

Paramount Communications Limited



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

As part of your Company's endeavour to participate in the "Green Initiative in Corporate Governance" taken by Ministry of Corporate Affairs (MCA) vide its Circular No. 17/2011 dated 21.04.2011, allowing paperless compliances by service of documents like notices, Company's Annual Reports etc. through electronic mode (e-mail), the members are once again requested to register/update their email addresses if holding shares in Electronic form with your Depository Participant (DP) or you can email us at investors@paramountcables.com, if holding in physical form or you can write to us directly.

In the good cause of protection of environment and in the interest of public at large, we are sure that you would welcome and support this "Green Initiative".

Save Paper, Save Trees, Go Green!



Corporate Information

BOARD OF DIRECTORS

Mr. Sanjay Aggarwal, Chairman & CEO
Mr. Sandeep Aggarwal, Managing Director
Mr. Satya Pal, Director
Mr. S.P.S. Dangl, Director
Mr. Vijay Bhushan, Director
Mr. Ram Kumar Sharma, Nominee Director

REGISTERED OFFICE

C-125, Naraina Industrial Area, Phase-1,
Naraina, New Delhi-110028, India
Phone(s): +91-11-45618800/900,+91-11-25897421-25
Fax: +91-11-25893719/20
E-Mail: pcl@paramountcables.com
Website: www.paramountcables.com

WORKS

Unit 1: SP-30A, SP-30B, E-31,
Khushkhera Industrial Area,
Distt. Alwar, Rajasthan, India

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

AUDITORS

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

COST AUDITORS

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

BANKERS

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

REGISTRAR & SHARE TRANSFER AGENTS

M/s. Link Intime India Private Limited
A-40, IInd Floor, Naraina Industrial Area, Phase-I, New Delhi - 110028, India
Phone No: +91-11-41410592, 93, 94 Fax No: +91-11-41410591

CHIEF COMPLIANCE OFFICER

Mr. Rattan Aggarwal

KEY MANAGEMENT PERSONNEL

- | | |
|----------------------------|--|
| 1. Mr. Manmeet Singh Anand | - Head-Business Development |
| 2. Mr. Rattan Aggarwal | - CFO & Company Secretary |
| 3. Mr. D. S. Muchhal | - President-Operations (Dharuhera unit) |
| 4. Mr. G. D. Singh | - President-Operations (Khushkhera unit) |
| 5. Mr. R. K. Marwah | - Vice president-Technical |
| 6. Tushar Aggarwal | - Vice President (Business Development) |
| 7. Dhruv Aggarwal | - Vice President (Business Development) |
| 8. Mr. N. K. Gupta | - General Manager-Accounts & Finance |
| 9. Mr. Rajeev Gupta | - General Manager-Marketing |

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NOTICE

Notice is hereby given that the **20th Annual General Meeting** of the Members of Paramount Communications Limited will be held at **SHAH AUDITORIUM, SHREE DELHI GUJARATI SAMAJ MARG, NEAR INTERSTATE BUS TERMINAL, DELHI-110054** on **Friday, the 26th day of September, 2014** at **2:30 P.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 31st March, 2014 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. Sandeep Aggarwal (DIN 00002646), who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint M/s Jagdish Chand & Co., Chartered Accountants (Firm Registration No. 000129N) 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 Audit Committee.

SPECIAL BUSINESSES:

4. 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 Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable rules, if any, Mr. S.P.S Dangi (DIN 00236827) in respect of whom the Company has received notice in writing from a member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director on the Board of the Company to hold office up to 5 (five) consecutive years i.e. up to 31st March, 2019".
5. 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 Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable rules, if any, Mr. Satya Pal (DIN 00287845) in respect of whom the Company has received notice in writing from a member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director on the Board of the Company to hold office up to 5 (five) consecutive years i.e. up to 31st March, 2019".
6. 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 Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable rules, if any, Mr. Vijay Bhushan (DIN 00002421) in respect of whom the Company has received notice in writing from a member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director on the Board of the Company to hold office up to 5 (five) consecutive years i.e. up to 31st March, 2019".
7. To consider and, if thought fit, to pass with or without modification(s), the following resolution as **Special Resolution**:
"RESOLVED THAT pursuant to Section 14 and other applicable provisions, if any, of the Companies Act, 2013, the following new Article 105A be added in the Articles of Association of the Company:-
"105 A: An individual can be the Chairman of the Company as well as the Chief Executive Officer of the Company at the same time."

By Order of the Board
Paramount Communications Limited

Place : New Delhi
Dated : 13.08.2014

(Rattan Aggarwal)
CFO & Company Secretary

NOTES:

- 1 A 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 Monday, the 22nd September, 2014 to Friday, the 26th September, 2014 (both days inclusive).
- 3 Members/proxies should bring the attendance slip duly filled in for attending the meeting.
- 4 Members who hold shares in dematerialized form are requested to bring their Client ID and DP ID numbers for easy identification of attendee at the meeting.
- 5 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 at the general meeting by electronic means and the Company may pass any resolution by electronic voting system in accordance with the provisions of this rule.
- 6 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., 44, IInd Floor, Community Centre, Naraina Industrial Area, Phase-I, New Delhi-110028.
- 7 The members of the Company who holds 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.
- 8 Shareholders are requested to bring their copy of the Annual Report to the meeting.
- 9 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, 2006 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. The unclaimed dividend declared in the year 2006-07 is due to be transferred in the Investor Education and Protection Fund in current financial year. Members are therefore requested to en-cash 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.
- 10 At the ensuing Annual General Meeting, Mr. Sandeep Aggarwal, retire by rotation and being eligible, offer himself for reappointment. The information/ details pertaining to Mr. Sandeep Aggarwal in terms of Clause 49 of the Listings Agreement with the Stock Exchanges are annexed herewith.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM No. 4

Pursuant to Sections 149, 152, Schedule IV of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014, it is proposed to appoint Mr. S.P.S Dangi as an Independent Director of the Company for 5 (five) consecutive years up to 31st March, 2019. The Company has also received notice pursuant to Section 160 of the Companies Act, 2013 from a member proposing the appointment of aforesaid Independent Director.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. S.P.S Dangi as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Mr. S.P.S Dangi as an Independent Director, for the approval by the shareholders of the Company.

Except Mr. S.P.S Dangi, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 4.

ITEM No. 5

Pursuant to Sections 149, 152, Schedule IV of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014, it is proposed to appoint Mr. Satya Pal as an Independent Director of the Company for 5 (five) consecutive years up to 31st March, 2019. The Company has also received notice pursuant to Section 160 of the Companies Act, 2013 from a member proposing the appointment of aforesaid Independent Director.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Satya Pal as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Mr. Satya Pal as an Independent Director, for the approval by the shareholders of the Company.

Except Mr. Satya Pal, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 5.

ITEM No. 6

Pursuant to Sections 149, 152, Schedule IV of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014, it is proposed to appoint Mr. Vijay Bhushan as an Independent Director of the Company for 5 (five) consecutive years up to 31st March, 2019. The Company has also received notice pursuant to Section 160 of the Companies Act, 2013 from a member proposing the appointment of aforesaid Independent Director.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Vijay Bhushan as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Mr. Vijay Bhushan as an Independent Director, for the approval by the shareholders of the Company.

Except Mr. Vijay Bhushan, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 6.

ITEM No.7

The proviso to sub clause (1) of Clause 203 of the Companies Act, 2013 provides as under -

"Provided that unless the Articles of such a Company provide otherwise, an individual shall not be the chairperson of the Company as well as the Managing Director or Chief Executive Officer of the Company at the same time."

The Articles of Association of the Company, at present, do not contain any provision on the above lines. Since the Chairperson also holds office as Chief Executive Officer (CEO) of the Company under the Companies Act, 1956, it is proposed to amend the Articles, in order to continue with the same structure on passage of the Companies Act, 2013.

Pursuant to the provisions of Section 14 of the Companies Act, 2013, amendment to the Articles of Association of the Company requires approval of the shareholders by way of Special Resolution.

None of the Directors, except Mr. Sanjay Aggarwal and Mr. Sandeep Aggarwal, who are related to each other, are in any way, concerned or interested in the passing of this resolution.

The resolution mentioned in Item no. 7 of the Notice is recommended for your approval as a Special Resolution.

Name of the Director alongwith DIN	Mr. Sandeep Aggarwal (DIN: 00002646)	Mr. SPS Dangi (DIN: 00236827)	Mr. Satya Pal (DIN:00287845)	Mr. Vijay Bhushan (DIN: 00002421)
Relationship with other Directors inter-se	Brother of Mr. Sanjay Aggarwal	None	None	None
Date of Appointment	01/11/1994	08/11/1994	08/11/1994	22/07/2000
Expertise in specific functional areas	Eminent Businessman with vast knowledge in cable and telecom industry	Vast experience in cable & telecom industry	Vast Knowledge in telecom and cable industry.	Eminent Businessman with vast knowledge in stock market
Qualification	B.A. Hons. (Economics) from Shri Ram College of Commerce, University of Delhi.	B.Com, M.A, FCMA	B.Sc (Hons), DIISc (ECE), DIISc (ET), F.I.E.T.E.	M.B.A. from University of Delhi
No. of Equity Shares held in the Company	5,732,300 Equity Shares	NIL	NIL	NIL
List of other companies in which Directorships are held	NIL	NIL	NIL	<ul style="list-style-type: none"> ➤ Bharat Bhushan Equity Traders Ltd. ➤ Bharat Bhushan Finance & Commodity Brokers Ltd. ➤ Bharat Nidhi Ltd. ➤ KEI Industries Ltd.
List of Committees of the Board of Directors (across all companies) in which Chairmanship/ Membership	NIL	NIL	NIL	<p>Chairman</p> <ul style="list-style-type: none"> ➤ Audit Committee of Bharat Nidhi Ltd. ➤ Shareholder's Grievance Committee of KEI Industries Limited <p>Member</p> <ul style="list-style-type: none"> ➤ Audit committee of Bharat Bhushan Share & Commodity Brokers Ltd.

Note:

- Directorships and Committee memberships in Paramount Communications Limited and its Committees are not included in the aforesaid disclosure.
- Alternate directorship, directorships in Private Limited Companies, Foreign Companies and Section 8 Companies and their Committee memberships are excluded.
- Membership and Chairmanship of Audit Committees and Investor Grievance Committees of only public Companies have been included in the aforesaid table.

E-Voting

E-Voting for the Twentieth Annual General Meeting of Paramount Communications Limited

Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014 new provisions have been introduced whereby every listed company or a company having not less than one thousand shareholder is required to provide to its members facility to exercise their right to vote at general meetings by electronic means. The Company shall provide facility of e-Voting, through CDSL, to the shareholders for the Twentieth Annual General Meeting, in terms of Companies (Management and Administration) Rules, 2014.

The instructions for members for voting electronically are as under:-

(A) In case of members receiving e-mail:

- 1) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password are to be used.
- 2) Log on to the e-voting website www.evotingindia.com
- 3) Click on "Shareholders" tab.
- 4) Now, select the Electronic Voting Sequence Number (EVSN) along with "Paramount Communications Limited" from the drop down menu and click on "SUBMIT".
- 5) Now, fill up the following details in the appropriate boxes:

	For Members holding shares in Demat Form	For Members holding shares in Physical Form
USER ID	a) For account holders in CDSL :- Your 16 Digit Beneficiary ID b) For account holders in NSDL :- Your 8 Character DP ID followed by 8 Digit Client ID	Folio Number registered with the Company
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)	
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.	
Dividend Company Details#	Enter the Dividend Company Details as recorded in your demat account or in the company records for the said demat account or folio.	

*Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.

Please enter the DOB or Dividend Company Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Company details field.

- 6) After entering these details appropriately, click on "SUBMIT" tab.
- 7) Members holding shares in physical form will then reach directly the Company selection screen.
However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field.
- 8) Click on the EVSN on which you choose to vote.
- 9) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

- 10) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- 11) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- 12) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(B) In case of members receiving the physical copy of Notice of AGM [for members whose e-mail IDs are not registered with the company/ depository participant(s) or requesting physical copy]:

Please follow all steps from sl. no. (2) to sl. no. (12) above, to cast vote.

Other Instructions:

- Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves, link their account which they wish to vote on and then cast their vote. They should upload a scanned copy of the Board Resolution in PDF format in the system for the scrutinizer to verify the vote.
- The electronic voting period commences on 20th September, 2014 (9:00 am) and ends on 22nd September, 2014 (6:00 pm). The electronic voting facility will be disabled by CDSL for voting thereafter. During this period the shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 8th August, 2014, may cast their vote electronically.
- The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 8th August, 2014;
- Members may cast their votes separately for each business to be transacted in the Annual General Meeting. For example, a member may cast his vote in favour of some resolution and may cast not in favour/ against some resolution. A member may also elect not to vote on some resolution.
- Once the vote on a resolution is casted by the member, he shall not be allowed to change or modify it subsequently;
- Member can log in any number of times till he has voted on all the resolutions or till the end of the voting period (i.e. till the last date of receipt of e-votes), whichever is earlier.
- 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.
- Mr. Deepak Kukreja of M/s DMK Associates, Practicing Company Secretary (Membership No: 4140; CP No. 8265) has been appointed as the scrutinizer to the electronic voting process, who shall prepare and submit his report of the votes cast in favour or not in favour/ against, to the Chairman of the Annual General Meeting within 3 business days from the date of conclusion of the electronic voting period;
- The results declared along with the scrutinizer's report shall be placed on the website of the Company and on the website of CDSL within 2 business days of the decision on the resolution at the AGM;
- Subject to receipt of the sufficient votes, the resolution shall be deemed to be passed on the date of the Annual General Meeting;
- Notice of the meeting is also displayed at www.paramountcables.com

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com or call CDSL Toll Free No. 022-30249561 or to the Registrar & Share Transfer Agent, M/s. Link Intime India Pvt. Ltd. at 011-41410592, 41410593 or write an email to delhi@linkintime.co.in.