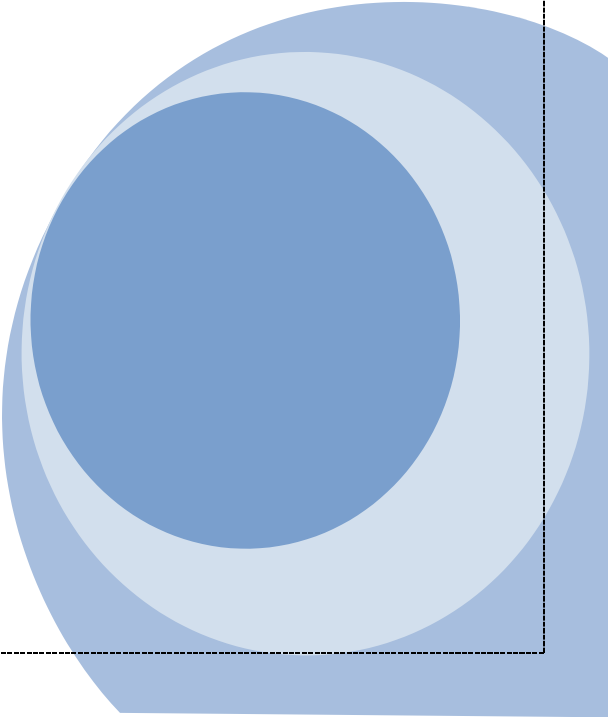




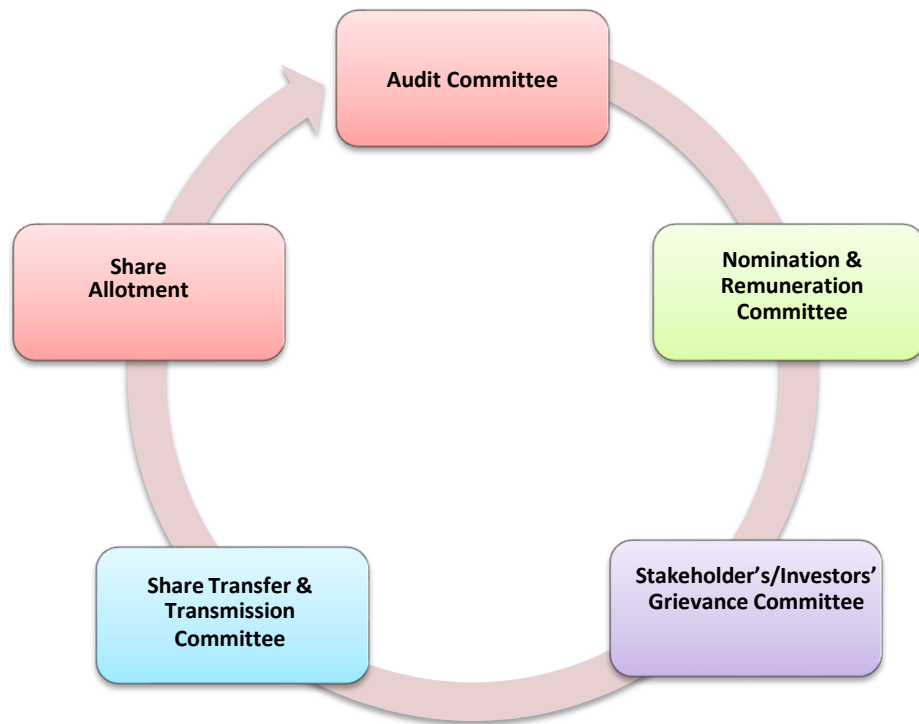
**PARAMOUNT
COMMUNICATIONS LIMITED**

COMPOSITION OF
COMMITTEES
&
CRITERIA FOR
PAYMENT TO NON-
EXECUTIVE DIRECTOR



BOARD COMMITTEES

The Board has established the following Committees:



(a) **AUDIT COMMITTEE**

Name of the Director	Position in the Committee
Mr. Vijay Maheshwari	Chairman
Mr. Vijay Bhushan	Member
Mrs. Malini Gupta	Member
Mrs. Praveena kala	Member

(b) **STAKEHOLDERS' RELATIONSHIP/INVESTOR'S GRIEVANCE COMMITTEE**

Name of the Director	Position in the Committee
Mrs. Malini Gupta	Chairman
Mr. Vijay Bhushan	Member
Mr. Sanjay Aggarwal	Member
Mr. Sandeep Aggarwal	Member

(c) **NOMINATION & REMUNERATION COMMITTEE**

Name of the Director	Position in the Committee
Mr. Vijay Bhushan	Chairman
Mr. Vijay Maheshwari	Member
Mrs. Malini Gupta	Member

(d) **SHARE TRANSFER AND TRANSMISSION COMMITTEE**

Name of the Director	Position in the Committee
Mr. Sanjay Aggarwal	Chairman
Mr. Sandeep Aggarwal	Member

(e) **SHARE ALLOTMENT COMMITTEE**

Name of the Director	Position in the Committee
Mr. Sanjay Aggarwal	Chairman
Mr. Sandeep Aggarwal	Member

CRITERIA OF MAKING PAYMENTS TO NON-EXECUTIVE DIRECTORS

Under the SEBI (Listing Obligation Disclosure Requirement) Regulation 2015, requires every company to publish its criteria of making payments to NEDs in its annual report. Alternatively, this may be put up on the company's website and reference may be drawn thereto in its annual report.

In keeping with the above, any fee/remuneration payable to the NEDs of the Company shall abide by the following:

Sitting Fee:

Such director(s) may receive remuneration by way of fee for attending meetings of the Board or Committee thereof or any other meeting as required by Companies Act, 2013, SEBI (Listing Obligation Disclosure Requirement) Regulation 2015 or other applicable law or for any other purpose whatsoever as may be decided by the Board;

Reimbursement of actual expenses incurred:

NEDs may also be paid/reimbursed such sums either as fixed allowance and /or actual as fair compensation for travel, boarding and lodging and incidental and /or actual out of pocket expenses incurred by such member for attending Board/Committee Meetings. The Nomination and Remuneration Committee is entrusted with the role of reviewing the compensation of NEDs.