



## PARAMOUNT COMMUNICATIONS LIMITED

CIN: L74899DL1994PLC061295

**Registered Office:** C-125, Naraina Industrial Area, Phase-1, New Delhi-110028

**Website:** [www.paramountcables.com](http://www.paramountcables.com) | **E-Mail:** [pcl@paramountcables.com](mailto:pcl@paramountcables.com)

**Phone:** +91 11 45618800 | **Fax:** +91 11 25893719

### POSTAL BALLOT NOTICE

*[Notice pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014]*

Dear Members,

Notice is hereby given to the members of Paramount Communications Limited (the “**Company**”), pursuant to Section 110 of the Companies Act, 2013 (the “**Act**”), read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (the “**Management Rules**”) including any statutory modification or re-enactment thereof for the time being in force, and other applicable provisions, if any, that the resolution appended below is proposed to be passed as Special Resolution by way of Postal Ballot including Electronic voting in compliance with the applicable provisions of the Companies Act, 2013 and the rules framed thereunder.

An explanatory statement pursuant to Section 102 of the Companies Act, 2013 and other applicable legal provisions, pertaining to the said resolution setting out the material facts and the reasons thereof, is also appended. The said resolution and explanatory statement are being sent to you along with a postal ballot form (“**Postal Ballot Form**”) and self-addressed Business Reply envelope for your consideration.

Pursuant to Rule 22(5) of the Companies (Management and Administration) Rules, 2014, the Board of Directors has appointed CS Abhishek Mittal, Proprietor of M/s Abhishek Mittal & Associates, Practicing Company Secretaries, New Delhi (M No. F7273, CP No.7943) as the Scrutinizer for conducting the Postal Ballot voting process in a fair and transparent manner. The Scrutinizer is willing to be appointed and be available for the purpose of ascertaining the requisite majority.

The Members holding equity shares of the Company are requested to carefully read the instructions enclosed with the Postal Ballot Form and return the said Form duly completed in the attached self-addressed, postage prepaid envelope, if posted in India, so as to reach the Scrutinizer not later than close of working hours (5.00 pm IST) on June 03, 2018. Please note that any Postal Ballot Form(s) received after the said date will be treated as not having been received. Also, the e-voting module will be disabled after the business hours i.e. 5.00 pm IST on June 03, 2018 for voting by the Members holding equity shares of the Company. The postage will be borne and paid for by the Company.

In accordance with Regulation 44(1) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 108 of the Act read with Rule 20 of Companies (Management and Administration) Rules, 2014, as amended, the Company is pleased to offer facility of voting by electronic means (“e-voting”) to its Members to enable them to cast their votes through e-voting instead of returning duly filled Postal Ballot forms. Members holding equity shares of the Company are requested to follow the procedure as stated in the notes and instructions for casting of votes by e-voting. The Members holding equity shares of the Company have both the options of voting i.e. by e-voting and through Postal Ballot Form. Kindly note that while exercising their vote, members holding equity shares of the Company can opt for only one of the two modes of voting i.e. either through Postal Ballot Form or e-voting. If you are opting for e-voting, then do not vote through Postal Ballot Form and vice versa. In case member votes through both the modes, voting done by e-voting shall prevail and votes cast through postal ballot will be treated as invalid.

The Scrutinizer will submit his report to Mr. Sanjay Aggarwal, Chairman & CEO of the Company, or in his absence a person authorized by him / the Board in writing, after completion of scrutiny of Postal Ballot (including e-voting). The results of the Postal Ballot will be announced on June 05, 2018 and will be displayed at the website of the Company i.e., [www.paramountcables.com](http://www.paramountcables.com) and communicated to BSE Limited (the “**BSE**”) and National Stock Exchange of India Limited (the “**NSE**”), (BSE & NSE collectively referred as the “**Stock Exchanges**”), being the stock exchanges where the equity shares of the Company are listed.

The date of declaration of the results of the Postal Ballot i.e. June 05, 2018 shall be the date on which the Resolution would be deemed to have passed, if approved by the requisite majority. The Members are requested to consider and, if thought fit, pass the following resolution:

**SPECIAL BUSINESS:**

**Item No. 1: Issue of Equity shares to Promoters and Promoter Group entities on preferential basis**

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

**“RESOLVED THAT** in accordance with the provisions of Section 42, 52, 62 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof for the time being in force) (the **“Act”**), and the rules and regulations made thereunder (including any amendment thereto or re-enactment thereof for the time being in force), Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements), Regulations, 2009 (the **“SEBI ICDR Regulations”**) and any other law for the time being in force, and the provisions in the Memorandum and Articles of the Association of the Company, and subject to the approvals, consents, permissions and sanctions of the Securities and Exchange Board of India (**“SEBI”**), Stock Exchanges and any other concerned authorities, as may be necessary, and subject to such conditions and modifications as may be prescribed or imposed by any of the aforementioned authorities while granting such approvals, consents, permissions and sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the **“Board”** which term shall be deemed to include any committee of directors duly constituted or to be constituted thereof to exercise its powers conferred by this resolution), the approval of the members of the Company be and is hereby accorded to the Board to create, offer, issue and allot, in one or more tranches, at such time or times as the Board may in its absolute discretion thinks fit, upto 1,70,00,000 (One Crore Seventy Lakhs) equity shares of the Company of face value Rs. 2/- (Indian Rupees Two) each (**“Equity Shares”**) at an issue price as may be determined as on the Relevant Date in accordance with the provisions of Chapter VII of the SEBI ICDR Regulations by way of preferential allotment to Promoter/entities forming part of the Promoter group of the Company (hereinafter referred to as the **“Proposed Allottees”**):

| Sr. No. | Name of the proposed allottee | No. of Equity shares to be allotted |
|---------|-------------------------------|-------------------------------------|
| 1.      | Mr. Sanjay Aggarwal           | 35,16,000                           |
| 2.      | Mr. Sandeep Aggarwal          | 35,16,000                           |
| 3.      | Mrs. Kamla Aggarwal           | 21,31,255                           |
| 4.      | Mrs. Shashi Aggarwal          | 12,75,000                           |
| 5.      | Mrs. Archana Aggarwal         | 12,67,000                           |
| 6.      | Shyam Sunder Aggarwal HUF     | 2,75,000                            |
| 7.      | Sanjay Aggarwal HUF           | 8,12,000                            |
| 8.      | Sandeep Aggarwal HUF          | 12,80,745                           |
| 9.      | Paramount Telecables Limited  | 29,27,000                           |
|         | <b>Total</b>                  | <b>1,70,00,000</b>                  |

**RESOLVED FURTHER THAT** in accordance with the provisions of the SEBI ICDR Regulations, the **“Relevant Date”** for the purpose of calculating the price of Equity Shares to be issued in terms hereof shall be Friday, May 04, 2018, being the working day immediately preceding the date 30 days prior to the date of declaration of results of Postal Ballot process.

**RESOLVED FURTHER THAT** the equity shares to be allotted shall rank pari passu in all respects including as to dividend with the existing equity shares of the Company of face value Rs. 2/- each.

**RESOLVED FURTHER THAT** the Equity Shares, issued to the Proposed Allottees, be listed on BSE Limited and National Stock Exchange of India Limited, and that the Board be and is hereby authorised to make the necessary application and to take all other steps as may be necessary for the listing of the said Equity Shares and the admission of the Equity Shares with the depositories and for the credit of such Equity Shares to the Proposed Allottees.

**RESOLVED FURTHER THAT** the Common Seal of the Company, if required be affixed on any agreement, undertaking, deed or other documents as per the provisions of the Articles of Association of the Company.

**RESOLVED FURTHER THAT** subject to applicable law, the Board be and is hereby authorised to do all such acts, deeds, matters and things as may be deemed necessary or desirable for the purpose of giving effect to the above resolution, delegate all or any of the powers conferred by the aforesaid resolution on it to any committee of directors or any director(s) or officer(s) of the Company and to revoke and substitute such delegation from time to time, as deemed fit by the Board, to give effect to the above resolution and also to initiate all necessary actions for and to settle all such questions, difficulties or doubts whatsoever that may arise and take all such steps and decisions in this regard.”

By Order of the Board of Directors  
**For Paramount Communications Limited**

**Sd/-**  
**(Tannu Sharma)**  
**Company Secretary**  
**M. No.: A30622**

Place : New Delhi  
Dated : 28<sup>th</sup> April, 2018

**NOTES:**

1. Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 in respect of the Special Resolution is annexed hereto and forms part of this Notice.
2. All relevant documents referred to in the explanatory statement are available for inspection of the shareholders at the Company's Registered & Corporate Office on any working day except Saturday, Sunday and public holidays between 10.00 am IST to 4.00 pm IST upto June 03, 2018.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 FORMING PART OF THE NOTICE**

**ITEM NO. 1:**

The Company had been facing downward trend in its result of operations and profitability as a result of adverse financial situation during the past few years. However, the Company has taken various steps to revive and rehabilitate the Company by restructuring its borrowings and consequently reducing the interest liability substantially. With a view to augment funds and to finance the short term and long term working capital requirements of the Company and to support its future growth plans, the Board of Directors in their meeting held on April 28, 2018 has considered and approved the proposal of raising funds through issue of equity shares of the Company on a private placement basis to the Promoter and Promoters group entities, subject to receipt of necessary approvals from the shareholders and Stock Exchanges on which the equity shares of the Company are listed.

The relevant details / disclosures of the proposed issue are given below:

1. The Equity Shares issued pursuant to the abovementioned resolution shall be subject to lock-in in accordance with Regulations 78 and 79 of the SEBI ICDR Regulations. However, subject to the aforesaid lock-in, the Equity Shares shall be transferable and transmittable in the same manner and to the same extent as permitted under applicable laws, and shall be subject to the same restrictions and limitations as any other equity shares of the Company.
2. The Equity Shares shall rank pari passu inter se and with the existing equity shares of the Company in all respects, including in relation to rights to dividend.
3. The Proposed Allottees of Equity Shares shall be required to bring in 100% of the consideration, on or before the date of allotment thereof.
4. The consideration for allotment of Equity Shares shall be paid to the Company from the respective Bank account(s) of the Proposed Allottees.
5. Allotment shall only be made in dematerialized form.

The disclosures prescribed under Regulation 73 of the SEBI ICDR Regulations in respect of the proposed Resolution, are as follows:

**(a) The objects of the preferential issue:**

The object of the issue is to finance the short term and long term working capital requirements of the Company on one hand, and to support future growth plans of the Company on the other hand.

**(b) Proposal of the promoters, directors or key management personnel of the Company to subscribe to the offer:**

The following Persons/entities forming part of the Promoter and Promoters group of the Company, named as Proposed Allottees, shall subscribe to equity shares mentioned against their names as provided below. However, none of the other directors and other person / entities belonging to the Promoter Group or key management personnel intends to subscribe to the proposed preferential offer of equity shares.

| Sr. No. | Name of the proposed allottee | No. of Equity shares to be allotted |
|---------|-------------------------------|-------------------------------------|
| 1.      | Mr. Sanjay Aggarwal           | 35,16,000                           |
| 2.      | Mr. Sandeep Aggarwal          | 35,16,000                           |
| 3.      | Mrs. Kamla Aggarwal           | 21,31,255                           |
| 4.      | Mrs. Shashi Aggarwal          | 12,75,000                           |
| 5.      | Mrs. Archana Aggarwal         | 12,67,000                           |
| 6.      | Shyam Sunder Aggarwal HUF     | 2,75,000                            |
| 7.      | Sanjay Aggarwal HUF           | 8,12,000                            |
| 8.      | Sandeep Aggarwal HUF          | 12,80,745                           |
| 9.      | Paramount Telecables Limited  | 29,27,000                           |
|         | <b>Total</b>                  | <b>1,70,00,000</b>                  |

**(c) Equity Shareholding Pattern before and after the Preferential Issue**

| Sr. No.  | Particulars                             | Pre-Issue holding as on March 31,2018 |               | Post Issue shareholding pattern |               |
|----------|---|---------------------------------------|---------------|---------------------------------|---------------|
|          |   | No. of Equity Shares                  | %age          | No. of Equity Shares            | %age          |
| <b>A</b> | <b>Promoter Shareholding</b>            |                                       |               |                                 |               |
|          | Mr. Sanjay Aggarwal                     | 58,26,100                             | 4.08          | 93,42,100                       | 5.84          |
|          | Mr. Sandeep Aggarwal                    | 57,32,300                             | 4.01          | 92,48,300                       | 5.78          |
|          | Mrs. Kamla Aggarwal                     | 57,31,600                             | 4.01          | 78,62,855                       | 4.92          |
|          | Mrs. Shashi Aggarwal                    | 84,87,800                             | 5.94          | 97,62,800                       | 6.11          |
|          | Mrs. Archana Aggarwal                   | 65,95,855                             | 4.62          | 78,62,855                       | 4.92          |
|          | Shyam Sunder Aggarwal HUF               | 42,000                                | 0.03          | 3,17,000                        | 0.20          |
|          | Sanjay Aggarwal HUF                     | 700,000                               | 0.49          | 15,12,000                       | 0.95          |
|          | Sandeep Aggarwal HUF                    | 325,000                               | 0.23          | 16,05,745                       | 1.00          |
|          | Paramount Telecables Limited            | 2,83,16,500                           | 19.82         | 3,12,43,500                     | 19.54         |
|          | Remaining Promoter & Promoter Group     | <b>1,86,53,443</b>                    | <b>13.05</b>  | <b>1,86,53,443</b>              | 11.68         |
|          | <b>Total Promoter Group holding (A)</b> | <b>8,04,10,598</b>                    | <b>56.27</b>  | <b>9,74,10,598</b>              | <b>60.92</b>  |
| <b>B</b> | <b>Public Shareholding</b>              |                                       |               |                                 |               |
|          | FIs / Banks / Insurance Companies       | 6400                                  | 0.00          | 6400                            | 0.00          |
|          | FIIIs / FPIIs                           | 261,385                               | 0.18          | 261,385                         | 0.16          |
|          | NRIs / OBCs                             | 543,547                               | 0.38          | 543,547                         | 0.34          |
|          | Resident Companies                      | 1,06,89,536                           | 7.48          | 1,06,89,536                     | 6.69          |
|          | Resident Individuals                    | 45,75,960                             | 3.20          | 45,75,960                       | 2.86          |
|          | Others                                  | 4,64,15,039                           | 32.49         | 4,64,15,039                     | 29.03         |
|          | <b>Total Public holding (B)</b>         | <b>6,24,91,867</b>                    | <b>43.73</b>  | <b>6,24,91,867</b>              | <b>39.08</b>  |
|          | <b>Grand Total (A) + (B)</b>            | <b>14,29,02,465</b>                   | <b>100.00</b> | <b>15,99,02,465</b>             | <b>100.00</b> |

**(d) Proposed time within which the allotment shall be completed**

The Equity Shares shall be allotted within a period of 15 days or such extended time, as may be approved by the Regulatory Authorities, from the date of approval of the members to the preferential issue, provided that where the said allotment is pending on account of pendency of any approval for such allotment by any regulatory authority, the allotment shall be completed within a period of 15 days from the date of receipt of such approval.

**(e) Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and / or who ultimately control the proposed allottees; the percentage of post preferential issue that may be held by them and change in control, if any, in the Company, consequent to the preferential issue.**

The details of the Proposed Allottees are as per the following table. No change in control is contemplated consequent to the proposed preferential issue of Equity Shares. There will not be any change in the management control of the Company on account of the proposed preferential allotment of Equity Shares except a corresponding change in the shareholding pattern as well as the voting rights. The Company has not made any preferential allotment of Equity Shares or convertible securities during the current financial year.

| Sr. No. | Proposed Allottee            | Natural person who are / is the ultimate beneficial owners / who control the proposed allottee  | No. of equity shares to be allotted | Pre-Issue Shareholding |       | Post-Issue Shareholding |       |
|---------|------------------------------|---|-------------------------------------|------------------------|-------|-------------------------|-------|
|         |                              |   |                                     | No. of Equity Shares   | %age  | No. of Equity Shares    | %age  |
| 1.      | Mr. Sanjay Aggarwal          | Individual (one of the Promoter of the Company)   | 35,16,000                           | 58,26,100              | 4.08  | 93,42,100               | 5.84  |
| 2.      | Mr. Sandeep Aggarwal         | Individual (one of the Promoter of the Company)   | 35,16,000                           | 57,32,300              | 4.01  | 92,48,300               | 5.78  |
| 3.      | Mrs. Kamla Aggarwal          | Individual (forming part of the Promoter group)   | 21,31,255                           | 57,31,600              | 4.01  | 78,62,855               | 4.92  |
| 4.      | Mrs. Shashi Aggarwal         | Individual (forming part of the Promoter group)   | 12,75,000                           | 84,87,800              | 5.94  | 97,62,800               | 6.11  |
| 5.      | Mrs. Archana Aggarwal        | Individual (forming part of the Promoter group)   | 12,67,000                           | 65,95,855              | 4.62  | 78,62,855               | 4.92  |
| 6.      | Shyam Sunder Aggarwal HUF    | HUF (Mr. Sanjay Aggarwal is the Karta of Shyam Sunder Aggarwal HUF)   | 2,75,000                            | 42,000                 | 0.03  | 3,17,000                | 0.20  |
| 7.      | Sanjay Aggarwal HUF          | HUF (Mr. Sanjay Aggarwal is the Karta of Sanjay Aggarwal HUF)   | 8,12,000                            | 700,000                | 0.49  | 15,12,000               | 0.95  |
| 8.      | Sandeep Aggarwal HUF         | HUF (Mr. Sandeep Aggarwal is the Karta of Sandeep Aggarwal HUF)   | 12,80,745                           | 325,000                | 0.23  | 16,05,745               | 1.00  |
| 9.      | Paramount Telecables Limited | Body Corporate (Mrs. Shashi Aggarwal and Mrs. Archana Aggarwal are the beneficial owners controlling 99.90% of the shareholding of Paramount Telecables Ltd.) | 29,27,000                           | 2,83,16,500            | 19.82 | 3,12,43,500             | 19.54 |

**(f) Issue Price and Relevant Date**

The Relevant Date on the basis of which the price of the Equity Shares will be calculated is Friday, May 04, 2018, i.e. working day immediately preceding the date 30 days prior to the date of declaration of the results of the Postal Ballot process.

It is proposed to issue the Equity Shares at an issue price as may be determined on the relevant Date in compliance with the provisions of Chapter VII of the SEBI ICDR Regulations.

**(g) Undertaking by the Company**

The Board of Directors of the Company hereby undertakes and confirm that since the Equity Shares of the Company are frequently traded, there is no need for the Company to re-compute the price of Equity Shares in terms of the provisions of the SEBI ICDR Regulations.

**(h) Lock-in**

The Equity Shares allotted will be subject to applicable lock-in and transfer restrictions stipulated under Regulations 78 and 79 of the SEBI ICDR Regulations.

The Equity Shares to be allotted on preferential basis to the Proposed Allottees shall subject to lock-in for a period of 3 years from the date of the receipt of trading approval for such Equity Shares.

Further, the entire pre-preferential allotment shareholding of the Proposed Allottees, shall be locked-in from the relevant date up to a period of six months from the date of the receipt of trading approval.

**(i) Auditors Certificate**

A copy of the certificate of the Company's Statutory Auditor, M/s P. Bholusaria & Co., Chartered Accountants, certifying that the issue is being made in accordance with the requirements of the SEBI ICDR Regulations shall be available for inspection at the registered office of the Company on all working days till the date of declaration of Postal Ballot results.

The provisions of Section 62 of the Companies Act, 2013 (as amended from time to time) and the SEBI ICDR Regulations provide, inter alia, that when it is proposed to increase the issued capital of the Company by allotment of further shares, such shares are required to be first offered to the existing members of the Company for subscription unless the members decide otherwise through a Special Resolution.

The Board of Directors of the Company recommends passing of the resolution as set out at Item No. 1 relating to issue of Equity Shares in the notice as Special Resolution.

Accordingly, the Special Resolution proposed at Item No. 1 will, if passed, enable the Company to issue and allot Equity Shares on a preferential basis to the Proposed Allottees in the manner and to the extent as stated in the resolution.

Mr. Sanjay Aggarwal, Chairman & CEO and Mr. Sandeep Aggarwal, Managing Director and their relatives, being part of promoter / promoter group, are concerned or interested in the above referred resolution to the extent of their shareholding in the Company and the proposed allotment.

None of the directors or Key Managerial Personnel of the Company or their relatives other than specified above, are in any way concerned or interested, financially or otherwise, in the above referred resolution except to the extent of their individual shareholding in the Company

By Order of the Board of Directors  
**For Paramount Communications Limited**

**Sd/-**  
**(Tannu Sharma)**  
**Company Secretary**  
**M. No.: A30622**

Place : New Delhi  
Dated : 28<sup>th</sup> April, 2018

**NOTES AND INSTRUCTIONS**

**A. CASTING OF VOTE THROUGH E-VOTING**

1. For the purpose of offering e-Voting facility, the Company has entered into an agreement with CDSL. E-voting is optional for Members. A Member who wish to vote by Postal Ballot Form (instead of e-voting) can use the enclosed Postal Ballot Form.
2. The instructions for shareholders for e-voting is as under:

In terms of the requirements of Section 108 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, the Company is pleased to provide facility of e-Voting, through CDSL, to the shareholders for casting their vote electronically.

The electronic voting period commences on Saturday, May 05, 2018 (9:00 A.M.) and ends on Sunday, June 03, 2018 (5:00 P.M). The electronic voting facility will be disabled by CDSL for voting thereafter. During this period, the shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 27<sup>th</sup> April, 2018, may cast their vote electronically.

**The instructions for members for voting electronically are as under:-**

- 1) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password are to be used.
- 2) Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- 3) Click on “Shareholders” tab.
- 4) Now, select the Electronic Voting Sequence Number (EVSN) along with “Paramount Communications Limited” from the drop down menu and click on “SUBMIT”.
- 5) Now, fill up the following details in the appropriate boxes:

|                   | <b>For Members holding shares in Demat Form</b>   | <b>For Members holding shares in Physical Form</b> |
|-------------------|---|--|
| USER ID           | a) For account holders in CDSL :- Your 16 digit beneficiary ID<br>b) For account holders in NSDL :- Your 8 Character DP ID followed by 8 Digit Client ID  | Folio Number registered with the Company           |
| PAN               | Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders). Further, members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Attendance Slip indicated in the PAN field. |  |
| DOB#              | Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.   |  |
| Dividend Details# | Enter the Dividend Company Details as recorded in your demat account or in the company records for the said demat account or folio.   |  |

# Please enter the DOB or Dividend Company Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Company details field.

- 6) After entering these details appropriately, click on “SUBMIT” tab.
- 7) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field.
- 8) Click on the EVSN on which you choose to vote.
- 9) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- 10) Click on the “RESOLUTION FILE LINK” if you wish to view the entire Resolution details.
- 11) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- 12) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

**Other Instructions:**

- Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves, link their account which they wish to vote on and then cast their vote. They should upload a scanned copy of the Board Resolution in PDF format in the system for the scrutinizer to verify the vote.
- Once the vote on a resolution is casted by the member, he shall not be allowed to change or modify it subsequently;

- Member can log in any number of times till he has voted on all the resolutions or till the end of the voting period (i.e. till the last date of receipt of e-votes), whichever is earlier.
- Members can opt only one mode for voting i.e. either by Postal Ballot or e-voting. If member opts for e-voting, then he does not vote by Postal Ballot also and vice versa. However, in case member(s) cast their vote both via Postal Ballot and e-voting, then voting done through e-voting shall prevail and voting done by Physical Ballot will be ignored.
- Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call CDSL Toll Free No. 022-30249561 or to the Registrar & Share Transfer Agent, Link Intime India Pvt. Ltd. at 011-41410592, 41410593 or write an email to [delhi@linkintime.co.in](mailto:delhi@linkintime.co.in).

## **B. Casting of Vote through Postal Ballot Form**

1. Members desiring to cast their vote in Postal Ballot Form are requested to execute the Postal Ballot Form as per the instructions stated therein and send the same in the enclosed self-addressed postage prepaid envelope.

The vote can be cast by recording the assent in the Column FOR and dissent in the Column AGAINST by placing a tick mark (✓) in the appropriate column.

2. Members are requested not to send any other paper / document along with the Postal Ballot Form in the enclosed self-addressed postage prepaid envelope. If sent, the same paper / document would not be acted upon.
3. The postal ballot notice is being sent to all the Members whose names appear on 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 27<sup>th</sup> April, 2018 along with a postage prepaid self-addressed Business Reply Envelope. The postal ballot notice is also being sent to Members who have registered their email IDs for receipt of documents in electronic form to their email addresses registered with their Depository Participants (in case of electronic shareholding)/the Company's Registrar and Transfer Agent (in case of physical shareholding).
4. Members whose names appear on the Register of Members / List of Beneficial Owners as on 27<sup>th</sup> April, 2018 will be considered for the purpose of voting.
3. Members can seek a duplicate Postal Ballot Form from the Company or Company's Registrar and Transfer Agent M/s. Link Intime India Private Limited from their office at 44, Community Centre, Phase-I, Near PVR, Naraina Ind. Area, New Delhi-110028, fill in the details and send the same to the Scrutinizer.
4. The Scrutinizer's decision on the validity of the Postal Ballot will be final.
5. The period for voting through physical Ballot and e-voting starts from May 05, 2018 at 9.00 am IST and ends on June 03, 2018 at 5.00 pm IST and any physical ballots received thereafter shall not be considered and e-voting shall be disabled.
6. You are requested to carefully read the instructions printed on the Postal Ballot Form and return the Form (no other Form or photo copy is permitted) duly completed, in the enclosed self-addressed postage prepaid envelope, so as to reach the Scrutinizer on or before the close of working hours (5.00 pm IST) on June 03, 2018. No other request / details furnished in the Self-Addressed envelope will be entertained. The Postal Ballot Forms received after close of working hours (5.00 pm IST), June 03, 2018, will be treated as if the same has not been received from the Member.
7. The Scrutinizer will submit his report, to the Chairman or in his absence to any other person authorized by him, after completion of scrutiny of Postal Ballot in a fair and transparent manner. The Scrutinizer's report will be displayed on the Company's website: [www.paramountcables.com](http://www.paramountcables.com). The results of the Postal Ballot will be announced on June 05, 2018 and will be communicated to BSE and NSE where the equity shares of the Company are listed. The date of declaration of the results of the Postal Ballot i.e. June 05, 2018, shall be the date on which the Resolution would be deemed to have passed, if approved by the requisite majority.