b>49(V)</b>	Not Applicable	There is no material Non Listed Indian Subsidiary Company of the Company and hence the comments are not required.
<b>VI. Risk Management</b>	<b>49 (VI)</b>	Yes	---
<b>VII. Related Party Transactions</b>	<b>49 (VII)</b>	Yes	---
<b>VIII. Disclosures</b>	<b>49(VIII)</b>		
(A) Related party transactions	49(VIII A)	Yes	---
(B) Disclosure of Accounting Treatment	49(VIII B)	Yes	Wherever Applicable
(C) Remuneration to Directors	49(VIII C)	Yes	---
(D) Management	49(VIII D)	Yes	---
(E) Shareholders	49(VIII E)	Yes	---
(F) Proceeds from Public issues, right issue, preferential issues etc.	49(VIII F)	Yes	---

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<b>IX. CEO/CFO Certification</b>	<b>49(IX)</b>	Yes	Complied yearly
<b>X. Report on Corporate Governance</b>	<b>49(X)</b>	Yes	Complied in the annual report of the company
<b>XI. Compliance</b>	<b>49(XI)</b>	Yes	Complied yearly

Date: 12.01.2014  
Place: New Delhi

**For Paramount Communications Ltd.**



Company Secretary