

PCL/S.E. / 04/2018

Date: 20.04.2018

**The Bombay Stock Exchange Ltd.**  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
**Mumbai-400 001**

**National Stock Exchange of India Ltd.**  
"Exchange Plaza", Bandra-Kurla Complex,  
Bandra (East),  
**Mumbai-400 051**

**Sub: Outcome of Postal Ballot**  
*Company Code No 530555/PARACABLES.*

Dear Sir,

This is to bring to your notice that member's approval by way of Postal Ballot including Electronic voting was sought by the Company for the resolutions contained in the Postal Ballot Notice dated 8<sup>th</sup> March, 2018. We are pleased to inform that all the proposed Special Resolution(s) stands duly approved by shareholders with requisite majority.

In this regard, please find enclosed the Summary of proceedings as required under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Voting results as required under Regulation 44 of the said Regulations, along with the detailed Report of Scrutinizer.

Kindly take this on record &amp; oblige.

Thanking you.

**For Paramount Communications Limited**  
(Tannu Sharma)  
Company Secretary

Encl.: As above

**Format for Voting Results**

<b>Date of the AGM/EGM</b>	Postal Ballot/E-voting period – 20 <sup>th</sup> March, 2018 to 18 <sup>th</sup> April, 2018
<b>Total number of shareholders on record date</b>	27410 shareholders
<b>No. of shareholders present in the meeting either in person or through proxy:</b>	
Promoters and Promoter Group:	Not Applicable
Public:	
<b>No. of Shareholders attended the meeting through Video Conferencing</b>	
Promoters and Promoter Group:	Not Applicable
Public:	

**Resolution No. 1: Special resolution for Re-appointment of Mr. Sanjay Aggarwal (DIN: 00001788) as Whole Time Director, to be designated as Chairman and CEO of the Company.**

Promoter/Public	Mode of voting	No. of shares held (1)	No. of votes polled (2)	Whether promoter/ promoter group are interested in the agenda/resolution?			% of Votes against on votes polled (6)= [(4)/(2)]*100
				No. of Votes - in favour (3)	No. of Votes - against (4)	% of Votes in favour on votes polled (5)= [(3)/(2)]*100	
Promoter and Promoter Group	E-voting	80410598					
	Postal Ballot						
	<b>Total</b>						
Public – Institutional holders	E-voting						
	Postal Ballot						
	<b>Total</b>						
Public-Others	E-voting	62491867	173325	716	1279	99.94	0.06
	Postal Ballot		3433380				
	<b>Total</b>		3606705				
<b>Total</b>		<b>142902465</b>	<b>3606705</b>	<b>1995</b>	<b>1995</b>	<b>100%</b>	

**For Paramount Communications Limited**



**Company Secretary**

**Resolution No. 2: Special resolution for Re-appointment of Mr. Sandeep Aggarwal (DIN: 00002646) as Managing Director of the Company.**

Promoter/Public		Whether promoter/ promoter group are interested in the agenda/resolution?				Yes			
		Mode of voting	No. of shares held (1)	No. of votes polled (2)	No. of Votes - in favour (3)	No. of Votes - against (4)	% of Votes in favour on votes polled (5)= [(3)/(2)]*100	% of Votes against on votes polled (6)= [(4)/(2)]*100	
Promoter and Promoter Group	E-voting	80410598	-	-	-	-	-		
	Postal Ballot								
	<b>Total</b>								
Public – Institutional holders	E-voting	-	-	-	-	-	-		
	Postal Ballot								
	<b>Total</b>								
Public-Others	E-voting	62491867	173225	172615	610	99.94	0.06		
	Postal Ballot		343380	3432101	1279				
	<b>Total</b>		3606605	3604716	1889				
<b>Total</b>		<b>142902465</b>	<b>3606605</b>	<b>3604716</b>	<b>1889</b>	<b>100%</b>			

**Resolution No. 3: Special resolution for Amendment to the terms and conditions of the outstanding Foreign Currency Convertible Bonds (F.C.Bs) of face value aggregating US\$7.50 Million..**

Promoter/Public		Whether promoter/ promoter group are interested in the agenda/resolution?				No			
		Mode of voting	No. of shares held (1)	No. of votes polled (2)	No. of Votes - in favour (3)	No. of Votes - against (4)	% of Votes in favour on votes polled (5)= [(3)/(2)]*100	% of Votes against on votes polled (6)= [(4)/(2)]*100	
Promoter and Promoter Group	E-voting	80410598	62946096	62946096	Nil		Nil		
	Postal Ballot		4424330	4424330					
	<b>Total</b>		67370426	67370426					
Public – Institutional holders	E-voting	-	-	-	-	-	-		
	Postal Ballot								
	<b>Total</b>								
Public-Others	E-voting	62491867	13149756	13149151	605	99.64	0.00		
	Postal Ballot		343380	3132101	1279				
	<b>Total</b>		16583136	16281252	1884				
<b>Total</b>		<b>142902465</b>	<b>83953562</b>	<b>83651678</b>	<b>1884</b>	<b>100%</b>			

For Paramount Communications Limited



Company Secretary

**Scrutinizer Report**

To,  
The Chairman & CEO  
**Paramount Communications Limited**  
CIN: L74899DL1994PLC061295  
C-125, Naraina Industrial Area,  
Phase-1, New Delhi-110028

**Report on Result of Postal Ballot / E-Voting**

Dear Sir,

In terms of the provisions of Sections 108 and 110 of the Companies Act, 2013 (the "Act") read with the Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulation, 2015, Secretarial Standard – 2 on "General Meeting" issued by the Institute of the Company Secretaries of India and other applicable laws and regulations (including any statutory modification or re-enactment thereof for the time being in force), I have been appointed as Scrutinizer by the Board of Directors of **Paramount Communications Limited** ('the Company') in their meeting held on March 08, 2018 to conduct the Postal Ballot / e-voting process in a fair and transparent manner in respect of the following resolutions:

S. No.	Type of Resolution	Particulars
1.	<b>Special Resolution</b>	Re-appointment of Mr. Sanjay Aggarwal (DIN: 00001788) as Whole Time Director, to be designated as Chairman and CEO of the Company.
2.	<b>Special Resolution</b>	Re-appointment of Mr. Sandeep Aggarwal (DIN: 00002646) as Managing Director of the Company.
3.	<b>Special Resolution</b>	Amendment to the terms and conditions of the outstanding Foreign Currency Convertible Bonds (FCCBs) of face value aggregating US\$7.50 Million.

**I submit my report as under:**

1. The Company completed dispatch of Postal Ballot Notice forms on Monday, March 19, 2018 to its Members, whose names appeared in the Register of Members/List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on Friday, March 09, 2018:



- a) through physical mode, along with a self-addressed postage prepaid business reply envelope to all the members;
  - b) through e-mail also to the members whose e-mail addresses were registered with the Depositories/Company's Registrar/Transfer Agent as on Friday, March 09, 2018;
2. The Company published an advertisement regarding dispatch of postal ballot forms, notices etc. in English Daily "Financial Express" and in Hindi Daily "Jansatta" on March 20, 2018.
  3. The shareholders of the Company had an option to vote either through the postal ballot forms or through the e-voting facility. Shareholders who opted for e-voting facility have cast their votes on the designated website of Central Depository Services (India) Limited ("CDSL") e-voting platform viz. [www.evotingindia.com](http://www.evotingindia.com)
  4. The postal ballot forms received by post/courier were kept under my safe custody in sealed and tamper proof ballot box before commencing the scrutiny of such postal ballot forms. The e-voting was maintained by CDSL in electronic registry.
  5. I monitored the process of electronic voting through the scrutinizer's secured link provided by CDSL on its designated website i.e. [www.evotingindia.com](http://www.evotingindia.com)
  6. The e-votes were unblocked on April 18, 2018 after 5.00 P.M. in the presence of two witnesses, Ms. Kanchan Sharma, D/o Sh. K. K. Sharma R/o. A-5B, Janakpuri, New Delhi – 110058 and Ms. Nisha Nair, D/o Sh. K. G. Kutty R/o. H. No. 2A, Mayur Vihar Phase-1, New Delhi - 110091, who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence;



.....  
(Kanchan Sharma)



.....  
(Nisha Nair)

7. The particulars of all postal ballot forms received from the members as well as e-voting report generated from electronic registry of CDSL have been entered in a separate Register maintained for that purpose.
8. All postal ballot forms received and e-votes cast up to 5:00 p.m. on Wednesday, April 18, 2018 i.e. the last date and time fixed by the Company for casting votes through postal ballot forms or e-voting, were considered
9. The postal ballot forms and electronic ballots were matched with the Register of Members / beneficiary data of the Company as on Friday, March 09, 2018 as provided by the RTA. It is further submitted that there was no mismatch of the shareholding as



mentioned in the postal ballot forms and RTA records. Further, if any shareholder voted for lesser number of shares than those held by him, the votes polled were considered for the purpose of this report.

10. The shareholders exercised their voting either by e-voting or physical mode. There was no shareholder who opted for both the facilities.
11. The total issued and paid up Equity Share Capital of the Company as on Friday, March 09<sup>th</sup>, 2018 was Rs. 28,58,04,930/- (Rupees Twenty Eight Crores Fifty Eight Lacs Four Thousand and Nine Hundred Thirty Only) divided into 14,29,02,465 (Fourteen Crores Twenty Nine Lacs Two Thousand Four Hundred and Sixty Five Only) Equity Shares of Rs. 2/- (Rupees Two Only) each.
12. A summary of the postal ballots / e-voting are as under:
  - I. Re-appointment of Mr. Sanjay Aggarwal (DIN: 00001788) as Whole Time Director, to be designated as Chairman and CEO of the Company. **(Special Resolution)**

Particulars	E-voting	Postal Ballot	Total	Percentage of Total Valid Votes
Total Votes Cast	1,32,13,497	34,33,380	1,66,46,877	N. A.
Less: Invalid Votes	1,30,40,172	0	1,30,40,172	N. A.
Net Valid Votes	1,73,325	34,33,380	36,06,705	N. A.
Votes with Assent	1,72,609	34,32,101	36,04,710	99.94%
Votes with Dissent	716	1,279	1,995	00.06%

**Therefore, the above-mentioned Special Resolution has been passed with requisite majority.**

- II. Re-appointment of Mr. Sandeep Aggarwal (DIN: 00002646) as Managing Director of the Company. **(Special Resolution)**

Particulars	E-voting	Postal Ballot	Total	Percentage of Total Valid Votes
Total Votes Cast	1,32,13,397	34,33,380	1,66,46,777	N. A.
Less: Invalid Votes	1,30,40,172	0	1,30,40,172	N. A.
Net Valid Votes	1,73,225	34,33,380	36,06,605	N. A.
Votes with Assent	1,72,615	34,32,101	36,04,716	99.94%
Votes with Dissent	610	1,279	1,889	00.06%

**Therefore, the above-mentioned Special Resolution has been passed with requisite majority.**





- III. Amendment to the terms and conditions of the outstanding Foreign Currency Convertible Bonds (FCCBs) of face value aggregating US\$7.50 Million. **(Special Resolution)**

Particulars	E-voting	Postal Ballot	Total	Percentage of Total Valid Votes
Total Votes Cast	7,60,95,852	78,57,710	8,39,53,562	N. A.
Less: Invalid Votes	0	0	0	N. A.
Net Valid Votes	7,60,95,852	78,57,710	8,39,53,562	N. A.
Votes with Assent	7,60,95,247	78,56,431	8,39,51,678	99.99%
Votes with Dissent	605	1,279	1,884	00.01%

Therefore, the above-mentioned Special Resolution has been passed with requisite majority.

13. I will hand over the postal ballot forms and other related papers/registers and records to the Company after signing of minutes by the Chairman of the Company.
14. You may accordingly declare the result of the voting by Postal Ballot.

For Abhishek Mittal & Associates



(CS Abhishek Mittal)

Proprietor

M. No. F7273 C.P. No. 7943

Date: 19.04.2018

Place: New Delhi

Counter Signed by  
For Paramount Communications Limited



(Sanjay Aggarwal)

Chairman & CEO