



यद्यदाचरति श्रेष्ठस्तत्तरेदेवेतरो जनः ।
स यत्प्रमाणं कुरुते लोकस्तदनुवर्तते ॥



LATE SHRI SHYAM SUNDER AGGARWAL

Founder - Paramount Communications Limited
(6.10.1936 - 6.12.1999)

// What a great man does,
is followed by others.
People go by the example he sets.//

- Bhagwad Gita, 3.21

IMPORTANT COMMUNICATION TO MEMBERS

For protection of the environment, the Ministry of Corporate Affairs (MCA), Government of India, has taken "Green Initiative in the Corporate Governance" vide its Circular No. 17/2011 dated 21.04.2011, by allowing paperless compliances by service of documents through electronic mode (e-mail). As an enlightened corporate citizen your Company is willing to participate in the same and is desirous to send all shareholders' communications like Notices, Company's Annual Report etc. through electronic mode.

To support this green initiative of the Government in full measure, members are requested to register/update their email addresses if holding shares in Electronic form with their Depository Participant (DP) or you can email us at investors@paramountcables.com if shares in physical form or you can write to us directly. We are sure that you would welcome the "Green Initiative" taken by the MCA and your company's desire to participate in it.

Save Paper, Save Trees, Go Green!

Corporate Information

BOARD OF DIRECTORS

Mr. Sanjay Aggarwal, Chairman and CEO
Mr. Sandeep Aggarwal, Managing Director
Mr. Satya Pal, Director
Mr. S.P.S. Dangi, Director
Mr. Vijay Bhushan, Director

REGISTERED OFFICE

C-125 Naraina Industrial Area, Phase-1,
Naraina, New Delhi-110028, India
Phone(s): +91-11-45618800, 900,+91-11-25897421-30
Fax: +91-11-25893719, 20
E-Mail: pcl@paramountcables.com
Website: www.paramountcables.com

WORKS

Unit 1: SP-30A, SP-30B, E-31, SP-76 (Part),
SP-77 and SP-77A,
Khushkhera Industrial Area,
Distt. Alwar, Rajasthan, India

Unit 2 : Plot No. 37, Industrial Estate,
Dharuhera, Haryana, India

AUDITORS

Jagdish Chand & Co.
Chartered Accountants,
New Delhi, India

COST AUDITORS

Aseem Jain & Associates,
Cost Accountants,
New Delhi, India

BANKERS

State Bank of India | State Bank of Patiala | Dena Bank
Standard Chartered Bank | ICICI Bank Limited
Yes Bank Limited | Barclays Bank PLC | IDBI Bank Limited

REGISTRAR & SHARE TRANSFER AGENTS

M/s. Link Intime India Private Limited
A-40 Naraina Industrial Area, Phase-II, New Delhi - 110028, India
Phone No: +91-11-51410592-594(3Lines) Fax No: +91-11-51410591

CHIEF COMPLIANCE OFFICER

Mr. Ratan Aggarwal

KEY MANAGEMENT PERSONNEL

- | | |
|----------------------------|--|
| 1. Mr. Manmeet Singh Anand | - Head- Business Development |
| 2. Mr. Ratan Aggarwal | - CFO & Company Secretary |
| 3. Mr. D. S. Muchhal | - President-Operations (Dharuhera unit) |
| 4. Mr. G. D. Singh | - President-Operations (Khushkhera unit) |
| 5. Mr. Ravi Prakash Gupta | - Vice president-Marketing (Flex Division) |
| 6. Mr. R. K. Marwah | - Vice president-Technical |
| 7. Mr. S. K. Suri | - General Manager-Marketing |
| 8. Mr. N. K. Gupta | - General Manager-Accounts & Finance |
| 9. Mr. Rajeev Gupta | - General Manager-Marketing |
| 10. Mr. R. S. Vohra | - General Manager-Q. A. (Khushkhera unit) |

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NOTICE

Notice is hereby given that the **17th Annual General Meeting** of the Members of the Company will be held at **SHAH AUDITORIUM, SHREE DELHI GUJARATI SAMAJ MARG, NEAR INTERSTATE BUS TERMINAL, DELHI-110054** on **Wednesday, the 28th Day of September, 2011 at 11:00 A.M.** to transact the following businesses:

ORDINARY BUSINESSES:

- 1 To receive, consider and adopt the Audited Profit and Loss Account of the Company for the year ended March 31st, 2011 and the Balance Sheet as on that date and the reports of the Board of Directors and Auditors thereon.
- 2 To appoint a Director in place of Mr. Vijay Bhushan, who retires by rotation and being eligible, offers himself for re-appointment.
- 3 To appoint a Director in place of Mr. Sanjay Aggarwal, who retires by rotation and being eligible, offers himself for re-appointment.
- 4 To appoint M/s Jagdish Chand & Co., Chartered Accountants as Statutory Auditors of the Company, who shall hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General meeting on such remuneration as the Board may decide, based on the recommendations of the Audit Committee.

SPECIAL BUSINESSES:

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

"RESOLVED THAT pursuant to Section 314 Subsection (1) & (1B) and other applicable provisions of the Companies Act, 1956 (including any amendment thereto or re-enactment thereof, for the time being in force) and the enabling provisions of the Memorandum and Articles of Association of the Company and in accordance with Director's Relatives (Office or Place of Profit) Rules, 2003 as amended from time to time and such other laws, rules, regulations, guidelines or notifications as may be applicable, if any, consent of the shareholders of Company be and is hereby accorded to appoint Mr. Tushar Aggarwal, relative of executive directors of Company, Mr. Sanjay Aggarwal and Mr. Sandeep Aggarwal, as Vice President-Business Development, to hold an office or place of profit in the Company, at a total monthly remuneration not exceeding ₹1,25,000/- (Rupees One Lac Twenty Five Thousand) with effect from 1st day of October, 2011 on such terms and conditions as laid down by the Human Resource Policy and Employee's Code of Conduct of the Company or any amendment/ revision thereof or as may be specified by board in this regard.

RESOLVED FURTHER THAT the total monthly remuneration as payable to Mr. Tushar Aggarwal shall consist of the following elements:

S.No.	Particulars	Amount (₹)
1.	Basic Salary	50,000
2.	House Rent Allowance	30,000
3.	Food Allowance	25,000
4.	Provident Fund	6,000
5.	Bonus	10,000
6.	Gratuity	2,404
7.	Other benefits and reimbursements	1,551
	Total Monthly Remuneration	1,25,000

RESOLVED FURTHER THAT the board be and is hereby authorised to do all such acts, things and deeds as may be necessary to give effect to above resolution and to file all the required forms or documents with the Registrar of Companies, NCT of Delhi & Haryana or any other authority as may be required in this regard."

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

"RESOLVED THAT pursuant to Section 314 Subsection (1) & (1B) and other applicable provisions of the Companies Act, 1956 (including any amendment thereto or re-enactment thereof, for the time being in force) and the enabling provisions of the Memorandum and Articles of Association of the Company and in accordance with Director's Relatives (Office or Place of Profit) Rules, 2003 as amended from time to time and such other laws, rules, regulations, guidelines or notifications as may be applicable, if any, consent of the shareholders of Company be and is hereby accorded to appoint Mr. Dhruv Aggarwal, relative of executive directors of Company, Mr. Sandeep Aggarwal and Mr. Sanjay Aggarwal, as Vice President-Business Development, to hold an office or place of profit in the Company, at a total monthly remuneration not exceeding ₹1,25,000/- (Rupees One Lac Twenty Five Thousand) with effect from 1st day of October, 2011 on such terms and conditions as laid down by the Human Resource Policy and Employee's Code of Conduct of the Company or any amendment/ revision thereof or as may be specified by board in this regard.

RESOLVED FURTHER THAT the total monthly remuneration as payable to Mr. Dhruv Aggarwal shall consist of the following elements:

S.No.	Particulars	Amount (₹)
1.	Basic Salary	50,000
2.	House Rent Allowance	30,000
3.	Food Allowance	25,000
4.	Provident Fund	6,000
5.	Bonus	10,000
6.	Gratuity	2,404
7.	Other benefits and reimbursements	1,551
	Total Monthly Remuneration	1,25,000

RESOLVED FURTHER THAT the board be and is hereby authorised to do all such acts, things and deeds as may be necessary to give effect to above resolution and to file all the required forms or documents with the Registrar of Companies, NCT of Delhi & Haryana or any other authority as may be required in this regard."

By Order of the Board

Place : New Delhi
Dated : 12th August, 2011

(Ratan Aggarwal)
CFO & Company Secretary

NOTES:

- 1 THE MEMBER ENTITLED TO ATTEND AND VOTE AT THE 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.
- 2 The Register of Members and Share Transfer Book of the company shall remain closed from Friday, the 23rd September, 2011 to Wednesday, the 28th September, 2011 (both days inclusive).
- 3 Members/proxies should bring the attendance slip duly filled in for attending the meeting.
- 4 Members who hold shares in dematerialised form are requested to bring their Client ID and DP ID numbers for easy identification for attendance at the meeting.

- 5 Members are requested to note that all correspondence related to share transfer should be addressed to the Company's Registrars and Share Transfer Agents, M/s Link Intime India Pvt. Ltd., A-40 2nd Floor, Naraina Industrial Area, Phase-II, New Delhi-110 028 (India).
- 6 The members of the company who hold shares in physical form are intimated that SEBI has made it mandatory for the transferee(s) to furnish a copy of PAN card to the Company/RTAs for registration of transfer of shares held in physical form.
- 7 Shareholders are requested to bring their copy of Annual Report at the meeting.
- 8 Pursuant to Section 205A of the Companies Act, 1956 read with the Investors Education and Protection Fund (Awareness and Protection of Investors) Rules, 2001, all unclaimed/ unpaid dividend up to the financial year ended 31st March, 2002 has been transferred to the Investor Education and Protection Fund set up by the Central Government and no claim can be admitted in respect of dividend upto the said financial year. Members are therefore requested to encash their dividend warrants immediately for subsequent financial years. Members are requested to write to the company and/or share transfer agents if any dividend warrant is pending to be paid so that fresh warrants could be issued by the company.
- 9 At the ensuing Annual General Meeting, Mr. Vijay Bhushan and Mr. Sanjay Aggarwal , retire by rotation and being eligible, offer themselves for reappointment. The information or details pertaining to these directors to be provided in terms of clause 49 of the listing agreement with the Stock Exchanges are annexed herewith.
- 10 Explanatory statement as required under section 173(2) of the Companies Act 1956 is annexed hereto and forms part of the notice.

Annexure A

Information of Directors seeking re-appointment under Item No. 2 & 3 of the Notice convening Annual General Meeting of the Company in terms of clause 49 of the Listing Agreement.

1. **Name** : **Mr. Vijay Bhushan**
Date of Appointment : 22.07.2000
Educational Qualifications : M.B.A. from University of Delhi
Expertise in specific functional area :

Mr. Vijay Bhushan has been associated with capital markets for the last 30 years. Mr. Bhushan served as the Chairman of Federation of Indian Stock Exchanges representing 20 stock exchanges of the country during 2002 till 2004. He was also nominated as member of SEBI's Secondary Market Advisor Committee in 2002 and SEBI's Apex Committee for Securities Market Awareness Campaign in 2002 and also nominated as member of SEBI's Committee on Participation of Securities Brokers in Commodity Forward Markets.

He was elected as a Director on the Board of Delhi Stock Exchange Association Ltd. (DSE) during 1996-98 and served as President of the DSE for the year 2001-02. He also served as a member of the Committee on settlement of Issues and Dispute Resolution Committee of National Stock Exchange of India Ltd. from 1998-2001. He is actively involved in the stock market activities since 1981.

List of Outside Directorships

1. Bharat Bhushan Equity Traders Ltd.
2. Bharat Bhushan Finance & Commodity Brokers Ltd.
3. Bharat Bhushan Insurance Brokers Pvt. Ltd.
4. Bharat Nidhi Ltd.
5. Bharat Bhushan Technologies Pvt. Ltd.
6. KEI Industries Ltd.

List of Memberships/Chairmanships held in the committee(s) of Board of Directors of all Companies in which Mr. Vijay Bhushan is a Director.

Name of the Company	Name of the Committee	Chairmanship/ Membership
Paramount Communications Ltd.	Audit Committee	Member
	Remuneration Committee	Member
	Investors Grievance Committee	Chairman
KEI Industries Ltd.	Shareholders Grievance Committee	Chairman
	Remuneration & Compensation Committee	Member
	Share Allotment Committee	Member
Bharat Bhushan Share & Commodity Brokers Ltd.	Audit Committee	Member
Bharat Nidhi Ltd.	Audit Committee	Chairman

2. **Name** : **Mr. Sanjay Aggarwal**
Date of Appointment : 01.11.1994
Educational Qualifications : B.Com (H) from Shri Ram College of Commerce, University of Delhi.

Expertise in specific functional area :

Mr. Aggarwal is a creative thinker and future oriented industrialist having vast experience of more than 28 years in Cable Industry. He is actively involved in all major activities of the Company including Marketing, Production, Exports, Finance and commercial, he understands the problems and generates new ideas for effective management and new innovations. He has always promoted talent among employees and takes keen interest in building their managerial skill for effective performance. He had foreseen the future trends in the cable industry and implemented the projects for diversification of product mix of the Company at the right time to reap the benefits of upcoming infrastructure development in India and abroad.

It is Mr. Aggarwal's initiative that the Company decided to go global. The first result on this direction was achieved in the form of the landmark acquisition of a renowned UK Cable Company, AEI Cables Limited, which established Paramount as the First Indian multinational in the Cables Industry.

He is associated with various apex industrial associations in India in different capacities. Over the years, he has served in many industry forums in various capacities including:

- ♦ Member, CII National Committee on Communications
- ♦ Member, CII Small & Medium Enterprises (SME) Committee
- ♦ Member, Economic & Taxation Committee, Northern Region, CII
- ♦ Member, Economics & Taxation Panel, of the Confederation of Indian Industries (CII).
- ♦ Co-Chairman of SME Committee of PHD Chamber of Commerce & Industry.
- ♦ Chairman of the Task Force on Telecom Equipment Manufacture of the Associated Chambers of Commerce & Industry (ASSOCHAM).
- ♦ He has been actively associated with Telecom Equipment Manufacturers Association (TEMA) in various capacities such as Vice President, Secretary General.

List of Outside Directorships

1. Paramount Wires and Cables Ltd.
2. AEI Cables Ltd, United Kingdom
3. AEI Power Cables Ltd., United Kingdom
4. Paramount Holdings Ltd., Cyprus

List of Memberships/Chairmanships held in the committee(s) of Board of Directors of all Companies in which Mr. Sanjay Aggarwal is a Director.

Name of the Company	Name of the Committee	Chairmanship/ Membership
Paramount Communications Ltd.	Investors Grievance Committee	Member
	Share Transfer Committee	Chairman
Paramount Wires & Cables Ltd.	Audit Committee	Member

ANNEXURE TO THE NOTICE**EXPLANATORY STATEMENT IN TERMS OF SECTION 173(2) OF THE COMPANIES ACT, 1956.****Item No.5.**

Human Resource is the biggest and irreplaceable input of any business organization. But it is very difficult to acquire and ensure quality human resource, where the quality standards can be fixed for materials and technological specifications can be set for the machines, however no standard or criteria can be prescribed for human resource, as human beings are God's Creation and no two persons of a world are alike. Therefore every Company of the World is in need of qualified and competent youngsters who can work for growth of the Company and can bring the necessary change in the working of the Company which is imperative for development of any Business Organization.

Mr. Tushar Aggarwal is son of Mr. Sanjay Aggarwal, Chairman & CEO of the Company. At a very young age of 18, he started exploring the business of Cable Industry and thereby acquired the requisite knowledge of the cause and effect. At the very initial stage of his career he started working in the Cable Industry and was recruited as trainee in the Company. Thereafter he joined M/s AEI Cables Ltd., UK, our wholly owned subsidiary, as an intern and learned the international statics and business management techniques, specific to the cabling business.

He holds an expertise in the areas of Business Management-Indigenous and International. By qualification he is a Bachelor of Science in Business Management with International Management from Cardiff University, Cardiff, UK, which is a renowned business school. He has business aptitude and relevant experience of more than three years in the cable industry.

He had been working as 'Sr. Manager-Business Development' with M/s Paramount Wires & Cables Ltd., an associate concern of the Company for about a year and has rendered his services for development of business of the organization. With his insight of cable industry and entrepreneurship skills, the Company is desirous to appoint him as 'VP- Business Development' and seeks shareholder's approval by way of special resolution.

None of the directors except Mr. Sanjay Aggarwal and Mr. Sandeep Aggarwal, are interested in the above resolution.

Item No.6

Mr. Dhruv Aggarwal is son of Mr. Sandeep Aggarwal, Managing Director of the Company. By qualification he holds a degree in economics from one of the renowned universities, Purdue University, Indiana, USA. He has also gained an expertise in the area of Entrepreneurship and is a certificate holder of the same from Purdue University. At a very initial stage of his career he started working in the Cable Industry as trainee in the Company. He worked in the various departments of the Company such as marketing, operations etc. and gained a thorough knowledge of the working. He also worked at Purdue University for about a year and thereby polished his theoretical knowledge with a brush of practical work exposure. Overall he has working experience of more than 3 years and a command over analytical skills of pros & cons that are necessary for an entrepreneur.

He had been working as 'Sr. Manager-Business Development' with M/s Paramount Wires & Cables Ltd., an associate concern of the Company for about a year and has rendered his services for development of business of the organization. With his analytical and entrepreneurship skills, the Company is desirous to appoint him as 'VP- Business Development' and seeks shareholder's approval by way of special resolution.

None of the directors except Mr. Sanjay Aggarwal and Mr. Sandeep Aggarwal, are interested in the above resolution.

By Order of the Board

**Place : New Delhi
Dated : 12th August, 2011**

**(Ratan Aggarwal)
CFO & Company Secretary**