

To,

The Chairman
Paramount Communications Limited
C-125, Naraina Industrial Area
Phase-I, New Delhi-110028

Dear Sir,

Sub: Scrutinizer's Report on e-voting conducted pursuant to the provision Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management & Administration) Rules, 2014

I, Anil Popli of M/s A.K. Popli & Co., Practising Company Secretaries had been appointed as the Scrutinizer by the Board of Directors of Paramount Communications Limited vide resolution dated 30th June 2017 pursuant to the provision Sec 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management & Administration) Rules, 2014 to conduct the electronic voting process and to scrutinize the physical ballot forms received from the shareholders in respect of below mentioned resolutions as set out in the Notice calling 23rd Annual General Meeting (A.G.M) of the company, to be held on 17-08-2017.

Paramount Communications Limited (hereinafter referred to as "the Company") has availed the e-voting facility offered by CDSL for conducting e-voting by the shareholders of the company. The Company has also provided voting by physical ballot papers to the members who do not have access to e-voting facility.

The shareholders of the company holding shares as on the cut-off date of 30th June 2017 were entitled to vote on the proposed resolution as set out at item no. 1 to 6 in the notice of 23rd A.G.M. of the Company.

The voting period for e-voting commenced on 14th August 2017 (9.00 a.m.) and ended on 16th August 2017 (5.00 p.m.) and the CDSL e-voting platform was blocked thereafter and the votes cast under e-voting facility were then blocked in the presence of two witnesses who were not in the employment of the Company.



I have scrutinized and reviewed the voting procedure (through electronic means and physical mode (postal ballot)) and votes tendered therein based on the data downloaded from CDSL e-voting system and the ballot form received respectively.

Now I submit my report as under on the result of voting through electronic means and physical mode in respect of said resolution.

ORDINARY BUSINESSES

Resolution No. 1 – To receive, consider and adopt the Audited Profit and Loss Account of the Company for the year ended 31st March, 2017 and the Balance Sheet as on that date and the report of the Board of Directors and Auditors thereon.

i. Voted in favour of the resolution

	Number of members voted through electronic voting system and physical mode	Number of vote cast (Shares)	% of total no of valid vote cast.
E-Voting	31	64543493	51.54
Ballot	43	1467678	1.17
Total	74	66011171	52.71

ii. Voted in against of the resolution

	Number of members voted through electronic voting system and physical mode	Number of vote cast (Shares)	% of total no of valid vote cast.
E-Voting	0	0	0
Ballot	8	7279	0.005
Total	8	7279	0.005

Resolution No. 2 – To appoint a Director in place of Mr. Sanjay Aggarwal (DIN: 00001788), who retires by rotation and being eligible, offers himself for re-appointment

i. Voted in favour of the resolution

	Number of members voted through electronic voting	Number of vote cast (Shares)	% of total no of valid vote cast.



	system and physical mode		
E-Voting	31	64543493	51.54
Ballot	43	1467678	1.17
Total	74	66011171	52.71

ii. Voted in against of the resolution

	Number of members voted through electronic voting system and physical mode	Number of vote cast (Shares)	% of total no of valid vote cast.
E-Voting	0	0	0
Ballot	8	7279	0.005
Total	8	7279	0.005

Resolution No. 3 – To appoint M/s P. Bholusaria & Co., Chartered Accountants (Firm Registration No. 000468N) as Statutory Auditors of the Company, who shall hold office from the conclusion of this Annual General Meeting until the conclusion of the 28th Annual General Meeting on such remuneration as the Board may decide, based on the recommendations of Audit Committee

	Number of members voted through electronic voting system and physical mode	Number of vote cast (Shares)	% of total no of valid vote cast.
E-Voting	31	64543493	51.54
Ballot	43	1467678	1.17
Total	74	66011171	52.71

ii. Voted in against of the resolution

	Number of members voted through electronic voting system and physical mode	Number of vote cast (Shares)	% of total no of valid vote cast.
E-Voting	0	0	0
Ballot	8	7279	0.005
Total	8	7279	0.005



SPECIAL BUSINESSES

Resolution No. 4 – Special Resolution for redemption of non-convertible redeemable preference shares of Face Value of Rs. 100 each, and private placement of equity shares of company thereof.

i. Voted in favour of the resolution

	Number of members voted through electronic voting system and physical mode	Number of vote cast (Shares)	% of total no of valid vote cast.
E-Voting	31	64543493	51.54
Ballot	43	1467678	1.17
Total	74	66011171	52.71

ii. Voted in against of the resolution

	Number of members voted through electronic voting system and physical mode	Number of vote cast (Shares)	% of total no of valid vote cast.
E-Voting	0	0	0
Ballot	8	7279	0.005
Total	8	7279	0.005

Resolution No. 5 – Special Resolution for making contribution for bonafide and charitable purposes, for and amount not exceeding Rs.25 lac under the provisions of Section 181 of the Companies Act, 2013

i. Voted in favour of the resolution

	Number of members voted through electronic voting system and physical mode	Number of vote cast (Shares)	% of total no of valid vote cast.
E-Voting	31	64543493	51.54
Ballot	43	1467678	1.17
Total	74	66011171	52.71



ii. Voted in against of the resolution

	Number of members voted through electronic voting system and physical mode	Number of vote cast (Shares)	% of total no of valid vote cast.
E-Voting	0	0	0
Ballot	8	7279	0.005
Total	8	7279	0.005

Resolution No. 6 – Ordinary Resolution to approve the remuneration of the Cost Auditor for the financial year 2017-2018

i. Voted in favour of the resolution

	Number of members voted through electronic voting system and physical mode	Number of vote cast (Shares)	% of total no of valid vote cast.
E-Voting	31	64543493	51.54
Ballot	43	1467678	1.17
Total	74	66011171	52.71

ii. Voted in against of the resolution

	Number of members voted through electronic voting system and physical mode	Number of vote cast (Shares)	% of total no of valid vote cast.
E-Voting	0	0	0
Ballot	8	7279	0.005
Total	8	7279	0.005

As is evident from the aforementioned data, all the resolutions contained in the notice dated 18th July, 2017 calling 23rd Annual General Meeting of the company have been duly passed with requisite majority.

The Register, all other papers and relevant records relating to electronic voting and physical mode shall remain in our safe custody until the Chairman considers, approves and signs the



Minutes of the aforesaid Annual General Meeting and the same are handed over to the Company Secretary for safekeeping.

Thanking You,
Yours Faithfully,



Anil Kumar Popli
A.K. Popli and Company
Practicing Company Secretary
FCS:3387 CP:2544
Place: New Delhi
Dated: 17/08/2017

Witness:

1. Pankaj Kumar

R/o H.No -10, Sector-07, Rohini
Delhi - 110085

A handwritten signature in black ink, appearing to read 'Pankaj'.

2. Gyanendra

R/o H.No. 3360 PUSA GATE
PATEL NAGAR NEW DELHI
110008