

PCL/SE/05/2021-2022

28.05.2021

The Corporate Relationship Department The Bombay Stock Exchange Ltd. Phiroze Jeejeebhoy Towers, Dalal Street, <u>Mumbai-400 001</u>	The General Manager- Listing National Stock Exchange of India Ltd. "Exchange Plaza", Bandra-Kurla Complex, Bandra (East), <u>Mumbai-400 051</u>
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Symbol/Scrip Code: (BSE)530555/(NSE) PARACABLES**Sub: Annual Secretarial Compliance Report**

Dear Sir,

As per SEBI Circular No. CIR/CFD/CMD1/27/2019 dated 8 February 2019, we enclose the Annual Secretarial Compliance Report of Paramount Communications Limited, dated May 25, 2021, for the year ended March 31, 2021, certified by Mr. Nitin Gupta, Practicing Company Secretary. This is for your information and records.

For Paramount Communications Limited**Rashi Goel**
Compliance Officer & Company Secretary

SECRETARIAL COMPLIANCE REPORT OF PARAMOUNT COMMUNICATIONS LIMITED FOR THE YEAR ENDED 31ST MARCH, 2021

I, Nitin Gupta, a Practising Company Secretary, have examined:

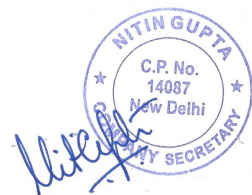
- (a) all the documents and records made available to us and explanation provided by **Paramount Communications Limited** (“the listed entity”),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31st March, 2021 (“Review Period”) in respect of compliance with the provisions of :

- (a) the Securities and Exchange Board of India Act, 1992 (“SEBI Act”) and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 (“SCRA”), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India (“SEBI”);

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; - Not Applicable
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; - Not Applicable
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; - Not Applicable
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; - Not Applicable
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; and circulars/ guidelines issued thereunder;



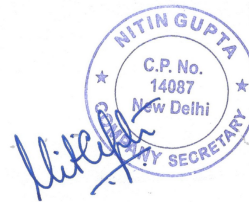
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Company Secretary in Whole-Time Practice

and based on the above examination, I hereby report that, during the Review Period:

- (a) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (*including under the Standard Operating Procedures issued by SEBI through various circulars*) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

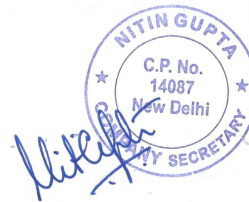
Sr. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
1	National Stock Exchange (NSE)	Non-compliance/ delayed compliance of Clause 17(1) of SEBI (LODR) Regulations 2015 in the Corporate Governance Report submitted by the Company for quarter ended June 2020	The NSE had vide its Notice No. NSE/LIST-SOP/CG/FINES/101661 dated 20-08-2020 and NSE/LIST-SOP/COMB/Fines/0810 dated 17.11.2020 imposed a fine of Rs. 536900/- and 76700/- (inclusive of GST) and directed the Company to ensure compliance with respective regulation	In accordance with the list of top 2000 Companies based on Market capitalization as on March 31, 2020, the Company was on 1049 th positions and as per regulation 17(1)(c) of SEBI(LODR) 2015, the Company must have 6 directors on the Board. The Company had 5 directors on its board at that time. However, the Company was unable to appoint 1 Additional director between April 01, 2020 to June 30, 2020, due to ongoing COVID-19 induced



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				<p>lockdown at that time.</p> <p>Further, the Company appointed Mrs. Praveena Kala on 14-07-2020 to comply with the aforesaid requirement. The Company has also deposited the aforesaid fine on 06-05-2021 and 12.05.2021 respectively.</p>
2	Bombay Stock Exchange (BSE)	Non-compliance/ delayed compliance of Clause 17(1) of SEBI (LODR) Regulations 2015 in the Corporate Governance Report submitted by the Company for quarter ended June 2020	The BSE had vide its email dated 20-08-2020 imposed a fine of Rs. 536900/- (inclusive of GST) and directed the Company to ensure compliance with respective regulation	In accordance with the list of top 2000 Companies based on Market capitalization as on March 31, 2020, the Company was on 1191 st positions and as per regulation 17(1)(c) of SEBI(LODR) 2015, the Company must have 6 directors on the Board. The Company had 5 directors on its board at that time. However, the Company was unable to appoint 1 Additional director between April



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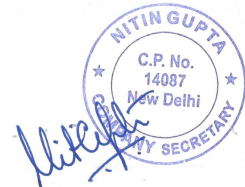
				<p>01, 2020 to June 30, 2020, due to ongoing COVID-19 induced lockdown at that time.</p> <p>Further, the Company appointed Mrs. Praveena Kala on 14-07-2020 to comply with the aforesaid requirement. The BSE has vide its email dated 16-04-2021 waived - off the fine in view of the representations submitted by the Company.</p>
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(b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my/our examination of those records.

(c) The listed entity has taken the following actions to comply with the observations made in previous reports: Not applicable

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
Not applicable				

Place: New Delhi
Date: 25-05-2021
UDIN: A035299C000368632



Nitin Gupta
(Company Secretary)
ACS No.: A35299; C P No.: 14087