

PCL/CI 35& 49/07/2015

03.07.2015

Mr. Bhushan Mokashi
The General Manager- Listing
The Bombay Stock Exchange Ltd.
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai-400 001

Sub: Compliance of Listing Agreement.
Company Code No 530555.

Dear Sir,

Please find enclosed herewith

1. The quarterly Compliance Report on Corporate Governance for the quarter ended on 30th June, 2015 as per the requirements of Clause 49 of the Listing Agreement and
2. Shareholding Pattern for the quarter ended 30th June, 2015 as per the requirements of Clause 35 of the Listing Agreement.

Hope you will find the same in order.

Thanking You.

For Paramount Communications Limited


Company Secretary

Encl: As above



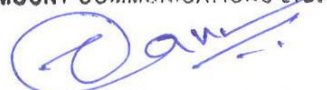
PARAMOUNT COMMUNICATIONS LIMITED.
Regd Off: C-125, Naraina Industrial Area, Phase-1, New Delhi-110028, India
CIN: L74899DL1994PLC061295

Clause – 49
Quarterly Compliance Report on Corporate Governance

Name of the Company: **M/s. PARAMOUNT COMMUNICATIONS LIMITED**
Quarter ending on: **30th June, 2015**

<u>PARTICULARS</u>	<u>CLAUSE OF LISTING AGREEMENT</u>	<u>COMPLIANCE STATUS</u> (Yes / No.)	<u>REMARKS</u>
II. Board of Directors	49(II)		
(A) Composition of Board	49(IIA)	Yes	---
(B) Independent Directors	49(IIB)	Yes	---
(C) Non-Executive Director's compensation & disclosures	49(IIC)	Yes	
(D) Other provisions as to Board and Committees	49(IID)	Yes	---
(E) Code of Conduct	49(IIE)	Yes	---
(F) Whistle Blower Policy	49(IIF)	Yes	---
III. Audit Committee	49(III)		
(A) Qualified & Independent Audit Committee	49(IIIA)	Yes	---
(B) Meeting of Audit Committee	49(IIIB)	Yes	---
(C) Powers of Audit Committee	49(IIIC)	Yes	---
(D) Role of Audit Committee	49(IIID)	Yes	---
(E) Review of Information by Audit Committee	49(IIIE)	Yes	---
IV. Nomination & Remuneration Committee	49 (IV)	Yes	---
V. Subsidiary Companies	49(V)	Not Applicable	There is no material Non Listed Indian Subsidiary Company of the Company and hence the comments are not required.
VI. Risk Management	49 (VI)	Yes	---
VII. Related Party Transactions	49 (VII)	Yes	---
VIII. Disclosures	49(VIII)		
(A) Related party transactions	49(VIII A)	Yes	---
(B) Disclosure of Accounting Treatment	49(VIII B)	Yes	Wherever Applicable
(C) Remuneration of Directors	49(VIII C)	Yes	---
(D) Management	49(VIII D)	Yes	---
(E) Shareholders	49(VIII E)	Yes	---
(F) Proceeds from Public issues, right issue, preferential issues etc.	49(VIII F)	Yes	---

For PARAMOUNT COMMUNICATIONS LTD.

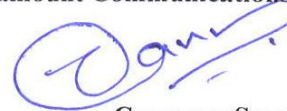

Company Secretary

IX. CEO/CFO Certification	49(IX)	Yes	Complied yearly
X. Report on Corporate Governance	49(X)	Yes	Complied in the annual report of the company
XI. Compliance	49(XI)	Yes	Complied yearly

Date: 01.07.2015

Place: New Delhi

For Paramount Communications Ltd.



Company Secretary