

### EGM Notice

NOTICE is hereby given that the 01/2025-26 Extra-ordinary General Meeting ("EGM") of the shareholders (the "Shareholders" or the "Members") of Paramount Communications Limited (the "Company") will be held on Monday the 18<sup>th</sup> day of August, 2025 at 3:00 P.M. (IST) through Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM") to transact the following special business:

#### Item No. 1

**TO APPROVE RAISING OF FUNDS BY WAY OF ISSUANCE OF ANY ELIGIBLE SECURITIES, INCLUDING CONVERTIBLE DEBENTURES, FOREIGN CURRENCY NON-CONVERTIBLE SECURITIES, FOREIGN CURRENCY CONVERTIBLE BONDS, THROUGH PERMISSIBLE MODES, INCLUDING BUT NOT LIMITED TO PUBLIC ISSUE, QUALIFIED INSTITUTIONS PLACEMENT, PRIVATE PLACEMENT, PREFERENTIAL ISSUE OR ANY OTHER METHOD OR COMBINATION THEREOF**

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

**"RESOLVED THAT** pursuant to Sections 23, 41, 42, 55, 62, 71, 179 and other applicable provisions, if any, of the Companies Act, 2013 and the applicable rules made thereunder [including the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014], each including any amendment(s), statutory modification(s), or re- enactment(s) thereof for the time being in force and in accordance with the relevant provisions of the Memorandum of Association and Articles of Association of the Company and applicable provisions of the Securities and Exchange Board of India Act, 1992, the Securities Contract (Regulations) Act, 1956, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("SEBI ICDR Regulations"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI Listing Regulations") and applicable provisions of the Foreign Exchange Management Act, 1999 ("FEMA") and the regulations made thereunder including the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, as amended, the Foreign Exchange Management (Debt Instruments) Regulations, 2019 as amended, the Issue of Foreign Currency Convertible Bonds and Ordinary shares (Through Depository Receipt Mechanism) Scheme, 1993 ("FCCB Scheme") as amended, Foreign Exchange Management (Transfer or Issue of any Foreign Security) Regulations, 2004 as amended, the Consolidated FDI Policy issued by the Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India from time to time, each as amended including ECB Guidelines as amended, the uniform listing agreements entered into by the Company with the stock exchanges where the equity shares of face value of Rs. 2 (Rupees Two) each of the Company are listed ("Stock Exchanges", and such equity shares, the "Equity Shares"), and other provisions of applicable laws including all other applicable statutes, clarifications, rules, regulations, circulars, notifications, and guidelines issued by the Government of India ("GOI"), Ministry of Corporate Affairs ("MCA"), Reserve Bank of India ("RBI"), Securities and Exchange Board of India ("SEBI"), the Stock Exchanges, Registrar of Companies, ("RoC") and such other statutory/ regulatory authorities in India or abroad (the "Appropriate Authorities") from time to time, and subject to borrowing limits and security creation limits approved by the Members of the Company, from time to time, and all approvals, permissions, consents, and/ or sanctions as may be necessary or required from any of the appropriate Authorities, and subject to such terms, conditions, or modifications as may be prescribed or imposed while granting such approvals, permissions, consents, and/ or sanctions by any of the aforesaid authorities, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as "Board" which term shall be deemed to include any Committee(s) which the Board may have constituted / reconstituted or hereinafter constitute / reconstitute to exercise its powers including the powers conferred by this Resolution), the approval of the Members of the Company be and is hereby accorded to the Board and the Board be and is hereby authorised to raise funds by way of issuance of such number of Eligible Securities including but not limited to Convertible Securities and/or Foreign Currency Non-Convertible Securities and/or Foreign Currency Convertible Bonds ("FCCB") and/or any other securities which are convertible or exchangeable into equity shares to Eligible Investors as per applicable Acts / Rules / Regulations / Guidelines / Directions / Scheme or combination thereof whether rupee denominated or denominated in foreign currency ("Securities"), as may be permitted under law through permissible modes, including but not limited to a public issue, qualified institutions placement, private placement, preferential issue, or a combination thereof and/or by way of issuance and allotment in one or more tranches of private or public offerings (including on preferential allotment basis) in international markets, through prospectus/ offer letter/ offering circular/ offering memorandum or other permissible/requisite offer documents, through the issuance of a placement document(s)/ offer document(s), as permitted under applicable laws and regulations, in one or more tranches, for cash, at such price or prices as may be deemed fit, including a premium or discount that may be permitted under applicable law such that the total amount to be raised through issuance of Securities thereof shall not exceed Rs. 135 Crores only (Rupees One Hundred Thirty Five Crores only) (inclusive of such premium as may be fixed on such Securities), to be subscribed in Indian Rupees or its equivalent of any foreign currency(ies)

by all eligible investors, including resident or non-resident/foreign investors who are authorised to invest in the Securities/ FCCB of the Company as per extant regulations/guidelines or any combination as may be deemed appropriate by the Board in consultation with the book running lead managers or any advisors appointed by the Board and whether or not such Investor(s) are Shareholder(s) of the Company (collectively called "Investors"), to all or any of them, jointly or severally through a placement document or such other offer document, on such terms and conditions considering the prevailing market conditions and other relevant factors wherever necessary, in one or more tranche or tranches, in such manner, and on such terms and conditions as may be agreed by the Board in consultation with the book running lead managers/ other advisors appointed by the Board or otherwise, including the discretion to determine the amount to be raised by way of issuance of Securities including FCCB, categories of Investors, to whom the offer, issue and allotment of Eligible Securities shall be made, in such manner or otherwise on such terms and conditions and deciding of other terms and conditions.

**RESOLVED FURTHER THAT** in the event of issuance of FCCB, the relevant date for the purpose of pricing of FCCB to be issued shall be determined in accordance with the FCCB Scheme or as may be permitted under the applicable law.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to appoint merchant bankers, underwriters, depositories, custodians, registrars, trustees, bankers, lawyers, monitoring agencies and all such agencies as may be involved or concerned in the issue and to remunerate and also to enter into and execute all such arrangements, contracts/ agreements, memorandum, documents, etc., with such agencies, to seek the listing of the Securities on one or more stock exchange(s) as may be required.

**RESOLVED FURTHER THAT** in pursuance of the aforesaid resolution: a) the Securities to be so created, offered, issued and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company; and b) the Securities to be created, offered, issued and allotted in terms of this resolution, shall rank pari passu in all respects with the existing securities of the Company, if any and (c) be listed on the stock exchanges where the equity shares of the Company are listed, except as may be provided otherwise under the terms of issue/offering and in the offer document and/or placement document and/or offer letter and/or offering circular and/or listing particulars.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to issue and allot such number of Equity Shares as may be required to be issued and allotted upon conversion, redemption, or cancellation of any Securities/ FCCB or as may be necessary in accordance with the terms of the offering. All such Equity Shares shall rank pari passu in all respects including as to dividend with the existing equity shares of the Company of face value ₹ 2/- each. .

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to offer, issue and allot the Securities or any or all of them, subject to such terms and conditions, as the Board may deem fit and proper in its absolute discretion, including terms for issue of additional Securities and for disposal of Securities which are not subscribed to by issuing them to banks/ financial institutions/ mutual funds or otherwise.

**RESOLVED FURTHER THAT** for the purpose of giving effect to any offer, issue or allotment of Securities, as described above, the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things, as it may, in its absolute discretion, deem necessary or desirable for such purpose, including without limitation, the determination of terms and conditions for issuance of Securities including the number of Securities that may be offered, timing of the issue(s), the class of investors to whom the Securities are to be issued, number of issues, tranches, face value of securities, issue price, rate of interest, premium /discount, conversion ratio and proportion thereof, security for creation of charge, tenure of the security, redemption, and shall be entitled to vary, modify or alter any of the terms and conditions as it may deem expedient, entering into and executing arrangements for managing, underwriting, marketing, listing, trading and providing legal advice as well as acting as depository, custodian, registrar, stabilizing agent, paying and conversion agent, trustee, escrow agent and executing other agreements, including any amendments or supplements thereto, as necessary or appropriate and to finalize, approve and issue any document(s), including but not limited to prospectus and/or letter of offer, offering Circular, offering Memorandum/ Information Memorandum and/or circular, documents and agreements including filing of such documents (in draft or final form) with any Indian or foreign regulatory authority or stock exchanges and sign all deeds, documents and writings and to pay any fees, commissions, remuneration, expenses relating thereto and with power on behalf of the Company to settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of Securities and take all steps which are incidental and ancillary in this connection, including in relation to utilization of the issue proceeds, as it may in its absolute discretion deem fit without being required to seek further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

**RESOLVED FURTHER THAT** to sign and execute all deeds, documents, undertakings, agreements, papers and writings as may be required in this regard including without limitation, the placement offer letter (along with the application form), information memorandum, disclosure documents, debenture subscription agreement, debenture trust deed, placement

document, placement agreement and any other documents as may be required, and to settle all questions, difficulties or doubts that may arise at any stage from time to time.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to seek any approval that is required in relation to the creation, issuance, allotment and listing of the Securities, from any statutory or regulatory authority or the stock exchanges. Any approvals that may have been applied for by the Board in relation to the creation, issuance and allotment and listing of the Securities are hereby approved and ratified by the Members.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any director(s), committee(s), executive(s), officer(s) or representatives(s) of the Company or to any other person duly authorized by the Board to do all such acts, deeds, matters and things, to execute such documents, writings etc. as may be necessary and to take all such steps as may be necessary, proper or expedient to give effect to this resolution and matters connected therewith or incidental thereto."

#### **Item No. 2**

#### **TO ISSUE WARRANTS CONVERTIBLE INTO EQUAL NUMBER OF EQUITY SHARES TO ENTITY BELONGING TO PROMOTER GROUP 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, 2018 (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 50,00,000 (Fifty Lakhs) Warrants ("Warrants"), convertible into equivalent number of Equity Shares of face value ₹ 2 each of the Company, at a price of ₹ 60/- (Rupees Sixty only) ("Issue Price") per Warrant (including a premium of ₹ 58 per Warrant) aggregating up to ₹ 30 crore (Rupees Thirty Crores only), such price being not less than the floor price as on the relevant date (as set out below) determined in accordance with the provisions of Chapter V of the SEBI ICDR Regulations by way of preferential allotment to entity forming part of the Promoter group of the Company (hereinafter referred to as the "Proposed Allottee"):

<b>Sr. No.</b>	<b>Name of the proposed allottee</b>	<b>No. of warrants to be allotted</b>
1	Hertz Electricals (International) Private Limited	50,00,000

**RESOLVED FURTHER THAT** in accordance with the provisions of the SEBI ICDR Regulations, the "Relevant Date" for the purpose of calculating the price of Warrants convertible into equal number of equity shares to be issued in terms hereof shall be Friday, July 18, 2025, being the working day immediately preceding the date 30 days prior to the date of General Meeting.

**RESOLVED FURTHER THAT** (i) each Warrant shall give the Warrant Holder the right to exercise for one Equity Share of the Company; (ii) Warrants shall be convertible into equity shares within 18 months from the date of allotment of Warrants; (iii) The Warrants by themselves do not give to the holder thereof any rights of the shareholder of the Company; (iv) the number of Equity Shares and the price per Equity Share upon exercise of each Warrant shall be appropriately adjusted for corporate actions such as bonus issue, rights issue, stock split, merger, demerger, transfer of undertaking, sale of a business division or any such capital or corporate restructuring, if any prior to the conversion of Warrants; (v) Atleast 25% of the consideration for preferential issue of Warrants shall be received by the Company prior to the allotment of said Warrants; and (vi) at the time of exercise, the Warrant Holder shall pay the balance of the consideration payable in respect of the Warrants so being exercised;

**RESOLVED FURTHER THAT** the equity shares on conversion of Warrants 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 ₹ 2/- each.

**RESOLVED FURTHER THAT** the Equity Shares on conversion of Warrants, issued to the Proposed Allottee, 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 Allottee.

**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 resolutions, delegate all or any of the powers conferred by the aforesaid resolutions 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 resolutions 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.”

#### **Item No. 3**

#### **TO APPOINT MR. SANJAY KUMAR SRIVASTAVA (DIN: 01658754) AS AN INDEPENDENT DIRECTOR OF THE COMPANY**

To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and 160 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Regulations 16(1)(b), 17, 25(2A) and other applicable Regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“Listing Regulations”) and the Articles of Association of the Company and on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Mr. Sanjay Kumar Srivastava (DIN: 01658754), who was appointed as an Additional Director in the category of Non-Executive Independent Director of the Company with effect from July 01, 2025, in terms of Section 161(1) of the Act and who has submitted a declaration that he meets the criteria of independence as prescribed under the Act and Listing Regulations and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a member of the Company proposing his candidature for the office of an Independent Director, be and is hereby appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation, with effect from July 01, 2025, to hold office for a term of five consecutive years i.e. upto June 30, 2030.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including any Committee thereof) be and is hereby authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

#### **Item No. 4**

#### **TO APPOINT MS. ANJALI VERMA (DIN: 01165310) AS AN INDEPENDENT WOMAN DIRECTOR OF THE COMPANY**

To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and 160 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Regulations 16(1)(b), 17, 25(2A) and other applicable Regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“Listing Regulations”) and the Articles of Association of the Company and on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Ms. Anjali Verma (DIN: 01165310), who was appointed as an Additional Director in the category of Non-Executive Independent Director of the Company with effect from July 01, 2025, in terms of Section 161(1) of the Act and who has submitted a declaration that she meets the criteria of independence as prescribed under the Act and Listing Regulations and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a member of the Company proposing her candidature for the office of an Independent Director, be and is hereby appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation, with effect from July 01, 2025, to hold office for a term of three consecutive years i.e. upto June 30, 2028.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including any Committee thereof) be and is hereby authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

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

**Sd/-  
Nitin Gupta**

**Date: July 21, 2025  
Place: New Delhi**

**Company Secretary & Compliance Officer  
Membership No. F8485**

**NOTES:**

1. EGM of the Company is being conducted through VC in compliance with General Circular 09/2024 dated September 19, 2024 read with No. 9/2023 dated September 25, 2023, General Circular Nos. 14/2020, 17/2020, 20/2020, issued by Ministry of Corporate Affairs and Circular dated October 7, 2023 read with Circulars dated May 12, 2020, January 15, 2021, May 13, 2022 issued by the Securities and Exchange Board of India (collectively referred to as “Circulars”), which details the procedure and manner of holding EGM through VC and provide certain relaxations from compliance with Listing obligations. The registered office of the Company at New Delhi shall be deemed to be the venue for the EGM. Since the EGM will be held through VC, the Route Map is not annexed in this Notice.
2. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 (“the Act”) relating to the special business to be transacted at the Extra-ordinary General Meeting (“EGM”/ “Meeting”) is annexed hereto.
3. M/s. MUFG Intime India Private Limited (*formerly known as Link Intime India Private Limited*), Registrar & Transfer Agent of the Company (“RTA”), shall be providing facility for e-voting and attending the EGM through video conferencing. Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the EGM through VC.
4. In compliance with the applicable MCA Circulars and SEBI Circulars, the Notice of the EGM is being sent only through electronic mode (by e-mail) to those members whose e-mail ids are registered with the Company/ Depositories and will also be available on the Company’s website at [www.paramountcables.com](http://www.paramountcables.com), websites of the Stock Exchanges, i.e. BSE Limited and the National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively, and on the website of RTA at [www.in.mpms.mufig.com](http://www.in.mpms.mufig.com)
5. Since this EGM is being held through VC/OAVM pursuant to the Circulars, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxy by the members under Section 105 of the Act will not be available for the EGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
6. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, and Regulation 44 of the LODR Regulations, the Company has extended e-voting facility for its members to enable them to cast their votes electronically on the resolutions set forth in this Notice. The period of remote e-voting before the EGM commences on **Friday, August 15, 2025 (9:00 a.m. IST) and ends on Sunday, August 17, 2025 (5:00 p.m. IST)**. The voting rights of the Shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date, i.e., **Monday, August 11, 2025**.
7. The Company has appointed Mr. Abhishek Mittal (M. No. F7273, CP No. 7943) Proprietor of Abhishek Mittal & Associates, Practicing Company Secretary, to act as the Scrutiniser to scrutinise the e-voting process in a fair and transparent manner and Mr. Abhishek Mittal has communicated his willingness to be appointed and be available for the purpose.
8. The Scrutiniser shall, immediately after the conclusion of the e-voting at the EGM, first count the votes cast through e-voting during the meeting and thereafter unblock the votes cast through remote e-voting before the EGM in presence of at least two witnesses who are not in the employment of the Company, and make a consolidated Scrutiniser’s Report of the total votes cast in favour or against, if any, and submit the same to the Chairperson or a person authorised by him in writing who shall countersign the same.

9. Members attending the EGM through VC shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
10. In line with the applicable circulars at least 1000 members will be able to join the EGM on a first-come-first-served basis. However, the large shareholders (i.e. shareholders holding 2% or more shares), Promoters, Institutional Investors, Directors, Key Managerial Personnel, Chairpersons of the Audit Committee, Nomination & Remuneration Committee and Stakeholders' Relationship Committee, Auditors, etc. can attend the EGM without any restriction on account of first-come-first-served principle.
11. Members seeking or requiring any clarification or information in respect of any matter to be placed at the EGM may send their requests to the Company by Thursday, August 14, 2025, 5:00 p.m. (IST) at [cs@paramountcables.com](mailto:cs@paramountcables.com).
12. In case of joint holders, the member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
13. SEBI has made it mandatory for shareholders holding shares in physical form to furnish PAN, KYC (i.e., postal address with pin code, email ids, mobile number, bank account details, specimen signature, Demat account details) and their nominee details to the RTA of the Company. Further, relevant forms to update the above-mentioned information are available on the Company's RTA Website i.e., [www.in.mpms.mufig.com](http://www.in.mpms.mufig.com)
14. As per Regulation 40 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), shares of listed companies can be transferred only in dematerialised form with effect from April 1, 2019, except in case of transmission or transposition of securities. Further, SEBI vide its Master Circular dated May 7, 2024, has mandated that shares shall be issued only in dematerialised mode while processing duplicate/ unclaimed suspense/ renewal/ exchange/ endorsement/ sub-division/ consolidation/ transmission/ transposition service requests received from physical shareholders.
15. As per the provisions of Section 72 of the Act, the facility for making the nomination is available for the members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. Members are requested to submit the said form to their Depository Participant (DP) in case the shares are held in electronic form and to MUFG in case the shares are held in physical form.
16. Members may please note that SEBI has made PAN the sole identification number for all participants transacting in the securities market, irrespective of the amount of such transactions. Members may please note that SEBI has also made it mandatory for submission of PAN in the following cases: (i) Deletion of name of the deceased shareholder(s) (ii) Transmission of shares to the legal heir(s) and (iii) Transposition of shares. Members holding shares in electronic form are, therefore, requested to submit their PAN to their depository participant(s). Members holding shares in physical form are required to submit their PAN details to the RTA.
17. Institutional/Corporate Shareholders (i.e. other than individuals/HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorisation etc. authorising its representative to attend the EGM through VC on its behalf and to vote either through remote e-voting or during EGM together with attested specimen signature(s) of the duly authorised representative(s). The said Resolution/Authorization shall be sent electronically through registered email ids to the Company at [cs@paramountcables.com](mailto:cs@paramountcables.com) with a copy marked to [enotices@in.mpms.mufig.com](mailto:enotices@in.mpms.mufig.com) and the Scrutiniser at [abhishekcs21@gmail.com](mailto:abhishekcs21@gmail.com).
18. All documents referred to in the Notice will also be available electronically for inspection without any fee by the members from the date of circulation of this Notice up to the date of EGM. Members seeking to inspect such documents can send an email to [cs@paramountcables.com](mailto:cs@paramountcables.com).

#### **INSTAMEET VC Instructions for shareholders**

In terms of Ministry of Corporate Affairs (MCA) General Circular No. 09/2024 dated 19.09.2024, the Companies can conduct their AGMs/ EGMs on or before 30 September 2025 by means of Video Conference (VC) or other audio-visual means (OAVM).

*Shareholders are advised to update their mobile number and email Id correctly in their demat accounts to access InstaMeet facility.*

**Login method for shareholders to attend the General Meeting through InstaMeet:**  
Visit URL: <https://instameet.in.mpms.mufig.com> & click on "Login".

- a) Select the “Company Name” and register with your following details:
- b) Select Check Box - **Demat Account No.** / **Folio No.** / **PAN**
- Shareholders holding shares in NSDL/ CDSL demat account shall select check box - Demat Account No. and enter the 16-digit demat account number.
  - Shareholders holding shares in physical form shall select check box – Folio No. and enter the Folio Number registered with the company.
  - Shareholders shall select check box – PAN and enter 10-digit Permanent Account Number (PAN). Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided by MUFG Intime, if applicable.
  - Mobile No: Mobile No. as updated with DP is displayed automatically. Shareholders who have not updated their Mobile No with the DP shall enter the mobile no.
  - Email ID: Email Id as updated with DP is displayed automatically. Shareholders who have not updated their Mobile No with the DP shall enter the mobile no.
- c) Click “Go to Meeting”

You are now registered for InstaMeet, and your attendance is marked for the meeting.

**Instructions for shareholders to Speak during the General Meeting through InstaMeet:**

- a) Shareholders who would like to speak during the meeting must register their request with the company.
- b) Shareholders will get confirmation on first cum first basis depending upon the provision made by the company.
- c) Shareholders will receive “speaking serial number” once they mark attendance for the meeting. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.
- d) Other shareholder who has not registered as “Speaker Shareholder” may still ask questions to the panellist via active chat-board during the meeting.

*\*Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.*

**Instructions for Shareholders to Vote during the General Meeting through InstaMeet:**

Once the electronic voting is activated during the meeting, shareholders who have not exercised their vote through the remote e-voting can cast the vote as under:

- a) On the Shareholders VC page, click on the link for e-Voting “Cast your vote”
- b) Enter your 16-digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMeet
- c) Click on 'Submit'.
- d) After successful login, you will see “Resolution Description” and against the same the option “Favour/ Against” for voting.
- e) Cast your vote by selecting appropriate option i.e. “Favour/Against” as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under ‘Favour/Against’.
- f) After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on “Save”. A confirmation box will be displayed. If you wish to confirm your vote, click on “Confirm”, else to change your vote, click on “Back” and accordingly modify your vote. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

**Note:**

*Shareholders/ Members, who will be present in the General Meeting through InstaMeet facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting.*

*Shareholders/ Members who have voted through Remote e-Voting prior to the General Meeting will be eligible to attend/ participate in the General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.*

*Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.*

*Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.*

*Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.*

**Helpdesk:**

Shareholders facing any technical issue in login may contact INSTAMEET helpdesk by sending a request at [instameet@in.mpms.mufg.com](mailto:instameet@in.mpms.mufg.com) or contact on: - Tel: 022 – 4918 6000 / 4918 6175.

**REMOTE E-VOTING INSTRUCTIONS FOR SHAREHOLDERS**

In terms of SEBI circular no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants.

*Shareholders are advised to update their mobile number and email Id correctly in their demat accounts to access e-Voting facility.*

Login method for Individual shareholders holding securities in demat mode is given below:

Individual Shareholders holding securities in demat mode with NSDL

METHOD 1 - Individual Shareholders registered with NSDL IDeAS facility

Shareholders who have registered for NSDL IDeAS facility:

- a) Visit URL: <https://eservices.nsdl.com> and click on “Beneficial Owner” icon under “Login”.
- b) Enter User ID and Password. Click on “Login”
- c) After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services.
- d) Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

OR

**Shareholders who have not registered for NSDL IDeAS facility:**

- a) To register, visit URL: <https://eservices.nsdl.com> and select “Register Online for IDeAS Portal” or click on <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
- b) Proceed with updating the required fields.
- c) Post successful registration, user will be provided with Login ID and password.
- d) After successful login, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services.
- e) Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

**METHOD 2 - Individual Shareholders directly visiting the e-voting website of NSDL**

- a) Visit URL: <https://www.evoting.nsdl.com>
- b) Click on the “Login” tab available under ‘Shareholder/Member’ section.



- c) Enter User ID (i.e., your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.
- a) Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services.
- b) Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

#### **Individual Shareholders holding securities in demat mode with CDSL**

##### **METHOD 1 – Individual Shareholders registered with CDSL Easi/ Easiest facility**

Shareholders who have registered/ opted for CDSL Easi/ Easiest facility:

- a) Visit URL: <https://web.cdslindia.com/myeasitoken/Home/Login> or [www.cdslindia.com](http://www.cdslindia.com).
- b) Click on New System Myeasi Tab
- c) Login with existing my easi username and password
- d) After successful login, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime, for voting during the remote e-voting period.
- e) Click on “Link InTime/ MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

**OR**

**Shareholders who have not registered for CDSL Easi/ Easiest facility:**

- a) To register, visit URL:  
<https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration> /  
<https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration>
- b) Proceed with updating the required fields.
- c) Post registration, user will be provided username and password.
- d) After successful login, user able to see e-voting menu.
- e) Click on “Link InTime / MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

##### **METHOD 2 - Individual Shareholders directly visiting the e-voting website of CDSL**

- a) Visit URL: <https://www.cdslindia.com>
- b) Go to e-voting tab.
- c) Enter Demat Account Number (BO ID) and PAN No. and click on “Submit”.
- d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account
- e) After successful authentication, click on “Link InTime / MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

#### **Individual Shareholders holding securities in demat mode with Depository Participant**

Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL / CDSL for e-voting facility.

- a) Login to DP website
- b) After Successful login, user shall navigate through “e-voting” option.
- c) Click on e-voting option, user will be redirected to NSDL / CDSL Depository website after successful authentication, wherein user can see e-voting feature.

- d) After successful authentication, click on “Link InTime / MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

**Login method for shareholders holding securities in physical mode /**

**Non-Individual Shareholders holding securities in demat mode**

Shareholders holding shares in physical mode / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for InstaVote as under:

- a) Visit URL: <https://instavote.linkintime.co.in>

**Shareholders who have not registered for INSTAVOTE facility:**

- b) Click on “Sign Up” under ‘SHARE HOLDER’ tab and register with your following details:

**A. User ID:**

NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID.

CDSL demat account – User ID is 16 Digit Beneficiary ID.

Shareholders holding shares in physical form – User ID is Event No + Folio Number registered with the Company.

**B. PAN:**

Enter your 10-digit Permanent Account Number (PAN)

(Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

**C. DOB/DOI:**

Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)

**D. Bank Account Number:**

Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

*\*Shareholders holding shares in NSDL form, shall provide ‘D’ above*

*\*\*Shareholders holding shares in physical form but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above*

- ❖ Set the password of your choice

(The password should contain minimum 8 characters, at least one special Character (!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter).

- ❖ Enter Image Verification (CAPTCHA) Code

- ❖ Click “Submit” (You have now registered on InstaVote).

**Shareholders who have registered for INSTAVOTE facility:**

- c) Click on “Login” under ‘SHARE HOLDER’ tab.

A. User ID: Enter your User ID

B. Password: Enter your Password

C. Enter Image Verification (CAPTCHA) Code

D. Click “Submit”

- d) Cast your vote electronically:

A. After successful login, you will be able to see the “Notification for e-voting”.

- B. Select 'View' icon.
- C. E-voting page will appear.
- D. Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link).
- E. After selecting the desired option i.e. Favour / Against, click on 'Submit'.

A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.

### **Guidelines for Institutional shareholders ("Custodian / Corporate Body/ Mutual Fund")**

#### **STEP 1 – Custodian / Corporate Body/ Mutual Fund Registration**

- a) Visit URL: <https://instavote.linkintime.co.in>
- b) Click on "Sign Up" under "Custodian / Corporate Body/ Mutual Fund"
- c) Fill up your entity details and submit the form.
- d) A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to [insta.vote@linkintime.co.in](mailto:insta.vote@linkintime.co.in).
- e) Thereafter, Login credentials (User ID; Organisation ID; Password) is sent to Primary contact person's email ID. (You have now registered on InstaVote)

#### **STEP 2 – Investor Mapping**

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) Click on "Investor Mapping" tab under the Menu Section
- c) Map the Investor with the following details:
  - A. 'Investor ID' –
    - i. NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID *i.e., IN00000012345678*
    - ii. CDSL demat account – User ID is 16 Digit Beneficiary ID.
  - B. 'Investor's Name - Enter Investor's Name as updated with DP.
  - C. 'Investor PAN' - Enter your 10-digit PAN.
  - D. 'Power of Attorney' - Attach Board resolution or Power of Attorney.  
*\*File Name for the Board resolution/ Power of Attorney shall be – DP ID and Client ID or 16 Digit Beneficiary ID. Further, Custodians and Mutual Funds shall also upload specimen signatures.*
  - E. Click on Submit button. (The investor is now mapped with the Custodian / Corporate Body/ Mutual Fund Entity). The same can be viewed under the "Report Section".

#### **STEP 3 – Voting through remote e-voting**

The corporate shareholder can vote by two methods, during the remote e-voting period.

#### **METHOD 1 - VOTES ENTRY**

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) Click on "Votes Entry" tab under the Menu section.
- c) Enter the "Event No." for which you want to cast vote.  
 Event No. can be viewed on the home page of InstaVote under "On-going Events".

- d) Enter “16-digit Demat Account No.” for which you want to cast vote.
- e) Refer the Resolution description and cast your vote by selecting your desired option ‘Favour / Against’ (If you wish to view the entire Resolution details, click on the ‘View Resolution’ file link).
- f) After selecting the desired option i.e. Favour / Against, click on ‘Submit’.

A confirmation box will be displayed. If you wish to confirm your vote, click on ‘Yes’, else to change your vote, click on ‘No’ and accordingly modify your vote.

**OR**

## **METHOD 2 - VOTES UPLOAD**

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) After successful login, you will be able to see the “Notification for e-voting”.
- c) Select “View” icon for “Company’s Name / Event number”.
- d) E-voting page will appear.
- e) Download sample vote file from “Download Sample Vote File” tab.
- f) Cast your vote by selecting your desired option 'Favour / Against' in the sample vote file and upload the same under “Upload Vote File” option.
- g) Click on ‘Submit’. ‘Data uploaded successfully’ message will be displayed.

(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

### **Helpdesk:**

#### **Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:**

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode facing any technical issue in login may contact INSTAVOTE helpdesk by sending a request at [enotices@in.mpms.mufg.com](mailto:enotices@in.mpms.mufg.com) or contact on: - Tel: 022 – 4918 6000.

#### **Individual Shareholders holding securities in demat mode:**

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e., NSDL and CDSL.

<b>Login type</b>	<b>Helpdesk details</b>
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at : 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

### **Forgot Password:**

#### **Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:**

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on: <https://instavote.linkintime.co.in>

- Click on “Login” under ‘SHARE HOLDER’ tab.
- Click “forgot password?”
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA).

- Click on “SUBMIT”.

*In case shareholders have a valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. The password should contain a minimum of 8 characters, at least one special character (!#\$%\*), at least one numeral, at least one alphabet and at least one capital letter.*

**User ID:**

*NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID.*

*CDSL demat account – User ID is 16 Digit Beneficiary ID.*

*Shareholders holding shares in physical form – User ID is Event No + Folio Number registered with the Company.*

In case Custodian / Corporate Body/ Mutual Fund has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on: <https://instavote.linkintime.co.in>

- Click on ‘Login’ under “Custodian / Corporate Body/ Mutual Fund” tab
- Click “forgot password?”
- Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA).
- Click on “SUBMIT”.

*In case shareholders have a valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing information about the particulars of the Security Question and Answer, PAN, DOB/DOI etc. The password should contain a minimum of 8 characters, at least one special character (!#\$%\*), at least one numeral, at least one alphabet and at least one capital letter.*

**Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:**

Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both, then the Shareholders are advised to use Forget User ID and Forget Password option available at above mentioned depository/ depository participants website.

- ❖ It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- ❖ For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- ❖ During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular “Event”.

## EXPLANATORY STATEMENT

### Pursuant to Section 102 (1) of the Companies Act, 2013 ("the Act")

#### Item No. 1

Your Company with the approval of the Members and the Board of Directors, has undertaken certain fund-raising exercises in recent past. The Company continues to undertake additional steps to further enhance its financial capabilities through additional fund raising to support its growth trajectory and future business expansion plans. Accordingly, the Board of Directors (hereinafter called the "Board") at its meeting held on July 21, 2025, has approved raising of funds, inter alia, by way of issuance of eligible securities including but not limited to Convertible Securities and/or Foreign Currency Non-Convertible Securities including but not limited to Foreign Currency Convertible Bonds ("FCCB") and/or any other similar securities which are convertible or exchangeable into equity shares, to Eligible Investors through permissible modes, including but not limited to a public issue, qualified institutions placement, private placement, preferential issue, and/or by way of issuance and allotment in one or more tranches of private or public offerings in international markets through prospectus/ offer letter/ offering circular/ offering memorandum or other permissible/requisite offer documents for an aggregate amount not exceeding Rupees 135 crore or its equivalent amount in any foreign currencies as may be necessary, subject to such approvals as may be required including the approval of the shareholders of the Company.

The Company proposes to raise long term funds for meeting funding requirements and growth objectives of the Company including to meet funding requirements of its business activities, inter-alia for business expansion, capital expenditure on business expansion/modernisation, debt reduction, working capital and for other general corporate purposes, in such a manner and proportion as may be decided by the Board/ its duly constituted committee from time to time (the Board), in accordance with and as permitted by the applicable laws.

In line with the above, the Company proposes to raise funds up to aggregate amounts of ₹ 135 Crore (Rupees One Hundred Thirty-Five Crore Only) or its equivalent amount in any foreign currencies, through issuance of securities as mentioned in the resolution set out at Item No. 1 of the accompanying Extra Ordinary General Meeting Notice.

The issue of Securities may be consummated in one or more tranches at such time or times at such price as may be determined by the Board in its absolute discretion, taking into consideration prevailing market conditions and other relevant factors and wherever necessary in consultation with advisors, lead managers, underwriters and such other authority or authorities as may be necessary and subject, as applicable, to the ICDR Regulations, and other applicable law, guidelines, notifications, rules and regulations, each as amended. The proposal therefore seeks to confer upon the Board the absolute discretion and adequate flexibility to determine the terms of issue(s) and to take all steps which are consequential, incidental and ancillary.

The proposed enabling Special Resolution seeks to confer upon the Board (including any committee thereof) the absolute discretion to issue Securities in one or more tranches, determine the terms of the aforementioned issuance of Securities, including the exact price, face value, discount, conversion ratio, security, proportion and timing of such issuance, based on analysis of the specific requirements. The detailed terms and conditions of such issuance will be determined by the Board, considering prevailing market conditions and other relevant factors and wherever necessary in consultation with advisors, lead managers, underwriters and such other authority or authorities as may be necessary and subject, as applicable, to the ICDR Regulations, and other applicable law, guidelines, notifications, rules and regulations. Accordingly, the Board may, upon in its discretion, adopt any one or more of the mechanisms prescribed above to meet its objectives as stated in the aforesaid paragraphs without the need for fresh approval from the members of the Company.

The pricing of the offer would be in accordance with the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "SEBI (ICDR) Regulations"), Listing Regulations, the Foreign Exchange Management Act, 1999, (including any amendments, statutory modification(s) and/ or re-enactment thereof for the time being in force), ('FEMA'), the Foreign Exchange Management (Non-debt Instruments) Rules, 2019 (including any amendments, statutory modification(s) and/ or re-enactment thereof for the time being in force), and Foreign Exchange Management (Debt Instruments) Regulations, 2019, (including any amendments, statutory modification(s) and/ or re-enactment thereof for the time being in force), the current Consolidated FDI Policy, (including any amendments, statutory modification(s) and/ or re-enactment thereof for the time being in force), issued by the Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India ('GOI'), the Issue of Foreign Currency Convertible Bonds and Ordinary Shares through (Depository Receipt Mechanism) Scheme, 1993, (including any amendments, statutory modification(s) and/ or re-enactment thereof for the time being in force) ('FCCB Scheme'). FCCB pricing will be as per FCCB Scheme. The relevant date (where applicable) for the purpose of pricing the Securities shall be the date of the meeting in which the Board or any Committee duly authorised by the Board decides to open the issue of such Securities, subsequent to receipt of Members' approval in terms of the applicable laws. For the purposes of clarity, in the event the

Securities are proposed to be issued as FCCBs, the relevant date for the purpose of pricing the Securities shall be the date of the meeting in which the Board decides to open the issue of such Securities in accordance with the FCCB Scheme and the other applicable pricing provisions issued by the Ministry of Finance.

Issuance of Securities may result in the allocation of securities to investors who may or may not be the members of the Company. Therefore, consent of the Members is being sought, for passing the Special Resolution as set out in the Notice, pursuant to applicable provisions, of the Companies Act, 2013, as amended and any other law for the time being in force and being applicable and in terms of the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.

The proposed issue of the Securities shall be within the overall borrowing limits of the Company in terms of Section 180(1)(c) read with Section 180(1)(a) of the Act or such other enhanced limit as may be approved by the Members of the Company, from time to time and the issue.

In connection with the proposed issue of Securities, the Company is required, inter alia, to prepare various documentation and execute various agreements. The Company is yet to identify the investor(s) and decide the quantum of Securities to be issued to them. Accordingly, it is proposed to authorize the Board to identify the investor(s), issue such number of Securities, negotiate, finalize and execute such documents and agreements as may be required and do all such acts, deeds and things in this regard for and on behalf of the Company.

In terms of Section 62(1)(c) of the Companies Act, 2013, further securities may be offered to persons who are not the existing shareholders of a Company, if the company is authorised by a Special Resolution passed by its Members in general meeting. Further, in terms of provisions of Section 42 and 71 of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014, SEBI ICDR Regulations, FCCB Scheme, Shareholders' approval is required for issuance of Securities/ FCCB. Therefore, consent of the Shareholders is being sought for passing the Special Resolution, pursuant to applicable provisions of the Companies Act, 2013 and other applicable laws.

The Securities offered, issued, and allotted by the Company pursuant of the Memorandum of Association and Articles of Association of the Company and any security that may be created, offered, issued and allotted by the Company shall rank, in all respects, pari-passu with the existing Equity Shares of the Company.

The approval of the members is being sought to enable the Board, to decide on the issuance of any instrument/ eligible Securities/ FCCB, to the extent and in the manner stated in the Special Resolution, as set out in Item no. 1 of this Extra Ordinary General Meeting Notice, without the need for any fresh approval from the shareholders of the Company in this regard.

The proposed issue is in the interest of the Company and the Board of Directors recommend the resolution set out at Item no. 1 of this Extra Ordinary General Meeting Notice for the approval of the Member as a Special Resolution.

None of the Directors of the Company or the Key Managerial Personnel of the Company, or their respective relatives, is concerned or interested, financially or otherwise, except to the extent of their shareholding, if any, in the Company, in the resolution set out at Item No. 1 of the notice.

The Board accordingly recommends the resolution set out at Item No. 1 of the notice for the approval of the Members.

## **Item No. 2**

The Board of Directors at their meeting held on July 21, 2025, considered and approved the proposal for raising funds aggregating upto ₹ 30,00,00,000/- (Rupees Thirty Crores only) by way of issuance of 50,00,000 (Fifty Lacs) Warrants at a price of ₹ 60/- (Rupees Sixty only) per warrant by way of preferential issue on Private Placement basis, subject to approval of Members of the Company by way of Special Resolution, inter-alia, in terms of Sections 23, 42 and 62 of the Companies Act, 2013 and the applicable rules, regulations and notifications thereunder ("Act") as well as SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations") to the Proposed Allottees.

The Company is in need of funds to meet its working Capital requirement and General Corporate Purpose. It was therefore thought expedient to raise the funds through issue of Warrants to the Promoter Group of the Company on Preferential basis.

The Board of Directors have therefore considered and approved the Proposal of raising funds through issue of Warrants on preferential basis to the Promoter Group, 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 Warrants and Equity Shares to be allotted on conversion of Warrants issued pursuant to the abovementioned resolution shall be subject to lock-in in accordance with Regulations 167 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. Each Warrant shall give the Warrant Holder the right to exercise for one Equity Share of the Company.
3. Warrants shall be convertible into equity shares within 18 months from the date of their allotment.
4. The Warrants by themselves do not give to the holder thereof any rights of the shareholder of the Company. However, the Equity Shares allotted on conversion of Warrants 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.
5. The number of Equity Shares and the price per Equity Share upon exercise of each Warrant shall be appropriately adjusted for corporate actions such as bonus issue, rights issue, stock split, merger, demerger, transfer of undertaking, sale of a business division or any such capital or corporate restructuring, if any prior to the conversion of Warrants.
6. At least 25% of the consideration for preferential issue of Warrants shall be received by the Company prior to the allotment of said Warrants and at the time of exercise, the Warrant Holder shall pay the balance of the consideration payable in respect of the Warrants so being exercised.
7. The consideration for allotment of Warrants / Equity Shares shall be paid to the Company from the respective Bank account(s) of the Proposed Allottees
8. Allotment shall only be made in dematerialized form.
9. The Equity Shares allotted upon exercise of option to convert Warrants into Equity Shares shall be listed on the Stock Exchanges on which the Equity Shares of the Company are listed. However, the Warrants will not be listed on any Stock Exchange.

The disclosures prescribed under Regulation 163 of the SEBI ICDR Regulations read with Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 in respect of the proposed Resolution, are as follows:

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

Over the last few quarters, the Company has achieved higher turnover and expects an increase in the business volumes going further which requires infusion of additional capital in the Company. Hence the Board has proposed to raise additional funds to meet its Working Capital requirements and General Corporate purpose.

The proceeds of the Preferential Issue shall be used to meet the purposes as detailed below:

S. No.	Objects of the Preferential Issue	Total Estimated Amount to be utilised (Amount in ₹ Crore) #	Tentative Timelines for utilisation of issue proceeds for each of the object
1.	Working Capital requirement	25.50	25% within 30 days from the date of allotment of Warrants and balance within 2 Months from the date of allotment of respective Equity Shares
2.	General Corporate purpose	4.50	
<b>Total</b>		<b>30.00</b>	

# considering 100% conversion of Warrants into Equity Shares.

In terms of NSE notice no. NSE/CML/2022/56 and BSE notice no. 20221213-47, dated December 13, 2022, the amount specified for the above-mentioned object of issue size may deviate +/- 10% depending upon future circumstances since the same is dependent on a variety of factors such as financial, market and sectoral conditions, business performance and strategy, competition and other external factors, which may not be within the control of



the Company and may result in modifications to the proposed schedule for utilisation of the net proceeds at the discretion of the Board, subject to compliance with applicable laws.

**(b) Type of security offered and the number of security offered:**

Issue and allotment of upto 50,00,000 (Fifty Lacs) Warrants to the Proposed Allottees at a price of ₹ 60/- (Rupees Sixty Only), each ("Warrants Issue Price") aggregating upto ₹ 30,00,00,000 (Rupees Thirty Crores only), payable in cash. Each warrant is convertible into, or exchangeable for, 1 (one) fully paid-up Equity Share each of face value of ₹ 2/- (Rupees Two) each at a premium of ₹ 58/- (Rupees Fifty-Eight Only) per Equity Share. The Warrant Issue Price is not less than the minimum price (Floor Price) as on the 'Relevant Date' determined in accordance with the provisions of Regulation 164 of the SEBI ICDR Regulations.

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

The following entity forming part of the Promoter group of the Company, named as Proposed Allottee, shall subscribe to the Warrants mentioned against their names as provided below. None of the directors or key management personnel intends to subscribe to the proposed preferential offer of Warrants.

Sr. No.	Name of the proposed allottee	No. of Warrants to be allotted
1	Hertz Electricals (International) Private Limited	50,00,000

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

S. No.	Particulars	Pre-Issue holding as on June 30, 2025		Post Issue shareholding pattern *	
		No. of Equity Shares	% age	No. of Equity Shares	% age
A	<b>Promoter Shareholding</b>				
	- Hertz Electricals (International) Private Limited	4,64,93,302	15.24	5,14,93,302	16.61
	- Other Promoter and Promoter Group Shareholders	10,31,61,879	33.82	10,31,61,879	33.27
	<b>Total Promoter Group holding (A)</b>	<b>14,96,55,181</b>	<b>49.06</b>	<b>15,46,55,181</b>	<b>49.88</b>
B	<b>Public Shareholding</b>				
	FIs / Banks / Insurance Companies/ AIFs	2,50,000	0.08	2,50,000	0.08
	FIIIs / FPIs	11,62,092	0.38	11,62,092	0.37
	Individual share capital upto Rs. 2 Lacs	9,47,44,951	31.06	9,47,44,951	30.56
	Individual share capital in excess of Rs. 2 Lacs	2,75,77,051	9.04	2,75,77,051	8.89
	NBFCs registered with RBI	900	0.00	900	0.00
	IEPF	5,16,766	0.17	5,16,766	0.17
	Trusts	1,081	0.00	1,081	0.00
	HUF	83,98,462	2.75	83,98,462	2.71
	Central Government	51,75,000	1.70	51,75,000	1.67
	Foreign Companies	89,250	0.03	89,250	0.03
	Non-Resident Indian (NRI)	41,46,605	1.36	41,46,605	1.34
	LLP	11,06,528	0.36	11,06,528	0.36
	Clearing Members	10,130	0.00	10,130	0.00
	Bodies Corporate	1,21,98,931	4.00	1,21,98,931	3.93
	<b>Total Public holding (B)</b>	<b>15,53,77,747</b>	<b>50.94</b>	<b>15,53,77,747</b>	<b>50.12</b>
	<b>Grand Total (A) + (B)</b>	<b>30,50,32,928</b>	<b>100.00</b>	<b>31,00,32,928</b>	<b>100.00</b>

\* The post preferential percentage of shareholding has been calculated assuming that all the Warrants allotted will be converted into equity shares, but does not consider any proposed dilution on account of issue of FCCBs in terms of resolution no. 1 in this Notice.

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

The Warrants 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.

Further, upon exercise of the option by the allottee to convert Warrants into Equity Shares within the tenure of upto eighteen months, as mentioned above, the Company will allot equity shares pursuant to the exercise of the Warrants within 15 days from the date of such exercise of option by the allottee.

**(f) Basis on which the floor price has been arrived at and justification for the price (including premium, if any) and Relevant Date**

The equity shares of Company are listed on BSE Limited (“BSE”) and National Stock Exchange of India Limited (“NSE”) for a period of more than 90 trading days as on the Relevant Date i.e., Friday, July 18, 2025 and are frequently traded in accordance with the ICDR Regulations, with higher trading volume on NSE.

The Warrants are proposed to be issued at a price of ₹ 60/- (Rupees Sixty only) per Warrant, which is more than the higher of the following (Regulation 164(1) of the SEBI ICDR Regulations):

- a) the 90 (Ninety) trading days’ volume weighted average price of the equity shares of the Company quoted on recognised stock exchange, preceding the Relevant Date, i.e., ₹ 54.51 (Rupees Fifty-Four and Paise Fifty-One only) per equity share; or
- b) the 10 (Ten) trading days’ volume weighted average price of the equity shares of the Company quoted on recognised stock exchange, preceding the Relevant Date, i.e., ₹ 59.78 (Rupees Fifty-Nine and Paise Seventy Eight only) per equity share.

Further, articles of association of the Company do not contain any restrictive provision for preferential allotment and do not contain any article which provides for particular method for determination of price in case of preferential issue.

The Members may note that a certificate has been obtained from Mr, Pankaj Gupta, Chartered Accountant, certifying compliance with the Floor Price for the proposed preferential issue of the Company, based on the pricing formula prescribed under Regulation 164 of the Chapter V of SEBI ICDR Regulation and the same shall be available for inspection by the Members and may be accessed on the Company’s website at [www.paramountcables.com](http://www.paramountcables.com).

**(g) 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 allottee.**

The details of the Proposed Allottees are as per the following table. 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 warrants to be allotted	Pre-Issue Shareholding		Post-Issue Shareholding (Assuming conversion of 50,00,000 Warrants into Equity Shares under present Preferential Issue)	
				No. of Equity Shares	% age	No. of Equity Shares (post conversion of warrants)	% age
1	Hertz Electricals (International) Private Limited	Mr. Sanjay Aggarwal, Mr. Sandeep Aggarwal, Ms. Kamla Aggarwal, Ms. Archana Aggarwal, and Ms. Shashi Aggarwal	50,00,000	4,64,93,302	15.24	5,14,93,302	16.61

The Proposed Allottee is presently part of the Promoter and Promoter Group of the Company and shall continue to remain so post preferential allotment. There will be no change in the status of the Proposed Allottee.

**(h) the percentage of post preferential issue capital that may be held by the allottee(s) and change in control, if any, in the issuer consequent to the preferential issue**

Not Applicable. No change in control is contemplated consequent to the allotment of Warrants and/ or Equity Shares. The promoter and promoter group will continue to hold majority shareholding in the Company.

**(i) Undertaking by the Company**

The Company undertakes that it shall re-compute the issue price of the specified securities in terms of the ICDR Regulations where it is required to do so. Further, the Company also undertakes that if the amount payable on account of the re-computation of price is not paid within the time stipulated under the ICDR Regulations, the Securities shall continue to be locked- in till the time such amount is paid.

**(j) The current and proposed status of the allottee(s) post the preferential issues:**

As mentioned above, the Proposed Allottees are Promoter Group entities of the Company, and such status will continue to remain the same post the Preferential Issue.

**(k) Lock-in**

The Warrants to be allotted shall be subject to lock in and transfer restriction in accordance with Chapter V of the SEBI ICDR Regulations.

The Resulting Equity Shares shall be locked in as per the applicable provisions of the SEBI ICDR Regulations.

Also, the entire pre-preferential allotment shareholding of the Proposed Allottee, shall be locked-in in accordance with Chapter V of the SEBI ICDR Regulations.

**(l) Principle terms of assets charged as securities**

Not applicable

**(m) Valuation for consideration other than cash**

Not applicable

**(n) The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:**

Not applicable

**(o) Practicing Company Secretary Certificate**

A copy of the certificate of the Practicing Company Secretary, Mr. Nitin Gupta, Practicing Company Secretary, 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 upto the date of EGM. Further, the same is available on the website of the Company at <https://paramountcables.com/wp-content/uploads/2025/07/PCS-Certificate-for-Share-Warrant-Promoters.pdf>

**(o) Disclosure with regard to the names of issuer, its promoter or any of its directors not appearing in the list of wilful defaulter or fraudulent borrower as issued by RBI.**

The Company, its promoters and its directors are not categorized as wilful defaulter(s) or a fraudulent borrower by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by Reserve Bank of India.

**(p) Disclosure with regard to the outstanding dues to SEBI, Stock Exchanges and Depositories.**

The Company do not have any outstanding dues to SEBI, Stock Exchanges (on which its Equity Shares are listed) and Depositories.

**(r) Other Disclosures:**

- i. The Company is eligible to make the Preferential Issue of Securities to the Proposed Allottee as per the SEBI ICDR Regulations.
- ii. Neither the Company nor any of its promoters or directors is wilful defaulter or fraudulent borrower and hence disclosures as specified in Regulation 163(1)(i) of the SEBI ICDR Regulations are not applicable.
- iii. In compliance with Regulation 159(3) of the SEBI ICDR Regulations, the Company confirms that none of its promoters and directors of the Company is a fugitive economic offender.
- iv. Further, in compliance with Regulation 159(4) of the SEBI ICDR Regulations, the Company confirms that there are no outstanding dues to the SEBI, the Stock Exchange(s) or the Depositories.

- v. The Proposed Allottee has confirmed that it has not sold or transferred any equity shares of the Company during the 90 trading days preceding the Relevant Date.
- vi. The Company is in compliance with the conditions for continuous listing of equity shares as per the Listing Regulations and any circular or notification issued by SEBI thereunder.
- vii. The Company has obtained Permanent Account Number (PAN) of the Proposed Allottee.
- viii. The Company has complied with the minimum public shareholding requirement pursuant to Rule 19A of the Securities Contracts (Regulation) Rules, 1957.
- ix. The Proposed Allottee has not been barred from accessing the capital market or has been restrained by any regulatory authority, from, directly or indirectly acquiring equity shares of the Company.

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. 2 relating to issue of Warrants in the notice as Special Resolution.

Mr. Sanjay Aggarwal, Whole time Director and Mr. Sandeep Aggarwal, Managing Director and their relatives, being promoters, are concerned or interested in the above referred resolution to the extent of their shareholding in the Company.

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.

### **Item No. 3**

Mr. Sanjay Kumar Srivastava (DIN: 01658754) was appointed as an Additional Director in the category of Non-Executive Independent Director of the Company with effect from 1<sup>st</sup> July 2025 for a period of five consecutive years i.e. up to 30th June 2030, not liable to retire by rotation, subject to approval of the members of the Company. Mr. Sanjay Kumar Srivastava is the Independent Director of the Company, Member of the Audit Committee and Nomination and Remuneration Committee of the Board of Directors of the Company. The Company has received a notice under Section 160(1) of the Companies Act, 2013 (the "Act") proposing his candidature for the office of Independent Director of the Company.

Mr. Sanjay Kumar Srivastava, aged about 68 years, has done M. Sc (Botany) & LLB (Allahabad University) and LLM (Kurukshetra University) & MBA (Australia). A detailed profile of Mr. Srivastava is available on the website of the Company at [www.paramountcables.com](http://www.paramountcables.com).

Mr. Sanjay Kumar Srivastava does not hold by himself or for any other person on a beneficial basis, any equity shares of the Company.

As a Non-Executive Independent Director, Mr. Sanjay Kumar Srivastava will be entitled to remuneration by way sitting fee for attending meeting(s) of the Board of Directors or Committee(s) thereof, or for any other purpose, whatsoever as may be decided by the Board of Directors of the Company in accordance with the provisions of the Act and rules made thereunder.

Mr. Sanjay Kumar Srivastava is an officer of the Indian Administrative Service of the 1980 batch of the Arunachal Pradesh-Goa - Mizoram- Union Territories (AGMUT) Cadre and has more than 42 years of rich and varied professional experience. He has dealt with assignments at different levels of the Government (National, State and District). After retirement from service, he was appointed under Article 243K as the State Election Commissioner, Delhi and Chandigarh (a constitutional post) in December 2016 and held the same till 20th April 2022.

He also has substantive appointments in Government of India from time to time, held the position of Board of Directors in PSU of the arena Food, Health, Power Utility and Delhi Metro and also handled Quasi-Judicial engagements as assigned of Vigilance, Cooperative Sector and Commercial arbitration. Steered study group assignments on Public policy, e-Governance, Sustainable Development, Strategic thinking, Leadership, Mines, Food Grain Storage, Technology, Tourism and Project Management in India and abroad.

He is also on the panel of Arbitrators of NTPC, DMRC, AAI, RVNL, IRCON, CWC, HCL & NDMC and presently Arbitrator of cases assigned by DMRC, CWC and SFAC of the Ministry of Agriculture. Further, a member of the Indian Council of Arbitration (ICA IL /ICA /6759). Empanelled as Conciliator/Arbitrator with the Standing Conference of Public Enterprises (SCOPE), Delhi International Arbitration Centre (DIAC) and Gujarat International Maritime Arbitration Centre (GIMAC).

Mr. Sanjay Kumar Srivastava has given his consent to act as a Director in Form DIR-2 and confirmed in writing that (i) he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) and 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and, (ii) he is not disqualified from being appointed as an Independent Director.

Further, in terms of Regulation 25(8) of the Listing Regulations, Mr. Sanjay Kumar Srivastava has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Non-Executive Director of the Company without any external influence.

Mr. Sanjay Kumar Srivastava has confirmed that he is not disqualified from being appointed as Director under the provisions of Section 164 of the Act and has also confirmed that he is not debarred from holding the office of a Director by virtue of any Order passed by SEBI or any such authority. Mr. Srivastava has confirmed that he is in compliance with Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs. The Company has received a confirmation that he will continue to devote the time required to discharge his roles, duties and responsibilities as an Independent Non-Executive Director of the Company. In the opinion of the Board of Directors, Mr. Sanjay Kumar Srivastava is a person of integrity and fulfils the conditions specified under the Act read with Rules thereunder and the Listing Regulations for his appointment as an Independent Non-Executive Director is in the interest of the Company.

Based on the recommendation of the Nomination and Remuneration Committee ("NRC") and considering his eligibility, extensive knowledge, skills, experience, time commitment, availability, attendance and contributions in Board and Committee Meetings, the Board of Directors has approved and recommended the appointment of Mr. Sanjay Kumar Srivastava as an Independent Non-Executive Director for the first term of five consecutive years from 1st July 2025 to 30th June 2030 (both days inclusive), not liable to retire by rotation, to the members for approval by way of a Special Resolution.

Electronic copy of the draft letter of appointment of Mr. Sanjay Kumar Srivastava as an Independent Non-Executive Director setting out the terms and conditions of his appointment shall be available for inspection in the Investor Section of the Company's website at [www.paramountcables.com](http://www.paramountcables.com) and will be available for inspection without any fee by the members at the Registered Office of the Company during business hours i.e. from 9:00 A.M. to 5:00 P.M. (IST), on any working day, excluding Saturday, upto the date of declaration of the results of the EGM.

Except Mr. Sanjay Kumar Srivastava, being an appointee, none of the Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution as set out at Item No. 3 of the accompanying Notice of the EGM. Mr. Srivastava is not related to any Director of the Company and is independent of the Management. Accordingly, the Board of Directors recommends the aforesaid appointment of Mr. Srivastava to the members for their approval by way of a Special Resolution as set out at Item No. 3 of the accompanying Notice of the EGM.

Disclosures as required under Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India are annexed to this Notice. The Board recommends the Special Resolution set out at Item No. 3 of the Notice for the approval by the Members.

#### **Item No. 4**

Ms. Anjali Verma (DIN: 01165310) was appointed as an Additional Director in the category of Non-Executive Independent Director of the Company with effect from 1<sup>st</sup> July 2025 for a period of three consecutive years i.e. up to 30th June 2028, not liable to retire by rotation, subject to approval of the members of the Company. Ms. Anjali Verma is the Independent Director of the Company, Member of the Nomination and Remuneration Committee of the Board of Directors of the Company. The Company has received a notice under Section 160(1) of the Companies Act, 2013 (the "Act") proposing her candidature for the office of Independent Director of the Company.

Ms. Anjali Verma has done B.A., St. Bede's College, Shimla (Himachal Pradesh). A detailed profile of Ms. Verma is available on the website of the Company at [www.paramountcables.com](http://www.paramountcables.com).

Ms. Anjali Verma does not hold by herself or for any other person on a beneficial basis, any equity shares of the Company.

As a Non-Executive Independent Director, Ms. Anjali Verma will be entitled to remuneration by way sitting fee for attending meeting(s) of the Board of Directors or Committee(s) thereof, or for any other purpose, whatsoever as may be decided by the Board of Directors of the Company in accordance with the provisions of the Act and rules made thereunder.

Ms. Anjali Verma is a dynamic leader with over 20 years of experience Orchestrating National & International Policies & events in Telecom, IT, Cyber Security, Mobile & Education Sector, enhancing stakeholder engagement and driving strategic initiatives in the Telecom and Education sectors. She has also directed large-scale education and telecom events, including 50+ National summits and awards, enhancing stakeholder engagement.

Ms. Anjali Verma has given her consent to act as a Director in Form DIR-2 and confirmed in writing that (i) she meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) and 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and, (ii) she is not disqualified from being appointed as an Independent Director.

Further, in terms of Regulation 25(8) of the Listing Regulations, Ms. Anjali Verma has confirmed that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties as an Independent Non-Executive Director of the Company without any external influence.

Ms. Anjali Verma has confirmed that she is not disqualified from being appointed as Director under the provisions of Section 164 of the Act and has also confirmed that she is not debarred from holding the office of a Director by virtue of any Order passed by SEBI or any such authority. Ms. Verma has confirmed that she is in compliance with Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to her registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs. The Company has received a confirmation that she will continue to devote the time required to discharge her roles, duties and responsibilities as an Independent Non-Executive Director of the Company. In the opinion of the Board of Directors, Ms. Anjali Verma is a person of integrity and fulfils the conditions specified under the Act read with Rules thereunder and the Listing Regulations for his appointment as an Independent Non-Executive Director is in the interest of the Company.

Based on the recommendation of the Nomination and Remuneration Committee ("NRC") and considering her eligibility, extensive knowledge, skills, experience, time commitment, availability, attendance and contributions in Board and Committee Meetings, the Board of Directors has approved and recommended the appointment of Ms. Anjali Verma as an Independent Non-Executive Director for the first term of three consecutive years from 1st July 2025 to 30th June 2028 (both days inclusive), not liable to retire by rotation, to the members for approval by way of a Special Resolution.

Electronic copy of the draft letter of appointment of Ms. Anjali Verma as an Independent Non-Executive Director setting out the terms and conditions of her appointment shall be available for inspection in the Investor Section of the Company's website at [www.paramountcables.com](http://www.paramountcables.com) and will be available for inspection without any fee by the members at the Registered Office of the Company during business hours i.e. from 9:00 A.M. to 5:00 P.M. (IST), on any working day, excluding Saturday, upto the date of declaration of the results of the EGM.

Except Ms. Anjali Verma, being an appointee, none of the Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution as set out at Item No. 4 of the accompanying Notice of the EGM. Ms. Verma is not related to any Director of the Company and is independent of the Management. Accordingly, the Board of Directors recommends the aforesaid appointment of Ms. Verma to the members for their approval by way of a Special Resolution as set out at Item No. 4 of the accompanying Notice of the EGM.

Disclosures as required under Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India are annexed to this Notice. The Board recommends the Special Resolution set out at Item No. 4 of the Notice for the approval by the Members.

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

**Sd/-  
Nitin Gupta  
Company Secretary & Compliance Officer  
Membership No. F8485**

**Date: July 21, 2025  
Place: New Delhi**

**Details of Director seeking appointment**

**PURSUANT TO REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**

<b>Name of the Director</b>	<b>Mr. Sanjay Kumar Srivastava</b>	<b>Ms. Anjali Verma</b>
Director Identification Number	01658754	01165310
Designation/ category of the Director	Non-Executive Independent Director	Non-Executive Independent Director
Nationality	Indian	Indian
Date of Birth	April 20, 1957	September 25, 1973
Date of first appointment in the current designation	With effect from July 01, 2025, for the period of Five (05) consecutive years	With effect from July 01, 2025, for the period of Three (03) consecutive years
Date of re-appointment	--	--
Nature of Expertise in Specific Functional Areas	Education and social welfare, Policy formulation, Vigilance and Anti-Corruption, Governance and Administrative Leadership	Telecom, IT, Cyber Security, Mobile & Education Sector
Brief Profile	<p>He is an officer of the Indian Administrative Service of the 1980 batch of the Arunachal Pradesh- Goa - Mizoram- Union Territories (AGMUT) Cadre and has more than 42 years of rich and varied professional experience. He has dealt with assignments at different levels of the Government (National, State and District). After retirement from service, he was appointed under Article 243K as the State Election Commissioner, Delhi and Chandigarh (a constitutional post) in December 2016 and held the same till 20th April 2022.</p> <p>He also has substantive appointments in Government of India from time to time, held the position of Board of Directors in PSU of the arena Food, Health, Power Utility and Delhi Metro and also handled Quasi-Judicial engagements as assigned of Vigilance, Cooperative Sector and Commercial arbitration. Steered study group assignments on Public policy, e-Governance, Sustainable Development, Strategic thinking, Leadership, Mines, Food Grain Storage, Technology, Tourism and Project Management in India and abroad.</p>	<p>She is a dynamic leader with over 20 years of experience Orchestrating National &amp; International Policies &amp; events in Telecom, IT, Cyber Security, Mobile &amp; Education Sector, enhancing stakeholder engagement and driving strategic initiatives in the Telecom and Education sectors. She has also directed large-scale education and telecom events, including 50+ National summits and awards, enhancing stakeholder engagement.</p>
Skills and capabilities required for the role as an Independent Director and manner of meeting requirement	Mr. Sanjay Kumar Srivastava possesses the requisite core skills, capabilities and competencies as required in context of the business of the Company	Ms. Anjali Verma possesses the requisite core skills, capabilities and competencies as required in context of the business of the Company
Qualifications	M. Sc (Botany) & LLB (Allahabad University) and LLM (Kurukshetra University) & MBA (Australia)	B.A., St. Bede's College, Shimla (Himachal Pradesh)
Terms & Conditions of re-appointment	Non-executive Director not liable to retire by rotation	Non-executive Director not liable to retire by rotation
Remuneration last drawn (sitting fees and commission)	N.A.	N.A.

Remuneration proposed to be paid	Sitting Fees for attending meetings of the Board or Committees thereof and reimbursement of expenses for participating in the Board and other meetings.	Sitting Fees for attending meetings of the Board or Committees thereof and reimbursement of expenses for participating in the Board and other meetings.
Number of Shares held in the Company	Nil	Nil
Number of Board meetings held and attended during Financial Year 2024-25	N.A.	N.A.
Names of Listed Entities in which Director also holds the Directorship and the Membership of Committees of the Board	None	None
Listed Entities from which Director has resigned as Director in past three years	None	None
Name of Committee(s) of Paramount Communications Limited in which Director is Chairman/ Member	Nomination and Remuneration Committee - Member	Nomination and Remuneration Committee - Member
Inter-se relationship between Directors and other Key Managerial Personnel	He is not related with any Director	She is not related with any Director

\* Pursuant to regulation 26 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, only two committees, viz. Audit Committee and Stakeholders Relationship Committee have been considered.