

PCL/S.E. / 06/2018

Date: 05.06.2018

**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 resolution contained in the Postal Ballot Notice dated 28<sup>th</sup> April, 2018. We are pleased to inform that the proposed Special Resolution 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 – 5th May, 2018 to 3rd June, 2018 |
| <b>Total number of shareholders on record date</b>                                   | 27086 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 Issue of 17000000 Equity Shares to Promoters and persons/entities forming part of the Promoter group. |   |                                 |                               |   |
|--------------------------------|---|--|---|---------------------------------|-------------------------------|---|
| Promoter/Public                | Mode of voting                            | No. of shares held<br>(1)  | Whether promoter/ promoter group are interested in the agenda/resolution? |                                 |                               | % of Votes against on votes polled<br>(6)=<br>[(4)/(2)]*100 |
|                                |   |  | No. of votes polled<br>(2)  | No. of Votes - in favour<br>(3) | No. of Votes - against<br>(4) |   |
| Promoter and Promoter Group    | E-voting<br>Postal Ballot<br><b>Total</b> | 80410598   |   |                                 |                               |   |
| Public - Institutional holders | E-voting<br>Postal Ballot<br><b>Total</b> |  |   |                                 |                               |   |
| Public-Others                  | E-voting<br>Postal Ballot<br><b>Total</b> | 62491867   | 222856<br>3495903<br>3718759  | 168154<br>3493867<br>3662021    | 54702<br>2036<br>56738        | 98.47<br>1.53   |
| <b>Total</b>                   |   | <b>142902465</b>   | <b>3718759</b>  | <b>3662021</b>                  | <b>56738</b>                  | <b>100%</b>   |

For Paramount Communications Limited

  
Company Secretary

# Abhishek Mittal & Associates

## Company Secretaries

### 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 April 28, 2018 to conduct the Postal Ballot / e-voting process in a fair and transparent manner in respect of the following resolution:

| S. No. | Type of Resolution | Particulars  |
|--------|--------------------|--|
| 1.     | Special Resolution | Issue of 1,70,00,000 (One Crore Seventy Lakhs) Equity Shares to Promoters and persons/entities forming part of the Promoter Group. |

#### **I submit my report as under:**

- The Company completed dispatch of Postal Ballot Notice forms on Friday, 04<sup>th</sup> May, 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, 27<sup>th</sup> April, 2018:
  - through physical mode, along with a self-addressed postage prepaid business reply envelope to all the members;
  - through e-mail also to the members whose e-mail addresses were registered with the Depositories/Company's Registrar/Transfer Agent as on Friday, 27<sup>th</sup> April, 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 05<sup>th</sup> May, 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 04<sup>th</sup> June, 2018 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 Sunday, 03<sup>rd</sup> June, 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, 27<sup>th</sup> April, 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, 27<sup>th</sup> April, 2018 was Rs. 28,58,04,930/- (Rupees Twenty Eight Crores Fifty Eight Lacs Four Thousand and NineHundred 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 is as under:
- I. Issue of 1,70,00,000 (One Crore Seventy Lakhs) Equity Shares to Promoters and persons/entities forming part of the Promoter Group.(**Special Resolution**)

| Particulars         | E-voting | Postal Ballot | Total     | Percentage of Total Valid Votes |
|---------------------|----------|---------------|-----------|---------------------------------|
| Total Votes Cast    | 2,22,856 | 34,96,503     | 37,19,359 | N. A.                           |
| Less: Invalid Votes | 0        | 600           | 600       | N. A.                           |
| Net Valid Votes     | 2,22,856 | 34,95,903     | 37,18,759 | N. A.                           |
| Votes with Assent   | 1,68,154 | 34,93,867     | 36,62,021 | 98.47%                          |
| Votes with Dissent  | 54,702   | 2,036         | 56,738    | 01.53%                          |

**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. F7273C.P. No. 7943**

**Date:** 05.06.2018

**Place:** New Delhi

**Counter Signed by**  
**For Paramount Communications Limited**

  
  
**(Tannu Sharma)**

**Company Secretary**  
**M. No. A30622**