

PCL/SE/11/2019-2020

26.11.2019

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>
---	---

Symbol/Scrp Code: (BSE)530555/(NSE) PARACABLES**Sub: Postal Ballot Notice- Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR)**

Dear Sir

Further to our letter dated 08.11.2019, informing the stock exchange about the approval of the Board of Directors of the Company of the Proposal to issue maximum of up to 2,24,00,000 equity warrants of the Company convertible into equivalent number of equity shares of face value Rs. 2 each ("Equity Warrants").

In terms of Regulation 30 of SEBI LODR, we hereby enclose a copy of the Postal Ballot Notice and Postal Ballot Form for seeking approval of the shareholders for the abovementioned agenda.

The Postal Ballot Notice, along with other documents as required, is being sent to Members whose names appear in the Register of Members/Beneficial Owners received from the Registrar and Share Transfer Agent, National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited as on November 22, 2019 (Cutoff date), seeking approval of the members by way of special resolution for the Issue of Equity warrants convertible into equal number of equity shares to Promoters and persons/entities belonging to Promoter Group on preferential basis as set out in the Notice.

The Company has engaged the services of NSDL for purpose of providing e-voting facility to all its members. The voting through Postal Ballot and through e-voting will commence from Friday, November 29, 2019 (9:00 A.M. IST) and shall end on Saturday, December 28, 2019 (5:00 P.M. IST).

The above documents are also available on the website of the Company: www.paramountcables.com

This is for your information and record

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



PARAMOUNT COMMUNICATIONS LIMITED

CIN: L74899DL1994PLC061295

Registered Office: C-125, Naraina Industrial Area, Phase-1, New Delhi-110028

Website: www.paramountcables.com | E-Mail: pcl@paramountcables.com

Phone: +91 11 45618800 | Fax: +91 11 25893719

POSTAL BALLOT NOTICE

[Notice pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014]

Dear Members,

Notice is hereby given to the members of Paramount Communications Limited (the "Company"), pursuant to Section 110 of the Companies Act, 2013 (the "Act"), read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (the "Management Rules") including any statutory modification or re-enactment thereof for the time being in force, and other applicable provisions, if any, that the resolution appended below is proposed to be passed as Special Resolution by way of Postal Ballot including Electronic voting in compliance with the applicable provisions of the Companies Act, 2013 and the rules framed thereunder.

An explanatory statement pursuant to Section 102 of the Companies Act, 2013 and other applicable legal provisions, pertaining to the said resolution setting out the material facts and the reasons thereof, is also appended. The said resolution and explanatory statement are being sent to you along with a postal ballot form ("Postal Ballot Form") and self-addressed Business Reply envelope for your consideration.

Pursuant to Rule 22(5) of the Companies (Management and Administration) Rules 2014, the Board of Directors has appointed CS Abhishek Mittal, Proprietor of M/s Abhishek Mittal & Associates, Practicing Company Secretaries, New Delhi (M No. F7273, CP No.7943) as the Scrutinizer for conducting the Postal Ballot voting process in a fair and transparent manner. The Scrutinizer is willing to be appointed and be available for the purpose of ascertaining the requisite majority.

The Members holding equity shares of the Company are requested to carefully read the instructions enclosed with the Postal Ballot Form and return the said Form duly completed in the attached self-addressed, postage prepaid envelope, if posted in India, so as to reach the Scrutinizer not later than close of working hours (5.00 pm IST) on December 28, 2019. Please note that any Postal Ballot Form(s) received after the said date will be treated as not having been received. Also, the e-voting module will be disabled after the business hours i.e. 5.00 pm IST on December 28, 2019 for voting by the Members holding equity shares of the Company. The postage will be borne and paid for by the Company.

In accordance with Regulation 44(1) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 108 of the Act read with Rule 20 of Companies (Management and Administration) Rules, 2014, as amended, the Company is pleased to offer facility of voting by electronic means ("e-voting") to its Members to enable them to cast their votes through e-voting instead of returning duly filled Postal Ballot forms. Members holding equity shares of the Company are requested to follow the procedure as stated in the notes and instructions for casting of votes by e-voting. The Members holding equity shares of the Company have both the options of voting i.e. by e-voting and through Postal Ballot Form. Kindly note that while exercising their vote, members holding equity shares of the Company can opt for only one of the two modes of voting i.e. either through Postal Ballot Form or e-voting. If you are opting for e-voting, then do not vote through Postal Ballot Form and vice versa. In case member votes through both the modes, voting done by e-voting shall prevail and votes cast through postal ballot will be treated as invalid.

The Scrutinizer will submit his report to Mr. Sanjay Aggarwal, Wholetime Director of the Company, or in his absence a person authorized by him / the Board in writing, after completion of scrutiny of Postal Ballot (including e-voting). The results of the Postal Ballot will be announced on December 30, 2019 and will be displayed at the website of the Company i.e., www.paramountcables.com and communicated to BSE Limited (the "BSE") and National Stock Exchange of India Limited (the "NSE"), (BSE & NSE collectively as the "Stock Exchanges"), being the stock exchanges where the equity shares of the Company are listed.

The date of declaration of the results of the Postal Ballot i.e. December 30, 2019 shall be the date on which the Resolution would be deemed to have passed, if approved by the requisite majority. The Members are requested to consider and, if thought fit, pass the following resolutions:

SPECIAL BUSINESS:

Item No. 1: Issue of Equity warrants convertible into equal number of equity shares to Promoters and persons/entities belonging to Promoter Group on preferential basis

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

“RESOLVED THAT in accordance with the provisions of Section 42, 52, 62 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof for the time being in force) (the **“Act”**), and the rules and regulations made thereunder (including any amendment thereto or re-enactment thereof for the time being in force), Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements), Regulations, 2018 (the **“SEBI ICDR Regulations”**) and any other law for the time being in force, and the provisions in the Memorandum and Articles of the Association of the Company, and subject to the approvals, consents, permissions and sanctions of the Securities and Exchange Board of India (**“SEBI”**), Stock Exchanges and any other concerned authorities, as may be necessary, and subject to such conditions and modifications as may be prescribed or imposed by any of the aforementioned authorities while granting such approvals, consents, permissions and sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the **“Board”** which term shall be deemed to include any committee of directors duly constituted or to be constituted thereof to exercise its powers conferred by this resolution), the approval of the members of the Company be and is hereby accorded to the Board to create, offer, issue and allot, in one or more tranches, at such time or times as the Board may in its absolute discretion thinks fit, upto 2,24,00,000 (Two Crores Twenty Four Lakhs) equity warrants of the Company convertible into equal number of equity shares of face value Rs. 2/- (Indian Rupees Two) each (**“Equity Shares”**) at an issue price as may be determined as on the Relevant Date in accordance with the provisions of Chapter V of the SEBI ICDR Regulations by way of preferential allotment to persons/entities forming part of the Promoter and Promoter group of the Company (hereinafter referred to as the **“Proposed Allottees”**):

Sr. No.	Name of the proposed allottee	No. of Equity shares to be allotted
1.	Mr. Sanjay Aggarwal	43,00,000
2.	Mr. Sandeep Aggarwal	43,00,000
3.	Mrs. Kamla Aggarwal	5,00,000
4.	Sanjay Aggarwal HUF	14,50,000
5.	Mr. Dhruv Aggarwal	14,50,000
6.	Mr. Tushar Aggarwal	14,50,000
7.	M. Parth Aggarwal	14,50,000
8.	Paramount Telecables Limited	75,00,000

RESOLVED FURTHER THAT in accordance with the provisions of the SEBI ICDR Regulations, the **“Relevant Date”** for the purpose of calculating the price of Equity warrants convertible into equal number of equity shares to be issued in terms hereof shall be Friday, November 29, 2019, being the working day immediately preceding the date 30 days prior to the date of declaration of results of Postal Ballot process.

RESOLVED FURTHER THAT the equity shares on conversion of equity warrants to be allotted shall rank pari passu in all respects including as to dividend with the existing equity shares of the Company of face value Rs. 2/- each.

RESOLVED FURTHER THAT the Equity Shares on conversion of equity warrants, issued to the Proposed Allottees, be listed on BSE Limited and National Stock Exchange of India Limited, and that the Board be and is hereby authorised to make the necessary application and to take all other steps as may be necessary for the listing of the said Equity Shares and the admission of the Equity Shares with the depositories and for the credit of such Equity Shares to the Proposed Allottees.

RESOLVED FURTHER THAT the Common Seal of the Company, if required be affixed on any agreement, undertaking, deed or other documents as per the provisions of the Articles of Association of the Company.

RESOLVED FURTHER THAT subject to applicable law, the Board be and is hereby authorised to do all such acts, deeds, matters and things as may be deemed necessary or desirable for the purpose of giving effect to the above resolutions, delegate all or any of the powers conferred by the aforesaid resolutions on it to any committee of directors or any director(s) or officer(s) of the Company and to revoke and substitute such delegation from time to time, as deemed fit by the Board, to give effect to the above resolutions and also to initiate all necessary actions for and to settle all such questions, difficulties or doubts whatsoever that may arise and take all such steps and decisions in this regard.”

By Order of the Board of Directors
For Paramount Communications Limited

Sd/-

Rashi Goel

Company Secretary

Membership No.: F9577

Date: November 08, 2019

Place: New Delhi

NOTES:

1. Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 in respect of the Special Resolution annexed hereto and forms part of this Notice.
2. All relevant documents referred to in the explanatory statement are available for inspection of the shareholders at the Company's Registered & Corporate Office on any working day except Saturday, Sunday and public holidays between 10.00 am IST to 4.00 pm IST upto December 28, 2019.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 FORMING PART OF THE NOTICE**ITEM NO. 1:**

The turnover of the Company has increased substantially during the last three financial years. To cope up with the increased turnover, the Company has to incur some Capital expenditure to increase its production capacity. Therefore, to meet its Capital expenditure for expansion and modernization of Business activities, working Capital requirement and R & D Expenditure, it was thought expedient to raise the funds through issue of equity warrants to Promoters/Promoter Group on Preferential basis.

The Board of Directors have therefore considered and approved the Proposal of raising funds through issue of equity warrants on preferential basis to the Promoter and Persons/entities belonging to Promoters Group, subject to receipt of necessary approvals from the shareholders and Stock Exchanges on which the equity shares of the Company are listed .

The relevant details / disclosures of the proposed issue are given below:

1. The Equity Warrants and Equity Shares allotted on conversion of equity warrants issued pursuant to the above mentioned resolution shall be subject to lock-in in accordance with Regulations 167 and 168 of the SEBI ICDR Regulations. However, subject to the aforesaid lock-in, the Equity Shares shall be transferable and transmittable in the same manner and to the same extent as permitted under applicable laws, and shall be subject to the same restrictions and limitations as any other equity shares of the Company.
2. The Equity Shares allotted on conversion of equity warrants shall rank paripassu inter se and with the existing equity shares of the Company in all respects, including in relation to rights to dividend.
3. The Proposed Allottees of Equity warrants shall be required to bring in 100% of the consideration, on or before the date of allotment thereof.
4. The consideration for allotment of Equity Warrants/ Equity Shares shall be paid to the Company from the respective Bank account(s) of the Proposed Allottees
5. Allotment shall only be made in dematerialized form.

The disclosures prescribed under Regulation 163 of the SEBI ICDR Regulations in respect of the proposed Resolution, are as follows:

(a) The objects of the preferential issue:

The object of the issue is to finance the short term and long term working capital requirements of the Company on one hand, and to support future growth plans of the Company on the other hand.

(b) Type of security offered and the number of security offered:

Upto 2,24,00,000 Equity Warrants convertible into equal number of equity shares of face value Rs. 2/- (Indian Rupees Two) each ranking pari-passu in all respects with the existing fully paid up equity shares of the Company by way of preferential allotment to the Proposed Allottees.

(c) Proposal of the promoters, directors or key management personnel of the Company to subscribe to the offer:

The following entities forming part of the Promoter and Promoters group of the Company, named as Proposed Allottees, shall subscribe to equity warrants mentioned against their names as provided below. Except for Mr. Sanjay Aggarwal and Mr. Sandeep Aggarwal, none of the other directors or key management personnel intends to subscribe to the proposed preferential offer of equity shares.

Sr. No.	Name of the proposed allottee	No. of Equity warrants to be allotted
1.	Mr. Sanjay Aggarwal	43,00,000
2.	Mr. Sandeep Aggarwal	43,00,000
3.	Mrs. Kamla Aggarwal	5,00,000
4.	Sanjay Aggarwal HUF	14,50,000

Sr. No.	Name of the proposed allottee	No. of Equity warrants to be allotted
5.	Mr. Dhruv Aggarwal	14,50,000
6.	Mr. Tushar Aggarwal	14,50,000
7.	M. Parth Aggarwal	14,50,000
8.	Paramount Telecables Limited	75,00,000

(d) Equity Shareholding Pattern before and after the Preferential Issue

Sr. No.	Particulars	Pre-Issue holding as on September 30, 2019		Post Issue shareholding pattern (post conversion of warrants)	
		No. of Equity Shares	% age	No. of Equity Shares	% age
A	Promoter Shareholding				
	Mr. Sanjay Aggarwal	93,42,100	5.44	1,36,42,100	7.03%
	Mr. Sandeep Aggarwal	92,48,300	5.38	1,35,48,300	6.98%
	Mrs. Kamla Aggarwal	78,62,855	4.58	83,62,855	4.31%
	Sanjay Aggarwal HUF	15,12,000	0.88	29,62,000	1.53%
	Dhruv Aggarwal	2,74,125	0.16	17,24,125	0.89%
	Tushar Aggarwal	2,74,125	0.16	17,24,125	0.89%
	Parth Aggarwal	2,74,125	0.16	17,24,125	0.89%
	Paramount Telecables Limited	3,12,43,500	18.19	3,87,43,500	19.95%
	Remaining Promoter & Promoter Group	3,73,79,468	21.76	3,73,79,468	19.25%
	Total Promoter Group holding (A)	9,74,10,598	56.71	11,98,10,598	61.70%
B	Public Shareholding				
	FIs / Banks / Insurance Companies	900	0	900	0.00%
	FIIIs / FPIs	29,23,126	1.7	29,23,126	1.51%
	NRIs / OBCs	7,16,651	0.42	7,16,651	0.37%
	Resident Companies	59,44,232	3.46	59,44,232	3.06%
	Resident Individuals	5,05,38,017	29.42	5,05,38,017	26.03%
	Others	1,42,50,441	8.29	1,42,50,441	7.34%
	Total Public holding (B)	7,43,73,367	43.29	7,43,73,367	38.30%
	Grand Total (A) + (B)	17,17,83,965	100	19,41,83,965	100

(e) Proposed time within which the allotment shall be completed

The Equity Warrants shall be allotted within a period of 15 days or such extended time, as may be approved by the Regulatory Authorities, from the date of approval of the members to the preferential issue, provided that where the said allotment is pending on account of pendency of any approval for such allotment by any regulatory authority, the allotment shall be completed within a period of 15 days from the date of receipt of such approval.

(f) Issue Price and Relevant Date

The Relevant Date on the basis of which the price of the Equity warrants will be calculated is Friday, November 29, 2019, i.e. working day immediately preceding the date 30 days prior to the date of declaration of the results of the Postal Ballot process. It is proposed to issue the Equity Shares at an issue price as may be determined on the relevant Date in compliance with the provisions of Chapter V of the SEBI ICDR Regulations.

(g) Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and / or who

ultimately control the proposed allottees; the percentage of post preferential issue that may be held by them and change in control, if any, in the Company, consequent to the preferential issue.

The details of the Proposed Allottees are as per the following table. No change in control is contemplated consequent to the allotment of Equity Warrants and/or Equity Shares. There will not be any change in the management control of the Company on account of the proposed preferential allotment of Equity warrants except a corresponding change in the shareholding pattern as well as the voting rights. The Company has not made any preferential allotment of Equity Shares or convertible securities during the current financial year.

Sr. No.	Proposed Allottee	Natural person who are/ is the ultimate beneficial owners/ who control the proposed allottee	No. of equity shares to be allotted	Pre-Issue Shareholding		Post-Issue Shareholding	
				No. of Equity Shares	% age	No. of Equity Shares (post conversion of warrants)	% age
1.	Mr. Sanjay Aggarwal	Individual (one of the Promoter of the Company)	43,00,000	93,42,100	5.44	1,36,42,100	7.03%
2.	Mr. Sandeep Aggarwal	Individual (one of the Promoter of the Company)	43,00,000	92,48,300	5.38	1,35,48,300	6.98%
3.	Mrs. Kamla Aggarwal	Individual (forming part of the Promoter group)	5,00,000	78,62,855	4.58	83,62,855	4.31%
4.	Sanjay Aggarwal HUF	HUF (Mr. Sanjay Aggarwal is the Karta of Sanjay Aggarwal HUF)	14,50,000	15,12,000	0.88	29,62,000	1.53%
5.	Mr. Dhruv Aggarwal	Individual (forming part of the Promoter group)	14,50,000	2,74,125	0.16	17,24,125	0.89%
6.	Mr. Tushar Aggarwal	Individual (forming part of the Promoter group)	14,50,000	2,74,125	0.16	17,24,125	0.89%
7.	Mr. Parth Agarwal	Individual (forming part of the Promoter group)	14,50,000	2,74,125	0.16	17,24,125	0.89%
8.	Paramount Telecables Limited	Body Corporate Mrs. Shashi Aggarwal and Mrs. Archana Aggarwal (forming part of Promoter Group) are the beneficial owners controlling 99.90% of the shareholding of Paramount Telecables Limited	75,00,000	3,12,43,500	18.19	3,87,43,500	19.95%

(h) Undertaking by the Company

The Board of Directors of the Company hereby undertakes and confirm that since the Equity Shares of the Company are frequently traded, there is no need for the Company to re-compute the price of Equity Shares in terms of the provisions of the SEBI ICDR Regulations.

(i) Lock-in

The Equity Warrants and Equity Shares allotted pursuant to exercise of Equity Warrants issued will be subject to applicable lock-in and transfer restrictions stipulated under Regulations 167 and 168 of the ICDR Regulations.

The Equity Warrants to be allotted on preferential basis to the Proposed Allottees shall subject to lock-in for a period of 3 years from the date of the receipt of trading approval for such Equity Shares allotted pursuant to exercise of warrants.

Further, the entire pre-preferential allotment shareholding of the Proposed Allottees, shall be locked-in from the relevant date up to a period of six months from the date of the receipt of trading approval for equity shares allotted pursuant to exercise of warrants.

(j) Auditors Certificate

A copy of the certificate of the Company's Statutory Auditor, M/s P. Bholusaria & Co., Chartered Accountants, certifying that the

issue is being made in accordance with the requirements of the SEBI ICDR Regulations shall be available for inspection at the registered office of the Company on all working days till the date of declaration of Postal Ballot results.

(k) Disclosure with regard to the names of issuer, its promoter or any of its directors not appearing in the list of willful defaulter as issued by RBI.

The Company, its promoters and its directors are not categorized as wilful defaulter(s) by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by Reserve Bank of India.

The provisions of Section 62 of the Companies Act, 2013 (as amended from time to time) and the SEBI ICDR Regulations provide, inter alia, that when it is proposed to increase the issued capital of the Company by allotment of further shares, such shares are required to be first offered to the existing members of the Company for subscription unless the members decide otherwise through a Special Resolution.

The Board of Directors of the Company recommends passing of the resolution as set out at Item No. 1 relating to issue of Equity Warrants convertible into equal number of equity Shares in the notice as Special Resolution.

Mr. Sanjay Aggarwal, Whole time Director and Mr. Sandeep Aggarwal, Managing Director and their relatives, being part of promoter / promoter group, are concerned or interested in the above referred resolution to the extent of their shareholding in the Company and the proposed allotment.

None of the directors or Key Managerial Personnel of the Company or their relatives other than specified above, are in any way concerned or interested, financially or otherwise, in the above referred resolution except to the extent of their individual shareholding in the Company

By Order of the Board of Directors
For Paramount Communications Limited

Sd/-
Rashi Goel
Company Secretary
Membership No.: F9577

Date: November 08, 2019
Place: New Delhi

NOTES AND INSTRUCTIONS

A. CASTING OF VOTE THROUGH E-VOTING

1. For the purpose of offering E-Voting facility, the Company has entered into an agreement with NSDL. E-voting is optional for Members. A Member who wish to vote by Postal Ballot Form (instead of e-voting) can use the enclosed Postal Ballot Form.
2. The instructions for shareholders for e-voting is as under:

In terms of the requirements of Section 108 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, the Company is pleased to provide facility of e-Voting, through NSDL, to the shareholders for casting their vote electronically.

The electronic voting period commences on Friday, November 29, 2019 (9:00 A.M.) and ends on Saturday, December 28, 2019 (5:00 P.M). The electronic voting facility will be disabled by NSDL for voting thereafter. During this period, the shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of November 22, 2019, may cast their vote electronically.

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.

How to Log-in to NSDL e-Voting website?

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 eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your

existing IDEAS login. Once you log-in to NSDL eservices 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 holdshares 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:

- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- 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.
- How to retrieve your 'initial password'?
 - 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'.
 - If your email ID is not registered, your 'initial password' is communicated to you on your postal address.

6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:

- Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
- Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- 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.
- Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

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.

Details on Step 2 is given below:

How to 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.

4. Now you are ready for e-Voting as the Voting page opens.
5. 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.

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 by e-mail to abhishekcs21@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

B. Casting of Vote through Postal Ballot Form

1. Members desiring to cast their vote in Postal Ballot Form are requested to execute the Postal Ballot Form as per the instructions stated therein and send the same in the enclosed self-addressed postage prepaid envelope.
The vote can be cast by recording the assent in the Column FOR and dissent in the Column AGAINST by placing a tick mark (✓) in the appropriate column.
2. Members are requested not to send any other paper / document along with the Postal Ballot Form in the enclosed self-addressed postage prepaid envelope. If sent, the same paper / document would not be acted upon.
3. The postal ballot notice is being sent to all the Members whose names appear on the Register of Members/ List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on November 22, 2019 along with a postage prepaid self-addressed Business Reply Envelope. The postal ballot notice is also being sent to Members who have registered their email IDs for receipt of documents in electronic form to their email addresses registered with their Depository Participants (in case of electronic shareholding)/ the Company's Registrar and Transfer Agent (in case of physical shareholding).
4. Members whose names appear on the Register of Members / List of Beneficial Owners as on November 22, 2019 will be considered for the purpose of voting.
5. Members can seek a duplicate Postal Ballot Form from the Company or Company's Registrar and Transfer Agent M/s. Link Intime India Private Limited from their office at Noble Heights, 1st Floor, Plot No. NH-2, C-1 Block, LSC, Janakpuri, New Delhi - 110058 fill in the details and send the same to the Scrutinizer.
6. The Scrutinizer's decision on the validity of the Postal Ballot will be final.
7. The period for voting through physical Ballot and e-voting starts from November 29, 2019 at 9.00 am IST and ends on December 28, 2019 at 5.00 pm IST and any physical ballots received thereafter shall not be considered and e-voting shall be disabled.
8. You are requested to carefully read the instructions printed on the Postal Ballot Form and return the Form (no other Form or photo copy is permitted) duly completed, in the enclosed self-addressed postage prepaid envelope, so as to reach the Scrutinizer on or before the close of working hours (5.00 pm IST) on December 28, 2019. No other request / details furnished in the Self-Addressed envelope will be entertained. The Postal Ballot Forms received after close of working hours (5.00 pm IST), December 28, 2019, will be treated as if the same has not been received from the Member.
9. The Scrutinizer will submit his report, to the Chairman or in his absence to any other person authorized by him, after completion of scrutiny of Postal Ballot in a fair and transparent manner. The Scrutinizer's report will be displayed on the Company's website: www.paramountcables.com. The results of the Postal Ballot will be announced on December 30, 2019 and will be communicated to BSE and NSE where the equity shares of the Company are listed. The date of declaration of the results of the Postal Ballot i.e. December 30, 2019, shall be the date on which the Resolution would be deemed to have passed, if approved by the requisite majority.



PARAMOUNT COMMUNICATIONS LIMITED

CIN: L74899DL1994PLC061295

Registered Office: C-125, Naraina Industrial Area, Phase-1, New Delhi-110028

Website: www.paramountcables.com | E-Mail: pcl@paramountcables.com

Phone: +91 11 45618800 | Fax: +91 11 25893719

POSTAL BALLOT FORM

(Please read the instructions printed overleaf carefully before completing this form)

1.	Name(s) of Shareholder(s) (In block letters) (Including joint holders, if any)	
2.	Registered address of the sole/first named shareholder	
3.	Registered Folio No. / DP ID No. /Client ID No.* (*For shares held in dematerialized form)	
4.	No. of shares held	

5. I/We hereby exercise my/our vote in respect of the Special Resolutions to be passed through postal ballot for the businesses set out in the notice of Postal Ballot dated 08.11.2019 issued by the Company by sending my/our assent /dissent to the said resolutions by placing the tick (✓) mark at the appropriate column below.

Item No.	Description of Resolutions	No. of shares	I/We assent (For) to the resolution	I/We dissent (Against) to the resolution
1.	Special resolution for issue of upto 2,24,00,000 (Two Crore Twenty Four Lakhs) Equity warrants convertible into equal number of equity shares to Promoters and persons/ entities belonging to the Promoter group on preferential basis.			

Place:

Date:

.....
(Signature of the shareholder)

ELECTRONIC VOTING PARTICULARS

EVEN (E Voting Event Number)	User ID	Password

Note: For e-voting, please refer the instruction for voting in the Notice attached herewith.
Last date for Receipt of Postal Ballot Form by the Scrutinizer: 28th December, 2019

INSTRUCTIONS

1. A Shareholder desiring to exercise vote by Postal Ballot may complete this Postal Ballot Form (no other Form or photocopy thereof is permitted) and send to the Scrutinizer, Mr. Abhishek Mittal, Practicing Company Secretary, in the attached pre-paid, self-addressed business reply envelope. However, envelope containing Postal Ballot Form(s), if deposited in person or sent by courier or Registered / Speed Post at the expense of the Shareholder will also be accepted.
2. Members are requested to read "SHAREHOLDER INSTRUCTIONS FOR E-VOTING" in the Postal Ballot Notice in case he opts for e-voting.
3. The Scrutinizer will collate the votes downloaded from e-voting system and votes received through physical Postal Ballot to declare the final results for the resolutions placed for voting by the Company and the result will be declared on or before 30th December, 2019.
4. This Form should be completed and signed by the Shareholder (as per the specimen signature registered with the Company / Depository Participants). In case of joint-holding, this Form should be completed and signed by the first named Shareholder and in his absence, by the next named Shareholder. In case Postal Ballot Form is signed through a Delegatee, a copy of Power of Attorney attested by the Member shall be annexed to the Ballot. The postal Ballot cannot be exercised by a proxy.
5. The consent must be accorded by recording the assent in the Column "ASSENT" and dissent in the Column "DISSENT" by placing a tick (✓) mark in the appropriate column in the Postal Ballot Form. The ASSENT or DISSENT received in any other form shall not be considered valid.
6. Duly completed Postal Ballot Form should reach the Company not later than Saturday, 28th December, 2019. All Postal Ballot Forms received after this date will be strictly treated as if reply from such Shareholder has not been received.
7. There will be only one Postal Ballot Form for every Registered Folio / Client ID, irrespective of the number of joint holder(s).
8. In case of Shares held by Companies, Trusts, Societies etc., the duly completed Postal Ballot Form should be accompanied by a certified copy of Board Resolution / Authorisation together with the specimen signature(s) of the duly authorized signatories.
9. A Shareholder may request for a duplicate Postal Ballot Form, if so required.
10. Voting rights shall be reckoned on the paid-up value of Shares registered in the name of the Shareholder as on Friday, the 22nd November, 2019.
11. Shareholders are requested not to send any other paper along with the Postal Ballot Form in the enclosed self-addressed postage prepaid envelope in as much as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
12. The Scrutinizer's decision on the validity of the Postal Ballot will be final and binding.
13. Members are requested to fill the Postal Ballot Form in indelible ink and avoid filling it by using erasable medium(s) like Pencil. Incomplete, unsigned or incorrectly ticked Postal Ballot Forms will be rejected.
14. Any query in relation to the Resolution proposed to be passed by Postal Ballot including e-voting may be addressed to Ms. Rashi Goel- Compliance Officer and Company Secretary, at the registered office of the Company.