

PCL/CI 35& 49/10/2015

05.10.2015

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 September, 2015 as per the requirements of Clause 49 of the Listing Agreement and
2. Shareholding Pattern for the quarter ended 30th September, 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 September, 2015**

| <u>PARTICULARS</u> | <u>CLAUSE OF LISTING AGREEMENT</u> | <u>COMPLIANCE STATUS (Yes / No.)</u> | <u>REMARKS</u> |
|--|------------------------------------|--------------------------------------|---|
| II. Board of Directors | 49(II) | | |
| (A) Composition of Board | 49(IIA) | Yes | --- |
| (B) Independent Directors | 49(II B) | Yes | --- |
| (C) Non-Executive Director's compensation & disclosures | 49(II C) | Yes | |
| (D) Other provisions as to Board and Committees | 49(II D) | Yes | --- |
| (E) Code of Conduct | 49(II E) | Yes | --- |
| (F) Whistle Blower Policy | 49(II F) | Yes | --- |
| III. Audit Committee | 49(III) | | |
| (A) Qualified & Independent Audit Committee | 49(III A) | Yes | --- |
| (B) Meeting of Audit Committee | 49(III B) | Yes | --- |
| (C) Powers of Audit Committee | 49(III C) | Yes | --- |
| (D) Role of Audit Committee | 49(III D) | Yes | --- |
| (E) Review of Information by Audit Committee | 49(III E) | 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

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|--|---------------|------------|---|
| 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: 05.10.2015
Place: New Delhi

For Paramount Communications Ltd.


Company Secretary