

PCL/CI 27/04/2016

08.04.2016

The General Manager- Listing  
The Asst. Vice President (Listing)  
**National Stock Exchange of India Ltd.**  
"Exchange Plaza", Bandra-Kurla Complex,  
Bandra (East),  
**Mumbai-400 051**  
Fax: 022-2659 8237/38,  
26598347/48

**Sub: Compliance of Listing Agreement.**  
**Company Code: PARACABLES.**

Dear Sir,

In compliance with Clause 27 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the quarterly Compliance Report on Corporate Governance for the quarter ended on 31<sup>st</sup> March, 2016, in the prescribed format.

Hope you will find the same in order.

Thanking You.

**For Paramount Communications Limited**



**Company Secretary**

**Encl: As above**

Format to be submitted by listed entity on quarterly basis

1. Name of Listing Entity: Paramount Communications Limited
2. Quarter ending: March 2016

I. Composition of Board of Directors									
Title (Mr/Ms)	Name of the Director	PANs & DIN	Category (Chairperson/Executive/Non-Executive/Independent/Nominee)&	Date of Appointment in the current term/Cessation	Tenure*	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of membership in Audit/Stakeholder Committees) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit) Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	
Mr.	Sanjay Aggarwal	00001788 (AACPA7574P)	Executive	01/11/1994	N.A.	1	0	0	
Mr.	Sandeep Aggarwal	00002646 (AACPA7575N)	Executive	01/11/1994	N.A.	1	0	0	
Mr.	S.P.S. Dangi	00236827 (ABLPD3510A)	Non-Executive-Independent	08/11/1994	21 years	1	0	1	
Mr.	Satya Pal	00287845 (AADPP1156P)	Non-Executive-Independent	08/11/1994	21 years	1	0	0	
Mr.	Vijay Bhushan	00002421 (AALPB8325J)	Non-Executive-Independent	22/07/2000	15 years	4	6	3	
Mrs.	Malini Gupta	03464410 (AAJPG2191D)	Non-Executive-Independent	30/01/2015	11 months	1	0	0	

\$PAN number of any director would not be displayed on the website of Stock Exchange & Category of directors means executive/non-executive/independent/Nominee. If a director fits into more than one category write all categories separating them with hyphen



\*to be filed only for independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.

II. Composition of Committees		
Name of Committee	Name of Committee members	Category (Chairperson/Executive/Non Executive/Independent/Nominee)§
1. Audit Committee	1. Mr. S. P. S. Dangi 2. Mr. Satya Pal 3. Mr. Vijay Bhushan	Chairperson (Non-Executive-Independent) Non-Executive-Independent Non-Executive-Independent
2. Nomination & Remuneration Committee	1. Mr. Satya Pal 2. Mr. S. P. S. Dangi 3. Mr. Vijay Bhushan	Chairperson (Non-Executive-Independent) Non-Executive-Independent Non-Executive-Independent
3. Risk Management Committee	1. Mr. Sanjay Aggarwal 2. Mr. Sandeep Aggarwal	Executive Executive
4. Stakeholders Relationship Committee	1. Mr. Vijay Bhushan 2. Mr. Sanjay Aggarwal 3. Mr. Sandeep Aggarwal	Chairperson (Non-Executive-Independent) Executive Executive



III. Meeting of Board of Directors			Maximum gap between any two consecutive (in number of days)
Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter		
04.11.2015 <i>(for July-September quarter)</i>	09.02.2016 <i>(for Oct-December quarter)</i>		83 days
IV. Meeting of Committees			
Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met(details)	Date(s) of meeting of the Committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
<u>Audit Committee</u> 09.02.2016 <i>(for Oct-December quarter)</i>	YES	04.11.2015 <i>(for July-September quarter)</i>	60 days
V. Related Party Transactions			
Subject			Compliance status (Yes/No/NA)refer note below
Whether prior approval of audit committee obtained			Yes
Whether shareholder approval obtained for material RPT			Yes
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee			Yes
<b>Note</b>			
1 In the column "Compliance Status" compliance or non-compliance may be indicated by Yes/No/N.A, For example, if the Board has been composed in accordance with the requirements of Listing Regulations. "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words, "N.A." may be indicated.			
2 If status is "No" details of non-compliance may be given here.			



VI. Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015
  - a. Audit Committee
  - b. Nomination & remuneration committee
  - c. Stakeholders relationship committee
  - d. Risk management committee (applicable to the top 100 listed entities)
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015
5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here.

Name: Tanou Sharma  
Designation: Chief Compliance Officer & Company Secretary

