

PCL/SE/12/2022-2023

17.12.2022

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

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

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015, as amended and any other applicable provision, We are pleased to inform that the Extra Ordinary General Meeting (“EGM”) of the Members of Paramount Communications Limited will be held on WEDNESDAY the 11th JANUARY 2023 at 11:00 A.M. (IST) at **Sri Sathya Sai International Centre and School, Pragati Vihar, Bhisham Pitamah Marg, Lodhi Road, New Delhi-110003.**

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

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

The remote e-voting period will commence at 9.00 a.m. on Sunday, January 08, 2023 and will end at 5.00 p.m. on Tuesday, January 10, 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.

The facility for voting through Ballot Paper shall be made available at the **EGM** and the members attending the **EGM** who have not cast their vote by remote e-voting shall be able to exercise their right to vote at the meeting through **Ballot Paper**.

Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date i.e., Wednesday, 4th January, 2023 will be entitled to cast their votes by remote e-voting or voting at the EGM. The voting right of members shall be in proportion to their shares of the paid up equity share capital of the company as on cut-off date.

We request you to kindly take the above on record and bring to the notice of all concerned.

**Thanking you**  
**For Paramount Communications Ltd.**

**(Rashi Goel)**  
**Company Secretary & Compliance Officer**

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New Delhi - 110028  
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www.paramountcables.com  
CIN : L74899DL1994PLC061295



## PARAMOUNT COMMUNICATIONS LIMITED

CIN: L74899DL1994PLC061295

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

Phone: +91 (11) 45618800, 900 | Fax: +91 (11) 25893719,20

Website: [www.paramountcables.com](http://www.paramountcables.com) | Email: [investors@paramountcables.com](mailto:investors@paramountcables.com)

### **NOTICE OF EXTRA ORDINARY GENERAL MEETING**

**NOTICE** is hereby given that an Extra-ordinary General Meeting of the Members of Paramount Communications Limited will be held on Wednesday, the 11th January, 2023 at 11.00 AM (IST) at **Sri Sathya Sai International Centre and School, Pragati Vihar, Bhisham Pitamah Marg, Lodhi Road, New Delhi-110003** to transact the following business:

#### **SPECIAL BUSINESS:**

##### **Item No. 1: Increase of Authorised share capital of the Company**

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

**“RESOLVED THAT** Pursuant to the provisions of Section 61, Section 64, Section 13 and Rules made there under and other applicable provisions, if any of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof, for the time being in force) read with the enabling provisions of the Articles of Association of the Company, the Authorised Share Capital of the Company be and is hereby increased from the existing ₹ 60,00,00,000/- (Rupees Sixty Crores only) divided into 25,00,00,000 (Twenty Five Crores Only) Equity Shares of ₹ 2/- (Rupees Two only) each and 10,00,000 (Ten Lakhs only) Redeemable Preference Shares of ₹ 100/- (Rupees One Hundred only) each to ₹ 70,00,00,000/- (Rupees Seventy Crores only) divided into 30,00,00,000 (Thirty Crores Only) Equity Shares of ₹ 2/- (Rupees Two only) each and 10,00,000 (Ten Lakhs only) Redeemable Preference Shares of ₹ 100/- (Rupees One Hundred only) each by the addition there to a sum of ₹ 10,00,00,000/- (Rupees Ten Crores only) divided into 5,00,00,000 (Five Crores Only) Equity Shares of ₹ 2/- (Rupees Two only) each ranking pari-passu in all respects with the existing equity shares of the Company.

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

**“V. The Authorised Share Capital of the Company is ₹ 70,00,00,000 (Rupees Seventy Crores) divided into 30,00,00,000 (Thirty Crores) Equity Share of ₹ 2/- (Rupees Two) each and 10,00,000 (Ten lacs) Redeemable Preference Shares of ₹ 100/- (Rupees Hundred) each with such rights and privileges and conditions attached thereto or as may be determined by the Board of Directors at the time of issue. The Company shall always have the power to divide the Authorised Share Capital from time to time into different classes and to vary, modify or abrogate any rights, privileges or conditions attached to any class of share in such manner as may be decided by the Board of Directors of the Company.**

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

##### **Item No. 2: Issue of Equity warrants convertible into equal number of equity shares to non-promoter on preferential basis**

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

**“RESOLVED THAT** in accordance with the provisions of Section 42, 52, 62 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof for the time being in force) (the **“Act”**), and the rules and regulations made thereunder (including any amendment thereto or re-enactment thereof for the time being in force), Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements), Regulations, 2018 (the **“SEBI ICDR Regulations”**) and any other law for the time being in force, and the provisions in the Memorandum and Articles of the Association of the Company, and subject to the approvals, consents, permissions and sanctions of the Securities and Exchange Board of India (**“SEBI”**), Stock Exchanges and any other concerned authorities, as may be necessary, and subject to such conditions and modifications as may be prescribed or imposed by any of the aforementioned authorities while granting such approvals, consents, permissions and sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the **“Board”** which term shall be deemed to include any committee of directors duly constituted or to be constituted thereof to exercise its powers conferred by this resolution), the approval of the members of the Company be and is hereby accorded to the Board to create, offer, issue and allot, in one or more tranches, at such time or times as the Board may in its absolute discretion thinks fit, upto 6,25,00,000 (Six Crore Twenty Five Lakhs) equity warrants of the Company convertible into equal number of equity shares of face value 2/- (Indian Rupees Two) each (**“Equity Shares”**) at an issue price of ₹ 21.57/- (Rupees Twenty One and Fifty Seven Paise) per equity warrant as determined on the Relevant Date in accordance with the provisions of Chapter V of the SEBI ICDR Regulations aggregating to ₹ 134,81,25,000 for cash consideration by way of preferential allotment to persons/entities who are not forming part of the Promoter and Promoter group of the Company (hereinafter referred to as the **“Proposed Allottees”**):

Sr. No.	Name of the proposed allottees	No. of Equity warrants to be allotted
1	Nexpact Limited	1,00,00,000
2	AG Dynamic Funds Limited	1,00,00,000
3	Shankar Shashi Sharma	10,00,000
4	Zenith Multi Trading DMCC	51,75,000
5	ExpertPro Realty Private Limited	35,00,000
6	Money Plant Pictures LLP	35,00,000
7	Aditya Kumar Halwasiya	30,00,000
8	Shruti Mohta	15,00,000
9	Varun Agrawal	15,00,000
10	Preeta Goyal	15,00,000
11	Vidya Metal Manufacturing Company Private Limited	15,00,000
12	Tinu Kakaria	12,00,000
13	Shreya Gupta	11,00,000
14	Ayushi Gupta	11,00,000
15	Amit Gupta	10,00,000
16	NAV Capital VCC-NAV Capital Emerging Star Fund	10,00,000
17	Anoop Jain (HUF)	10,00,000
18	Algoquant Financials LLP	10,00,000
19	NX Block Trades Private Limited	10,00,000
20	Monesh Israni	10,00,000
21	Deepika gupta	10,00,000
22	Jitendra Rasiklal Sanghavi	10,00,000
23	Thapar Builders Private Limited	10,00,000
24	Dilip P bhat	7,00,000
25	Rahul Soni	5,00,000
26	Minal Prakash Deshpande	5,00,000
27	Sharda Subhashchandra Bhat	5,00,000
28	Anoop Jain	5,00,000
29	Real & Sons	5,00,000
30	Ali Akbar Parvez Khan	5,00,000
31	SCJ Colours Private Limited	5,00,000
32	Goldrush Capital Services Private Limited	1,00,000
33	Sharad Goel	3,50,000
34	Wow Investments	3,50,000
35	Hypotenuse Investments	3,50,000
36	Payal Sanghavi	3,00,000
37	Rekha Bhandari	2,50,000
38	Sneha Bhandari	2,50,000
39	Sunil Bhandari	2,50,000
40	Prajal Bhandari	2,50,000
41	Swati Agrawal	2,00,000
42	Sanjay Harshadrai Mehta	2,00,000
43	Dipak Raheja	1,50,000
44	Nandura Estates	1,50,000
45	Ten Eighty Investments	1,50,000
46	Jaiprakash N Bhatia	1,00,000
47	Noida Holdings Private Limited	1,00,000
48	VRV Advisory Private Limited	1,25,000
49	Ketan Sharma	50,000
50	Sudha Malik	50,000
	<b>Total</b>	<b>6,25,00,000</b>

**RESOLVED FURTHER THAT** in accordance with the provisions of the SEBI ICDR Regulations, the “**Relevant Date**” for the purpose of calculating the price of Equity warrants convertible into equal number of equity shares to be issued in terms hereof is Monday, December 12, 2022, being the date immediately preceding date 30 days prior to the date of General Meeting.

**RESOLVED FURTHER THAT** (i) each Equity Warrant shall give the Warrant Holder the right to exercise for one Equity Share of the Company; (ii) Warrants shall be convertible into equity shares within 18 months from the date of allotment of Equity Warrants; (iii) The Equity Warrants by themselves do not give to the holder thereof any rights of the shareholder of the Company; (iv) the number of Equity Shares and the price per Equity Share upon exercise of each Warrant shall be appropriately adjusted for corporate actions such as bonus issue, rights issue, stock, split, merger, demerger, transfer of undertaking, sale of a business division or any such capital or corporate restructuring, if any prior to the conversion of Equity Warrants; (v) At least 25% of the consideration for preferential issue of Equity Warrants shall be received by the Company prior to the allotment of said warrants; and (vi) at the time of exercise, the Warrant Holder shall pay the balance of the consideration payable in respect of the Equity Warrants so being exercised;

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

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

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

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

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

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

By Order of the Board of Directors  
**For Paramount Communications Limited**  
Sd/-  
**Rashi Goel**  
Company Secretary  
Membership No.: F9577

Date: December 14, 2022  
Place: New Delhi

#### **NOTES:**

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

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

2. Members/proxies should bring the attendance slip duly filled in for attending the meeting. Attendance Slip is annexed to this Notice.
3. Members who hold shares in dematerialized form are requested to bring their Client ID and DP ID numbers for easy identification of attendees at the meeting.
4. Electronic copy of the Notice of Extra Ordinary General Meeting (“EGM”) is uploaded on the Company’s website [www.paramountcables.com](http://www.paramountcables.com) and is being sent to all the Members whose email IDs are registered with the Company/RTA for communication purposes, unless any Member has requested for a physical copy of the same. Members are requested to support Green initiative by registering/ updating their e-mail addresses with the Company/RTA or with Link Intime India Private Limited, the Registrar and Transfer Agent (“RTA”) of the Company. Electronic copy of this Notice of the EGM is also uploaded on the website of Link Intime India Private Limited viz. <https://instavote.linkintime.co.in> inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form and the same is being sent to all the Members whose email IDs are registered with the Company/ Depository Participant(s) for communication purposes, unless any Member has requested for a physical copy of the same. For Members who have not registered their email address, physical copies of this Notice of EGM are being sent through permitted mode. For any communication, the Members may also send requests to the Company’s email ID: [investors@paramountcables.com](mailto:investors@paramountcables.com)

5. Relevant documents referred to in the accompanying Notice and in the Explanatory Statement are open for inspection by the Members at the Company's Registered Office at Paramount House, C-125, Naraina Industrial Area, Phase-1, New Delhi-110028 on all working days (except Saturdays, Sundays and Public Holidays) between 11.00 a.m. to 1.00 p.m. up to the date of this EGM and also at the EGM.
6. The Company is pleased to offer e-voting facility as an alternate, for all its members to enable them to cast their vote electronically in terms of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force). Accordingly, a member may exercise his vote through remote e-voting and the Company may pass any resolution by electronic voting system in accordance with the provisions of this rule.
7. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/ JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer (Abhishek Mittal, M/s Abhishek Mittal & Associates, Company Secretaries) by e-mail to abhishekcs21@gmail.com with a copy marked to the Company at [investors@paramountcables.com](mailto:investors@paramountcables.com) before 48 hours from the date of EGM.
8. 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 during the EGM.
9. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on January 4, 2023, being the cut-off date, are entitled to vote on the resolutions set forth in this Notice.
10. The Board of Directors of the Company has appointed Mr. Abhishek Mittal, a Practising Company Secretary, Proprietor, M/s Abhishek Mittal & Associates, as Scrutiniser to scrutinise the remote e-voting and voting at EGM in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for the said purpose.
11. Any person, who acquires shares of the Company and becomes a Member of the Company after sending of 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). However, if he/she is already registered with e-Voting system of LIPL: <https://instavote.linkintime.co.in> for remote e-voting then he/she can use his/ her existing User ID and password for casting the vote.
12. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out material facts concerning the business under Item No. 1 to 2 of the Notice are annexed hereto.
13. Members holding shares in physical form are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, Permanent Account Number (PAN), bank details such as, name of the bank and branch details, bank account number, MICR Code, IFSC code etc., to the Company/Registrar and Transfer Agent i.e., M/s. Link Intime India Private Limited, Noble Heights, 1st Floor, Plot No. NH-2, C-1 Block, LSC, Janakpuri, New Delhi-110058, Ph:- +91-11-41410592/93/94, Fax:- +91-11-41410591 in prescribed form ISR-1 pursuant to SEBI Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2021/655 dated November 3, 2021, or to their respective depository participants if the shares are held in electronic form.
14. 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 are advised to dematerialise the shares held by them in physical form. Members can contact the Company or Link Intime India Pvt. Ltd. for assistance in this regard.
15. As per the provisions of Section 72 of the Act and SEBI Circular, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/ she may submit the same in Form ISR-3 or SH-14 as the case may be. The said forms can be downloaded from the Company's website <https://paramountcables.com/updates/>. Members are requested to submit the said details to their DP in case the shares are held by them in dematerialized form and to Link Intime India in case the shares are held in physical form.
16. 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.
17. Members may please note that SEBI vide its Circular No. SEBI/ HO/MIRSD/MIRSD\_ RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the 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. 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 <https://linkintime.co.in/downloads.html> It may be noted that any service request can be processed only after the folio is KYC Compliant.
18. The remote e-voting period will commence at 9.00 a.m. on Sunday, January 08, 2023 and will end at 5.00 p.m. on Tuesday, January 10, 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.
19. The Scrutiniser will, after the conclusion of the Meeting, scrutinise the votes cast at the Meeting (Ballot Paper) and votes cast through remote e-voting, make a consolidated Scrutiniser's Report and submit the same to the Chairman. The result will be declared within two working days of the conclusion of the Meeting and the same, along with the consolidated Scrutiniser'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.
20. Members can opt only one mode for voting i.e., either by Physical Ballot or e-voting. If member opts for e-voting, then he does not vote by Physical Ballot also and vice versa. However, in case member(s) cast their vote both via Physical Ballot and e-voting, then voting done through e-voting shall prevail and voting done by Physical Ballot will be ignored.

21. No gifts/coupons will be distributed by the Company.
22. Shareholders are requested to bring their copy of the EGM Notice to the meeting.
23. Route map is annexed to the EGM Notice.

#### REMOTE E-VOTING INSTRUCTIONS FOR SHAREHOLDERS:

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

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

1. Individual Shareholders holding securities in demat mode with NSDL
  1. Existing IDeAS user can visit the e-Services website of NSDL viz... <https://eservices.nsd.com> either on a personal computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider **name i.e. LINKINTIME** and you will be re-directed to "InstaVote" website for casting your vote during the remote e-Voting period.
  2. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsd.com> Select "Register Online for IDeAS Portal" or click at <https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp>
  3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://eservices.nsd.com> either on a personal computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name **i.e. LINKINTIME** and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.
2. Individual Shareholders holding securities in demat mode with CDSL
  1. Existing users who have opted for Easi / Easiest, can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are [https://web.cdslindia.com/myeasi/home/login\\_or\\_www.cdslindia.com](https://web.cdslindia.com/myeasi/home/login_or_www.cdslindia.com) and click on New System Myeasi.
  2. After successful login of Easi/Easiest the user will be able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. LINKINTIME. Click on LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.
  3. If the user is not registered for Easi/Easiest, option to register is available at <https://web.cdslindia.com/myeasi/Registration/EasiRegistration>.
  4. Alternatively, the user can directly access e-Voting page by providing demat account number and PAN No. from a link in [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, user will be provided links for the respective ESP i.e. LINKINTIME. Click on LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.
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. Upon logging in, you will be able to see e-Voting option. 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 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.

**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 toll free no.: 1800 1020 990 and 1800 22 44 30
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 022- 23058738 or 22- 23058542-43.

**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>

- Click on ‘**Login**’ under ‘**SHARE HOLDER**’ tab and further Click ‘**forgot password?**’
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on “SUBMIT”.

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

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

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

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

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

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

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

### **ITEM NO. 1:**

To support the growth plans of the Company, the Company has come up with the issue of share warrants on preferential basis to person/entity who does not form part of Promoters / Promoter Group of the Company, which necessitates increasing the authorised share capital of the Company by infusion of more Capital into the Company. The present Authorized Share Capital stands at ₹ 60.00 Crores only and it is proposed to increase the same by ₹ 10.00 Crores to make it ₹ 70.00 Crores.

Pursuant to Sections 61 and 64 of the Companies Act, 2013, the consent of the Members of the Company is required to the proposed increase in the authorized share capital. Accordingly, the Board of Directors of the Company, vide its resolution passed at the meeting held on December 14, 2022, has proposed to increase the authorized share capital of the Company and seeks the approval of Members for the same by way of passing an ordinary resolution.

A copy of the Memorandum of Association of the Company duly amended will be available for inspection in the manner provided in this Notice. The board recommends the said resolution No. 1 to be passed as an ordinary resolution.

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

### **ITEM NO. 2:**

The Company is in need of funds to meet its working Capital requirement, Capital expenditure (CAPEX) for expansion and modernization of Business activities and R & D Expenditure and General Corporate Purpose. It was therefore thought expedient to raise the funds through issue of equity warrants to person/entity who does not form part of Promoters / Promoter Group of the Company on Preferential basis.

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

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

1. The Equity Warrants and Equity Shares to be allotted on conversion of Equity Warrants issued pursuant to the abovementioned resolution shall be subject to lock-in in accordance with Regulations 167 of the SEBI ICDR Regulations. However, subject to the aforesaid lock-in, the Equity Shares shall be transferable and transmittable in the same manner and to the same extent as permitted under applicable laws, and shall be subject to the same restrictions and limitations as any other equity shares of the Company.
2. Each Equity Warrant shall give the Warrant Holder the right to exercise for one Equity Share of the Company.
3. Equity Warrants shall be convertible into equity shares within 18 months from the date of their allotment
4. The Equity Warrants by themselves do not give to the holder thereof any rights of the shareholder of the Company. However, the Equity Shares allotted on conversion of Equity Warrants shall rank pari passu inter se and with the existing equity shares of the Company in all respects, including in relation to rights to dividend.
5. The number of Equity Shares and the price per Equity Share upon exercise of each Warrant shall be appropriately adjusted for corporate actions such as bonus issue, rights issue, stock, split, merger, demerger, transfer of undertaking, sale of a business division or any such capital or corporate restructuring, if any prior to the conversion of Equity Warrants
6. Atleast 25% of the consideration for preferential issue of Equity Warrants shall be received by the Company prior to the allotment of said warrants and at the time of exercise, the Warrant Holder shall pay the balance of the consideration payable in respect of the Equity Warrants so being exercised.
7. The consideration for allotment of Equity Warrants/ Equity Shares shall be paid to the Company from the respective Bank account(s) of the Proposed Allottees
8. Allotment shall only be made in dematerialized form.
9. The Equity Shares allotted upon exercise of option to convert Equity Warrants into Equity Shares shall be listed on the Stock Exchanges on which the Equity Shares of the Company are listed. However, the Equity Warrants will not be listed on any Stock Exchange.

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

#### **(a) The objects of the preferential issue:**

The object of the issue is to meet its capital expenditure (CAPEX) for expansion and modernization of Business operations and processes, working capital requirement & R & D expenditure and General Corporate Purpose.

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

- i) Working Capital Requirement – Approx. ₹ 82.00 Cr
- ii) Capital Expenditure- CAPEX – Approx ₹ 20.00 Cr
- iii) General Corporate Purpose - Approx. ₹ 32.81.00 Cr

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

- i) Working Capital Requirement – 9 months
- ii) Capital Expenditure- CAPEX – 12 months
- iii) General Corporate Purpose –3 Months

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



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

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

Issue size of upto ₹ 134,81,25,000/- divided into upto 6,25,00,000 Equity Warrants convertible into equivalent number of equity shares of face value ₹ 2/- (Indian Rupees Two) each ranking pari-passu in all respects with the existing fully paid up equity shares of the Company by way of preferential allotment to the Proposed Allottees at an issue price of ₹ 21.57/- (Rupees Twenty One and Fifty Seven Paise) as determined on the Relevant Date in accordance with the provisions of Chapter V of the SEBI ICDR Regulations.

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

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

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

Sr. No.	Particulars	Pre-Issue holding as on December 09, 2022				Post Issue shareholding pattern on fully diluted basis (post conversion of warrants)	
		No. of Equity Shares	%age	No. of Equity Shares (on fully diluted basis)*	%age	No. of Equity Shares	%age
<b>A</b>	<b>Promoter and promoter group Shareholding (A)</b>	<b>12,06,21,103</b>	<b>62.12</b>	<b>14,96,21,103</b>	<b>67.04</b>	<b>14,96,21,103</b>	<b>52.37</b>
<b>B</b>	<b>Public Shareholding</b>						
	FIs / Banks / Insurance Companies	0	0.00	-	0.00	-	-
	FIIIs / FPIs	22990	0.01	22,990	0.01	22,990	0.01
	<b>Individual share capital upto ₹ 2 Lacs</b>	<b>4,08,89,005</b>	<b>21.06</b>	<b>4,08,89,005</b>	<b>18.32</b>	<b>4,08,89,005</b>	<b>14.31</b>
	<b>Individual share capital in excess of ₹ 2 Lacs</b>	<b>1,65,45,296</b>	<b>8.52</b>	<b>1,65,45,296</b>	<b>7.41</b>	<b>1,65,45,296</b>	<b>5.79</b>
	NBFCs registered with RBI	900	0.00	900	0.00	900	0.00
	IEPF	5,18,966	0.27	5,18,966	0.23	5,18,966	0.18
	Trusts	1,747	0.00	1,747	0.00	1,747	0.00
	HUF	46,90,163	2.42	46,90,163	2.10	46,90,163	1.64
	Foreign Companies	39,52,242	2.03	39,52,242	1.77	39,52,242	1.38
	Non-Resident Indian (NRI)	8,89,933	0.46	8,89,933	0.40	8,89,933	0.31
	LLP	75,691	0.04	75,691	0.03	75,691	0.03
	Clearing Members	1,02,680	0.05	1,02,680	0.05	1,02,680	0.04
	Bodies Corporate	58,63,649	3.02	58,63,649	2.63	58,63,649	2.05
	Proposed Allottees (Public Category)	9,600	0.00	9,600	0.00	6,25,09,600	21.88
	<b>Total Public holding (B)</b>	<b>7,35,62,862</b>	<b>37.88</b>	<b>7,35,62,862</b>	<b>32.96</b>	<b>13,60,62,862</b>	<b>47.63</b>
	<b>Grand Total (A) + (B)</b>	<b>19,41,83,965</b>	<b>100.00</b>	<b>22,31,83,965</b>	<b>100.00</b>	<b>28,56,83,965</b>	<b>100.00</b>

(\*) 2,90,00,000 equity warrants are pending for conversion as on current date.

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

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

Further, upon exercise of the option by the allottees to convert Equity Warrants into Equity Shares within the tenure of upto eighteen months, as mentioned above, the Company will allot equity shares pursuant to the exercise of the Equity Warrants within 15 days from the date of such exercise of option by the allottees.

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

The Relevant Date on the basis of which the price of the Equity warrants will be calculated is Monday, December 12, 2022, being the date preceding the date 30 days prior to the date of general meeting.

It is proposed to issue the Equity Warrants and resulting Equity Shares at an issue price as may be determined on the Relevant Date in compliance with the Regulation 164 and 166A of Chapter V of the SEBI ICDR Regulations.

**Justification of Price:**

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

Method / Approaches for valuation	Fair Value (in ₹ Per share)
Income Approach	₹ 13.80
Market Approach	₹ 21.57
Asset Approach	NA

The fair value of equity shares as per Market Approach, considering the minimum value as calculated in terms of Regulation 164(1) of the SEBI ICDR Regulations, is highest. Hence the fair value of the convertible warrants / equity shares of Paramount Communications Limited to be allotted, in accordance with FEMA and NDI Rules read with Regulation 164(1) and 166A of the SEBI ICDR Regulations is ₹ 21.57/- (Rupees Twenty-One and Fifty Seven Paise only).

Pursuant to SEBI ICDR Regulations, the Pricing Certificate from Practicing Company Secretary and Valuation Report from a Independent Registered Valuer is available on the website of the Company, i.e., [www.paramountcables.com](http://www.paramountcables.com)

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

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

Sr. No.	Proposed Allottees	Natural person who are/is the ultimate beneficial owners/who control the proposed allottees	No. of equity shares to be allotted	Pre-Issue Shareholding			Post-Issue Shareholding	
				No. of Equity Shares	%age <sup>(1)</sup>	%age <sup>(2)</sup>	No. of Equity Shares (post conversion of warrants on fully diluted basis)	%age
1	Nexpact Limited	Saleem Aziz Habib Al Balushi	1,00,00,000	-	-	-	1,00,00,000	3.50
2	AG Dynamic Funds Limited	Paul Boskma	1,00,00,000	-	-	-	1,00,00,000	3.50
3	Shankar Shashi Sharma	Shankar Shashi Sharma	10,00,000	-	-	-	10,00,000	0.35
4	Zenith Multi Trading DMCC	Hari Shankar Tibrewala	51,75,000	-	-	-	51,75,000	1.81
5	ExpertPro Realty Private Limited	Praveen Gupta and Puneet Tayal	35,00,000	-	-	-	35,00,000	1.23
6	Money Plant Pictures LLP	Puneet Tayal and Anupama Gupta	35,00,000	-	-	-	35,00,000	1.23
7	Aditya Kumar Halwasiya	Aditya Kumar Halwasiya	30,00,000	-	-	-	30,00,000	1.05
8	Shruti Mohta	Shruti Mohta	15,00,000	-	-	-	15,00,000	0.53
9	Varun Agrawal	Varun Agrawal	15,00,000	-	-	-	15,00,000	0.53
10	Preeta Goyal	Preeta Goyal	15,00,000	-	-	-	15,00,000	0.53
11	Vidya Metal Manufacturing Company Private Limited	Mahesh Chand Goyal	15,00,000	-	-	-	15,00,000	0.53
12	Tinu Kakaria	Tinu Kakaria	12,00,000	-	-	-	12,00,000	0.42
13	Shreya Gupta	Shreya Gupta	11,00,000	-	-	-	11,00,000	0.39
14	Ayushi Gupta	Ayushi Gupta	11,00,000	9600	0.00	0.00	11,09,600	0.39
15	Amit Gupta	Amit Gupta	10,00,000	-	-	-	10,00,000	0.35
16	NAV Capital VCC-NAV Capital Emerging Star Fund	Kedarnath V Chandalada	10,00,000	-	-	-	10,00,000	0.35
17	Anoop Jain (HUF)	Anoop Jain- Karta	10,00,000	-	-	-	10,00,000	0.35
18	Algoquant Financials LLP	Devansh gupta and Dhruv Gupta-Partners	10,00,000	-	-	-	10,00,000	0.35
19	NX Block Trades Private Limited	Atul Kulshrestha	10,00,000	-	-	-	10,00,000	0.35
20	Monesh Israni	Monesh Israni	10,00,000	-	-	-	10,00,000	0.35
21	Deepika gupta	Deepika gupta	10,00,000	-	-	-	10,00,000	0.35

Sr. No.	Proposed Allottees	Natural person who are/is the ultimate beneficial owners/who control the proposed allottees	No. of equity shares to be allotted	Pre-Issue Shareholding			Post-Issue Shareholding	
				No. of Equity Shares	%age <sup>(1)</sup>	%age <sup>(2)</sup>	No. of Equity Shares (post conversion of warrants on fully diluted basis)	%age
22	Jitendra Rasiklal Sanghavi	Jitendra Rasiklal Sanghavi	10,00,000	-	-	-	10,00,000	0.35
23	Thapar Builders Private Limited	Ashok Thapar	10,00,000	-	-	-	10,00,000	0.35
24	Dilip P bhat	Dilip P bhat	7,00,000	-	-	-	7,00,000	0.25
25	Rahul Soni	Rahul Soni	5,00,000	-	-	-	5,00,000	0.18
26	Minal Prakash Deshpande	Minal Prakash Deshpande	5,00,000	-	-	-	5,00,000	0.18
27	Sharda Subhashchandra Bhat	Sharda Subhashchandra Bhat	5,00,000	-	-	-	5,00,000	0.18
28	Anoop Jain	Anoop Jain	5,00,000	-	-	-	5,00,000	0.18
29	Real & Sons	Gaurav Agrawal	5,00,000	-	-	-	5,00,000	0.18
30	Ali Akbar Parvez Khan	Ali Akbar Parvez Khan	5,00,000	-	-	-	5,00,000	0.18
31	SCJ Colours Private Limited	Darpan jain and Meenu jain	5,00,000	-	-	-	5,00,000	0.18
32	Goldrush Capital Services Private Limited	Mahmood Hasan Khan & Naim Akhtar Siddiqui	1,00,000	-	-	-	1,00,000	0.04
33	Sharad Goel	Sharad Goel	3,50,000	-	-	-	3,50,000	0.12
34	Wow Investments	Amit Goel	3,50,000	-	-	-	3,50,000	0.12
35	Hypotenuse Investments	Brijesh Thakkar	3,50,000	-	-	-	3,50,000	0.12
36	Payal Sanghavi	Payal Sanghavi	3,00,000	-	-	-	3,00,000	0.11
37	Rekha Bhandari	Rekha Bhandari	2,50,000	-	-	-	2,50,000	0.09
38	Sneha Bhandari	Sneha Bhandari	2,50,000	-	-	-	2,50,000	0.09
39	Sunil Bhandari	Sunil Bhandari	2,50,000	-	-	-	2,50,000	0.09
40	Prajal Bhandari	Prajal Bhandari	2,50,000	-	-	-	2,50,000	0.09
41	Swati Agrawal	Swati Agrawal	2,00,000	-	-	-	2,00,000	0.07
42	Sanjay Harshadrai Mehta	Sanjay Harshadrai Mehta	2,00,000	-	-	-	2,00,000	0.07
43	Dipak Raheja	Dipak Raheja	1,50,000	-	-	-	1,50,000	0.05
44	Nandura Estates	Suman Nathani	1,50,000	-	-	-	1,50,000	0.05
45	Ten Eighty Investments	Nidhi Thakkar	1,50,000	-	-	-	1,50,000	0.05
46	Jaiprakash N Bhatia	Jaiprakash N Bhatia	1,00,000	-	-	-	1,00,000	0.04
47	Noida Holdings Private Limited	Rajana Saraogi and Pankaj Saraogi	1,00,000	-	-	-	1,00,000	0.04
48	VRV Advisory Private Limited	Rohit jain and Vineeta jain	1,25,000	-	-	-	1,25,000	0.04
49	Ketan Sharma	Ketan Sharma	50,000	-	-	-	50,000	0.02
50	Sudha Malik	Sudha Malik	50,000	-	-	-	50,000	0.02

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

(2) Percentage of pre-issue shareholding is on paid-up share capital assuming conversion of 2,90,00,000 equity warrants which were allotted on October 26, 2022.

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

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

Not Applicable. No change in control is contemplated consequent to the allotment of Equity Warrants and/or Equity Shares. There will not be any change in the management control of the Company on account of the proposed preferential allotment of Equity warrants except a corresponding change in the shareholding pattern as well as the voting rights. The promoter and promoter group will continue to hold majority shareholding in the Company.

**(i) Undertaking by the Company**

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

**(j) Lock-in**

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

The Equity Warrants allotted to the Proposed Allottees shall be locked-in for a period of one year from the date of allotment. Further, the Equity Shares to be allotted to the Proposed Allottees upon exercise of the option by the allottees to convert Equity Warrants into Equity Shares shall be subject to lock-in for a period of 6 months from the date of the receipt of trading approval for such Equity Shares allotted pursuant to exercise of warrants.

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

**(k) Principle terms of assets charged as securities**

Not applicable

**(l) Valuation for consideration other than cash**

Not applicable

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

Not applicable

**(n) Practicing Company Secretary Certificate**

A copy of the certificate of the Practicing Company Secretary, M/s Nitin Gupta, Practicing Company Secretary, certifying that the issue is being made in accordance with the requirements of the SEBI ICDR Regulations shall be available for inspection at the registered office of the Company on all working days upto the date of EGM. Further, the same is available on the website of the Company at [www.paramountcables.com](http://www.paramountcables.com).

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

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

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

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

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

The Board of Directors of the Company recommends passing of the resolution as set out at Item No. 2 relating to issue of Equity Shares in the notice as Special Resolution.

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

By Order of the Board of Directors  
For Paramount Communications Limited  
Sd/-

Rashi Goel  
Company Secretary  
Membership No.: F9577

Date: December 14, 2022  
Place: New Delhi

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**PARAMOUNT COMMUNICATIONS LIMITED**

CIN: L74899DL1994PLC061295

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

Phone: +91 (11) 45618800, 900 | Fax: +91 (11) 25893719,20

Website: [www.paramountcables.com](http://www.paramountcables.com) | Email: [investors@paramountcables.com](mailto:investors@paramountcables.com)

**ATTENDANCE SLIP**

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

DP ID*	
--------	--

Client ID*	
------------	--

Folio No.	
-----------	--

No. of shares	
---------------	--

NAME AND ADDRESS OF SHAREHOLDER : .....

.....

.....

.....

I hereby record my presence at the Extra Ordinary General Meeting of the members of the Company held at Sri Sathya Sai International Centre and School, Pragati Vihar, Bhisham Pitamah Marg, Lodhi Road, New Delhi-110003 on Wednesday, the 11th day of January, 2023 at 11.00 A.M.

.....  
Signature of shareholder/Proxy

\*Applicable for shares held in Electronic form

**ELECTRONIC VOTING INFORMATION**

EVEN (E-Voting Event Number)	User ID	Password

**Note:**  
Detailed Instructions for e-voting are given in the notes to the EGM Notice





**PARAMOUNT COMMUNICATIONS LIMITED**

CIN: L74899DL1994PLC061295

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

Phone: +91 (11) 45618800, 900 | Fax: +91 (11) 25893719,20

Website: [www.paramountcables.com](http://www.paramountcables.com) | Email: [investors@paramountcables.com](mailto:investors@paramountcables.com)

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

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

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

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

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

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra Ordinary General Meeting of the Company, to be held at **Sri Sathya Sai International Centre and School, Pragati Vihar, Bhisham Pitamah Marg, Lodhi Road, New Delhi-110003** on Wednesday, the **11th day of January, 2023** at 11.00 A.M. and at any adjournment thereof in respect of such resolutions as are indicated below:

SPECIAL BUSINESSES		
1. Increase of Authorised share capital of the Company;		
2. Issue of Equity warrants convertible into equal number of equity shares to non-promoter on preferential basis		

Date: ....., 2023.

.....  
Signature of shareholder

.....  
Signature of Proxy holder(s)

Affix  
Revenue  
Stamp

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



## ROUTE MAP OF THE VENUE FOR THE EXTRA ORDINARY GENERAL MEETING

