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DMK ASSOCIATES

COMPANY SECRETARIES

SCRUTINIZER'S REPORT ON E-VOTING
FOR PARAMOUNT COMMUNICATIONS LIMITED

To,

The Chairman
M/s Paramount Communications Limited
C-125, Naraina Industrial Area, Phase-1
New Delhi-110028

20th Annual General Meeting of the Members of M/s Paramount Communications Limited to be held on Friday, the 26th day of September, 2014 at 2:30 p.m. at Shah Auditorium, Shree Delhi Gujarati Samaj Marg, Near Interstate Bus Terminal, Delhi-110054

Subject: Scrutinizer Report in respect of resolutions passed through electronic voting pursuant to section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014

Dear Sir,

1. Pursuant to the resolution passed by the Board of Directors of M/s Paramount Communications Limited (hereinafter referred to as the "Company") on 13th August, 2014 I have been appointed as a Scrutinizer for the e-voting process as mentioned under Rule 20(3)(ix) of the Companies (Management and Administration) Rules, 2014.
2. The Company has engaged Central Depository Services (India) Limited (CDSL) as the Service Provider for extending the facility of electronic voting to the shareholders of the Company. The Service Provider provided a system for recording the votes of the Shareholders electronically on all the items of business (both ordinary and special business) sought to be transacted in the 20th Annual General Meeting (AGM) of the Company, which is scheduled to be held on Friday, the 26th day of September, 2014 at 2:30 p.m. Central Depository Services (India) Limited (CDSL) had set up e-voting facility on their website, <https://www.evotingindia.co.in>. The Company had uploaded all the items of the business to be transacted on the website of the Company and also it's Service Provider to facilitate their shareholders to cast their vote through e-voting.



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3. As on the cut-off date there were 30,503 Shareholders of the Company. The Notice of Annual General Meeting and Circular for e-voting was sent through email to 13,797 Shareholders whose email id was made available by the two depositories and for those holding in physical form to the extent it was available with the RTA and in the physical form to 16,706 shareholders.
4. The Notice sent both through email and physical form contained the detailed procedure to be followed by the shareholders who were desirous of casting their votes electronically as provided in the Rule 20 of the Companies (Management and Administration) Rules, 2014.
5. The cut-off date (Record date) for the purposes of identifying the Shareholders who will be entitled to vote on the resolutions placed for the approval of the shareholders was 8th August, 2014. The e-voting facility was kept open from 9.00 a.m. on Saturday, the 20th day of September, 2014 upto 6:00 p.m. on Monday, the 22nd day of September, 2014.
6. Pursuant to Rule 20(3)(v) of Companies (Management and Administration) Rules, 2014, the Company also released an advertisement, which was published Thirteen working days in advance from the date of beginning of voting period in Financial Express & Jansatta dated 6th September, 2014 . The notice published in the newspaper carried the required information as specified in the Rule 20(3)(v) (a) to (g) of the Companies (Management and Administration) Rules, 2014.
7. At the end of the voting period on September 22, 2014 at 6.00 p.m., the voting Portal of the service provider was blocked forthwith. On September 23, 2014, the votes cast through e-voting facility was duly unblocked by me as a Scrutinizer in the presence of CS Bhanu Harish and CS Isha Kalra who acted as the witnesses, as prescribed in sub rule 3 (xi) of said Rule 20 of Companies (Management and Administration) Rules, 2014.
8. Particulars of all Votes cast by electronic mode have been entered in the register separately maintained for the purpose in electronic mode.



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As a Scrutinizer the report of the e-voting carried by the shareholders was duly complied, the detail of which are as follows.

ORDINARY BUSINESS

Resolution No. 1 – To receive, consider and adopt the Audited Profit and Loss Account of the Company for the year ended 31st March, 2014 and the Balance Sheet as on that date and the reports of the Board of Directors and Auditors thereon

Particulars	No. of Members who cast their votes electronically	No. of Equity Shares of the Nominal Value of Rs. 2/- each (Votes)	% age of the Total Votes received	% age of paid - up share capital of the Company
Total Votes received by electronic mode	33	65918790	100.00%	52.64%
Total Number of Invalid Votes	0	0	0	0
Total Number of Votes against the resolution	3	1006	0.00%	0.00%
Total Number of Votes in favour of Resolution	30	65917784	100.00%	52.64%

Resolution No. 2 – To appoint a Director in place of Mr. Sandeep Aggarwal (DIN 00002646), who retires by rotation and being eligible, offers himself for re-appointment

Particulars	No. of Members who cast their votes electronically	No. of Equity Shares of the Nominal Value of Rs. 2/- each (Votes)	% age of the Total Votes received	% age of paid - up share capital of the Company
Total Votes received by electronic mode	33	65918790	100%	52.64%



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Total Number of Invalid Votes	10	19323105	29.31%	15.43%
Total Number of Votes against the resolution	6	4856	0.01%	0.00%
Total Number of Votes in favour of Resolution	17	46590829	99.99%	37.21%

Resolution No. 3 – To appoint M/s Jagdish Chand & Co., Chartered Accountants (Firm Registration No. 000129N) as Statutory Auditors of the Company, who shall hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting on such remuneration as the Board may decide, based on the recommendations of Audit Committee

Particulars	No. of Members who cast their votes electronically	No. of Equity Shares of the Nominal Value of Rs. 2/- each (Votes)	% age of the Total Votes received	% age of paid - up share capital of the Company
Total Votes received by electronic mode	33	65918790	100.00%	52.64%
Total Number of Invalid Votes	0	0	0	0
Total Number of Votes against the resolution	4	1256	0.00%	0.00%
Total Number of Votes in favour of Resolution	29	65917534	100.00%	52.64%

SPECIAL BUSINESS

Resolution No. 4 – Ordinary Resolution for Appointment of Mr. S.P.S Dangi (DIN 00236827) as an Independent Director of the Company

Particulars	No. of Members who cast their votes electronically	No. of Equity Shares of the Nominal Value of Rs. 2/- each (Votes)	% age of the Total Votes received	% age of paid - up share capital of the Company



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Total Votes received by electronic mode	32	65918788	100.00%	52.64%
Total Number of Invalid Votes	0	0	0	0
Total Number of Votes against the resolution	6	4856	0.01%	0.00%
Total Number of Votes in favour of Resolution	26	65913932	99.99%	52.64%

Resolution No. 5 – Ordinary Resolution for Appointment of Mr. Satya Pal (DIN 00287845) as an Independent Director of the Company

Particulars	No. of Members who cast their votes electronically	No. of Equity Shares of the Nominal Value of Rs. 2/- each (Votes)	% age of the Total Votes received	% age of paid - up share capital of the Company
Total Votes received by electronic mode	33	65918790	100.00%	52.64%
Total Number of Invalid Votes	0	0	0	0
Total Number of Votes against the resolution	6	4856	0.01%	0.00%
Total Number of Votes in favour of Resolution	27	65913934	99.99%	52.64%

Resolution No. 6 – Ordinary Resolution for Appointment of Mr. Vijay Bhushan (DIN 00002421) as an Independent Director of the Company

Particulars	No. of Members who cast their votes electronically	No. of Equity Shares of the Nominal Value of Rs. 2/- each (Votes)	% age of the Total Votes received	% age of paid - up share capital of the Company



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Total Votes received by electronic mode	33	65918790	100.00%	52.64%
Total Number of Invalid Votes	0	0	0	0
Total Number of Votes against the resolution	6	4856	0.01%	0.00%
Total Number of Votes in favour of Resolution	27	65913934	99.99%	52.64%

Resolution No. 7 – Special Resolution for alteration of Article of the Company by inserting new Article 105A, pursuant to Section 14 and other applicable provisions of the Companies Act, 2013

Particulars	No. of Members who cast their votes electronically	No. of Equity Shares of the Nominal Value of Rs. 2/- each (Votes)	% age of the Total Votes received	% age of paid - up share capital of the Company
Total Votes received by electronic mode	33	65918790	100.00%	52.64%
Total Number of Invalid Votes	0	0	0	0
Total Number of Votes against the resolution	4	1256	0.00%	0.00%
Total Number of Votes in favour of Resolution	29	65917534	100.00%	52.64%

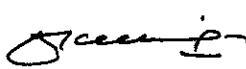

All the resolutions contained in the notice dated 13th day of August, 2014 calling 20th Annual General Meeting of the Company stand passed under e-voting process with majority.



The Register, all other papers and relevant records relating to electronic shall remain in our safe custody until the Chairman consider, approves and sign the Minutes of the aforesaid Annual General Meeting and the same will be handed over of the Company secretary for safe keeping.

Thanking you,

Yours Sincerely
For **DMK ASSOCIATES**
COMPANY SECRETARIES

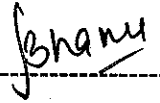



DEEPAK KUKREJA
SCRUTINIZER
(Practicing Company Secretary)
31/36, Basement, Old Rajinder Nagar
Delhi - 110060
FCS No: 4140
CP No: 8265

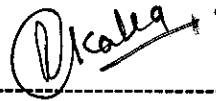
Place: New Delhi
Dated: September 25, 2014

Witnesses:

1. **CS Bhanu Harish**
D/o Shri Lakhvir Singh
R/o A - 246, East Azad Nagar
Krishna Nagar, Delhi - 110051


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2. **CS Isha Kalra**
D/o Shri Narendra Kumar Kalra
R/o H - 53, Lakshmi Nagar,
Delhi - 110092


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