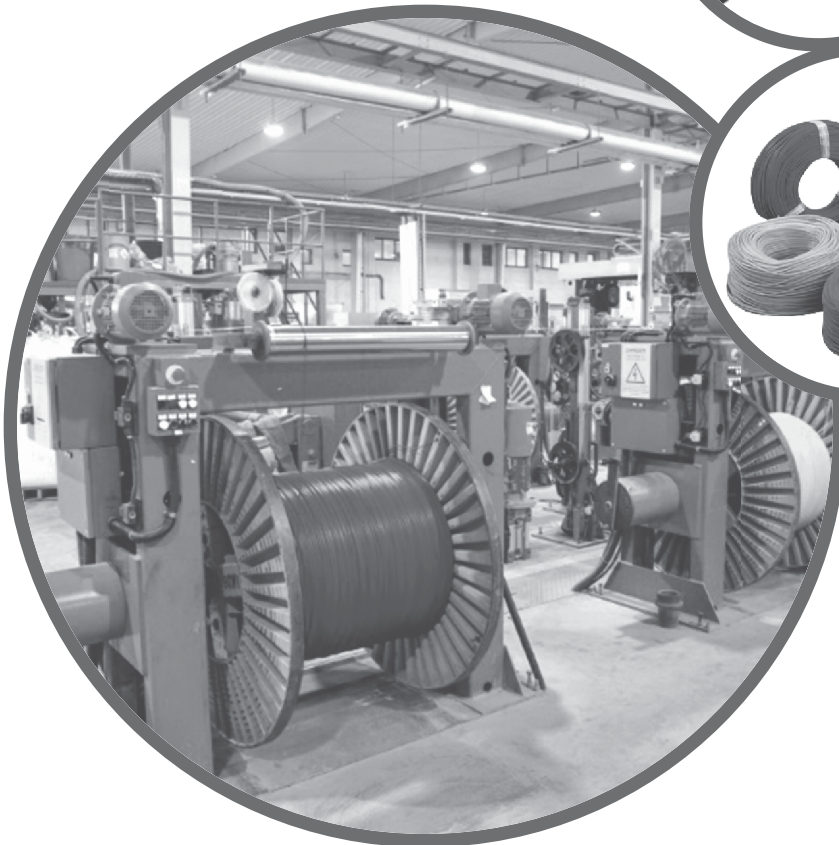
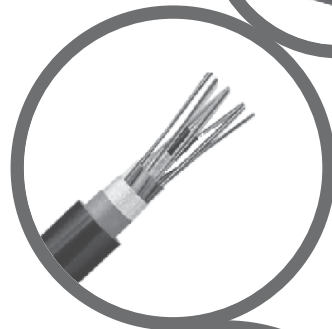
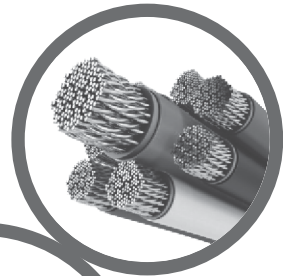


Annual Report
2015-2016



Paramount Communications Limited

यद्यदाचरति श्रेष्ठस्तत्तरेदेवेतरो जनः।
सं 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. Dangi, Director
Mr. Vijay Bhushan, Director
Mrs. Malini Gupta, Director

CHIEF FINANCIAL OFFICER

Mr. Shambhu Kumar Agarwal

CHIEF COMPLIANCE OFFICER

Ms. Tannu Sharma

REGISTERED OFFICE

C-125 Naraina Industrial Area, Phase-1,
Naraina, New Delhi-110028, India
Phone(s): +91-11-45618800/900,
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

REGISTRAR & SHARE TRANSFER AGENTS

M/s. Link Intime India Private Limited
44, IInd Floor, Community Centre,
Naraina Industrial Area, Phase-1,
New Delhi-110028, India
Phone No: +91-11-41410592, 93,94
Fax No: +91-1141410591

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NOTICE

Notice is hereby given that the **22nd 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 Tuesday, the **27th day of September, 2016 at 11:30 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 31st March, 2016 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 a **Special Resolution**:

“RESOLVED THAT pursuant to Section 181 and other applicable provisions, if any, of the Companies Act, 2013, the Board of Directors of the Company be and is hereby authorized to contribute, in any financial year, to bona fide charitable and other funds, any amount the aggregate of which, may exceed five percent of its average net profits for the three immediately preceding financial years, subject to a limit of ₹25 Lac (Rupees Twenty five Lac only).”

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

“RESOLVED THAT pursuant to the provisions of Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, and other applicable provisions (if any), the consent, sanction, or approval of the members of the company be and is hereby accorded to the Board of Directors to enter into any contract or arrangement with related party viz. Paramount Wires & Cables Limited with respect to sale, purchase or supply of any goods or materials, not exceeding value of ₹200 Crore (Rupees Two Hundred Crore only) in one Financial year, subject to such conditions as may be imposed by the Audit Committee or the Board of Directors.

RESOLVED FURTHER THAT the Board of directors and the Company Secretary of the Company be and is hereby severally authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above, on behalf of the Company and generally to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental thereto for the purpose of giving effect to this Resolution.”

6. To approve the remuneration of the Cost Auditors for the financial year 2016-2017 and in this regard to consider and if thought fit, pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 148(3) and any other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), consent of the members of the Company be and is hereby accorded for the payment of remuneration of ₹50,000/- (Rupees Fifty Thousand Only) plus Taxes thereon and reimbursement of out of pocket expenses, if any, to M/s. Jain Sharma & Associates (Firm Registration No. 000270), Cost Accountants, who are appointed as the Cost Auditors of the Company, to conduct the audit of the cost records of the Company, for the financial year from April 1, 2016 till March 31, 2017.

RESOLVED FURTHER THAT the Board of Directors of the Company and the Company Secretary be and are hereby severally authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

By Order of the Board
Paramount Communications Limited

Place : New Delhi
Dated : 05.08.2016

(Tannu Sharma)
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 Wednesday, the 21st September, 2016 to Tuesday, the 27th September, 2016 (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 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.
- 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, 2008 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.
- 10 At the ensuing Annual General Meeting, Mr. Sandeep Aggarwal, retires by rotation and being eligible, offers himself for reappointment. The information/ details pertaining to Mr. Sandeep Aggarwal in terms of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 are annexed herewith.

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

Item No 4

As per the provisions of Section 181 of the Companies Act, 2013, the Board of Directors of the Company is authorized to make contributions to charitable and other funds, provided that prior permission of the Members is obtained for such contribution, if such contribution exceeds five percent of its average net profits during the three immediately preceding financial years. The approval of the members is being sought, pursuant to Section 181 of the Act, for authorizing the Board of Directors of the Company to make contribution to bona fide charitable and other funds, in a

financial year, exceeding five percent of the Company's average net profits during the three immediately preceding financial year, subject to a limit of ₹25 Lac (Rupees Twenty Five Lac only) in any Financial year.

The Directors recommend the resolution at item no. 4 of the accompanying Notice for the approval of the Members of the Company.

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

Item No 5

Section 188 of the Companies Act, 2013 read with Rules 15 and 16 of Companies (Meetings of Board and its Powers) Rules, 2014 prescribe the procedure for approval of related party transactions. Further, Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 has also prescribed seeking of shareholders' approval for material related party transactions. The proviso to Section 188 also states that nothing in Section 188(1) will apply to any transaction entered into by the company in its ordinary course of business and at arm's length basis. All the proposed transactions concluded between Paramount Communications Limited and Paramount Wires & Cables Limited, which are put up for approval before the shareholders, are in ordinary course of business and at arm's length basis. Though the companies are not covered under purview of related party under the provisions of the Companies Act, 2013, however they are considered related as per Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015. Accordingly, pursuant to these provisions, the contracts / arrangements / transactions entered between the Company and Paramount Wires and Cables Limited are considered material in nature and require the approval of the shareholders of the Company by way of special resolution.

The resolution mentioned in Item no. 5 of the Notice is recommended for your approval as a Special Resolution.

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

Item No 6

The Board of Directors at their meeting held on 27th May, 2016, based on the recommendations of the Audit Committee, had appointed M/s. Jain Sharma & Associates, a firm of Cost Accountants as Cost Auditors of the Company for the purpose of auditing the cost records maintained by the company for the financial year 2016-17 and also fixed their remuneration for the said purpose at the rate of ₹50,000/- (Rupees Fifty Thousand Only) and out of pocket expenses plus taxes thereon.

Pursuant to the provisions of Section 148 and any other applicable provisions of the Companies Act, 2013 and Rule 14 of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), remuneration payable to the Cost Auditors is required to be ratified by the members of the Company.

Therefore, the Board of Directors recommends the proposed resolution for your approval.

None of the Directors, Key Managerial Personnel or any of their relatives is concerned or interested, financially or otherwise, in this resolution.

E-Voting

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

In terms of the requirements of Section 108 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, the Company is pleased to provide facility of e-Voting, through CDSL, to the shareholders for casting their vote electronically at the Twenty Second Annual General Meeting of the Company.

The electronic voting period commences on Friday, 23rd September, 2016 (9:00 A.M.) and ends on Monday, 26th September, 2016 (5:00 P.M.). 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 20th September, 2016, may cast their vote electronically.

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

- 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). Further, members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Attendance Slip indicated in the PAN field. | |
| 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 Details# | Enter the Dividend Company Details as recorded in your demat account or in the company records for the said demat account or folio. | |

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.

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 Friday, 23rd September, 2016 (9:00 A.M.) and ends on Monday, 26th September, 2016 (5:00 P.M). 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 29th July, 2016, 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 29th July, 2016;
- 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.
- Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- Mr. Anil Kumar Popli of M/s A.K. Popli & Co., Practicing Company Secretary (Membership No: 3387; CP No. 2544) has been appointed as the scrutinizer to the electronic voting process, who shall prepare and submit their report of the votes cast in favour or not in favour/ against, to the Chairman of the Annual General Meeting.
- The results declared along with the scrutinizer's report shall be placed on the website of the Company and on the website of CDSL.
- 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, Link Intime India Pvt. Ltd. at 011-41410592, 41410593 or write an email to **delhi@linkintime.co.in**.

The details pertaining to Mr. Sandeep Aggarwal (Retiring Director) in terms of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015

| | |
|---|--|
| Name of the Director alongwith DIN | Mr. Sandeep Aggarwal (DIN: 00002646) |
| Relationship with other Directors inter-se | Brother of Mr. Sanjay Aggarwal |
| Date of Appointment | 01/11/1994 |
| Expertise in specific functional areas | <ul style="list-style-type: none"> • Creative Thinker and future oriented industrialist. • Eminent Businessman with vast knowledge and experience in cable and telecom industry. |
| Qualification | B.A. Hons. (Economics) from Shri Ram College of Commerce, University of Delhi. |
| No. of Equity Shares held in the Company | 57,32,300 Equity Shares |
| List of other companies in which Directorships are held | NIL |
| List of Committees of the Board of Directors (across all companies) in which Chairmanship/Membership | NIL |

Note:

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