

Notice

Notice is hereby given that the 25th Annual General Meeting of the Members of PARAMOUNT COMMUNICATIONS LIMITED will be held at Sri Sathya Sai International Center, Pragati Vihar, Institutional Area, Lodhi Road, New Delhi-110003 on Tuesday, the 24th day of September 2019 at 3.00 P.M. to transact the following businesses:

ORDINARY BUSINESSES:

1. To receive, consider and adopt the Audited Profit and Loss Account of the Company for the year ended 31st March, 2019 and the Balance Sheet as on that date, and the reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Sanjay Aggarwal (**DIN: 00001788**), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESSES:

3. Re-appointment of Mr. Vijay Bhushan as Independent Director for another term of five years

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a *Special Resolution*:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and Schedule IV of the Companies Act, 2013 read with applicable Rules framed thereunder Mr. Vijay Bhushan (DIN: 00002421), be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of 5 (Five) years with effect from 1st April 2019 up to 31st March 2024, as per recommendation of Nomination and Remuneration Committee"

4. Appointment of Mr. Vijay Maheshwari as Independent Director for a term of five years

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a *Special Resolution*:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013, and the Rules made thereunder, read with Schedule IV of the said Act, Mr. Vijay Maheshwari (DIN : 00216687), who was appointed as an Additional Director of the Company with effect from 1st April, 2019 under Section 161 of the Companies Act, 2013, be and is hereby appointed as an Independent

Director of the Company to hold office for a term up to five consecutive years commencing from 1st April, 2019 up to 31st March, 2024, as per recommendation of Nomination and Remuneration Committee."

5. Revision in Remuneration of Sh. Sanjay Aggarwal, CEO & Chairman of the Company.

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a *Special Resolution*:

"RESOLVED THAT pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board and subject to the provisions of Sections 196, 197, 198 read with Schedule V & as per Articles of Association of the Company & all other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and such other rules, laws, regulations, guidelines or notifications as may be applicable, the approval of members of the Company be and is hereby accorded to the revision in the remuneration of Mr. Sanjay Aggarwal (DIN No. 00001788), Chairman & CEO of the Company at a Basic Pay of ₹ 12.50 Lakhs per month and perquisites incurred on actual basis i.e. Car with driver, Electricity, club membership upto 3 clubs and other perquisites, but not exceeding ₹ 15.00 Lakhs per month apart from Company's Contribution to Provident Fund, Leave encashment (if any) in accordance with the rules and regulations of the Company and gratuity at rate not exceeding 15 days's salary for each completed year of service and on the terms and conditions as set out in the explanatory statement annexed hereto, with effect from 1st April, 2019.

6. Revision in Remuneration of Sh. Sandeep Aggarwal, Managing Director of the Company.

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a *Special Resolution*:

"RESOLVED THAT pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board and subject to the provisions of Sections 196, 197, 198 read with Schedule V & as per Articles of Association of the Company & all other applicable provisions of the Companies Act, 2013 (including any statutory

modification(s) or re-enactment thereof for the time being in force), the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and such other rules, laws, regulations, guidelines or notifications as may be applicable, the approval of members of the Company be and is hereby accorded to the revision in the remuneration of Mr. Sandeep Aggarwal (DIN No.00002646), Managing Director of the Company at a Basic Pay of ₹ 12.50 Lakhs per month and perquisites incurred on actual basis i.e. Car with driver, Electricity, club membership upto 3 clubs and other perquisites, but not exceeding ₹ 15.00 Lakhs per month apart from Company's Contribution to Provident Fund, Leave encashment (if any) in accordance with the rules and regulations of the Company and gratuity at rate not exceeding 15 days's salary for each completed year of service and on the terms and conditions as set out in the explanatory statement annexed hereto, with effect from 1st April, 2019.

7. Ratification of Remuneration of M/s Jain Sharma & Associates, Cost Accountant for the financial year 2019-20

To consider and if thought fit, pass with or without modification(s), the following resolution as an *Ordinary Resolution*:

"RESOLVED THAT pursuant to Section 148 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Cost Auditors appointed by the Board of Directors of the Company, M/s. Jain Sharma & Associates, Cost Accountants, to conduct the audit of the cost accounts maintained by the Company for the financial year ending 31st March 2020 be paid remuneration of ₹ 50,000/- (Rupees Fifty Thousand only) plus Goods and Services Tax and out of pocket expenses, in performance of their duties.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds and things as may be necessary to give effect to this Resolution."

By Order of the Board
Paramount Communications Limited

(Rashi Goel)

Place: New Delhi
 Dated: 14.08.2019

Company Secretary
 M. No.: FCS9577

NOTES:

1 A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/ HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXY FORM IN ORDER TO BE EFFECTIVE SHOULD BE DULY STAMPED, COMPLETED AND SIGNED AND MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE TIME FOR HOLDING THE AFORESAID MEETING. PROXY FORM IS ATTACHED HERewith.

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

2 Members/proxies should bring the attendance slip duly filled in for attending the meeting.

3 Members who hold shares in dematerialized form are requested to bring their Client ID and DP ID numbers for easy identification of attendee at the meeting.

4 A brief resume of each of the Directors proposed to be appointed/ re-appointed at this AGM, nature of their expertise in specific functional areas, names of companies in which they hold directorship and membership/ chairmanships of Board Committees, shareholding and relationship between directors inter se as stipulated under Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other requisite information as per Clause 1.2.5 of Secretarial Standard-2 on General Meetings, are provided in Annexure 1.

5 Electronic copy of the Annual Report for FY 2018- 19 is uploaded on the Company's website **www.paramountcables.com** and is being sent to all the Members whose email IDs are registered with the Company/RTA for communication purposes, unless any Member has requested for a physical copy of the same. Members are requested to support Green initiative by registering/ updating their e-mail addresses with the Company/RTA or with Link Intime India Private Limited, the Registrar and Transfer Agent ("RTA") of the Company. Electronic copy of this Notice of the 25th AGM is uploaded on the Company's website **www.paramountcables.com** and also on the website of National Securities Depository Limited viz. <https://www.evoting.nsdl.com> inter alia indicating the process and manner of e-voting along with Attendance

Slip and Proxy Form and the same is being sent to all the Members whose email IDs are registered with the Company/ Depository Participant(s) for communication purposes, unless any Member has requested for a physical copy of the same. For Members who have not registered their email address, physical copies of this Notice and the Annual Report for FY 2018-19 are being sent through permitted mode. For any communication, the Members may also send requests to the Company's email ID: investors@paramountcables.com

- 6 Relevant documents referred to in the accompanying Notice and in the Explanatory Statement are open for inspection by the Members at the Company's Registered Office at Paramount House, C-125, Naraina Industrial Area ,Phase-1, New Delhi-110028 on all working days (except Saturdays, Sundays and Public Holidays) between 11.00 a.m. to 1.00 p.m. up to the date of this AGM and also at the AGM.
- 7 The Securities and Exchange Board of India ("SEBI") has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to the Depository Participants with whom they maintain their demat accounts. Members holding shares in physical form should submit their PAN to the RTA of the Company/Company.
- 8 SEBI Notification No. SEBI/LAD-NRO/GN/2018/24 dated 8th June, 2018 and further amendment vide Notification No. SEBI/LAD-NRO/GN/2018/49 dated 30th November, 2018, requests for effecting transfer of securities (except in case of transmission or transposition of securities) shall not be processed from 1st April, 2019 unless the securities are held in the dematerialized form with the depositories. Therefore, Shareholders are requested to take action to dematerialize the Equity Shares of the Company, promptly.
- 9 The Register of Members and Share Transfer Book of the Company shall remain closed from Wednesday, the 18th September, 2019 to Tuesday, the 24th September, 2019 (both days inclusive) in connection with the Annual General Meeting.
- 10 The Company is pleased to offer e-voting facility as an alternate, for all its members to enable them to cast their vote electronically in terms of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force). Accordingly, a member may exercise his vote at the general meeting by electronic means and the Company may pass any resolution by electronic voting system in accordance with the provisions of this rule.

11. In order to scrutinize the e-voting process in a fair and transparent manner and to carry out the required activities, the Company has appointed Shri Abhishek Mittal, M/s. Abhishek Mittal & Associates, Company Secretaries, as the Scrutinizer.
12. No gifts/coupons will be distributed by the Company.
13. Shareholders are requested to bring their copy of the Annual Report to the meeting.
14. The Explanatory statement pursuant to Section 102(1) of the Companies Act, 2013 setting out the material facts in respect of business under Item Nos. 3 to 7 set out above is annexed hereto.
15. Information and other instructions relating to e-voting are given with e-voting communication.

The remote e-voting facility will be available during the following voting period:

- A. Commencement of remote e-voting: From 9.00 a.m. (IST) on 21st September, 2019.
- B. End of remote e-voting: Up to 5:00 p.m. (IST) on 23rd September, 2019.

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com>

Step 2: Cast your vote electronically on NSDL e-Voting system.

Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

1. Visit the e-voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com> either on a Personal Computer or on a mobile.
2. Once the home page of e-voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL e-services i.e. IDEAS, you can log-in at <https://eservices.nsdl.com> with your existing IDEAS login. Once you log-in to NSDL e-services after using your log-in credentials, click on e-voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:

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| <p>a) If you are already registered for e-voting, then you can use your existing password to login and cast your vote.</p> <p>b) If you are using NSDL e-voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.</p> <p>c) How to retrieve your 'initial password'</p> <p>(i) If your email ID is registered in your demat account or with the company, your initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.</p> <p>(ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.</p> | <p>c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.</p> <p>d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.</p> |
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7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the checkbox.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2 : Cast your vote electronically on NSDL e-Voting system

- After successful login at Step 1, you will be able to see the Home page of e-voting. Click on e-voting. Then, click on Active Voting Cycles.
- After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
- Select "EVEN" of company for which you wish to cast your vote.
- Now you are ready for e-voting as the voting page opens.
- Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.

6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.
8. The results declared along with the scrutinizer's report shall be placed on the website of the Company.
9. Subject to receipt of the sufficient votes, the resolution shall be deemed to be passed on the date of the Annual General Meeting;

GENERAL GUIDELINES FOR SHAREHOLDERS

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer (Abhishek Mittal, M/s Abhishek Mittal & Associates, Company Secretaries) by e-mail to abhisheks21@gmail.com with a copy marked to evoting@nsdl.co.in
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for shareholders and e-voting user manual for shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800- 222-990 or send a request at evoting@nsdl.co.in
4. Members may cast their votes separately for each business to be transacted in the Annual General Meeting. For example, a member may cast his vote in favour of some resolution and may cast not in favour/ against some resolution. A member may also elect not to vote on some resolution.
5. Once the vote on a resolution is casted by the member, he shall not be allowed to change or modify it subsequently;
6. Member can log in any number of times till he has voted on all the resolutions or till the end of the voting period (i.e. till the last date of receipt of e-votes), whichever is earlier.
7. Members can opt only one mode for voting i.e. either by Physical Ballot or e-voting. If member opts for e-voting, then he does not vote by Physical Ballot also and vice versa. However, in case member(s) cast their vote both via Physical Ballot and e-voting, then voting done through e-voting shall prevail and voting done by Physical Ballot will be ignored.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No 3.

Mr. Vijay Bhushan is an Independent Non-Executive Director of the Company and chairman of the Nomination and Remuneration Committee of the Board of Directors of the Company. He joined the Board of Directors of the Company in the year 2000. Pursuant to the Act, Mr. Vijay Bhushan, was appointed as an Independent Non-Executive Director to hold office for five consecutive years for a term up to 31st March, 2019, by the Members of the Company in the 20th AGM held on 26th September, 2014. As per Section 149(10) of the Act, an Independent Director shall hold office for a term of up to five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a special resolution by the Company for another term of up to five consecutive years on the Board of a Company.

Based on recommendation of Nomination and Remuneration Committee and in terms of the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Act and the Listing Regulations, Mr. Vijay Bhushan, being eligible for re-appointment as an Independent Director and offering himself for re-appointment, is proposed to be re-appointed as an Independent Director for another term of five consecutive years from 1st April, 2019 up to 31st March, 2024.

The Company has received declaration from him stating that he meets the criteria of Independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and Regulation 16(1) (b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. He has also given his consent to continue to act as Director of the Company, if so appointed by the members.

Copy of the draft letter for appointment of Mr. Vijay Bhushan as an Independent Non-Executive Director setting out terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours (11:00 am to 1:00 pm) on any working day, except Saturday, upto and including the date of AGM of the Company

Accordingly, the Board recommends passing of the Special Resolution in relation to re-appointment of Mr. Vijay Bhushan as an Independent Director for another term of five consecutive years with effect from 1st April, 2019 to 31st March, 2024, for the approval by the shareholders of the Company.

None of the Directors/ Key Managerial Personnel of the Company/ their relatives except Mr. Vijay Bhushan are in any way concerned or interested, financially or otherwise in the resolution.

Item No 4

The Board of Directors of the Company had appointed Mr. Vijay Maheshwari as an Additional Director with effect from 1st April, 2019 pursuant to provisions of Section 161 of the Companies Act, 2013; he shall hold the office of Directorship up to the date of the forthcoming Annual General Meeting.

In terms of provisions of Sections 149, 150, 152, Schedule IV of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014, Mr. Vijay Maheshwari has also been designated as Independent Director of the Company (subject to the approval of the members at the forthcoming Annual General Meeting) within the meaning of Section 2(47) read with Section 149(6) of the Companies Act, 2013 for a term of 5 consecutive years commencing from 1st April, 2019; and his office shall not be liable to retire by rotation. However, in the event of resignation or removal by shareholders, his office can terminate even before five years.

Mr. Vijay Maheshwari is a fellow member of the Institute of Chartered Accountants of India. Mr. Maheshwari with a standing of over 40 years has a wide range of experience in lending, project finance, auditing and financial restructuring.

Mr. Vijay Maheshwari is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. The Company has received a declaration from Mr. Vijay Maheshwari that he meets the criteria of independence as prescribed both under sub- section (6) of Section 149 of the Act and under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

The disclosure and declaration as an Independent Director are available for inspection at the registered office of the Company during business hours.

Except Mr. Vijay Maheshwari, being an appointee, none of the Directors of the Company is concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the accompanying Notice of the Annual General Meeting.

The Board recommends the Special Resolution set out at Item No. 4 of the Notice for approval by the members.

Item No. 5

In accordance with Section II of Part II of Schedule V of the Companies Act, 2013 read with notification dated 12.09.2018 states that, where in any financial year during the currency of tenure of a managerial person, a company has no profits or its

profits are inadequate, it may, pay remuneration to the managerial person, where the effective capital is ₹ 100 Cr and above but less than ₹ 250 Cr, then limit of yearly remuneration payable shall not exceed Rupees One Hundred Twenty Lakhs (₹ 120 Lakhs) in a year; provided that the remuneration in excess of above limits may be paid, if a special resolution passed by the shareholders.

The Nomination and Remuneration Committee, in its meeting held on 04.05.2019, recommended and the Board of Directors in its meeting held on 04.05.2019, approved the payment of remuneration of ₹ 12.50 Lakhs per month and perquisites on actual basis i.e. Car with driver, Electricity, club membership upto 3 clubs and other perquisites, subject to the maximum of ₹ 180.00 Lakhs per annum apart from Company's Contribution to Provident Fund, Leave encashment (if any) in accordance with the rules and regulations of the Company and gratuity at rate not exceeding 15 days's salary for each completed year of service to Mr. Sanjay Aggarwal, Chairman & CEO of the Company, subject to the approval of shareholders of the Company.

Salary: Basic Pay of ₹ 12.50 Lakhs /- per month and perquisites incurred on actual basis for Mr. Sanjay Aggarwal, Chairman & CEO;

Apart from above Company's contribution for him to Provident Fund, Superannuation Fund or Annuity Fund or leave encashment (if any) in accordance with the Rules & Regulations of the Company and Gratuity at a rate not exceeding 15 day's salary for each completed year of service.

Pursuant to the requirements of Schedule V of the Companies Act, 2013, the approval of the shareholders by means of Special Resolution is sought for the revision in remuneration of Sh. Sanjay Aggarwal, Chairman & CEO of the Company, in excess of the limits specified in Schedule V of the Companies Act, 2013.

The Board of Directors of Company considers that the proposed remuneration is commensurate with the duties and responsibilities entrusted on Mr. Sanjay Aggarwal as Chairman & CEO of the Company.

It is hereby confirmed that the company has not committed any default in payment of dues to any bank or public financial institution or non-convertible debenture holders or any other secured creditor, as per the requirement of Schedule V, Section II clause (ii) of the Companies Act, 2013.

The Board of Directors recommends the Special Resolution set out at Item No. 5 of the accompanying Notice for approval of the Members.

The Information required under Section II, Part II of Schedule V of the Companies Act, 2013 is annexed hereto.

Item No. 6

In accordance with Section II of Part II of Schedule V of the Companies Act, 2013 read with notification dated 12.09.2018 states that, where in any financial year during the currency of tenure of a managerial person, a company has no profits or its profits are inadequate, it may, pay remuneration to the managerial person, where the effective capital is ₹ 100 Cr and above but less than ₹ 250 Cr, then limit of yearly remuneration payable shall not exceed Rupees One Hundred Twenty Lakhs (₹ 120 Lakhs) in a year; provided that the remuneration in excess of above limits may be paid, if a special resolution passed by the shareholders.

The Nomination and Remuneration Committee, in its meeting held on 04.05.2019, recommended and the Board of Directors in its meeting held on 04.05.2019, approved the payment of remuneration of ₹ 12.50 Lakhs per month and perquisites on actual basis i.e. Car with driver, Electricity, club membership upto 3 clubs and other perquisites, subject to the maximum of ₹ 180.00 Lakhs per annum apart from Company's Contribution to Provident Fund, Leave encashment (if any) in accordance with the rules and regulations of the Company and gratuity at rate not exceeding 15 days's salary for each completed year of service to Mr. Sandeep Aggarwal, Managing Director of the Company, subject to the approval of shareholders of the Company.

Salary: Basic Pay of ₹ 12.50 Lakhs /- per month and perquisites incurred on actual basis for Mr. Sandeep Aggarwal, Managing Director.

Apart from above Company's contribution for him to Provident Fund, Superannuation Fund or Annuity Fund or leave encashment (if any) in accordance with the Rules & Regulations of the Company and Gratuity at a rate not exceeding 15 day's salary for each completed year of service.

Pursuant to the requirements of Schedule V of the Companies Act, 2013, the approval of the shareholders by means of Special Resolution is sought for the revision in remuneration of Sh. Sandeep Aggarwal, Managing Director of the Company, in excess of the limits specified in Schedule V of the Companies Act, 2013.

The Board of Directors of Company considers that the proposed remuneration is commensurate with the duties and responsibilities entrusted on Mr. Sandeep Aggarwal, Managing Director of the Company.

It is hereby confirmed that the company has not committed any default in payment of dues to any bank or public financial institution or non-convertible debenture holders or any other secured creditor, as per the requirement of Schedule V, Section II clause (ii) of the Companies Act, 2013.

The Board of Directors recommends the Special Resolution set out at Item No. 6 of the accompanying Notice for approval of the Members.

The Information required under Section II, Part II of Schedule V of the Companies Act, 2013 is annexed hereto.

Item No 7

The Board of Directors at their meeting held on 4th May, 2019, based on the recommendations of the Audit Committee, had appointed M/s. Jain Sharma & Associates, a firm of Cost Accountants as Cost Auditors of the Company for the purpose of auditing the cost records maintained by the company for the financial year 2019-20 and also fixed their remuneration for the said purpose of ₹ 50,000/- (Rupees Fifty Thousand Only) and out of pocket expenses plus Taxes thereon.

Pursuant to the provisions of Section 148 and any other applicable provisions of the Companies Act, 2013 and Rule 14 of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), remuneration payable to the Cost Auditors is required to be ratified by the members of the Company.

Therefore, the Board of Directors recommends the proposed resolution for your approval.

None of the Directors, Key Managerial Personnel or any of their relatives is concerned or interested, financially or otherwise, in this resolution.

By Order of the Board
Paramount Communications Limited

(Rashi Goel)

Company Secretary
M. No.: FCS9577

Dated: 14.08.2019
Place: New Delhi

Information required under Section II, Part II of Schedule V of the Companies Act, 2013:
I. GENERAL INFORMATION

S. No	Particulars	Details																						
1.	Nature of industry	Manufacturers of wires and cables.																						
2.	Date or expected date of commencement of commercial production	The Company was incorporated in the year 1994 and is into commercial production since then.																						
3.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable																						
4.	Financial performance based on given indicators (as per Audited statement for the year ended 31.03.2019)	<table><tr><th>Particulars</th><th>(₹ in Lakhs)</th></tr><tr><td>Gross Turnover including Other Income</td><td>61,777</td></tr><tr><td>Profit/ (Loss) before Interest, Depreciation, Tax and Exceptional items</td><td>4,550</td></tr><tr><td>Interest</td><td>770</td></tr><tr><td>Depreciation & Amortization expenses</td><td>864</td></tr><tr><td>Profit/(Loss) before Tax and Exceptional Items</td><td>2,916</td></tr><tr><td>Exceptional Items</td><td>-</td></tr><tr><td>Provision for Taxation</td><td>-</td></tr><tr><td>Other Comprehensive Income</td><td>1</td></tr><tr><td>Profit/(Loss) after Tax and Exceptional Items</td><td>2,917</td></tr><tr><td>Net Profit/(Loss) for the year</td><td>2,917</td></tr></table>	Particulars	(₹ in Lakhs)	Gross Turnover including Other Income	61,777	Profit/ (Loss) before Interest, Depreciation, Tax and Exceptional items	4,550	Interest	770	Depreciation & Amortization expenses	864	Profit/(Loss) before Tax and Exceptional Items	2,916	Exceptional Items	-	Provision for Taxation	-	Other Comprehensive Income	1	Profit/(Loss) after Tax and Exceptional Items	2,917	Net Profit/(Loss) for the year	2,917
Particulars	(₹ in Lakhs)																							
Gross Turnover including Other Income	61,777																							
Profit/ (Loss) before Interest, Depreciation, Tax and Exceptional items	4,550																							
Interest	770																							
Depreciation & Amortization expenses	864																							
Profit/(Loss) before Tax and Exceptional Items	2,916																							
Exceptional Items	-																							
Provision for Taxation	-																							
Other Comprehensive Income	1																							
Profit/(Loss) after Tax and Exceptional Items	2,917																							
Net Profit/(Loss) for the year	2,917																							
5.	Foreign investments or collaborations, if any.	The Company has not entered into any material foreign collaboration. Foreign investors, mainly comprising of NRIs, FIIs and Foreign Nationals are investors in the Company on account of past issuances of securities/secondary market purchases.																						

II. INFORMATION ABOUT THE APPOINTEE

S. No	Particulars	Mr. Sanjay Aggarwal	Mr. Sandeep Aggarwal
1.	Background details	Mr. Sanjay Aggarwal is one of the Promoter Director and is associated with the Company since inception. He is a creative thinker and future oriented industrialist having vast experience of over 32 years in the Cable Industry. He has been associated with various apex Industrial Associations and Industry Forums in India in different capacities.	Mr. Sandeep Aggarwal is one of the Promoter Director and is associated with the Company since inception. He plays an important role in successful management of Company's operational, production and technical affairs.
2.	Past remuneration	The appointment of Mr. Sanjay Aggarwal as Chairman & CEO was duly approved by the shareholders for a period of three years, w.e.f. 1 st March, 2018 till 28 th February, 2021 at a remuneration of ₹ 4,96,000/- per month.	The appointment of Mr. Sandeep Aggarwal as Managing Director was duly approved by the shareholders for a period of three years, w.e.f. 1 st March, 2018 till 28 th February, 2021 at a remuneration of ₹ 496,000/- per month.
3.	Recognition or awards	Entrepreneur of the Year Award by All India Manufacturers Organization; Niryat Shree Award by FIEO and Major Donor Award 2017 by Rotary Foundation of Rotary International.	The Valuable contribution to Rotary Foundation & Rotary Delhi Central Charitable Trust fund raiser 2016-17; Appreciation Certificate for Swach Bharat Abhiyan; Honorary Professorship Award.

S. No	Particulars	Mr. Sanjay Aggarwal	Mr. Sandeep Aggarwal
4.	Job profile and his suitability	He has worked as Whole Time Director of the Company for about 25 years, in which capacity he has been devoting whole time attention to the affairs of the Company and is suitable for this position.	He has worked as Managing Director of the Company for about 25 years, in which capacity he has been devoting whole time attention to the affairs of the Company and is suitable for this position.
5.	Remuneration proposed	Basic Pay of ₹ 12.50 Lakhs per month and perquisites incurred on actual basis i.e. Car with Driver, Electricity, club membership upto 3 clubs and other perquisites, but not exceeding ₹ 1,500,000/-per month apart from Company's contribution for him to Provident Fund, Superannuation Fund or Annuity Fund or leave encashment (if any) in accordance with the Rules & Regulations of the Company and Gratuity at a rate not exceeding 15 day's salary for each completed year of service	Basic Pay of ₹ 12.50 Lakhs per month and perquisites incurred on actual basis i.e. Car with Driver, Electricity, club membership upto 3 clubs and other perquisites, but not exceeding ₹ 1,500,000/-per month apart from Company's contribution for him to Provident Fund, Superannuation Fund or Annuity Fund or leave encashment (if any) in accordance with the Rules & Regulations of the Company and Gratuity at a rate not exceeding 15 day's salary for each completed year of service
6.	Comparative remuneration profile with respect to industry, size of the company, profile of the position and Person (in case of expatriates the relevant details would be with respect to the country of his origin)	Considering the size of the Company, the profile of Mr. Sanjay Aggarwal, the responsibilities entrusted upon him in his capacity as Chairman & CEO, and also considering the industrial benchmarks, the remuneration proposed is commensurate with the remuneration packages paid to similar appointees in other companies.	Considering the size of the Company, the profile of Mr. Sandeep Aggarwal, the responsibilities entrusted upon him in his capacity as Managing Director, and also considering the industrial benchmarks, the remuneration proposed is commensurate with the remuneration packages paid to similar appointees in other companies.
7.	Pecuniary relationship directly or indirectly with the company, relationship with the managerial personnel, if any.	Besides the remuneration proposed, Mr. Sanjay Aggarwal does not have any pecuniary relationship with the Company. Mr. Sandeep Aggarwal is the brother of Mr. Sanjay Aggarwal. No other managerial personnel is concerned or interested in the above resolution.	Besides the remuneration proposed, Mr. Sandeep Aggarwal does not have any pecuniary relationship with the Company. Mr. Sanjay Aggarwal is the brother of Mr. Sandeep Aggarwal. No other managerial personnel is concerned or interested in the above resolution.

III. OTHER INFORMATION

S. No	Particulars	Details
1.	Reasons of loss or inadequate profits	Due to Carry Forward Losses
2.	Steps taken or proposed to be taken for improvement	During the year, the Promoters/Promoter Group have infused funds amounting to ₹ 25.94 Cr for strengthening the financial position of the Company, by way of issue of 17000000 Equity Shares on preferential basis. The Company has issued and allotted 11881500 Equity shares of the Company upon conversion of outstanding FCCBs having face value of US\$ 7.5 Million As a result of concerted and constant efforts of the promoters, the Company is turning around gradually and its bottom- and top-line results are improving substantially.
3.	Expected increase in productivity and profits in measurable terms	The Company has taken various initiatives to maintain its leadership, improve market share and financial performance. It has been aggressively pursuing and implementing its strategies to improve financial performance.

ANNEXURE-1 TO AGM NOTICE

The Statement of disclosures pursuant to Secretarial Standard-2 on General Meetings and Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, is as under:

Name of the Director	Mr. Sanjay Aggarwal (DIN:00001788)	Mr. Vijay Bhushan (DIN:00002421)	Mr. Vijay Maheshwari (DIN:00216687)
Date of Birth	21-10-1962	22-10-1958	03-01-1951
Qualification	B. Com (Hons.) from Shri Ram College of Commerce, Delhi University	MBA from Delhi University	F.C.A.
Brief Resume of the Director	Eminent Businessman with over two decades of Experience	Former President of Delhi Stock Exchange and actively associated with Capital Market since 1981	Practicing Chartered Accountant with over 40 years of experience
Expertise in specific functional area	Technocrat and is having wide experience in cable manufacturing industry.	Vast experience in the field of Capital Market.	Vast experience in the field of accounts, finance and corporate governance
Date of first appointment in the current designation	01.11.1994	22.07.2000	01-04-2019
Shareholding in the Company	9342100 equity shares of ₹ 2/- each	NIL	NIL
Directorships	NIL	Bharat Bhushan Finance & Commodity Brokers Limited KEI Industries Limited	Sumedha Fiscal Services Limited
Memberships/ Chairmanship of Committees of other companies	NIL	Bharat Bhushan Finance & Commodity Brokers Limited- Audit Committee KEI Industries Limited- Stakeholder Relationship Committee	NIL
Inter-se relationship between Directors and other Key Managerial Personnel	Brother of Mr. Sandeep Aggarwal	He is not related with any Director and Key Managerial Personnel of the Company.	He is not related with any Director and Key Managerial Personnel of the Company.
Number of Meetings of the Board attended	7 out of 7 in the Financial Year 2018-19	7 out of 7 in the Financial Year 2018-19	NIL
Details of remuneration last drawn	₹ 5,839,739/- during the Financial Year 2018-19	Being the Independent Director, no remuneration other than sitting fees was drawn	Being the Independent Director, no remuneration other than sitting fees was drawn

Note:

1. Directorships and Committee memberships in Paramount Communications Limited and its Committees are not included in the aforesaid disclosure.
2. Alternate directorship, directorships in Private Limited Companies, Foreign Companies and Section 8 companies and their Committee memberships are excluded.
3. Membership and Chairmanship of Audit Committees and Investor Grievance/Stakeholder Relationship Committees of only public Companies have been included in the aforesaid table.

Notes



PARAMOUNT COMMUNICATIONS LIMITED

Regd. Office: C-125, Naraina Industrial Area, Phase I, New Delhi-110028, India.

Tel.: +91(11) 4561 8800/900 Fax: +91(11)25893719/720

Website: www.paramountcables.com; Email: investors@paramountcables.com

CIN: L74899DL1994PLC061295

ATTENDANCE SLIP

Please fill the Attendance Slip and hand it over at the Entrance of the Meeting Hall:

Client ID*

DP ID*

Folio No.

No. of shares

NAME AND ADDRESS OF SHAREHOLDER

.....

.....

.....

I hereby record my presence at the 25th Annual General Meeting of the members of the Company held at Sri Sathya Sai International Center, Pragati Vihar, Institutional Area, Lodhi Road, New Delhi-110003 on Tuesday, the 24th day of September, 2019 at 3.00 P.M.

Signature of shareholder/Proxy

*Applicable for shares held in Electronic form

ELECTRONIC VOTING INFORMATION

EVEN (E-Voting Event Number)	User ID	Password

Note:

Detailed Instructions for e-voting are given in the notes to the AGM Notice

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CIN: L74899DL1994PLC061295

Form No. MGT-11**PROXY FORM**

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies
(Management and Administration) Rules, 2014]

Name of the member (s):	
Registered address:	
E-mail Id:	
Folio No/ Client Id:	
DP ID:	

I/We, being the member (s) of _____ shares of the above named Company, hereby appoint

- Name :
Address :
E-mail Id :
Signature :, or failing him
- Name :
Address :
E-mail Id :
Signature :, or failing him
- Name :
Address :
E-mail Id :
Signature :

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 25th Annual General Meeting of the Company, to be held at **Sri Sathya Sai International Center, Pragati Vihar, Institutional Area, Lodhi Road, New Delhi-110003** on Tuesday, the **24th day of September, 2019** at 3.00 P.M. and at any adjournment thereof in respect of such resolutions as are indicated below:

ORDINARY BUSINESS		FOR	AGAINST
1.	Adoption of Annual Accounts of the Company as on March 31, 2019.		
2.	Re-appointment of Mr. Sanjay Aggarwal (DIN 00001788), retiring by rotation and being eligible, offering himself for re-appointment.		
SPECIAL BUSINESSES			
3.	Re-appointment of Mr. Vijay Bhushan as Independent Director for another term of five years;		
4.	Appointment of Mr. Vijay Maheshwari as Independent Director for a term of five years		
5.	Revision in Remuneration of Shri Sanjay Aggarwal, CEO & Chairman of the Company		
6.	Revision in Remuneration of Shri Sandeep Aggarwal, Managing Director of the Company		
7.	To approve the remuneration of the Cost Auditor for the financial year 2019-2020.		

Date: _____, 2019.

Signature of shareholder

Signature of Proxy holder(s)

Affix
Revenue
Stamp

Note:

- This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
- A person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. Further, a member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.

ROUTE MAP OF THE VENUE FOR THE 25th ANNUAL GENERAL MEETING



Corporate Information



Board of Directors

Mr. Sanjay Aggarwal,
Chairman & CEO

Mr. Sandeep Aggarwal,
Managing Director

Mr. Vijay Maheshwari,
Independent Director

Mr. Vijay Bhushan,
Independent Director

Mrs. Malini Gupta,
Independent Director

Registered Office

C-125, Naraina Industrial Area,
Phase 1, New Delhi 110028.
Phone(s): +91-11-45618800/900
Fax: +91-11-25893719/20
E-mail: pcl@paramountcables.com
Website: www.paramountcables.com

Works

SP-30A, SP-30B and E-31,
Khushkhera Industrial Area,
District Alwar, Rajasthan, India

Plot No. 37 Industrial Estate,
Dharuhera, District Rewari,
Haryana, India

Chief Financial Officer

Mr. Shambhu Kumar Agarwal

Compliance Officer & Company Secretary

Ms. Rashmi Goel

Auditors

P. Bholusaria & Co.,
Chartered Accountants,
New Delhi

Cost Auditors

Jain Sharma & Associates,
Cost Accountants, New Delhi

Registrar & Share Transfer Agent

Link Intime India Private Limited, Noble Heights, 1st Floor,
Plot No. NH-2, C-1 Block, LSC, Janakpuri, New Delhi-110058

Key Management Team

Mr. Manmeet Singh Anand
Head-Business Development

Mr. D.S. Muchhal
President Operations

Mr. R.K. Marwah
VP Technical

Mr. N.K. Gupta
VP Accounts and Finance

Mr. Rajeev Gupta
VP Marketing

Mr. R.S. Tanwar
Sr GM Marketing

Mr. Arvind Gupta
GM (PPC)

Mr. Ajay Dhar
GM IT and EDP



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