

December 20, 2023

The Corporate Relationship Department
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400 001

The General Manager- Listing
National Stock Exchange of India Limited
"Exchange Plaza", Bandra-Kurla Complex,
Bandra (East),
Mumbai - 400 051

Symbol/Scrip Code: (BSE)530555/(NSE) PARACABLES

Sub: As per Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Submission of Notice of Extra Ordinary General Meeting of the Company.

Dear Sir,

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015, as amended and any other applicable provision, We are pleased to inform that the Extra Ordinary General Meeting ("EGM") of the Members of Paramount Communications Limited will be held on Thursday, 11th JANUARY 2024 at 12:30 P.M. (IST) through Video Conferencing/other Audio-Visual means.

The Notice of Extra ordinary General Meeting is also uploaded on the Company's website www.paramountcables.com and on the website of Link Intime India Private Limited <https://instavote.linkintime.co.in>.

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

The remote e-voting period will commence at 9.00 a.m. on Monday, January 08, 2024 and will end at 5.00 p.m. on Wednesday, January 10, 2024. The remote e-voting will not be allowed beyond the aforesaid date and time and the remote e-voting module shall be forthwith disabled by Link Intime upon expiry of the aforesaid period. The facility for e-voting during the EGM is also available for the members attending the EGM who have not cast their vote by remote e-voting shall be able to exercise their right to vote at the meeting.

Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date i.e., Thursday, 4th January, 2024 will be entitled to cast their votes by remote e-voting or voting at the EGM. The voting right of members shall be in proportion to their shares of the paid up equity share capital of the company as on cut-off date. We request you to kindly take the above on record and bring to the notice of all concerned.

for Paramount Communications Limited

Rashi Goel
Company Secretary & Compliance Officer

NOTICE OF EXTRA ORDINARY GENERAL MEETING

NOTICE is hereby given that an Extra-ordinary General Meeting of the Members of Paramount Communications Limited will be held on Thursday, 11th January, 2024 at 12.30 PM, Indian Standard Time (“IST”), through Video Conferencing/Other Audio-Visual Means (“VC/OAVM”) facility to transact following business:

SPECIAL BUSINESS:

ITEM 1: Increase of Authorised share capital of the Company

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

“RESOLVED THAT Pursuant to the provisions of Section 61, Section 64, Section 13 and Rules made there under and other applicable provisions, if any of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof, for the time being in force) read with the enabling provisions of the Articles of Association of the Company, the Authorised Share Capital of the Company be and is hereby increased from the existing ₹ 70,00,00,000/- (Rupees Seventy Crores only) divided into 30,00,00,000 (Thirty Crores Only) Equity Shares of ₹ 2/- (Rupees Two only) each and 10,00,000 (Ten Lakhs only) Redeemable Preference Shares of ₹ 100/- (Rupees One Hundred only) each to ₹ 80,00,00,000/- (Rupees Eighty Crores only) divided into 35,00,00,000 (Thirty Five Crores Only) Equity Shares of ₹ 2/- (Rupees Two only) each and 10,00,000 (Ten Lakhs only) Redeemable Preference Shares of ₹ 100/- (Rupees One Hundred only) each by the addition there to a sum of ₹ 10,00,00,000/- (Rupees Ten Crores only) divided into 5,00,00,000 (Five Crores Only) Equity Shares of ₹ 2/- (Rupees Two only) each ranking pari-passu in all respects with the existing equity shares of the Company.

RESOLVED FURTHER THAT Pursuant to the provisions of Section 61, Section 64, Section 13 and Rules made there under and other applicable provisions, if any of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof, for the time being in force) read with the enabling provisions of the Articles of Association of the Company, the consent of the Members of the Company be and is hereby accorded to modify the Clause V of Memorandum of Association with the following Clause V

“V. The Authorised Share Capital of the Company is Rs. 80,00,00,000 (Rupees Eighty Crores) divided into 35,00,00,000 (Thirty Five Crore) Equity Share of Rs. 2/- (Rupees Two) each and 10,00,000 (Ten lacs) Redeemable Preference Shares of Rs. 100/- (Rupees One Hundred) each with such rights and privileges and conditions attached thereto or as may be determined by the Board of Directors at the time of issue. The Company shall always have the power to divide the Authorised Share Capital from time to time into different classes and to vary, modify or abrogate any rights, privileges or conditions attached to any class of share in such manner as may be decided by the Board of Directors of the Company.

RESOLVED FURTHER THAT approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard.”

Item No. 2: Issue of Equity Shares to non-promoter 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 2,21,24,980 (Two crores Twenty One Lakhs Twenty four Thousand Nine Hundred and Eighty) equity shares of the Company of face value ₹ 2/- (Indian Rupees Two) each (“**Equity Shares**”) at an issue price of Rs. 66.50/- (Rupees Sixty Six and Fifty paise) per equity share as determined on the Relevant Date in accordance with the provisions of Chapter V of the SEBI ICDR Regulations aggregating to Rs. 147,13,11,170/- for cash consideration by way of preferential allotment to persons/entities who are not forming part of the Promoter and Promoter group of the Company (hereinafter referred to as the “**Proposed Allottees**”):

Application No.	Name of Proposed Allottee#	No. of Shares
1	Anand Rathi Global Finance Limited	15,00,000.00
2	VLS Finance Limited	22,55,600.00
3	Divya Mehrotra	7,51,880.00
4	Monika Garware	15,00,000.00
5	Morde Foods Private Limited	10,00,000.00
6	Lalita Gupta	10,00,000
7	Bighouse Ventures Private Limited	6,00,000
8	Snehil Saraf	5,00,000
9	Harit Exports Private Limited	5,00,000
10	Sarika Bhatia	5,00,000
11	Yash Poddar	4,50,000
12	Madhusudan Loya	4,50,000
13	Jitendra Peety	3,32,000
14	Dhehal Chhadwa	3,00,000
15	Rakesh Rosan Dalmia	3,00,000
16	Abhishek Rathi	2,60,000
17	Yashodhara Stock and Shares Private Limited	2,50,000
18	Shubham Gupta	2,15,000
19	Sanjay Vinodchandra Bhagat	2,00,000
20	Divya Deven Pathak	2,00,000
21	Anuj Premkumar Agarwal	2,00,000
22	Mridul Das	2,00,000
23	Saurav Raidhani	2,00,000
24	Vishal Nitin Sampat	2,00,000
25	Akarsh Pratish Mehta	2,00,000
26	Komal Dugar	2,00,000
27	Minerva Ventures Fund	7,50,000
28	Harivenkata Satish Kurnala	2,00,000
29	Pagoti Mrutyunjaya Rao	2,00,000
30	Shradha Manish Mehta	2,00,000
31	Akash Tapadia	2,00,000
32	Vinod Sethi	2,00,000

33	Amit Singla	2,00,000
34	Rupesh Kumar Singh	2,00,000
35	Sweta Goyal	2,00,000
36	Vikas Malhotra	2,00,000
37	Shrutika Ankush Ashtikar	2,00,000
38	Brijesh Kumar Biyani (Partner on behalf of Biyani Trading Co)	1,50,500
39	Pratik Mahendra Mehta	1,50,000
40	Jhanvi J Rathod	1,50,000
41	Viraf Kaikhushroo Chinoy	1,50,000
42	Sangeeta Venkatraman	1,50,000
43	Intellectual Partners	1,50,000
44	Gagandeep Singh HUF	1,50,000
45	Prabhpreet Singh HUF	1,50,000
46	Anil Arora	1,50,000
47	Sapna Arora	1,50,000
48	SP Electrosolutions Private Limited	1,50,000
49	Apoorv Agarwal	1,00,000
50	Manmeet Singh Sahni (HUF)	1,00,000
51	Rahul R. Mahajan	1,00,000
52	Krishna V Talreja	1,00,000
53	Sumaiya Zuber Khan	1,00,000
54	Heena Kalantri	1,00,000
55	Shubham Santosh Shirodkar	1,00,000
56	Ramani Kuldeep Gordhanbhai	1,00,000
57	Arman Ali Shaikh	1,00,000
58	Nekkanti Venkateswara Rao	1,00,000
59	Ganesh Dass Gupta	1,00,000
60	NVS Corporate Consultancy Services Pvt. Ltd.	1,00,000
61	Ayesha Bhabha	1,00,000
62	Aliya Bhabha	1,00,000
63	Growfast Securities and Credit Private Limited	1,00,000
64	Vikash Gupta	1,00,000
65	Surinder Kaur	1,00,000
66	Tilottama M Sanghvi	1,00,000
67	Deepak Bhansali (HUF)	1,00,000
68	Madhavkrishna Singhanian	1,00,000
69	Gaurav Sharma	1,00,000
70	NPRS Financial Services Private Limited	1,00,000
71	Binod Kumar Agarwala	1,00,000
72	Amit Sanghi HUF	1,00,000
73	Harvinder Popli	1,00,000
74	Padigree Advisory Private Limited	2,60,000
75	Meenu Jain	7,00,000
	Total	2,21,24,980

* The allotment in case of proprietorship firm / unregistered partnership firm may be made in the name of proprietor / partner, as the case may be.

#Pursuant to Board resolution dated December 18, 2023, the number of allottees were 78. However, after internal assessment, it was found that three of the allottees were ineligible for the proposed preferential allotment as per Regulation 159(1) of SEBI ICDR Regulations and hence not included in proposed allottees list.

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 shares to be issued in terms hereof is Tuesday, December 12, 2023, being the date immediately preceding date 30 days prior to the date of General Meeting.

RESOLVED FURTHER THAT the number of Equity Shares and the price per Equity Share upon exercise of each share shall be appropriately adjusted for corporate actions such as bonus issue, rights issue, stock split, merger, demerger, transfer of undertaking, sale of a business division or any such capital or corporate restructuring, if any.

RESOLVED FURTHER THAT the equity shares 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 ₹ 2/- each.

RESOLVED FURTHER THAT the Equity Shares, issued to the Proposed Allottee, 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 subject to the receipt of such approvals as may be required under applicable law consent of the Members of the Company be and is hereby accorded to record the name and details of the Proposed Allottees in Form PAS-5, and issue a private placement offer cum application letter in Form PAS-4, to the Proposed Allottees in accordance with the provisions of the Act, after passing of this resolution with a stipulation that the allotment would be made only upon receipt of In-principle approval from the Stock Exchange(s) i.e., BSE Limited and National Stock Exchange of India Limited within the timelines prescribed under the applicable laws.

RESOLVED FURTHER THAT the Company hereby takes note of the certificate from the Practicing Company Secretary certifying that the above issue of the Equity Shares is being made in accordance with the ICDR Regulations.

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.”

Item No. 3: Appointment of Shri Harish Pal Kumar (DIN: 01826010) as Non- Executive Independent Director.

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 161, Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Rules framed thereunder, and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“the LODR Regulations”) [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force], and Articles of Association of the Company, approval and recommendation of the Nomination and Remuneration Committee and that of the Board, Shri Harish Pal Kumar (DIN: 01826010), who was appointed as an Additional Director in the capacity of an Independent Director with effect from December 18, 2023, who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the LODR Regulations, be and is hereby appointed as an Independent Director of the Company for a period of 5 (Five) years till December 17, 2028, and that he shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers to any committee of directors with power to further delegate to any other Officer(s) / Authorized Representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

Item No. 4: Appointment of Shri Narendra Kumar Goyal (DIN: 01963727) as Non- Executive Independent Director.

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 161, Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Rules framed thereunder, and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“the LODR Regulations”) [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force], and Articles of Association of the Company, approval and recommendation of the Nomination and Remuneration Committee and that of the Board, Shri Narendra Kumar Goyal (DIN: 01963727), who was appointed as an Additional Director in the capacity of an Independent Director with effect from December 18, 2023, who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the LODR Regulations, be and is hereby appointed as an Independent Director of the Company for a period of 5 (Five) years till December 17, 2028, and that he shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers to any committee of directors with power to further delegate to any other Officer(s) / Authorized Representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

By Order of the Board of Directors
For Paramount Communications Limited

Sd/-

(Rashi Goel)

Company Secretary

M. No.: FCS9577

CIN: L74899DL1994PLC061295

Regd. Office: KH-433, Maulsari Avenue,
Westend Greens, Rangpuri, New Delhi-110037

Date: December 20, 2023

Place: New Delhi

NOTES:

1. Pursuant to Circular Nos. 14/2020, 17/2020, 20/2020, 02/2021, 19/2021, 21/2021 2/2022 dated April 08, 2020, April 13, 2020, May 05, 2020, January 13, 2021, December 08, 2021, December 14, 2021 and May 05, 2022 followed by General Circular No. 10/2022 dated December 28, 2022 issued by the Ministry of Corporate Affairs (hereinafter collectively referred to as “MCA Circulars”) and ‘SEBI’ Circular No. SEBI/ HO/CFD/PoD-2/P/ CIR/2023/4 dated January 05, 2023 (hereinafter referred to as “SEBI Circulars”) physical attendance of the Members to the EGM venue is not required and Extra Ordinary General Meeting (EGM) be held through Video Conferencing (VC) or Other Audio Visual Means (OAVM). Hence, Members can attend and participate in the ensuing EGM through VC/ OAVM. The Registered office of the Company shall be deemed to be the venue for the EGM.
2. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this EGM is being held pursuant to the MCA and SEBI Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the EGM and hence the Proxy Form, Attendance Slip and route map of EGM are not annexed to this Notice.
3. Institutional / Corporate Members are required to send a scanned copy (pdf/jpg format) of its Board or governing body resolution / Authorisation letter etc. authorizing its representative to attend the EGM through VC / OAVM on its behalf and to vote through remote e-voting. The said resolution / authorisation shall be sent to the scrutinizer at his E-mail ID = abhishekcs21@gmail.com
4. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the EGM.
5. Pursuant to Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of Listing Regulations, the Company is pleased to provide the facility to Members to exercise their right to vote on the resolutions proposed to be passed at EGM by electronic means. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on January 04, 2024, being the cut-off date, are entitled to vote on the resolutions set forth in this Notice.
6. The Board of Directors of the Company has appointed Mr. Abhishek Mittal, Practicing Company Secretary, M/s Abhishek Mittal & Associates, as the Scrutinizer to scrutinize the remote e-voting and voting at EGM in a fair and transparent manner.
7. Any person who acquires shares of the Company and becomes a Member of the Company after sending the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at enotices@linkintime.co.in.
8. In compliance with the aforesaid MCA Circulars and SEBI Circular dated December 28, 2022 and January 05, 2023 respectively, Notice of the EGM along is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories. Members may note that the Notice of Extra Ordinary General meeting will also be available on the Company’s website www.paramountcables.com under Investor Relations Section, websites of the Stock Exchanges i.e., BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on

the website of Company's Registrar and Share Transfer Agent, Link Intime India Private Limited <https://instavote.linkintime.co.in>.

9. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the special businesses specified under Item No. 1 to Item No. 4 is annexed hereto. The relevant details, pursuant to Regulations 36(3) of the SEBI Listing Regulations and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director(s) seeking appointment at this EGM is annexed.
10. All documents referred to in the Notice and accompanying Explanatory Statement, is open for inspection at the Registered Office of the Company on all working days during normal business hours up to the date of the Meeting.
11. Members attending the EGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
12. Members who have not registered their e-mail address so far are requested to register their e-mail address for receiving all communication(s) including Annual Report, Notices and Circulars etc. from the Company electronically. Members holding shares in physical form are requested to notify any change of address, bank mandates, if any, to the to the Company/Registrar and Transfer Agent i.e., M/s. Link Intime India Private Limited, Noble Heights, 1st Floor, Plot No. NH- 2, C-1 Block, LSC, Janakpuri, New Delhi-110058, Ph:- +91-11- 41410592/93/94, Fax:- +91-11-41410591 or to their respective depository participants if the shares are held in electronic form.
13. SEBI has mandated for all holders of physical securities to furnish their PAN as well as KYC Documents to the RTA (Registrar and Share Transfer Agent) of the Company in respect of all concerned Folios.
14. Pursuant to Section 72 of the Companies Act, 2013 read with Rule 19(1) of the Rules made thereunder, Shareholders are entitled to make nomination in respect of shares held by them in physical form. Shareholders desirous of making nominations are requested to send their requests in Form SH.13, which is available on the website of the Company. Further, SEBI vide its Circular dated March 16, 2023 has mandated to furnish Form ISR-3 for opting out of Nomination by physical shareholders in case the shareholder do not wish to register for the Nomination.
15. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the company or Link Intime India Pvt. Ltd, the details of such folios together with the share certificates along with the requisite KYC Documents for consolidating their holdings in one folio. Requests for consolidation of share certificates shall be processed in dematerialized form.
16. SEBI vide its notification dated January 24, 2022 has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization. Members holding shares in physical form are requested to take necessary steps with their respective Depository Participants to dematerialize their physical shares.
17. The remote e-voting period will commence at 9.00 a.m. on Monday, January 8, 2024 and will end at 5.00 p.m. on Wednesday, January 10, 2024. The remote e-voting will not be allowed beyond the aforesaid date and time and the remote e-voting module shall be forthwith disabled by Link Intime upon expiry of the aforesaid period.

18. The Scrutinizer will, after the conclusion of e-voting at the Meeting, scrutinize the votes cast at the Meeting (Insta Poll) and votes cast through remote e-voting, make a consolidated Scrutinizer's Report and submit the same to the Chairman. The result of e-voting will be declared within two working days of the conclusion of the Meeting and the same, along with the consolidated Scrutinizer's Report, will be placed on the website of the Company: www.paramountcables.com and on the website of link Intime at: <https://instavote.linkintime.co.in/> The result will simultaneously be communicated to the Stock Exchanges.

19. Subject to receipt of requisite number of votes, the Resolutions proposed in the Notice shall be deemed to be passed on the date of the Meeting, that is, Thursday, January 11, 2024.

(A) Instructions for Members to attend the General Meeting through InstaMeet (VC/OAVM) are as under:

i) Members are entitled to attend the General Meeting through VC/OAVM platform "InstaMeet" provided by the Registrar and Transfer Agent, Link Intime India Private Limited by following the below mentioned process. Facility for joining the General Meeting through VC/OAVM shall open 15 minutes before the time scheduled for the General Meeting and will be available to the Members on first come first serve basis. Members are requested to participate on first come first serve basis as participation through VC/OAVM will be closed on expiry of 15 (Fifteen) minutes from the scheduled time of the General Meeting.

Members holding more than 2% equity shares, Promoters, Institutional Investors, Directors, KMPs, Chairpersons of Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee and Auditors etc. may be allowed to the meeting without restrictions on account of first-come-first serve basis. Members can log in and join at 11:15 A.M. IST i.e., 15 (fifteen) minutes prior to the schedule time of the meeting and window for joining shall be kept open till the expiry of 15 (Fifteen) minutes after the schedule time.

ii) **The details of the process to register and attend the EGM are as under:**

a) Open the internet browser and launch the URL: <https://instameet.linkintime.co.in> & Click on "Login".

► Select the "Company" and 'Event Date' and register with your following details: -

A. Demat Account No. or Folio No: Enter your 16 digit Demat Account No. or Folio No

- Shareholders/ members holding shares in **CDSL demat account shall provide 16 Digit Beneficiary ID**
- Shareholders/ members holding shares in **NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID**
- Shareholders/ members holding shares in **physical form shall provide Folio Number** registered with the Company

B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

C. Mobile No.: Enter your mobile number.

D. Email ID: Enter your email id, as recorded with your DP/Company.

► Click "Go to Meeting" (You are now registered for InstaMeet and your attendance is marked for the meeting).

(B) Instructions for Shareholders/ Members to Speak during the General Meeting through InstaMeet:

1. Shareholders who would like to speak during the meeting must register their request at least three days in advance with the company on email id-investors@paramountcables.com.
2. Shareholders will get confirmation on first cum first basis depending upon the provision made by the client.
3. Shareholders will receive "speaking serial number" once they mark attendance for the meeting.

4. Other shareholder may ask questions to the panellist, via active chat-board during the meeting.
5. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.

Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.

(C) Instructions for Shareholders/ Members to Vote during the General Meeting through InstaMeet:

Once the electronic voting is activated by the scrutinizer during the meeting, shareholders/ members who have not exercised their vote through the remote e-voting can cast the vote as under:

1. On the Shareholders VC page, click on the link for e-Voting “Cast your vote”
2. Enter your 16 digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMEET and click on 'Submit'.
3. After successful login, you will see “Resolution Description” and against the same the option “Favour/ Against” for voting.
4. Cast your vote by selecting appropriate option i.e. “Favour/Against” as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under ‘Favour/Against’.
5. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on “Save”. A confirmation box will be displayed. If you wish to confirm your vote, click on “Confirm”, else to change your vote, click on “Back” and accordingly modify your vote.
6. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note: Shareholders/ Members, who will be present in the General Meeting through InstaMeet facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting. Shareholders/ Members who have voted through Remote e-Voting prior to the General Meeting will be eligible to attend/ participate in the General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

In case shareholders/ members have any queries regarding login/ e-voting, they may send an email to instameet@linkintime.co.in or contact on: - Tel: 022-49186175.

Remote e-Voting Instructions for shareholders:

As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

Login method for Individual shareholders holding securities in demat mode is given below:

1. Individual Shareholders holding securities in demat mode with NSDL
 1. Existing IDeAS user can visit the e-Services website of NSDL viz... <https://eservices.nsd.com> either on a personal computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be re-directed to "InstaVote" website for casting your vote during the remote e-Voting period.
 2. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsd.com> Select "Register Online for IDeAS Portal" or click at <https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp>
 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsd.com/> either on a personal computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.
2. Individual Shareholders holding securities in demat mode with CDSL
 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. The option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password.
 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by the company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider i.e. LINKINTIME for casting your vote during the remote e-Voting period. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.
 3. If the user is not registered for Easi/Easiest, the option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.
 4. Alternatively, the user can directly access the e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, the user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
3. Individual Shareholders (holding securities in demat mode) login through their depository participants

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on the company name or e-Voting service provider name i.e. LinkIntime and you will be

redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

Login method for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode is given below:

Individual Shareholders of the company, holding shares in physical form / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:

1. Open the internet browser and launch the URL: <https://instavote.linkintime.co.in>
2. Click on “**Sign Up**” under ‘**SHARE HOLDER**’ tab and register with your following details: -

A. User ID:

Shareholders holding shares in physical form shall provide Event No + Folio Number registered with the Company. Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID; Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.

B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

C. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)

D. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

Shareholders holding shares in **physical form but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above*

Shareholders holding shares in **NSDL form, shall provide ‘D’ above*

- ▶ Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter).
- ▶ Click “confirm” (Your password is now generated).

3. Click on ‘Login’ under ‘**SHARE HOLDER**’ tab.
4. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ‘**Submit**’.

Cast your vote electronically:

1. After successful login, you will be able to see the notification for e-voting. Select ‘**View**’ icon.
2. E-voting page will appear.
3. Refer the Resolution description and cast your vote by selecting your desired option ‘**Favour / Against**’ (If you wish to view the entire Resolution details, click on the ‘**View Resolution**’ file link).
4. After selecting the desired option i.e. Favour / Against, click on ‘**Submit**’. A confirmation box will be displayed. If you wish to confirm your vote, click on ‘**Yes**’, else to change your vote, click on ‘**No**’ and accordingly modify your vote.

Guidelines for Institutional shareholders:

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <https://instavote.linkintime.co.in> and register themselves as ‘**Custodian / Mutual Fund / Corporate Body**’. They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the ‘**Custodian / Mutual Fund / Corporate Body**’ login for the Scrutinizer to verify the same.

Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders:

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at enotices@linkintime.co.in or contact on: - Tel: 022 – 4918 6000.

Helpdesk for Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

Individual Shareholders holding securities in Physical mode has forgotten the password:

If an Individual Shareholders holding securities in Physical mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

- o Click on 'Login' under 'SHARE HOLDER' tab and further Click 'forgot password?'
- o Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain minimum 8 characters, at least one special character (@!#\$%&), at least one numeral, at least one alphabet and at least one capital letter.*

User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company

Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".

**InstaVote Support Desk
Link Intime India Private Limited**

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013
FORMING PART OF THE NOTICE**

ITEM NO. 1:

The Company has come up with the issue of equity shares on preferential basis to person/entity who does not form part of Promoters / Promoter Group of the Company, which necessitates increasing the authorised share capital of the Company by infusion of more Capital into the Company. The present Authorized Share Capital stands at ₹ 70.00 Crores only and it is proposed to increase the same by ₹ 10.00 Crores to make it Rs 80.00 Crores.

Pursuant to Sections 61 and 64 of the Companies Act, 2013, the consent of the Members of the Company is required for the proposed increase in the authorized share capital. Accordingly, the Board of Directors of the Company, vide its resolution passed at the meeting held on December 18, 2023, has proposed to increase the authorized share capital of the Company and seeks the approval of Members for the same by way of passing an ordinary resolution.

A copy of the Memorandum of Association of the Company duly amended will be available for inspection in the manner provided in this Notice.

The Board recommends the said resolution No. 1 to be passed as an ordinary resolution.

None of the directors, managers, key managerial personnel, and relatives of the directors, managers, key managerial personnel are interested or concerned either directly or indirectly in the above resolution except to the extent of their shareholding in the Company.

ITEM NO. 2:

For the repayment of outstanding dues of Invent Assets Securitisation & Reconstruction Pvt. Ltd. (ARC), Working Capital and General Corporate Purpose, it was thought expedient to raise the funds through issue of equity shares to person/entity who does not form part of Promoters / Promoter Group of the Company on Preferential basis.

The Board of Directors have therefore considered and approved the Proposal of raising funds through issue of equity shares on preferential basis to the Non-Promoter(s), subject to the 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 Shares to be allotted pursuant to the abovementioned resolution shall be subject to lock-in in accordance with Regulations 167 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 Preferential Issue shall rank pari passu inter se and with the existing equity shares of the Company in all respects, including in relation to rights to dividend.
3. The number of Equity Shares and the price per Equity Share upon allotment of these Share shall be appropriately adjusted for corporate actions such as bonus issue, rights issue, stock, split, merger, demerger, transfer of undertaking, sale of a business division or any such capital or corporate restructuring, if any.
4. The consideration for allotment of 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.

6. The Equity Shares allotted shall be listed on the Stock Exchanges on which the Equity Shares of the Company are listed.

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 repay the outstanding dues of Invent Assets Securitisation & Reconstruction Pvt. Ltd. (ARC), Working Capital and General Corporate Purpose.

The amount of funds proposed to be utilized against each of the object:

- i) Repayment of Debt of ARC- Approx. Rs. 90.00 Cr.
- ii) Working Capital Requirement – Approx. Rs. 37.13 Cr
- iii) General Corporate Purpose - Approx. Rs. 20.00 Cr ((The amount to be utilized towards General Corporate Purpose is not exceeding 25% of the fund raise)

The tentative timeline for utilisation of issue proceeds for each of the object:

- i) Repayment of Debt of ARC –30th November, 2024
- ii) Working Capital Requirement – 30th November, 2024
- iii) General Corporate Purpose – 30th November, 2024

The funds will be kept as Deposits/Investments with banks, Mutual Funds and/or NBFCs till the issue proceeds are fully utilized.

ICRA Limited has been appointed as monitoring agency in terms of Regulation 162A of the SEBI ICDR Regulations.

(b) Type of security offered, number of security offered and size of issue:

Issue size of upto Rs. 147,13,11,170/- divided into upto 2,21,24,980 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 at an issue price of Rs. 66.50/- (Rupees Sixty Six and Fifty Paise) as determined on the Relevant Date in accordance with the provisions of Chapter V of the SEBI ICDR Regulations.

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

None of the entity/person forming part of the Promoter and Promoters group of the Company shall subscribe to equity shares. None of the directors or key management personnel intends to subscribe to the proposed preferential offer of equity shares.

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

Sr. No.	Particulars	Pre-Issue holding as on December 15, 2023				Post Shareholding pattern for current allotment		Post Issue shareholding pattern on fully diluted basis	
		No. of Equity Shares	%age	No. of Equity Shares (on fully diluted basis)*	%age	No. of Equity Shares	%age	No. of Equity Shares (on fully diluted basis)*	%age
A	Promoter and promoter group Shareholding (A)	14,96,21,103	53.51	14,96,21,103	52.40	14,96,21,103	49.59	14,96,21,103	48.64
B	Public Shareholding								
	Mutual Funds	2,67,120	0.10	2,67,120	0.09	2,67,120	0.09	2,67,120	0.09
	NBFCs registered with RBI	900	0.00	900	0.00	900	0.00	900	0.00
	FIIIs / FPIs Category I	1,12,64,873	4.03	1,12,64,873	3.95	1,12,64,873	3.73	1,12,64,873	3.66
	FPIs Category II	1,00,00,000	3.58	1,00,00,000	3.50	1,00,00,000	3.31	1,00,00,000	3.25
	Investor Education and Protection Fund (IEPF)	5,17,266	0.18	5,17,266	0.18	5,17,266	0.17	5,17,266	0.17
	Individual share capital upto Rs. 2 Lacs	4,75,75,006	17.01	4,75,75,006	16.66	4,75,75,006	15.77	4,75,75,006	15.46
	Individual share capital in excess of Rs. 2 Lacs	2,85,55,277	10.21	2,85,55,277	10.00	2,85,55,277	9.46	2,85,55,277	9.28
	Darpan Jain	44,50,000	1.59	44,50,000	1.56	44,50,000	1.47	44,50,000	1.45
	Aditya Kumar Halwasiya	30,00,000	1.07	30,00,000	1.05	30,00,000	0.99	30,00,000	0.98
	Non Resident Indians (NRIs)	35,68,849	1.28	35,68,849	1.25	35,68,849	1.18	35,68,849	1.16
	Foreign Companies	52,64,250	1.88	52,64,250	1.84	52,64,250	1.74	52,64,250	1.71
	Bodies Corporate	1,24,84,591	4.47	1,24,84,591	4.37	1,24,84,591	4.14	1,24,84,591	4.06

	Any Other (specify)	1,03,96,552	3.72	1,03,96,552	3.64	1,03,96,552	3.45	1,03,96,552	3.38
	Clearing Members	10,129	0.00	10,129	0.00	10,129	0.00	10,129	0.00
	HUF	54,08,841	1.93	54,08,841	1.89	54,08,841	1.79	54,08,841	1.76
	LLP	49,75,835	1.78	49,75,835	1.74	49,75,835	1.65	49,75,835	1.62
	Trusts	1,747	0.00	1,747	0.00	1,747	0.00	1,747	0.00
	Proposed Allottees (Public Category)	94,103	0.03	94,103	0.03	2,22,19,083	7.36	2,22,19,083	7.22
	Outstanding warrants (Public Category)*	0	0.00	59,00,000	2.07	0	0.00	59,00,000	1.92
	Total Public holding (B)	12,99,88,787	46.49	13,58,88,787	47.60	15,21,13,767	50.41	15,80,13,767	51.36
	Grand Total (A) + (B)	27,96,09,890	100.00	28,55,09,890	100.00	30,17,34,870	100.00	30,76,34,870	100.00

(*)As on date, 59,00,000 warrants convertible into equivalent number of Equity Shares of the Company are outstanding. The post issue fully diluted shareholding pattern shall vary correspondingly if the said 59,00,000 warrants are not converted into equivalent number of Equity Shares

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

The Equity Shares 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) Basis on which the floor price has been arrived at and justification for the price (including premium, if any) and Relevant Date

The Relevant Date on the basis of which the price of the Equity shares will be calculated is December 12, 2023, being the date preceding the date 30 days prior to the date of general meeting.

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.

Justification of Price:

The summary of the fair value calculated using the Income Approach and Market Approach is as under:

Method / Approaches for valuation	Fair Value (in Rs. Per share)
Income Approach	Rs. 17.60
Market Approach	Rs. 66.50
Asset Approach	Rs. 16.59

The fair value of equity shares as per Market Approach, considering the minimum value as calculated in terms of Regulation 164(1) of the SEBI ICDR Regulations, is highest. Hence the fair value of the equity shares of Paramount Communications Limited to be allotted, in accordance with FEMA and NDI Rules read with Regulation 164(1) and 166A of the SEBI ICDR Regulations is Rs. 66.50/- (Rupees Sixty Six and Paise Fifty only).

Pursuant to Regulation 164 and 166A of SEBI ICDR Regulations, the Pricing Certificate from an Independent Registered Valuer and valuation report from Chartered accountant both dated December 18, 2023 will be available on the website of Company, i.e., www.paramountcables.com

(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 details of the Proposed Allottees are as per the following table. The Company has not made any preferential allotment of Equity Shares or convertible securities during the current financial year.

Sr. No.	Proposed Allottees	Natural person who are / is the ultimate beneficial owners / who control the proposed allottees	No. of equity shares to be allotted	Pre-Issue Shareholding			Post-Issue Shareholding		
				No. of Equity Shares	%age ⁽¹⁾	%age ⁽²⁾	No. of Equity Shares	%age ⁽¹⁾	%age ⁽²⁾
1	Anand Rathi Global Finance Limited	Anand Nandkishore Rathi, Pradeep Navratan Gupta, Amit Anand Rathi and Priti Gupta	15,00,000	0.00	0.00	0.00	15,00,000	0.50	0.49
2	VLS Finance Limited	NA as the equity shares of the proposed allottee are listed on stock exchange	22,55,600	0.00	0.00	0.00	22,55,600	0.75	0.73
3	Divya Mehrotra	Individual	7,51,880	0.00	0.00	0.00	7,51,880	0.25	0.24
4	Monika Garware	Individual	15,00,000	0.00	0.00	0.00	15,00,000	0.50	0.49
5	Morde Foods Private Limited	Chandrakant Eknath Morde	10,00,000	0.00	0.00	0.00	10,00,000	0.33	0.33
6	Lalita Gupta	Individual	10,00,000	0.00	0.00	0.00	10,00,000	0.33	0.33
7	Bighouse Ventures Private Limited	Rajender Kumar Batra	6,00,000	0.00	0.00	0.00	6,00,000	0.20	0.20
8	Snehil Saraf	Individual	5,00,000	0.00	0.00	0.00	5,00,000	0.17	0.16
9	Harit Exports Private Limited	Mohit Ramgopal Agrawal	5,00,000	0.00	0.00	0.00	5,00,000	0.17	0.16
10	Sarika Bhatia	Individual	5,00,000	0.00	0.00	0.00	5,00,000	0.17	0.16
11	Yash Poddar	Individual	4,50,000	0.00	0.00	0.00	4,50,000	0.15	0.15
12	Madhusudan Loya	Individual	4,50,000	0.00	0.00	0.00	4,50,000	0.15	0.15
13	Jitendra Peety	Individual	3,32,000	0.00	0.00	0.00	3,32,000	0.11	0.11
14	Dhehal Chhadwa	Individual	3,00,000	0.00	0.00	0.00	3,00,000	0.10	0.10
15	Rakesh Rosan Dalmia	Individual	3,00,000	0.00	0.00	0.00	3,00,000	0.10	0.10
16	Abhishek Rathi	Individual	2,60,000	0.00	0.00	0.00	2,60,000	0.09	0.08
17	Yashodhara Stock and Shares Private Limited	Vivek Anand Oberoi	2,50,000	0.00	0.00	0.00	2,50,000	0.08	0.08
18	Shubham Gupta	Individual	2,15,000	200	0.00	0.00	2,15,200	0.07	0.07
19	Sanjay Vinodchandra Bhagat	Individual	2,00,000	0.00	0.00	0.00	2,00,000	0.07	0.07
20	DIVYA DEVEN PATHAK	Individual	2,00,000	0.00	0.00	0.00	2,00,000	0.07	0.07
21	Anuj Premkumar Agarwal	Individual	2,00,000	0.00	0.00	0.00	2,00,000	0.07	0.07
22	Mridul Das	Individual	2,00,000	0.00	0.00	0.00	2,00,000	0.07	0.07
23	Saurav Raidhani	Individual	2,00,000	0.00	0.00	0.00	2,00,000	0.07	0.07
24	VISHAL NITIN SAMPAT	Individual	2,00,000	0.00	0.00	0.00	2,00,000	0.07	0.07

25	Akarsh Pratish Mehta	Individual	2,00,000	0.00	0.00	0.00	2,00,000	0.07	0.07
26	Komal Dugar	Individual	2,00,000	0.00	0.00	0.00	2,00,000	0.07	0.07
27	Minerva Ventures Fund	Nitin Kakaria	7,50,000	0.00	0.00	0.00	7,50,000	0.25	0.24
28	Harivenkata Satish Kurnala	Individual	2,00,000	0.00	0.00	0.00	2,00,000	0.07	0.07
29	Pagoti Mrutyunjaya Rao	Individual	2,00,000	0.00	0.00	0.00	2,00,000	0.07	0.07
30	Shradha Manish Mehta	Individual	2,00,000	0.00	0.00	0.00	2,00,000	0.07	0.07
31	Akash Tapadia	Individual	2,00,000	0.00	0.00	0.00	2,00,000	0.07	0.07
32	Vinod Sethi	Individual	2,00,000	0.00	0.00	0.00	2,00,000	0.07	0.07
33	Amit Singla	Individual	2,00,000	0.00	0.00	0.00	2,00,000	0.07	0.07
34	Rupesh Kumar Singh	Individual	2,00,000	0.00	0.00	0.00	2,00,000	0.07	0.07
35	Sweta Goyal	Individual	2,00,000	0.00	0.00	0.00	2,00,000	0.07	0.07
36	Vikas Malhotra	Individual	2,00,000	0.00	0.00	0.00	2,00,000	0.07	0.07
37	Shrutika Ankush Ashtikar	Individual	2,00,000	0.00	0.00	0.00	2,00,000	0.07	0.07
38	Brijesh Kumar Biyani (Partner on behalf of Biyani Trading Co)	Brijesh Kumar Biyani	1,50,500	0.00	0.00	0.00	1,50,500	0.05	0.05
39	Pratik Mahendra Mehta	Individual	1,50,000	0.00	0.00	0.00	1,50,000	0.05	0.05
40	Jhanvi J Rathod	Individual	1,50,000	0.00	0.00	0.00	1,50,000	0.05	0.05
41	Viraf Kaikhushroo Chinoy	Individual	1,50,000	0.00	0.00	0.00	1,50,000	0.05	0.05
42	Sangeeta Venkatraman	Individual	1,50,000	0.00	0.00	0.00	1,50,000	0.05	0.05
43	Intellectual Partners	Nisha Jain	1,50,000	0.00	0.00	0.00	1,50,000	0.05	0.05
44	Gagandeep Singh HUF	Gagandeep Singh	1,50,000	0.00	0.00	0.00	1,50,000	0.05	0.05
45	Prabhpreet Singh HUF	Prabhpreet Singh	1,50,000	0.00	0.00	0.00	1,50,000	0.05	0.05
46	Anil Arora	Individual	1,50,000	0.00	0.00	0.00	1,50,000	0.05	0.05
47	Sapna Arora	Individual	1,50,000	0.00	0.00	0.00	1,50,000	0.05	0.05
48	SP Electrosolutions Private Limited	Mohanlal Kanayalal Pahuja, Neel Mohanlal Pahuja, Rupesh Tahilram Dhirwani, Pahuja Vijay Ramlal	1,50,000	0.00	0.00	0.00	1,50,000	0.05	0.05
49	Apoorv Agarwal	Individual	1,00,000	0.00	0.00	0.00	1,00,000	0.03	0.03
50	Manmeet Singh Sahni (HUF)	Manmeet Singh Sahni	1,00,000	0.00	0.00	0.00	1,00,000	0.03	0.03
51	Rahul R. Mahajan	Individual	1,00,000	10,000	0.00	0.00	1,10,000	0.04	0.04

52	Krishna V Talreja	Individual	1,00,000	0.00	0.00	0.00	1,00,000	0.03	0.03
53	Sumaiya Zuber Khan	Individual	1,00,000	0.00	0.00	0.00	1,00,000	0.03	0.03
54	Heena Kalantri	Individual	1,00,000	0.00	0.00	0.00	1,00,000	0.03	0.03
55	Shubham Santosh Shirodkar	Individual	1,00,000	0.00	0.00	0.00	1,00,000	0.03	0.03
56	Ramani Kuldeep Gordhanbhai	Individual	1,00,000	0.00	0.00	0.00	1,00,000	0.03	0.03
57	Arman Ali Shaikh	Individual	1,00,000	0.00	0.00	0.00	1,00,000	0.03	0.03
58	Nekkanti Venkateswara Rao	Individual	1,00,000	0.00	0.00	0.00	1,00,000	0.03	0.03
59	Ganesh Dass Gupta	Individual	1,00,000	0.00	0.00	0.00	1,00,000	0.03	0.03
60	NVS Corporate Consultancy Services Pvt. Ltd.	Anahaita Shah	1,00,000	0.00	0.00	0.00	1,00,000	0.03	0.03
61	Ayesha Bhabha	Individual	1,00,000	0.00	0.00	0.00	1,00,000	0.03	0.03
62	Aliya Bhabha	Individual	1,00,000	0.00	0.00	0.00	1,00,000	0.03	0.03
63	Growfast Securities and Credit Private Limited	Viraj Aggarwal	1,00,000	20500.00	0.01	0.01	1,20,500	0.04	0.04
64	Vikash Gupta	Individual	1,00,000	0.00	0.00	0.00	1,00,000	0.03	0.03
65	Surinder Kaur	Individual	1,00,000	0.00	0.00	0.00	1,00,000	0.03	0.03
66	Tilottama M Sanghvi	Individual	1,00,000	0.00	0.00	0.00	1,00,000	0.03	0.03
67	Deepak Bhansali (HUF)	Deepak Bhansali	1,00,000	0.00	0.00	0.00	1,00,000	0.03	0.03
68	Madhavkrishna Singhanian	Individual	1,00,000	0.00	0.00	0.00	1,00,000	0.03	0.03
69	Gaurav Sharma	Individual	1,00,000	0.00	0.00	0.00	1,00,000	0.03	0.03
70	NPRS Financial Services Private Limited	Pravina Bhansali	1,00,000	0.00	0.00	0.00	1,00,000	0.03	0.03
71	Binod Kumar Agarwala	Individual	1,00,000	0.00	0.00	0.00	1,00,000	0.03	0.03
72	Amit Sanghi HUF	Amit Sanghi	1,00,000	60,403	0.02	0.02	1,60,403	0.05	0.05
73	Harvinder Popli	Individual	1,00,000	3000.00	0.00	0.00	1,03,000	0.03	0.03
74	Padigree Advisory Private Limited	Dilip P Bhat and Payal Sanghavi	2,60,000	0.00	0.00	0.00	2,60,000	0.09	0.08
75	Meenu Jain	Individual	7,00,000	0.00	0.00	0.00	7,00,000	0.23	0.23
	Total		2,21,24,980	94,103	0.03	0.03	2,22,19,083	7.36	7.22

(1) Percentage of pre-issue shareholding is on current paid-up share capital

(2) Percentage of diluted paid-up share capital of the Company including 59,00,000 equity warrants pending for conversion in equivalent number of equity shares. Further, none of the proposed allottee holds equity warrants pending for conversion.

The Proposed Allotees shall form part of the Public category of the Company and are not related to promoter and promoter group of the Company. There will be no change in the status of the Proposed Allotees.

(h) The percentage of post preferential issue capital that may be held by the allottee(s) and change in control, if any, in the issuer consequent to the preferential issue

No change in control is contemplated consequent to the allotment of Equity Shares and the Promoter and Promoter Group will continue to hold control of the Company. There will not be any change in the management control of the Company on account of the proposed preferential allotment of Equity Shares except a corresponding change in the shareholding pattern as well as the voting rights on account of proposed allotment.

(i) 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.

(j) Lock-in

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

The Equity Shares allotted to the Proposed Allottees shall be locked-in for a period of six months from the date of trading approval.

Also, the entire pre-preferential allotment shareholding of the Proposed Allottees, shall be locked-in from the relevant date up to a period of 90 trading days from the date of trading approval.

(k) Principle terms of assets charged as securities

Not applicable

(l) Valuation for consideration other than cash

Not applicable

(m) The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:

Not applicable

(n) Practicing Company Secretary Certificate

A copy of the certificate of the Practicing Company Secretary from Nitin Gupta, Practicing Company Secretary, 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 upto the date of EGM. Further, the same is available on the website of the Company at www.paramountcables.com.

(o) Disclosure with regard to the names of issuer, its promoter or any of its directors not appearing in the list of wilful defaulter or a fraudulent borrower as issued by RBI.

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

(p) Disclosure with regard to the outstanding dues to SEBI, Stock Exchanges and Depositories.

The Company do not have any outstanding dues to SEBI, Stock Exchanges (on which its Equity Shares are listed) and Depositories.

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 Shares in the notice as Special Resolution.

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

ITEM NO. 3 & 4:

Pursuant to Section 161 of the Companies Act, 2013, the Board, on December 18, 2023, appointed Mr. Harish Pal Kumar and Mr. Narendra Kumar Goyal as an Additional Directors in the capacity of Independent Director of the Company for a term of 5 (Five) years with effect from December 18, 2023 to December 17, 2028 (both days inclusive) subject to the approval of the shareholders through a special resolution.

The Company has received the following declarations and disclosures from Mr. Harish Pal Kumar and Mr. Narendra Kumar Goyal:

- (i) Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 (“the Appointment Rules”);
- (ii) Intimation in Form DIR-8 in terms of the Appointment Rules to the effect that they are not disqualified under sub-section (2) of Section 164 of the Act;
- (iii) A declaration to the effect that they meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act and under the LODR Regulations;
- (iv) Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, and NSE Circular No. NSE/ CML/2018/24 dated June 20, 2018, that they have not been debarred from holding office of a director by virtue of any order passed by SEBI or any other such authority;
- (v) Confirmation that they are not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge their duties as an Independent Director of the Company;
- (vi) A declaration that they are in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to their registration with the data bank of independent directors maintained by the Indian Institute of Corporate Affairs.

Based on the skills and experience, the NRC recommended the candidature of Mr. Harish Pal Kumar and Mr. Narendra Kumar Goyal. In the opinion of the Board, Mr. Harish Pal Kumar and Mr. Narendra Kumar Goyal fulfils the conditions for independence specified in the Act, the Rules made thereunder, the LODR Regulations and such other laws / regulations for the time being in force, to the extent applicable to the Company.

The Board noted that Mr. Harish Pal Kumar and Mr. Narendra Kumar Goyal skills, background and experience are aligned to the role and capabilities identified by the NRC and that they are eligible for appointment as an Independent Director.

The Board was satisfied that the appointment of Mr. Harish Pal Kumar and Mr. Narendra Kumar Goyal are justified due to the following reasons:

Mr. Harish Pal Kumar

He has extensive experience in finance, banking, enterprise development and corporate management and his experience of serving on the diversified boards of various companies.

Mr. Narendra kumar Goyal

Mr. Narendra Kumar Goyal has extensive experience and exposure of 52 years in the areas of Telecom and IT Sector actively involved in policy formulations and development of industrial policies specially related to telecom and IT sector.

A copy of the draft letter for the appointment of Mr. Harish Pal Kumar and Mr. Narendra Kumar Goyal as an Independent Director(s) setting out the terms and conditions is available for electronic inspection by the members during normal business hours on working days up to Thursday, January 11, 2024.

The resolution seeks the approval of members for the appointment of Mr. Harish Pal Kumar and Mr. Narendra Kumar Goyal as an Independent Director(s) of the Company for a term of 5 (Five) years effective December 18, 2023 to December 17, 2028 (both days inclusive) pursuant to Sections 149, 152 and other applicable provisions of the Act and the Rules made thereunder including any statutory modification(s) or re-enactment(s) thereof) and they shall not be liable to retire by rotation.

In compliance with Section 149 read with Schedule IV to the Act and Regulation 25 of the LODR Regulations, the approval of the Members is sought for the appointment of Mr. Harish Pal Kumar and Mr. Narendra Kumar Goyal as an Independent Director(s) of the Company, as a special resolution.

No director, KMP or their relatives except Mr. Harish Pal Kumar and Mr. Narendra Kumar Goyal to whom the resolution relates, is interested in or concerned, financially or otherwise, in passing the proposed resolution set out in item no. 3 & 4. The Board recommends the special resolution as set out in Item no. 3 & 4 of this notice for the approval of members.

By Order of the Board of Directors
For Paramount Communications Limited

Date: December 20, 2023
Place: New Delhi

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

Additional information on directors recommended for appointment as required under Regulation 36 of the LODR Regulations and applicable secretarial standards.

Name of the Director & DIN	Mr. Harish Pal Kumar (DIN:01826010)	Mr. Narendra Kumar Goyal (DIN:01963727)
Nationality	Indian	Indian
Designation/category of the Director	Non-Executive Independent Director	Non-Executive Independent Director
Date of Birth	25.08.1954	20.07.1951
Date of re-appointment	With effect from December 18, 2023 for the period of Five (05) years	With effect from December 18, 2023 for the period of Five (05) years
Date of first appointment in the current designation	It is proposed to appoint Mr. Harish Pal Kumar as an Independent Director for his first term on the Board and hence, these details are not applicable	It is proposed to appoint Mr. Narendra Kumar Goyal as an Independent Director for his first term on the Board and hence, these details are not applicable
Qualification	Postgraduate in Commerce and a Fellow of The Cost and Management Accountants of India (FCMA) and holds a Doctorate Degree.	Postgraduate in Science
Brief Profile	<p>Dr H.P. Kumar has had a long successful career spanning almost four decades as an expert on finance, banking, enterprise development and corporate management. He has been the Chairman-cum-Managing Director of “The National Small Industries Corporation Ltd.”, a Public Sector Corporation of the Government of India for a period of 9 years and has a rich experience in the promotion and development of Micro, Small and Medium Enterprises (MSME’s) throughout the country.</p> <p>Dr. Kumar is a postgraduate in Commerce, a qualified Banker (C.A.I.I.B.), a Fellow of The Cost and Management Accountants of India (FCMA) and holds a Doctorate Degree.</p> <p>Besides having been head of Finance & C.E.O. of large Public Sector Corporations, he also held foreign assignments with African Countries. He has been a member of “The National Small Business Advisory Council of South Africa” and a visiting faculty for Damelin School of Banking and Botswana Institute of Bankers.</p>	<p>Mr. Narendra Kumar Goyal has extensive experience and exposure of 52 years in the areas of Telecom and IT Sector He is a postgraduate in science. He is actively involved in policy formulations and development of industrial policies specially related to telecom and IT sector. He is the chairman of first & oldest telecom association- TEMA- the telecom equipment manufacturers association of India established in 1990. He is the Founder & President of CMAI association of India and Founder & Vice Chairman International Telecom Union APT India; Founder & Member Governing Board Telecom Equipment & Services Export Promotion Council associated with several industry associations.</p>
Nature of Expertise in Specific Functional Areas;	Finance, banking, business development and corporate management	Telecom and IT Sector, Policy Formulation development of industrial policies specially related to telecom and IT sector
Terms and conditions of re-appointment	Mr. H.P. kumar will serve for a term of 5 (five) years commencing December 18, 2023, through December 17, 2028 (both days inclusive).	Mr. Narendra Kumar Goyal will serve for a term of 5 (five) years commencing December 18, 2023, through December 17, 2028 (both days inclusive).

Names of Listed Entities in which Director also holds the Directorship and the Membership of Committees of the Board	Sunil Healthcare Limited	None
Listed Entities from which Director has resigned as Director in past three years.	Marshall Machines Limited	None
Number of Shares held in the Company	NIL	NIL
Number of Board Meetings attended during the year	It is proposed to appoint Mr. harish pal Kumar as an Independent Director for his first term on the Board and hence, these details are not applicable	It is proposed to appoint Mr. harish pal Kumar as an Independent Director for his first term on the Board and hence, these details are not applicable
Remuneration Last Drawn (per annum)		
Inter-se relationship between Directors and other Key Managerial Personnel	NIL	NIL

By Order of the Board of Directors
For Paramount Communications Limited

Date: December 20, 2023
Place: New Delhi

Sd/-
(Rashi Goel)
Company Secretary
M. No.: FCS9577
CIN: L74899DL1994PLC061295
Regd. Office: KH-433, Maulsari Avenue,
Westend Greens, Rangpuri, New Delhi-110037