

Clause – 49
Quarterly Compliance Report on Corporate Governance

Name of the Company: **M/s. PARAMOUNT COMMUNICATIONS LIMITED**
Quarter ending on: **31st March, 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(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)		
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 to 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: 06.04.2015
Place: New Delhi

For Paramount Communications Ltd.


Company Secretary