

# Notice

NOTICE IS HEREBY GIVEN THAT THE TWENTY NINTH ANNUAL GENERAL MEETING (“AGM”) OF PARAMOUNT COMMUNICATIONS LIMITED will be held on THURSDAY, 28<sup>th</sup> SEPTEMBER 2023 at 11.30 a.m., Indian Standard Time (“IST”), through Video Conferencing/ Other Audio-Visual Means (“VC/OAVM”) facility. The proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company situated at KH-433, Maulsari Avenue, Westend Greens, Rangpuri, New Delhi-110037, which shall be the deemed venue of the AGM, to transact following businesses:

## ORDINARY BUSINESS:

1. To consider and adopt the audited financial statement of the Company for the financial year ended March 31, 2023 and the reports of the Board of Directors and Auditors thereon, and the audited consolidated financial statement of the Company for the financial year ended March 31, 2023 and the report of Auditors thereon and, in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolutions as **Ordinary Resolutions**:

- a) **“RESOLVED THAT** the audited financial statement of the Company for the financial year ended March 31, 2023, and the reports of the Board of Directors and Auditors thereon, as circulated to the Members, be and are hereby considered and adopted.”
- b) **“RESOLVED THAT** the audited consolidated financial statement of the Company for the financial year ended March 31, 2023, and the report of Auditors thereon, as circulated to the Members, be and are hereby considered and adopted.”

2. To appoint Sh. Sanjay Aggarwal (**DIN: 00001788**), who retires by rotation as a director and, in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Sh. Sanjay Aggarwal (DIN: 00001788), who retires by rotation at this meeting, be and is hereby appointed as a Director of the Company.”

## SPECIAL BUSINESSES:

3. **Re-appointment of Mr. Vijay Maheshwari (DIN: 00216687) as an Independent Director of the Company**

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 and 152 and other applicable provisions, if any, read along with Schedule IV to the Companies Act, 2013 (‘the Act’) [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Regulation 17 and any other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations’), as amended from time to time, Mr. Vijay Maheshwari (DIN: 00216687), who was appointed as an Independent Director of the Company for a term of 5 (five) consecutive years commencing from April 1, 2019 upto March 31, 2024 (both days inclusive) and who being eligible for re-appointment as an Independent Director has given his consent along with a declaration that he meets the criteria for independence under Section 149(6) of the Act and the rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director and based on the recommendation of the Nomination & Remuneration Committee and the Board of Directors of the Company, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of 5 (five) consecutive years on the Board of the Company commencing from April 1, 2024 upto March 31, 2029 (both days inclusive).

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including its Committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

4. **Re-appointment of Mr. Sanjay Aggarwal (DIN: 00001788) as Whole Time Director of the Company**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, read along with Schedule V to the Companies Act, 2013 (‘the Act’) [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and the Companies (Appointment and Remuneration of Managerial Personnel)

Rules, 2014, as amended from time to time, consent of the Company be and is hereby accorded for the re-appointment of Mr. Sanjay Aggarwal (DIN: 00001788) as Whole Time Director of the Company for a period of 5 (five) years with effect from March 1, 2024 upto February 28, 2029 (both days inclusive), as recommended by the Nomination & Remuneration Committee and approved by the Board of Directors, upon the terms and conditions including remuneration as set out in the Explanatory Statement annexed to the Notice convening this meeting, with authority to the Board of Directors (which shall be deemed to include a Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and remuneration in such manner as may be agreed to between the Board of Directors and Mr. Sanjay Aggarwal.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including its Committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

5. **Re-appointment of Mr. Sandeep Aggarwal (DIN: 00002646) as Managing Director of the Company.**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, read along with Schedule V to the Companies Act, 2013 (‘the Act’) [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, consent of the Company be and is hereby accorded for the re-appointment of Mr. Sandeep Aggarwal (DIN: 00002646) as Managing Director of the Company for a period of 5 (five) years with effect from March 1, 2024 upto February 28, 2029 (both days inclusive), as recommended by the Nomination & Remuneration Committee and approved by the Board of Directors, upon the terms and conditions including remuneration as set out in the Explanatory Statement annexed to the Notice convening this meeting, with authority to the Board of Directors (which shall be deemed to include a Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and remuneration in such manner as may be agreed to between the Board of Directors and Mr. Sandeep Aggarwal.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including its Committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things as

may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

6. **Approval of Paramount Communications Limited Stock Incentive Plan, 2023 and grant of employee stock options to the eligible employees of the Company(ies).**

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

“**RESOLVED THAT** pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), read with the rules framed thereunder, including the Companies (Share Capital and Debentures) Rules, 2014, and in accordance with the provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (referred to as the “**SEBI SBEB Regulations**”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “**SEBI LODR Regulations**”), the Foreign Exchange Management Act, 1999, read with the relevant rules, regulations, directions, notifications and clarifications issued thereunder (“**FEMA**”), and other applicable laws, rules and regulations, including in each case any modifications thereof or supplements thereto (collectively, “**Applicable Laws**”), and the provisions of the Memorandum and Articles of Association of the Company and subject to such approvals, permissions and sanctions of any regulatory or other authorities as may be necessary from time to time and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, 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, including the Nomination and Remuneration Committee, which the Board has constituted or may hereafter constitute to act as the “**Compensation Committee**” under the SEBI SBEB Regulations, to exercise its powers including the powers conferred by this Resolution), the consent and approval of the members of the Company be and is hereby accorded to the Board to introduce and implement the “Paramount Communications Limited Stock Incentive Plan 2023” (“**PCL SIP 2023**”), the salient features of which are detailed in the Explanatory Statement to this resolution, and to create, grant, offer, issue and allot at any time, in one or more tranches, to or for the benefit of such person(s) who are permanent employees of the Company, whether working in India or outside India, and/or directors

of the Company, whether whole-time or otherwise, and to such other person(s) as may be decided by the Board and/or permitted under the SEBI SBEB Regulations and other Applicable Laws (other than employees/directors who are promoters or persons belonging to the promoter group of the Company, independent directors and directors holding directly or indirectly more than 10% of the outstanding equity shares of the Company) selected on the basis of criteria decided by the Board in terms of the PCL SIP 2023 (hereinafter collectively referred to as the “**Eligible Employees**”), up to 75,00,000 (Seventy Five Lakhs only) stock options exercisable into equity shares of the Company (such stock options, the “**Options**”), in one or more tranches, not exceeding 75,00,000 (Seventy Five Lakhs only) equity shares of face value of ₹ 2/- (Rupees Two only) each of the Company, at such price or prices, payment of applicable taxes and on such terms and conditions as may be fixed or determined by the Board in accordance with the PCL SIP 2023 and in compliance with the SEBI SBEB Regulations and other Applicable Laws.”

“**RESOLVED FURTHER THAT** the Board be and is hereby authorized to issue and allot equity shares of the Company directly to the Eligible Employees upon exercise of Options from time to time in accordance with the PCL SIP 2023 and such equity shares shall rank pari-passu in all respects with the then existing equity shares of the Company.”

“**RESOLVED FURTHER THAT** in case of any corporate action(s) such as rights issues, bonus issues, merger and sale of division or other re-organization of the capital structure of the Company, as applicable from time to time, the number, class and kind of equity shares and/or the number of Options and/or the exercise price under the PCL SIP 2023 shall be appropriately adjusted by the Board, along with such approvals as may be necessary to preserve the benefits or potential benefits intended to be made available under the PCL SIP 2023 or with respect to any outstanding Options or otherwise necessary to reflect any such change, in a manner that the Board deems fit and accordingly, if any additional Options are granted by the Company for the purpose of making a fair and reasonable adjustment to the Options granted earlier, the above ceiling of 75,00,000 (Seventy Five Lakhs only) shall be deemed to be increased to the extent of such additional number of Options granted.”

“**RESOLVED FURTHER THAT** in case the equity shares of the Company are either sub-divided or consolidated, then the number of equity shares to be issued and allotted on exercise of Options granted under the PCL SIP 2023 and the exercise price of Options granted under the PCL SIP 2023 shall automatically stand augmented or reduced, as the

case may be, in the same proportion as the present face value of ₹ 2 per equity share bears to their revised face value of the equity shares of the Company after such sub-division or consolidation, without affecting any other rights or obligations of the Eligible Employees who have been granted Options under the PCL SIP 2023.”

“**RESOLVED FURTHER THAT** without prejudice to the generality of the above, the Board be and is hereby authorized on behalf of the Company, to formulate, evolve, decide upon and implement the PCL SIP 2023, determine the detailed terms and conditions of the PCL SIP 2023 including but not limited to the quantum of the Options to be granted per Eligible Employee, the number of Options to be granted in each tranche, the terms or combination of terms subject to which the said Options are to be granted, the exercise period, the vesting period, the vesting conditions, instances where such Options shall lapse and to grant such number of Options, to such Eligible Employees of the Company, at such price, at such time and on such terms and conditions as set out in the PCL SIP 2023 and as the Board may in its absolute discretion think fit.”

“**RESOLVED FURTHER THAT** the Nomination and Remuneration Committee be designated as the Compensation Committee in accordance with Regulation 5(1) of the SEBI SBEB Regulations for the purposes of administration of PCL SIP 2023.”

“**RESOLVED FURTHER THAT** the Board shall take necessary steps for listing of the equity shares allotted under the PCL SIP 2023 on the stock exchanges where the equity shares of the Company are listed in accordance with the provisions of the SEBI SBEB Regulations, the SEBI LODR Regulations and other Applicable Laws.”

“**RESOLVED FURTHER THAT** the Company shall conform to the accounting policies prescribed from time to time under SEBI SBEB Regulations and any other Applicable Laws to the extent relevant and applicable to the PCL SIP 2023.”

“**RESOLVED FURTHER THAT** the Board be and is hereby authorized at any time to modify, change, vary, alter, amend, suspend, withdraw, terminate or revive the PCL SIP 2023, subject to compliance with Applicable Laws and to do all such acts, deeds, matters and things, as it may deem fit at its absolute discretion, for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard without being required to seek any further consent or approval of the members and further to execute all such documents, writings and to give such directions and/or instructions as may be necessary or expedient to give

effect to such modification, change, variation, alteration, amendment, suspension, withdrawal, termination or revival of the PCL SIP 2023 and to do all other things incidental and ancillary thereof in conformity with the provisions of the Companies Act, the Memorandum and Articles of Association of the Company, the SEBI SBEB Regulations, the SEBI LODR Regulations and any other Applicable Laws in force.”

“**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds and things, as it may, at its absolute discretion, deems necessary to give effect to this Resolution without being required to seek any further consent or approval of the members, including authorizing or directing the appointment of intermediaries, professionals, experts, independent agencies, any other advisors, consultants or representatives, being incidental to the effective implementation and administration of the PCL SIP 2023, as also to make applications to the appropriate authorities, parties and institutions for their requisite approvals and all other documents required to be filed in connection with the above, further to settle all such questions, difficulties or doubts whatsoever which may arise, to give such directions and/or instructions as may be necessary or expedient and to delegate all or any of its powers herein conferred to the Nomination and Remuneration Committee and/or any other Committee of directors and/or any director(s) and/or officer(s) of the Company.”

7. **Approval of Paramount Communications Limited Stock Incentive Plan, 2023 and grant of employee stock options to the eligible employees of the Subsidiary Company(ies)**

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

“**RESOLVED THAT** pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), read with the rules framed thereunder, including the Companies (Share Capital and Debentures) Rules, 2014, and in accordance with the provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (referred to as the “**SEBI SBEB Regulations**”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “**SEBI LODR Regulations**”), the Foreign Exchange Management Act, 1999, read with the relevant rules, regulations, directions, notifications and clarifications issued thereunder (“**FEMA**”), and other applicable laws, rules

and regulations, including in each case any modifications thereof or supplements thereto (collectively, “**Applicable Laws**”), and the provisions of the Memorandum and Articles of Association of the Company and subject to such approvals, permissions and sanctions of any regulatory or other authorities as may be necessary from time to time and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, 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, including the Nomination and Remuneration Committee, which the Board has constituted or may hereafter constitute to act as the “**Compensation Committee**” under the SEBI SBEB Regulations, to exercise its powers including the powers conferred by this Resolution), the consent and approval of the members of the Company be and is hereby accorded to the Board to introduce and implement the “**Paramount Communications Limited Stock Incentive Plan 2023**” (“**PCL SIP 2023**”), the salient features of which are detailed in the Explanatory Statement to this resolution, and to create, grant, offer, issue and allot at any time, in one or more tranches, to or for the benefit of such person(s) who are permanent employees of the Subsidiary Company(ies), present or future, whether working in India or outside India, and/or directors of the Company, whether whole-time or otherwise, and to such other person(s) as may be decided by the Board and/or permitted under the SEBI SBEB Regulations and other Applicable Laws (other than employees / directors who are promoters or persons belonging to the promoter group of the Company, independent directors and directors holding directly or indirectly more than 10% of the outstanding equity shares of the Company) selected on the basis of criteria decided by the Board in terms of the PCL SIP 2023 (hereinafter collectively referred to as the “**Eligible Employees**”), up to 75,00,000 (Seventy Five Lakhs only) stock options exercisable into equity shares of the Company (such stock options, the “**Options**”), in one or more tranches, not exceeding 75,00,000 (Seventy Five Lakhs only) equity shares of face value of ₹ 2 /- ( Rupees Two only) each of the Company, at such price or prices, payment of applicable taxes and on such terms and conditions as may be fixed or determined by the Board in accordance with the PCL SIP 2023 and in compliance with the SEBI SBEB Regulations and other Applicable Laws.”

“**RESOLVED FURTHER THAT** the Board be and is hereby authorized to issue and allot equity shares of the Company directly to the Eligible Employees upon exercise of Options from time to time in accordance with the PCL SIP 2023 and such equity shares shall rank pari-passu in all respects with the then existing equity shares of the Company.”

**“RESOLVED FURTHER THAT** in case of any corporate action(s) such as rights issues, bonus issues, merger and sale of division or other re-organization of the capital structure of the Company, as applicable from time to time, the number, class and kind of equity shares and/or the number of Options and/or the exercise price under the PCL SIP 2023 shall be appropriately adjusted by the Board, along with such approvals as may be necessary to preserve the benefits or potential benefits intended to be made available under the PCL SIP 2023 or with respect to any outstanding Options or otherwise necessary to reflect any such change, in a manner that the Board deems fit and accordingly, if any additional Options are granted by the Company for the purpose of making a fair and reasonable adjustment to the Options granted earlier, the above ceiling of 75,00,000 (Seventy Five Lakhs only) shall be deemed to be increased to the extent of such additional number of Options granted.”

**“RESOLVED FURTHER THAT** in case the equity shares of the Company are either sub-divided or consolidated, then the number of equity shares to be issued and allotted on exercise of Options granted under the PCL SIP 2023 and the exercise price of Options granted under the PCL SIP 2023 shall automatically stand augmented or reduced, as the case may be, in the same proportion as the present face value of ₹ 2 per equity share bears to their revised face value of the equity shares of the Company after such sub-division or consolidation, without affecting any other rights or obligations of the Eligible Employees who have been granted Options under the PCL SIP 2023.”

**“RESOLVED FURTHER THAT** without prejudice to the generality of the above, the Board be and is hereby authorized on behalf of the Company, to formulate, evolve, decide upon and implement the PCL SIP 2023, determine the detailed terms and conditions of the PCL SIP 2023 including but not limited to the quantum of the Options to be granted per Eligible Employee, the number of Options to be granted in each tranche, the terms or combination of terms subject to which the said Options are to be granted, the exercise period, the vesting period, the vesting conditions, instances where such Options shall lapse and to grant such number of Options, to such Eligible Employees of the Company, at such price, at such time and on such terms and conditions as set out in the PCL SIP 2023 and as the Board may in its absolute discretion think fit.”

**“RESOLVED FURTHER THAT** the Nomination and Remuneration Committee be designated as the Compensation Committee in accordance with Regulation

5(1) of the SEBI SBEB Regulations for the purposes of administration of PCL SIP 2023.”

**“RESOLVED FURTHER THAT** the Board shall take necessary steps for listing of the equity shares allotted under the PCL SIP 2023 on the stock exchanges where the equity shares of the Company are listed in accordance with the provisions of the SEBI SBEB Regulations, the SEBI LODR Regulations and other Applicable Laws.”

**“RESOLVED FURTHER THAT** the Company shall conform to the accounting policies prescribed from time to time under SEBI SBEB Regulations and any other Applicable Laws to the extent relevant and applicable to the PCL SIP 2023.”

**“RESOLVED FURTHER THAT** the Board be and is hereby authorized at any time to modify, change, vary, alter, amend, suspend, withdraw, terminate or revive the PCL SIP 2023, subject to compliance with Applicable Laws and to do all such acts, deeds, matters and things, as it may deem fit at its absolute discretion, for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard without being required to seek any further consent or approval of the members and further to execute all such documents, writings and to give such directions and/or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension, withdrawal, termination or revival of the PCL SIP 2023 and to do all other things incidental and ancillary thereof in conformity with the provisions of the Companies Act, the Memorandum and Articles of Association of the Company, the SEBI SBEB Regulations, the SEBI LODR Regulations and any other Applicable Laws in force.”

**“RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds and things, as it may, at its absolute discretion, deems necessary to give effect to this Resolution without being required to seek any further consent or approval of the members, including authorizing or directing the appointment of intermediaries, professionals, experts, independent agencies, any other advisors, consultants or representatives, being incidental to the effective implementation and administration of the PCL SIP 2023, as also to make applications to the appropriate authorities, parties and institutions for their requisite approvals and all other documents required to be filed in connection with the above, further to settle all such questions, difficulties or doubts whatsoever which may arise, to give such directions and/or instructions as may be necessary or expedient and to delegate all or any of its powers herein conferred to the Nomination and Remuneration Committee and/or any

other Committee of directors and/or any director(s) and/or officer(s) of the Company.”

8. **Ratification of Remuneration payable to the Cost Auditors for the financial year ending March 31, 2024**

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

“**RESOLVED THAT** in accordance with the provisions of Section 148 and other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the members of the Company hereby ratify the remuneration of ₹ 60,000/- (Rupees Sixty Thousand only), plus applicable taxes and out of pocket expenses at actuals, if any, payable to M/s Jain Sharma & Associates, Cost Accountants ( Firm

Registration No. : 000270) who have been appointed by the Board of Directors on the recommendation of the Audit Committee, as Cost Auditors of the Company to conduct the Audit of the Cost Records maintained by the Company as prescribed under the Companies (Cost Record and Audit) Rules, 2014, as amended, for the financial year ending 31 March 2024.”

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

Place: New Delhi

Dated: 10.08.2023

**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 AGM venue is not required and Annual General Meeting (AGM) be held through Video Conferencing (VC) or Other Audio Visual Means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/ OAVM. The Registered office of the Company shall be deemed to be the venue for the AGM.
2. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM 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 AGM 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 AGM and hence the Proxy Form, Attendance Slip and route map of AGM 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 AGM 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 AGM.
5. The Register of Members and Share Transfer Books will remain closed from September 22, 2023 to September 28, 2023 (both days inclusive).
6. 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 AGM by electronic means. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on September 21, 2023, i.e., the date prior to the commencement of book closure, being the cut-off date, are entitled to vote on the resolutions set forth in this Notice.
7. 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 AGM in a fair and transparent manner.
8. 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](mailto:enotices@linkintime.co.in).
9. In compliance with the aforesaid MCA Circulars and SEBI Circular dated December 28, 2022 and January 05, 2023 respectively, Notice of the AGM along with the Annual Report 2022-23 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 and Annual Report 2022-23 will also be available on the Company’s website [www.paramountcables.com](http://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](http://www.bseindia.com) and [www.nseindia.com](http://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>.
10. In terms of the provisions of Section 152 of the Companies Act, 2013, Mr. Sanjay Aggarwal (Holding DIN: 00001788) retire by rotation at the ensuing Annual General Meeting and being eligible offers himself for re-appointment.
11. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the special businesses specified under Item No. 3 to Item No. 8 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 reappointment at this AGM is annexed.
12. All documents referred to in the Notice and accompanying Explanatory Statement, as well as the Annual Report, 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.
13. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

14. 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, 1<sup>st</sup> 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.
15. SEBI vide its latest Circular dated March 16, 2023, in supersession of earlier Circulars, has reiterated that it is mandatory 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. The Folios wherein even any one of the PAN, Address with PIN Code, Email address, Mobile Number, Bank Account details, Specimen Signature and Nomination by holders of physical securities are not available on or after October 01, 2023, such Folios shall be frozen by the RTA. SEBI has introduced Form ISR - 1 alongwith other relevant forms to lodge any request for registering PAN, KYC details or any change/ updation thereof. In terms of the aforesaid SEBI Circular, effective from January 01, 2022, any service requests or complaints received from the member, are not processed by RTA till the aforesaid details/ documents are provided to RTA.

Members may also note that SEBI vide its Circular dated January 25, 2022 has mandated listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/ splitting of securities certificate; consolidation of securities certificates/ folios; transmission and transposition. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization, Members are advised to dematerialize the shares held by them in physical form. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR - 4, the format of which is available on the Company's website at <https://paramountcables.com/> updates and on the website of the Company's Registrar and Transfer Agents, Link Intime India Private Limited at [www.linkintime.co.in](http://www.linkintime.co.in). It may be noted that any service request can be processed only after the folio is KYC Compliant. You are requested to kindly take note of the same and update your particulars timely.
16. 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.
17. 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.
18. 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.
19. Members desiring any information on the accounts at the AGM are requested to write to the Company at least 7 days in advance through E-mail at [investors@paramountcables.com](mailto:investors@paramountcables.com). The same shall be replied by the Company accordingly.
20. The remote e-voting period will commence at 9.00 a.m. on Monday, September 25, 2023 and will end at 5.00 p.m. on Wednesday, September 27, 2023. 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.
21. The Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or arrangements in which Directors are interested under Section 189 of the Companies Act, 2013 will be available for inspection in electronic mode will be made available electronically for inspection by Members of the Company during the meeting.
22. Adhering to the various requirements set out in the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended, the Members,



whose unclaimed dividend/shares have been transferred to IEPF, may claim the same by making an online application to the IEPF Authority in web form No. IEPF-5 available on [www.iepf.gov.in](http://www.iepf.gov.in). For details, please refer to the Corporate Governance Report which is a part of this report.

23. 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](http://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.
24. 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, September 28, 2023.
25. The Members who have cast their vote by remote e-voting prior to the AGM may also attend/ participate in the AGM through VC / OAVM but shall not be entitled to cast their vote again.

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

- i) Members are entitled to attend the Annual General Meeting through VC/OAVM platform "InstaMeet" provided by the Registrar and Share Transfer Agent, Link Intime India Private Limited by following the below mentioned process. Facility for joining the Annual General Meeting through VC/OAVM shall open 15 minutes before the time scheduled for the Annual 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 Annual 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 AGM 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 Annual General Meeting through InstaMeet:**

1. Shareholders who would like to speak during the meeting must register their request at least 3 days in advance with the company on E-mail 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 Annual 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 Annual 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 Annual General Meeting will be eligible to attend/ participate in the Annual 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.nSDL.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.nSDL.com> Select «Register Online for IDeAS Portal» or click at <https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp>
  3. 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. 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](http://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](http://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](http://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](mailto: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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> 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".

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, Mauhari Avenue,  
Westend Greens, Rangpuri, New Delhi-110037

Place: New Delhi

Dated: 10.08.2023

**EXPLANATORY STATEMENT**

As required by Section 102 of the Companies Act, 2013 ("Act"), the following explanatory statement sets out all material facts relating to the business mentioned under Item Nos. 3 to 8 of the accompanying Notice:

**Item No. 3**

Mr. Vijay Maheshwari (DIN: 00216687) is currently an Independent Director of the Company, Chairperson of the Audit Committee and Member of the Nomination and Remuneration Committee, Stakeholder Relationship Committee and Corporate Social Responsibility Committee. Mr. Vijay Maheshwari was appointed as an Independent Director of the Company by the Members at the 25<sup>th</sup> Annual General Meeting of the Company held on September 24, 2019 for a period of 5 (five) consecutive years commencing from April 1, 2019 upto March 31, 2024 (both days inclusive) and is eligible for re-appointment for a second term on the Board of the Company.

Based on the recommendation of the Nomination & Remuneration Committee ('NRC'), the Board of Directors at its meeting held on August 10, 2023, proposed the re-appointment of Mr. Vijay Maheshwari as an Independent Director of the Company for a second term of 5 (five) consecutive years commencing from April 1, 2024 upto March 31, 2029 (both days inclusive), not liable to retire by rotation, for the approval of the Members by way of a Special Resolution.

Mr. Vijay Maheshwari is a Chartered Accountant from the Institute of Chartered Accountants of India. He has over 45 years of experience in Finance, Audit and Taxation and financial restructuring. He is actively involved in the promotion of trade and commerce being the Mentor and past Chairman - CII-ER Banking Core Committee

The NRC taking into consideration the skills, expertise and competencies required for the Board in the context of the business and sectors of the Company and based on the performance evaluation, concluded and recommended to the Board that Mr. Vijay Maheshwari's qualifications and the rich experience of over four decades in the abovementioned areas meets the skills and capabilities required for the role of Independent Director of the Company.

The Board is of the opinion that Mr. Vijay Maheshwari continues to possess the identified core skills, expertise and competencies fundamental for effective functioning in his role as an Independent Director of the Company and his continued association would be of immense benefit to the Company.

The Company has in terms of Section 160(1) of the Companies Act, 2013 ('the Act') received a notice from a Member proposing his candidature for the office of Director. The Company has received a

declaration from Mr. Vijay Maheshwari confirming that he continues to meet the criteria of independence as prescribed under Section 149(6) of the Act, read with the rules framed thereunder and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations').

In terms of Regulation 25(8) of the SEBI Listing Regulations, Mr. Vijay Maheshwari has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties.

Mr. Vijay Maheshwari has also confirmed that he is not debarred from holding the office of Director by virtue of any SEBI Order or any such authority pursuant to circulars dated June 20, 2018, issued by BSE Limited and the National Stock Exchange of India Limited pertaining to enforcement of SEBI Orders regarding appointment of Directors by the listed companies. Further, Mr. Vijay Maheshwari has confirmed that he is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director in terms of Section 152 of the Act, subject to re-appointment by the Members.

Mr. Vijay Maheshwari has also confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualifications of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs ('IICA').

Mr. Vijay Maheshwari is exempt from the requirement to undertake online proficiency self-assessment test conducted by IICA.

In the opinion of the Board, Mr. Vijay Maheshwari fulfils the conditions specified in the Act, rules thereunder and the SEBI Listing Regulations for re-appointment as an Independent Director and that he is independent of the Management.

The terms and conditions of the appointment of Independent Directors is uploaded on the website of the Company at [www.paramountcables.com](http://www.paramountcables.com). In compliance with the provisions of Section 149 read with Schedule IV to the Act, Regulation 17 of the SEBI Listing Regulations and other applicable provisions of the Act and SEBI Listing Regulations, the re-appointment of Mr. Vijay Maheshwari as an Independent Director is now placed for the approval of the Members by a Special Resolution.

The Board commends the Special Resolution set out in Item No. 3 of the accompanying Notice for approval of the Members. None of the Directors or Key Managerial Personnel ('KMP') of the Company or their respective relatives, except Mr. Vijay Maheshwari and his relatives, are concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of the accompanying Notice.

Disclosures as required under Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India are annexed to this Notice.

#### **Item No. 4**

Mr. Sanjay Aggarwal (DIN: 00001788) is currently a Whole Time Director, designated as Chairman & CEO of the Company, and a Member of the Stakeholders Relationship Committee and Corporate Social Responsibility Committee.

The Board of Directors, at its meeting held on July 14, 2020, had re-appointed Mr. Sanjay Aggarwal as Whole Time Director of the Company, designated as Chairman & CEO of the Company for a period of 3 (three) years with effect from March 1, 2021 to February 29, 2024. Subsequently, at the 28<sup>th</sup> Annual General Meeting of the Company held on September 29, 2022, the Members, in accordance with Section II of Part II of Schedule V of the Companies Act, 2013, had approved the revision in maximum remuneration limit of Mr. Sanjay Aggarwal, Whole Time Director of the Company. However, there was no change in the actual remuneration to be paid. Based on the recommendation of the NRC, the Board of Directors, at its meeting held on August 10, 2023, re-appointed Mr. Sanjay Aggarwal as Whole Time Director of the Company for a further period effective March 1, 2024 up to February 28, 2029 subject to the approval of the Members.

Mr. Sanjay Aggarwal, visionary guidance has been instrumental in driving company's remarkable growth. During the challenging times presented by the COVID-19 pandemic, he has exhibited exceptional leadership skills and a steadfast commitment towards the Company's progress. Under his astute leadership, the Company has achieved steady growth, marked by strategic initiatives and a relentless pursuit of excellence. It would be therefore in the interest of the Company to re-appoint Mr. Sanjay Aggarwal as Whole Time Director of the Company

The principal terms and conditions of Mr. Sanjay Aggarwal re-appointment as the Whole Time Director are as follows:

- i) Period of Re-appointment:** From March 1, 2024 upto February 28, 2029 (both days inclusive).
- ii) Remuneration:**
  - A. Fixed Compensation:** Fixed Compensation shall include Basic Salary. The Basic Salary shall be ₹ 12.50 lakhs per month.
  - B. Flexible Compensation:** In addition to the Fixed Compensation, the abovementioned Director shall be entitled to the perquisites on an actual basis i.e., Car with driver, Electricity, club membership up to 3 clubs and other perquisites.

- C. Subject to the maximum of ₹ 2.50 Crore per annum apart from Company's Contribution to Provident Fund, leave encashment (if any) in accordance with the rules and regulations of the Company and gratuity at rate not exceeding 15 days's salary for each completed year of service.
- iii) Where in any financial year during his tenure as Whole Time Director, if the Company has no profit or its profits are inadequate, the Company will pay remuneration by way of salary and perquisites/ allowances as aforesaid.
- iv) No sitting fees shall be payable to him for attending the meeting of the Board of Directors or Committee thereof.

Mr. Sanjay Aggarwal has also confirmed that he is not debarred from holding the office of Director by virtue of any SEBI Order or any such authority pursuant to circulars dated June 20, 2018 issued by the BSE Limited and the National Stock Exchange of India Limited pertaining to enforcement of SEBI Orders regarding appointment of Directors by the listed companies.

Mr. Sanjay Aggarwal, pursuant to Section 152 of the Act, has given his consent to act as a Director of the Company, subject to the approval of the Members. Mr. Sanjay Aggarwal satisfies all the conditions set out in Part I of Schedule V to the Act and also the conditions set out under Section 196(3) of the Act, for being eligible for his re-appointment.

In terms of Section 164 of the Act, he is not disqualified from being re-appointed as Director.

Having regard to the qualifications, experience and knowledge, the Board is of the view that the re-appointment of Mr. Sanjay Aggarwal as Whole Time Director will be beneficial to the functioning and growth of the Company.

Accordingly, the Board commends the Special Resolution as set out at Item No. 4 of the accompanying Notice in relation to the re-appointment of Mr. Sanjay Aggarwal as Whole Time Director w.e.f. March 1, 2024 upto February 28, 2029 (both days inclusive) for approval of the Members pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V of the Act and Regulation 17 of SEBI Listing Regulations.

Mr. Sanjay Aggarwal is interested in the said resolution as it pertains to his own re-appointment. Mr. Sandeep Aggarwal is deemed to be interested in the said resolution as he is related to Mr. Sanjay Aggarwal. The other relatives of Mr. Sanjay Aggarwal may be deemed to be interested in the said resolution at Item No. 4 of the Notice to the extent of their shareholding, if any, in the Company.

None of the other Directors, Key Managerial Personnels of the Company and their relatives are, in any way, concerned or interested, financially, or otherwise, in the said resolution.

Disclosures as required under Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India are annexed to this Notice.

#### Item No. 5

Mr. Sandeep Aggarwal (DIN: 00002646) is currently a Managing Director of the Company, and a Member of the Stakeholders Relationship Committee and Corporate Social Responsibility Committee.

The Board of Directors, at its meeting held on July 14, 2020, had re-appointed Mr. Sandeep Aggarwal as Managing Director of the Company for a period of 3 (three) years with effect from March 1, 2021 to February 29, 2024. Subsequently, at the 28<sup>th</sup> Annual General Meeting of the Company held on September 29, 2022, the Members, in accordance with Section II of Part II of Schedule V of the Companies Act, 2013, had approved the revision in maximum remuneration limit of Mr. Sandeep Aggarwal, Managing Director of the Company. However, there was no change in the actual remuneration to be paid. Based on the recommendation of the NRC, the Board of Directors, at its meeting held on August 10, 2023, re-appointed Mr. Sandeep Aggarwal as Managing Director of the Company for a further period effective March 1, 2024 up to February 28, 2029 subject to the approval of the Members.

Under Mr. Sandeep Aggarwal's visionary guidance, the company achieved significant milestones and garnered a prominent position in the wires and cable industry. It would be therefore in the interest of the Company to re-appoint Mr. Sandeep Aggarwal as Managing Director of the Company.

The principal terms and conditions of Mr. Sandeep Aggarwal re-appointment as the Managing Director are as follows:

- i) **Period of Re-appointment:** From March 1, 2024 upto February 28, 2029 (both days inclusive).
- ii) **Remuneration :**
- A. Fixed Compensation:** Fixed Compensation shall include Basic Salary. The Basic Salary shall be ₹ 12.50 lakhs per month.
- B. Flexible Compensation:** In addition to the Fixed Compensation, the abovementioned Director shall be entitled to the perquisites on an actual basis i.e., Car with driver, Electricity, club membership up to 3 clubs and other perquisites.

- C. Subject to the maximum of ₹ 2.50 Crore per annum apart from Company's Contribution to Provident Fund, leave encashment (if any) in accordance with the rules and regulations of the Company and gratuity at rate not exceeding 15 days's salary for each completed year of service.
- iii) Where in any financial year during his tenure as Managing Director, if the Company has no profit or its profits are inadequate, the Company will pay remuneration by way of salary and perquisites/ allowances as aforesaid.
- iv) No sitting fees shall be payable to him for attending the meeting of the Board of Directors or Committee thereof.

Mr. Sandeep Aggarwal has also confirmed that he is not debarred from holding the office of Director by virtue of any SEBI Order or any such authority pursuant to circulars dated June 20, 2018 issued by the BSE Limited and the National Stock Exchange of India Limited pertaining to enforcement of SEBI Orders regarding appointment of Directors by the listed companies.

Mr. Sandeep Aggarwal, pursuant to Section 152 of the Act, has given his consent to act as a Director of the Company, subject to the approval of the Members. Mr. Sandeep Aggarwal satisfies all the conditions set out in Part I of Schedule V to the Act and also the conditions set out under Section 196(3) of the Act, for being eligible for his re-appointment.

In terms of Section 164 of the Act, he is not disqualified from being re-appointed as Director.

Having regard to the qualifications, experience and knowledge, the Board is of the view that the re-appointment of Mr. Sandeep Aggarwal as Managing Director will be beneficial to the functioning and growth of the Company.

Accordingly, the Board commends the Special Resolution as set out at Item No.5 of the accompanying Notice in relation to the re-appointment of Mr. Sandeep Aggarwal as Managing Director w.e.f. March 1, 2024 upto February 28, 2029 (both days inclusive) for approval of the Members pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V of the Act and Regulation 17 of SEBI Listing Regulations.

Mr. Sandeep Aggarwal is interested in the said resolution as it pertains to his own re-appointment. Mr. Sanjay Aggarwal is deemed to be interested in the said resolution as he is related to Mr. Sandeep Aggarwal. The other relatives of Mr. Sandeep Aggarwal may be deemed to be interested in the said resolution at Item No. 5 of the Notice to the extent of their shareholding, if any, in the Company.

None of the other Directors, Key Managerial Personnels of the Company and their relatives are, in any way, concerned or interested, financially, or otherwise, in the said resolution.

Disclosures as required under Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India are annexed to this Notice.

#### **Item No.6 & 7**

#### **To Approve Implementation of "Paramount Communications Limited Stock Incentive Plan, 2023" and grant of employee stock options to the eligible employees of the Company and the Company's Subsidiary Company".**

Equity based compensation in the form of stock options have long been recognized as an effective instrument to attract and retain the best talent and also serves to attract, incentivize and motivate professionals and reward exceptional performance. Equity based compensation is considered to be an integral part of employee compensation across sectors which enables alignment of personal goals of the employees with organizational objectives by participating in the ownership of the Company through stock based compensation scheme.

Accordingly, the Company intends to reward, attract, motivate and retain employees and directors of the Company, and its existing or future subsidiary companies, in or outside India, for their high level of individual performance and for their efforts to improve the overall performance of the Company with the objective of achieving sustained growth of the Company and creation of shareholder's value by aligning the interests of the eligible employees/ directors with the long-term interests of the Company.

With the above objective, the Board of Directors of the Company (hereinafter referred to as the "**Board**", which term shall be deemed to include any Committee, including the Nomination and Remuneration Committee ("NRC"), which the Board has constituted or may hereafter constitute to act as the "Compensation Committee" under Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended (the "**SEBI SBEB Regulations**") intend to implement an employee stock option plan namely "**Paramount Communications Limited Stock Incentive Plan, 2023**" ("**PCL SIP 2023**")/ "**Plan**") seeking to cover eligible employees/directors of the Company and its existing or future subsidiary companies, in or outside India, under the Scheme.

Keeping in line with the above, the PCL SIP 2023 has been formulated by the Company, which is to be implemented by the NRC constituted under Section 178 of the Companies Act, 2013, as amended (the "**Companies Act**") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements)



Regulations, 2015, as amended (the “SEBI Listing Regulations”) and in accordance with the requirements of SEBI SBEB Regulations issued by the SEBI and other applicable laws. Accordingly, the NRC and the Board at their respective meetings held on August 10, 2023 have approved the introduction of the PCL SIP 2023, subject to approval of members of the Company. The Scheme will be operated and administered under the superintendence of the NRC.

The salient features of the Paramount Communications Limited Stock Incentive Plan, 2023 are set out below:

**(a) Brief description of the PCL SIP 2023:**

The PCL SIP 2023 contemplates grant of stock options to the employees / directors of the Company, and its existing or future subsidiary company(ies) in or outside India, that are eligible under the PCL SIP 2023 (“Eligible Employees”).

After vesting of options, the Eligible Employees earn a right, but not an obligation, to exercise the vested options within the exercise period and subscribe to equity shares of the Company subject to compliance with the requirements of the PCL SIP 2023, including payment of exercise price and satisfaction of any tax obligation arising thereon.

**(b) Total number of stock options to be granted**

The total number of options to be granted under the PCL SIP 2023 shall not exceed 75,00,000 (Seventy-Five Lakhs) representing 2.63% (approx.) of the fully diluted capital of the Company as on August 10, 2023. Each option when exercised would be converted into one equity share of ₹ 2 (Indian Rupees Two) each fully paid-up.

Further, the SEBI SBEB Regulations require that in case of any corporate action(s) such as rights issue, bonus issue, merger, sale of division etc., a fair and reasonable adjustment needs to be made to the options granted. In this regard, the Company shall adjust the number, class and kind of equity shares, the number of stock options and/or the exercise price of the options granted in such a manner that the total value of the options granted under the PCL SIP 2023 remains the same after any such corporate action. Accordingly, if any additional options are granted by the Company to the option grantees for making such fair and reasonable adjustment, the ceiling of 75,00,000 (Seventy Five Lakhs), shall be deemed to be increased to the extent of such additional options issued.

Vested options and unvested options that have lapsed due to non-exercise, forfeited, surrendered and / or cancelled under the PCL SIP 2023, would be available for being re-granted at a future date in accordance with the provisions of PCL SIP 2023.

**(c) Implementation and administration of the PCL SIP 2023**

The existing NRC shall act as Compensation Committee for the administration and implementation of PCL SIP 2023 in terms of SEBI SBEB Regulations.

All questions of interpretation of the PCL SIP 2023 or any option under the Scheme shall be determined by the NRC and such determination shall be final and binding upon all persons having an interest in the PCL SIP 2023 or in any option issued thereunder.

**(d) Identification of classes of employees entitled to participate and be beneficiaries in PCL SIP 2023**

The options may be granted by the Board / NRC to the Eligible Employees as may be decided by the Board at its own discretion. For the purpose of PCL SIP 2023, “Eligible Employee” mean the following employees:

- (i) all permanent employees, present and / or future of Paramount Communications Limited and / or its Subsidiary(ies), working in or out of India;
- (ii) all Directors, whether whole time or not of Paramount Communications Limited and / or its Subsidiary(ies), but does not include independent director;

Provided that an Eligible Employee who is a Promoter or forms part of the Promoter Group of the Company shall not be eligible to participate in the Plan.

Provided further that a Director who either by himself or through his relative or through any body corporate, directly or indirectly, holds more than 10% of the outstanding Equity Shares of the Company shall not be eligible to participate in the Plan.

**(e) Requirements of vesting and period of vesting**

There should be a minimum period of one year between the grant of options and vesting of options and such maximum period as may be determined by the Board, but not exceeding seven years.

Options shall vest essentially based on continuation of employment / service with the Company or its subsidiary company(ies), as applicable, and as per requirement of the SEBI SBEB Regulations. Apart from that the NRC may prescribe achievement of any performance condition(s) or other criteria for vesting.

Further, if the Committee may decide, Options shall vest with the Participant over such period and in such a manner, provided the Employee meets the additional vesting conditions pertaining to the KPIs set by the Committee at

the time of grant of respective option. The vesting schedule may be varied by the Committee for the benefit of the Employees. Special provisions would apply in case of the death, permanent incapacitation, retirement, termination or resignation of the Employee.

**(f) Maximum period within which the options shall be vested**

All the options granted on any date shall vest not later than the maximum period of 7 (seven) years from the date of grant.

**(g) Exercise price or pricing Formula**

The Options granted to the Employees under this Plan shall carry an Exercise Price, which may be equivalent to the market price or at such discount to the Market Price of the Shares of the Company as may be determined by the Committee at the time of grant of options. However, in any case the Exercise Price shall not be less than the par value of the Shares of the Company.

In case of a fall in market value of Shares between the Offer Date and the date of Exercise, the Committee may re-price the Options that have not been vested while ensuring such re-pricing is not detrimental to the interest of the Grantees.

**(h) Exercise period and exercise Process**

The Exercise period will commence from the date of vesting and extend up to not later than five years from the date of the vesting of the Options or such lesser period as may be decided by the Committee, from time to time.

The vested option shall be exercisable by the option grantees by submitting a written exercise notice specifying the number of options to be exercised to the Company in such format as may be prescribed by the NRC from time to time.

Exercise of options shall be considered only after payment of requisite exercise price and satisfaction of applicable taxes by the option grantee. The options shall lapse if not exercised within the specified exercise period.

The Participant can exercise the Vested Options within the Exercise Period by paying the Exercise Price to the Company alongwith the notice of exercise as under:

- (a) At any point in time, the exercise shall not be made for less than 5,000 option in one point in time
- (b) If the number of Vested Options held at any point in time is less than 5,000, all options shall be exercised in one single tranche.
- (c) The allotment for shares exercised shall be made by the Company four times a year, i.e. (a) for all options vested

during the period from April 01 to June 30, allotment shall be made in the first Board Meeting to be held after June 30 of the respective block of three months; and (b) in the similar manner thereafter for each quarter.

**(i) Appraisal process for determining the eligibility of employees for the PCL SIP 2023**

The options may be granted by the Board / NRC to the Eligible Employees as may be decided by the Board at its own discretion, including, but not limited to the date of joining of the Eligible Employee with the Company or the Subsidiary(ies), performance evaluation, current compensation, criticality or any other criteria, future potential, such Eligible Employees, as determined by the Board, may participate in the Plan. Employees joining the Company after the date of implementation of the Plan will be entitled to participate in the Plan, on a case to case basis and subject to such criteria as may be decided solely by the Board.

**(j) Maximum number of options to be issued per employee and in aggregate**

The NRC shall decide the number of options /equity shares that may be granted / issued to any specific employee / director of the Company or its subsidiary(ies) under the PCL SIP 2023, in any financial year and in aggregate, but the same shall not exceed 1% of the issued capital in any one financial year.

**(k) Maximum quantum of benefits to be provided per employee under the PCL SIP 2023**

The maximum quantum of benefits underlying the options issued to an eligible employee shall depend upon the market price of the equity shares as on the date of allotment of equity shares arising out of exercise of options vis-à-vis the exercise price at which options were granted.

**(l) Whether the PCL SIP 2023 is to be implemented and administered directly or through a trust**

The PCL SIP 2023 shall be implemented and administered directly by the Company, under the superintendence of the NRC.

**(m) Whether the PCL SIP 2023 involves new issue of equity shares or secondary acquisition of equity shares or both**

The PCL SIP 2023 contemplates issue of fresh equity shares by the Company.

**(n) Lock-in Period**

The equity shares arising out of exercise of vested options shall not be subject to any lock-in period from the date of

allotment of such equity shares under the PCL SIP 2023, provided that the sale or transfer of equity shares allotted on such exercise will be subject to the provisions of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (as amended from time to time) and the Code of Conduct to Regulate, Monitor and Report Trading by Designated Persons of the Company framed thereunder.

**(o) Transferability of Stock Options**

The options granted to an employee shall not be transferable to any person and shall not be assigned, alienated, pledged, attached, hypothecated, sold, or otherwise transferred or encumbered or otherwise alienated in any manner.

However, in the event of the death of the employee while in employment, all the stock options granted to him/her till such date shall forthwith vest in his/her designated nominee or nominees (who may be named contingently or successively), or such employee's legal heir, and can be exercisable by them within the time period as may be prescribed under the PCL SIP 2023.

**(p) Amount of loan to be provided for implementation of the scheme(s) by the Company to the trust, its tenure, utilization, repayment terms, etc.**

This is currently not contemplated under the present PCL SIP 2023.

**(q) Maximum percentage of secondary acquisition that can be made by the trust for purposes of the PCL SIP 2023**

Not applicable

**(r) Accounting and Disclosure Policies**

The Company shall follow the IND AS 102 on Share based Payments, Guidance note on Accounting for employee share based payments and/ or any relevant Accounting Standards as may be prescribed by the Institute of Chartered Accountants of India (ICAI) from time to time, including the disclosure requirements prescribed therein.

In case, the existing guidance note or accounting standards do not prescribe accounting treatment or disclosure requirements, any other Accounting Standard that may be issued by ICAI or any other competent authority shall be adhered to in compliance with the requirements of Regulation 15 of the SEBI SBEB Regulations.

**(s) Method of option valuation**

The Company shall use the fair value method or such valuation method as may be prescribed from time to time in

accordance with applicable laws for valuation of the Stock Options granted, to calculate the employee compensation cost.

**(t) Variation of terms of Scheme**

Subject to compliance with the requirements of the SEBI SBEB Regulations and other applicable laws, the Company may, from time to time, amend or vary the Scheme or any terms and conditions in the Scheme or alter any options granted in such respects as the NRC may deem necessary or desirable, provided that approval of the shareholders of the Company is taken by way of a special resolution in a general meeting for effecting such change, if such approval is required under applicable law and such change is not detrimental or prejudicial to the interests of the grantees, provided that the Company shall be entitled to vary the terms of the Scheme to meet any regulatory requirements.

**(u) Declaration**

The Company shall adopt fair valuation for the purpose of computation of employee compensation cost and therefore no difference between intrinsic value and fair value is required to be disclosed in the Directors Report.

**(v) Certificate from the Secretarial Auditor**

The Board of Directors shall at each annual general meeting place before the members a certificate from the Secretarial auditor of the Company that the Scheme(s) has been implemented in accordance with the prescribed regulations and in accordance with the resolution of the Company in the general meeting.

**(w) Terms & conditions for buyback, if any, of specified securities covered under these regulations.**

Not Applicable

**(x) Rights of the option holder**

The option holder shall not have right to receive any dividend or to vote or in any manner enjoy the benefits of a shareholder in respect of option granted to him/her, till equity shares are allotted upon exercise of such option.

Regulation 6(1) of the SEBI SBEB Regulations requires that every employee stock option scheme shall be approved by the members of the Company by passing a special resolution in a general meeting. Further, Regulation 6(3)(c) of the SEBI SBEB Regulations requires that every employee stock option scheme extended to the employees of the subsidiary company(ies) shall be approved by the members of the Company by passing a special resolution in a general meeting.

Further, as the PCL SIP 2023 will entail further issue of equity shares, consent of the members is required by way of a special resolution pursuant to Section 62(1)(b) of the Companies Act. Accordingly, the Special Resolution set out at Item No. 6 & 7 of this Notice is proposed for approval by the members.

A copy of the draft PCL SIP 2023 is placed at the website of the Company at [www.paramountcables.com](http://www.paramountcables.com) till the conclusion of the ensuing Annual General Meeting, and the same will be available for inspection as mentioned in notes to AGM Notice.

The Board, accordingly, recommends passing of the Special Resolutions as set out at Item No. 6 & 7 of this Notice, for the approval of the members.

None of the Directors, Promoters, Key Managerial Persons of the Company or any of their relatives, shall be considered to be concerned or interested, financially or otherwise, in the proposed Special Resolutions at Item No. 6 & 7, except to the extent of their respective shareholding, if any, in the Company and number of options which may be granted to them, if any, pursuant to the PCL SIP 2023.

#### **Item No.8**

The Board of Directors has on the recommendation of the Audit Committee, approved the appointment and remuneration of M/s Jain Sharma & Associates, Cost Auditors to conduct the audit of the cost records of the Company, for the financial year ending March 31, 2024.

In accordance with the provisions of Section 148 of the Companies Act, 2013 ("the Act") read with the Companies (Audit and Auditors) Rules, 2014, the remuneration of ₹ 60,000/- (Rupees Sixty Thousand) payable to the Cost Auditors as recommended by the Audit Committee and approved by the Board, has to be ratified by the Members of the Company.

Accordingly, ratification by the Members is sought for the remuneration payable to the Cost Auditors for the financial year ending March 31, 2024 by passing an Ordinary Resolution as set out at Item No. 8 of the Notice.

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

The Board commends the Ordinary Resolution set out at Item No. 8 of the Notice for ratification by the Members.

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

Place: New Delhi

Dated: 10.08.2023

**PURSUANT TO REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENT) REGULATIONS, 2015 AND SECRETARIAL STANDARD - 2 ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA (ICSI), INFORMATION ABOUT THE DIRECTOR PROPOSED TO BE RE- APPOINTED/ APPOINTED UNDER ITEM NO.3 TO 5 IS FURNISHED AS BELOW:**

<b>Name of the Director &amp; DIN</b>	<b>Mr. Sanjay Aggarwal (DIN:00001788)</b>	<b>Mr. Sandeep Aggarwal (DIN:00002646)</b>	<b>Mr. Vijay Maheshwari (DIN:00216687)</b>
Nationality	Indian	Indian	Indian
Designation/category of the Director	Chairman & CEO Whole Time Director	Managing Director	Non-Executive Independent Director
Date of Birth	21-10-1962	08-05-1964	03-01-1951
Date of re-appointment	With effect from March 01, 2024 for the period of Five (05) years	With effect from March 01, 2024 for the period of Five (05) years	With effect from April 01, 2024 for the period of Five (05) years
Date of first appointment in the current designation	01.11.1994	01.11.1994	01.04.2019
Qualification	B. Com (Hons.) from Shri Ram College of Commerce, Delhi University	B.A. Hons (Economics)	Fellow Member of Institute of Chartered Accountant of India
Brief Profile	Mr. Sanjay Aggarwal is the Chairman & CEO of the Company and joined the Company after completing his bachelor's degree from Sri Ram College of Commerce in 1983. He has been an integral part of the growth story of the Company, from a small-scale industrial unit to one of the largest cable manufacturers in India. Mr. Sanjay Aggarwal has personally led various key initiatives for the Group including the first public issue on BSE in 1994, the transformation of the Company into a medium scale enterprise with the launch of its PIJF Telecom Cable plant and further expansion and diversification into Optical Fiber Cables in 2001 and High Voltage Cables in 2007.	Mr. Sandeep Aggarwal, Managing Director of the Company, has rich experience of more than 3 decades in the cables and wires industry. He has been conferred the Honorary Professorship on Industry Excellence in ICT, Cables, and Telecom Infra by Hemchandracharya North Gujarat University. He is associated with various technical, industrial and social bodies including 'Industrial Training Institute, Reni', Telecom Equipment Manufacturers Association of India and PHD Chamber of Commerce and Industry.	Mr. Vijay Maheshwari is a fellow member of the Institute of Chartered Accountants of India and has over 45 years of experience in finance. He is acclaimed for his vision and dynamism. He is actively involved in the promotion of trade and commerce being the Mentor and past Chairman - CII-ER Banking Core Committee. He has actively travelled within India and abroad and been speaker on related subject.
Nature of Expertise in Specific Functional Areas;	Business Leadership, Strategy & Planning, Finance, Operations, and overall support services	Strategy Planning & Implementation, Business Leadership, Sales & Marketing	Risk & Governance, Finance & Law
Terms and conditions of re-appointment	Mr. Sanjay Aggarwal will serve for a term of 5 (Five) consecutive years commencing from March 01, 2024 to February 28, 2029.	Mr. Sandeep Aggarwal will serve for a term of 5 (Five) consecutive years commencing from March 01, 2024 to February 28, 2029.	Mr. Vijay Maheshwari will serve for a second term of 5 (Five) consecutive years commencing from April 01, 2024 to March 31, 2029.
Names of Listed Entities in which Director also holds the Directorship and the Membership of Committees of the Board	None	None	Sumedha Fiscal Services Ltd

Name of the Director & DIN	Mr. Sanjay Aggarwal (DIN:00001788)	Mr. Sandeep Aggarwal (DIN:00002646)	Mr. Vijay Maheshwari (DIN:00216687)
Name of Committee(s) of Paramount Communications Limited in which Director is Chairman/ Member	Stakeholder Relationship Committee – Member Corporate Social Responsibility Committee- Chairman Share Allotment Committee- Chairman	Stakeholder Relationship Committee – Member Corporate Social Responsibility Committee- Member Share Allotment Committee- Member	Audit Committee- Chairman Nomination and Remuneration Committee-Member Stakeholder Relationship Committee – Member Corporate Social Responsibility Committee- Member
Listed Entities from which Director has resigned as Director in past three years.	None	None	None
Number of Shares held in the Company	1,40,61,013 Equity shares of face value of ₹ 2/- each	1,40,03,533 Equity shares of face value of ₹ 2/- each	NIL
Number of Board Meetings attended during the year	During the financial year ending March 31, 2023, the Board met five times. Mr. Sanjay Aggarwal attended all the five Board Meetings.	During the financial year ending March 31, 2023, the Board met five times. Mr. Sandeep Aggarwal attended all the five Board Meetings.	During the financial year ending March 31, 2023, the Board met five times. Mr. Vijay Maheshwari attended all the five Board Meetings.
Remuneration Last Drawn (per annum)	₹ 178.25 Lakhs	₹ 177.16 Lakhs	Being an Independent Director, he was paid sitting of ₹ 60,000/- for each Board and Committee Meeting and conveyance as actual incurred.
Inter-se relationship between Directors and other Key Managerial Personnel	Brother of Mr. Sandeep Aggarwal	Brother of Mr. Sanjay Aggarwal	He is not related with any Director and Key Managerial Personnel of the Company.

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, Mauisari Avenue,  
Westend Greens, Rangpuri, New Delhi-110037

Place: New Delhi  
Dated: 10.08.2023