

September 06, 2023

The Corporate Relationship Department
The Bombay Stock Exchange Ltd.
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai-400 001

The General Manager- Listing
National Stock Exchange of India Ltd.
"Exchange Plaza", Bandra-Kurla Complex,
Bandra (East),
Mumbai-400 051

Symbol/Scrp Code: (BSE)530555/(NSE) PARACABLES

Sub: Annual Report for the Financial Year 2022-23 along with Notice of AGM pursuant to Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015.

Dear Sir,

Pursuant to Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, Please find enclosed herewith the 29th Annual Report of the Company for the Financial Year ended on 31st March, 2023, along with the Notice convening the 29th Annual General Meeting of the Company scheduled to be held on Thursday, September 28, 2023 at 11.30 a.m. through Video Conferencing ("VC") / Other Audio Visual means ("OAVM").

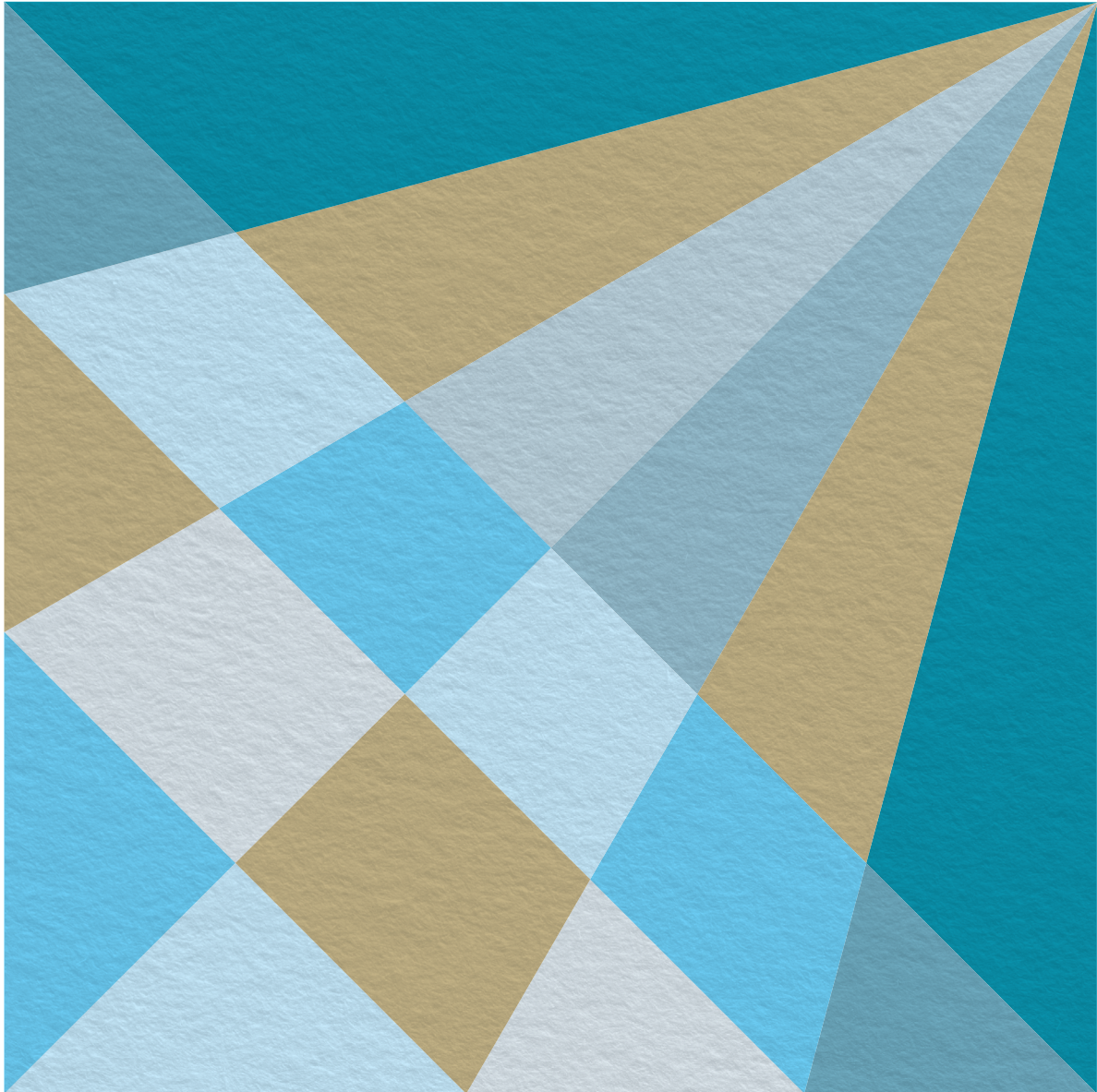
The aforesaid documents are also available on website of the Company at www.paramountcables.com under Investor Relations Section.

This is for your information and records.

For Paramount Communications Limited

Rashi
Rashi Goel Goel
Company Secretary & Compliance Officer

Digitally signed
by Rashi Goel
Date: 2023.09.06
15:12:41 +05'30'



A RESURGENT

PARAMOUNT

SCALING NEW
HEIGHTS



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

- *Bhagavad Gita, 3.21*

Late Shri Shyam Sunder Aggarwal

Founder – Paramount Communications Limited
(06.10.1936 – 06.12.1999)

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For more information
Log on to www.paramountcables.com

FY 2022-23 MARKED A MOMENTOUS YEAR FOR PARAMOUNT, ONE WHERE WE ACHIEVED EXPONENTIAL GROWTH IN REVENUE AND PROFITABILITY. WE RECORDED A 37% INCREASE IN REVENUE AND A REMARKABLE 482% SURGE IN PAT. OUR OUTSTANDING PERFORMANCE HAS EMBOLDENED US TO STRIVE FOR GREATER HEIGHTS IN BUILDING A STRONGER AND MORE SUSTAINABLE BUSINESS.

A key factor in our success has been the substantial growth in our exports, particularly in the highly lucrative United States (US) market. The successful adoption of the business-to-consumer (B2C) sales model in the USA has led to remarkable revenue growth and a significant expansion of our market share. Building on this momentum, we have robust plans to further expand into international markets, enhance operational efficiency, and prioritize customer satisfaction.

Our unwavering dedication to strengthening the power cables business has proven to be a crucial driver of our impressive revenue growth. We have invested resources in research and development, leading to the creation of cutting-edge power cable solutions that cater to the evolving needs of customers. Through our strategic initiatives, we have successfully positioned ourselves to seize lucrative opportunities in the market and thrive amidst challenging economic conditions.

Further, we have embarked on a proactive journey to reduce our debt and optimize operational costs. Our proactive approach to debt reduction is an integral part of our broader vision to achieve sustainable growth. By prioritizing debt reduction, we are equipping ourselves to bolster our financial strength and capitalize on emerging opportunities, ensuring a resilient and stronger future.

WE ARE SHARPLY FOCUSED ON SCALING NEW PINNACLES OF SUCCESS, DRIVEN BY INNOVATION AND CUSTOMER SATISFACTION. OUR AIM IS TO CARVE A PATH OF CONTINUED GROWTH AND PROGRESS, POSITIONING PARAMOUNT AT THE FOREFRONT OF EVOLVING MARKET TRENDS AND DELIVERING ENHANCED VALUE TO ALL THE STAKEHOLDERS.

ABOUT US

Powering Progress with strong fundamentals

Paramount Cables stands as a prominent player in India's wires and cables industry, renowned for manufacturing high-quality products and solutions tailored to diverse infrastructure segments. Our brand commands a formidable reputation among esteemed public and private sector organizations, not just within India but also on the global stage.

Our extensive portfolio boasts a wide array of products meticulously crafted to adhere to the most stringent quality and safety standards. We are pioneers in driving innovation and developing cutting-edge solutions that cater to the ever-changing customer demands, propelling progress forward. This achievement is underpinned by our unparalleled expertise and capabilities which sets us apart in the industry.

WE HAVE THE FIRST MOVER ADVANTAGE IN INDIA TO PROVIDE THE FOLLOWING



Laying and repairing undersea cables



Introducing non-toxic, lead-free house wires



Development of path-breaking products in the cables industry



India's only wire to offer 20 years warranty



OUR GROWTH STORY IN NUMBERS

37%

Revenue Growth in FY 2022-23

166%

EBITDA Growth in FY 2022-23

25%

Growth in Retail Segment

482%

PAT Growth in FY 2022-23

2

Production units

2,500+

Product SKUs

500+

Institutional Clients

50%

Share of exports

1,200+

Employees

100+

Channel partners

5,000+

Actively associated
electricians in India

INVESTMENT CASE

Key differentiators that forge us ahead

An extensive product portfolio, strong prequalification credentials and competencies, robust manufacturing capabilities, innovation and technology expertise, and widespread market presence offer a strong investment case for Paramount.

LEADING THE WIRES AND CABLES INDUSTRY WITH UNMATCHED CAPABILITIES



STRONG EXPERTISE

Our strong expertise of more than 60 years and track record of successful order execution are the pillars of our success. Our team's profound understanding of our customers' requirements sets us apart, allowing us to tailor our solutions precisely to their needs.



DIVERSIFIED OFFERINGS

We offer an extensive product portfolio that encompasses a diverse range of wiring and cabling solutions. Our product portfolio comprises high-quality products and solutions, including power cables, railways cables, telecom cables, and domestic wires and cables as well as specialized turnkey services for telecom, power, railway, and submarine cable projects.



MULTISECTORAL COMPETENCIES

We serve major infrastructure segments encompassing Power, Railways, Telecom, IT & Communications, Steel, Cement, Construction, Defense, Space Research, Electronics, Oil & Gas, Renewables, Export, and Specialized turnkey services.



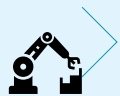
ROBUST R&D CAPABILITIES

Our R&D team comprises skilled and highly qualified individuals, including engineers, MBAs, and experts in diverse fields who are constantly engaged in developing innovative solutions to address emerging market needs.



PREQUALIFICATION CREDENTIALS

Our extensive prequalification credentials and competencies serve as a testament to our competence in delivering complex solutions. It has solidified our position as a preferred cable supplier to leading private and government infrastructure companies.



MANUFACTURING EXCELLENCE

We operate two state-of-the-art manufacturing units with prestigious certifications for quality management and environmental standards.



KEY CERTIFICATIONS

An efficient and well-equipped manufacturing setup allows Paramount to maintain stringent quality control, optimize production processes, and meet customer demands promptly.

- ISO 9001:2015 for robust quality management system
- ISO 14001:2015 for environmental sustainability
- ISO 45001:2018 for Occupational Health and Safety Management



WIDESPREAD PRESENCE

A widespread market reach signifies brand recognition, customer trust, and the ability to operate in different regions. We have a fast growing distribution segment for house wires and a loyal electrician base due to strong confidence in our products and services.

PREFERRED PARTNER OF ESTEEMED ORGANIZATIONS

We take immense pride in servicing the most prestigious companies and partnering with them to deliver cutting-edge solutions. Our marquee customer base includes:

PUBLIC SECTOR



PRIVATE SECTOR



PRODUCT PORTFOLIO

Diversified offerings for multisectoral needs

We cater to multiple infrastructure segments in both the public and private sectors with our differentiated products and solutions. Our diversification strategy not only enhances revenue streams and business opportunities but also reduces risks of potential downturns in specific products or segments.



POWER CABLES

- Low Tension (LT) & High Tension (HT) Power Cables
- LT & HT Aerial Bunch Cables
- Screened & Unscreened Cables
- Control Cables
- Instrumentation Cables

Key Features:

- Designed for the efficient transmission and distribution of electrical power
- Cable voltage ratings from 600V to 66 KV to suit different applications
- Typically constructed with copper or aluminum conductors for optimal electrical conductivity
- Insulated with materials like PVC (Polyvinyl Chloride) or XLPE (Cross-Linked Polyethylene) or other special polymers to provide electrical insulation and protection
- Suitable for both underground and overhead installations, depending on the specific type
- Power cables for Renewable Energy



RAILWAY CABLES

- Signaling Cables
- Railway Power Cables
- Axle Counter Cables

Key Features:

- Designed for reliable transmission of control and communication signals for railway signaling systems
- Typically shielded to protect against electromagnetic interference and signal crosstalk
- Crucial for timely and accurate communication between the control center and trains, preventing potential accidents and ensuring smooth railway operations
- Constructed with robust materials to withstand harsh environmental conditions, such as exposure to vibrations and mechanical stresses
- Usually equipped with multiple conductors or twisted pairs to transmit data signals accurately

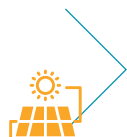


TELECOM CABLES

- Optical Fiber Cables (OFC)
- Fiber to Home Cables (FTTH)
- Jelly Filled Cables (JFTC)
- CATV Cables

Key Features:

- Optical fiber cables play a crucial role in both 4G and 5G networks, enabling high-speed data transmission and low latency aligned with the Digital India mission of the government
- Made of high-quality glass or plastic fibers for transmitting data through light signals
- Low signal attenuation, providing long-distance data transmission capabilities
- Immunity to electromagnetic interference (EMI) and radio frequency interference (RFI)
- FTTH cables provide ultra-fast internet speeds, allowing users to access and download data, stream videos, and engage in online activities seamlessly
- CATV cables are commonly used for cable television, satellite communication, and data transmission over short distances



SPECIAL CABLES

- Covered conductors
- Fire survival cables
- Solar cables
- PTFE cables
- Cables for underwater installation
- Cables for Electric Vehicle (EV) battery charging stations

Key Features:

- Fire survival cables are suitable for critical applications where fire safety is paramount
- Solar cables are specifically designed for solar power generation systems, with resistance to ultraviolet (UV) radiation and outdoor environmental conditions
- Underwater Installation cables are suitable for submerged or underwater applications, such as offshore oil platforms, subsea data transmission, and marine research
- PTFE Cables are constructed with polytetrafluoroethylene (PTFE) insulation, known for its high-temperature resistance and low dielectric constant
- Electric Vehicle (EV) cables are designed for high-power charging of electric vehicles with high capacity to enable fast charging



DOMESTIC WIRES & CABLES

- Building wires
- Multicore cables
- Submersible cables
- Coaxial and LAN cables

Key Features:

- Designed for internal electrical wiring in homes, buildings, and offices
- Available in different sizes and conductor materials, such as copper or aluminum
- Typically insulated with PVC (Polyvinyl Chloride) or other suitable materials for electrical insulation
- Suitable for various domestic applications, including power distribution, audio-video connections, and intercom systems
- Only Indian cables brand with lead-free PVC, making it non-toxic and safe
- 100% conductivity and energy savings through the use of 99.97% pure high-quality copper
- Resistant to fire temperatures of 950°C for 120 minutes
- 20-year warranty



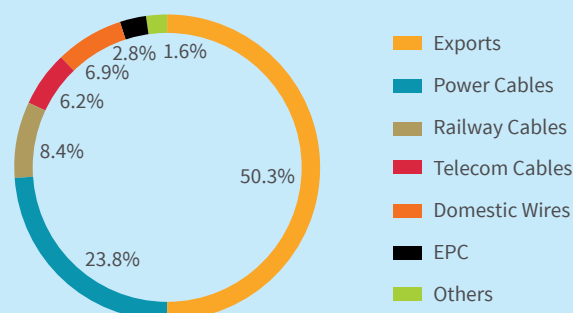
TURNKEY SERVICES

- OPGW and Submarine Cables Installation and Repair
- Telecom Consultancy and Turnkey
- Power and Railway Turnkey Projects

Key Features:

- These projects provide us with significant synergy opportunities since a substantial portion of these projects relies on wire and cable products that we offer

REVENUE-SHARE SEGMENT-WISE AS ON FY 2022-23



OUR PIONEERING INNOVATIONS

1.

Produced special Aluminum Alloy wires using a grain refinement mechanism through a heat-treatment process, tailoring the temperature to the recrystallization temperature of various alloys such as AL-6201, AA-8000, AL-1350 wires, and more. Additionally, we have successfully developed innovative processes, including providing colored strips for core identification and insulation using double/triple extruders, as well as durable printing on XLPE materials.

The versatility, electrical conductivity, and mechanical properties of special Aluminum Alloy wires make them suitable for a wide range of industries including Electrical Power Transmission and Distribution; Industrial Machinery and Equipment; Renewable Energy; Automotive; Building and Construction; and Telecommunications; among others.

Special Aluminum Alloy wires with grain refinement mechanisms and innovative processes are required for several reasons:

Enhanced Properties

The grain refinement mechanism and heat-treatment process improve the mechanical properties of the aluminum wires, such as tensile strength, ductility, and fatigue resistance. This makes the wires more reliable and durable in various applications.

Electrical Conductivity

Aluminum is an excellent conductor of electricity, and by using special alloy compositions and refining the grain structure, the wires can achieve even higher electrical conductivity. This is crucial in industries where efficient power transmission and electrical performance are essential.

Weight Reduction

Aluminum is much lighter than traditional materials like copper. By using special aluminum alloys, industries can significantly reduce the weight of electrical components, leading to more fuel-efficient vehicles, reduced transportation costs, and easier handling during installation.

Innovative Features

The additional innovative processes, such as colored strips for core identification and durable printing on XLPE materials, add value and convenience for users during installation and maintenance. Printing information on the wires, such as specifications, ratings, or manufacturer details, using durable techniques ensures that the markings remain intact and legible over time.

Technological Advancement

The development of such specialized aluminum wires demonstrates technological advancement and continuous improvement in materials science, allowing industries to stay at the forefront of innovation.

2.

Developed an additional range of products and secured approvals as per international standards for PV cables and extension of higher rated/improved fire performance thermoset cables for the export market.

The development of additional products and obtaining approvals as per international standards opens up new market opportunities, enhances safety and reliability, and strengthens our reputation in the export market in the following ways:

Market Expansion

By introducing new products and securing international approvals, we can tap into new markets and expand our customer base globally. This can lead to increased revenue and growth opportunities.

Supporting Sustainability

Photovoltaic cables play a crucial role in renewable energy systems, contributing to a more sustainable and environmentally friendly future. By supplying approved PV cables, we support the global shift towards clean energy solutions.

Regulatory Compliance

Securing international approvals ensures that our products comply with these requirements, facilitating smooth market entry and avoiding potential barriers.

Brand Reputation

Complying with international standards and obtaining approvals enhances our reputation for producing high-quality and safe products leading to increased customer loyalty.

3.

Special types of conductors such as ACSS/ACSS-TW, etc., sophisticated conductors for the Indian Market (HTLS, Covered conductors, etc.), and Metal Cladded armored cables.

These products offer the following benefits:

Enhanced Power Transmission Capacity

ACSS (Aluminum Conductor Steel Supported) and ACSS-TW conductors can handle higher current loads, allowing for increased power transmission capacity without the need for significant infrastructure upgrades.

Increased Power Transmission Efficiency

High-Temperature Low Sag (HTLS) conductors are designed to operate at elevated temperatures, allowing for increased current-carrying capacity and reduced sag, especially during peak load conditions. This translates to enhanced power transmission efficiency and grid reliability.

Environmental Resilience

Covered conductors, such as the ACSR/AW (Aluminum Conductor Steel Reinforced, Aluminum Clad Steel Reinforced), offer enhanced protection and longevity in challenging environmental conditions.

Enhanced Mechanical Protection

Metal cladding provides superior mechanical protection to the cables, making them more resistant to physical damage, impact, and abrasion.

JOURNEY

Milestone moments in our journey

Throughout the years, our product range and technical proficiency have undergone continual advancements. By steadfastly prioritizing innovation and customer satisfaction, we have successfully ventured into newer segments, introduced novel products, and explored diverse geographical markets. These endeavors have served as the fundamental catalysts of our growth and expansion.

■ **1955**

Commenced operations as a small scale wire manufacturing unit

■ **1976**

Launched Jumper Wire Cables for the Dept. of Telecom, Govt. of India

■ **1985**

Became the first cable manufacturer to successfully develop Axle counter cables for Telecom & Signal network of Indian Railways

■ **1996**

Operationalized PIJF Cables Plant at Dharuhera ranging from 5-2,400 pairs

■ **1999**

Operationalized Optical Fiber Cables plant

■ **2005**

Diversified into the production of 11 & 33 KV, medium voltage power cables

2008

Became a household name with the launch of the 1st Lead-Free wires for domestic wiring in India

2012

Started manufacturing Fire Survival cables, the most technologically advanced FS cable. Approved by BASEC & LPCB

2013

Started manufacturing PTFE Cables

2016

Introduced Solar Cables, taking a big leap towards facilitating clean energy in India

2017

Introduced specialized EPC services as end-to-end solutions for Construction, Design, Engineering & Commissioning in various sectors

2019

Commenced Submarine Cable Repairing Project

2020

Enhanced focus on exports

2023

Exports increased to 50% of total revenue

OUR CERTIFICATIONS

Delivering excellence in manufacturing and quality

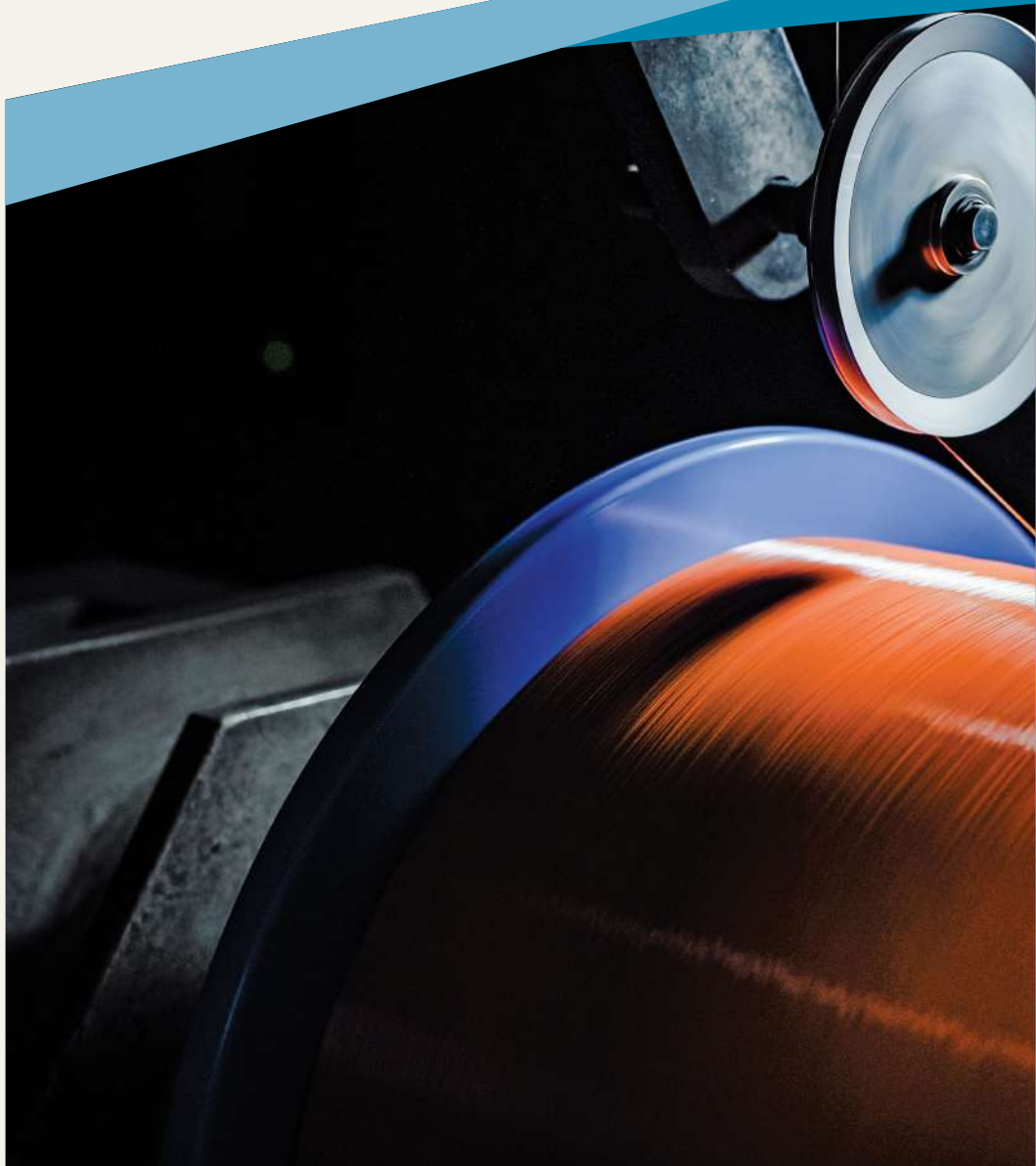
Product quality and excellence form the cornerstones of our success and have bolstered our reputation as a trusted partner for our customers. Our products are manufactured at state-of-the-art facilities equipped with advanced machinery and rigorous testing standards, ensuring adherence to stringent global standards.

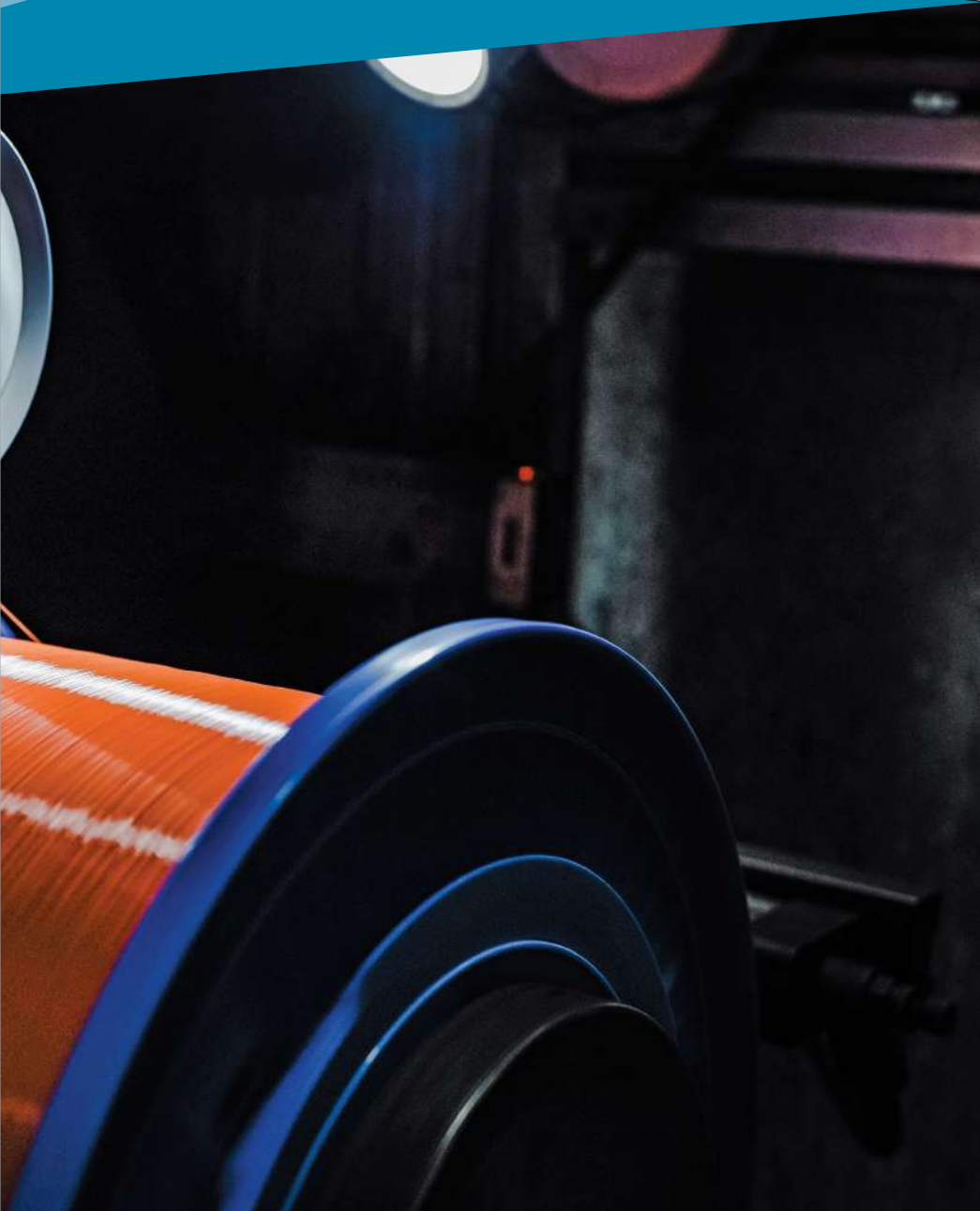
INDIAN ACCREDITATION / APPROVALS

- ISO 9001:2015 and 14001:2015
- Bureau of Indian Standards (BIS)
- Telecom Engineering Centre
- Research Designs & Standards Organization for Railways
- EIL, NTPC and PGCIL for Power Cables

INTERNATIONAL ACCREDITATION / APPROVALS

- Loss Prevention Certification Board (LPCB) - Fire Survival Cables
- UL - for various types of cables used in housing and renewable energy sectors





INTERNATIONAL PRODUCT MANUFACTURING STANDARDS

- British Standard Specifications (BSS)
- American Society for Testing and Materials (ASTM)
- International Electro Technical Commission Specifications (IEC)
- Verband der Elektrotechnik (VDE)
- Deutsches Institut für Normung e.V. (DIN)
- Japanese Industrial Standards (JIS)
- French Standards (NFC)
- Russian Standards (GOST)

PRODUCT LICENSES

- Licensed by BIS to mark products with:
- IS 7098 Part 1 XLPE Insulated PVC Sheathed Cable (for ≤ 1100 Volts), IS 7098 Part 2 XLPE Insulated PVC Sheathed Cable (from 3.3 KV up to and including 33 KV) and IS 7098 Part 3 for XLPE Insulated PE sheathed Cable (for ≤ 66 KV)
- IS 14255 for 1.1 KV Aerial Bunch Cables
- IS 694 for light-duty PVC Cables
- IS 1554 Part 1 for 1.1 KV heavy-duty armoured and unarmoured cables including control cables
- Licensed by LPCB to mark Fire Survival Cables
- UL marking approval from Underwriter Laboratories, USA for Service Entrance Cables as per UL 854, Thermoset Insulated Wires & Cables as per UL 44, Thermoplastic-Insulated Wires and cables as per UL 83 and Photo Voltaic Wire as per UL-4703

CHAIRMAN AND CEO'S MESSAGE

Charting the Path of Sustainable Growth and Progress



Dear Shareholders,

I hope this report finds you and your families safe and well. This year marks a crucial milestone for Paramount Cables and serves as a testament to our relentless execution and focused determination. Following an outstanding performance in FY 2022-23, we are ready to unfurl new horizons and progress ahead with purposeful strategies.

As we embark on another year of growth and progress, I am pleased to reflect on our accomplishments and look ahead to the exciting opportunities that lie before us.

INDIAN ECONOMY OUTPERFORMS

Globally, 2022 proved to be a challenging year with escalating geopolitical tensions, inflationary pressures, and supply chain disruptions impacting economies across

the world. Major economies of the US, Europe, and China faced an impending slowdown. Although inflation has shown signs of cooling down, it remains relatively high, projected to average around 7% in 2023, down from the 8.7% seen in 2022.

In contrast, the Indian economy emerged as a beacon of resilience and strength. Driven by robust fundamentals, visionary

policy actions, and burgeoning domestic consumption, the Indian economy outperformed, expanding at an impressive 7.2% in FY 2022-23. India garnered international acclaim for its manufacturing capabilities, supported by government incentives and policy measures, making it an attractive destination for global supply chain activities.

Additionally, the Indian government is actively investing in strengthening one of the key drivers of economic growth – infrastructure. The Union Budget 2023-24 announced a substantial capex outlay of ₹ 10 trillion towards infrastructure development which is expected to give a significant boost to India's overall growth and development.

A YEAR OF OUTSTANDING PERFORMANCE

Your Company delivered an exceptional performance in FY 2022-23, fueled by remarkable growth in export business. This success underscores the strength of our execution capability, effectively leveraging our strong position, robust distribution network, and favorable market conditions.

Our Revenue from Operations grew significantly by 37% from ₹ 5,809 million in FY 2021-22 to ₹ 7,965 million in FY 2022-23. This growth was primarily driven by improved operational efficiency and higher capacity utilization. Power cables continued to remain a crucial revenue driver, contributing to 23.8% of our total revenue, amounting to ₹ 1,898 million in FY 2022-23.

Our EBITDA witnessed an impressive 166% increase, rising from ₹ 242 million in FY 2021-22 to ₹ 642 million in FY 2022-23. This increase was bolstered by higher-margin products and an uptick in B2C exports to the USA, resulting in a 377 basis points (bps) rise in margins. PAT experienced a remarkable growth of 482%, reaching ₹ 478 million compared to ₹ 82 million in the previous year with PAT margins registering an increase of 447 bps.

In light of our commitment to achieving long-term financial stability and sustainable growth, we have embarked on a proactive journey to minimize debt and optimize costs. Our debt-to-equity ratio stands at a comfortable 0.54x as on March 31, 2023. We firmly believe that reducing debt will instil a sense of financial prudence and discipline across the organization. With our strategic actions, we are setting the stage for a resilient and prosperous future, empowering our company to embark on newer ventures and fortify our position in the market.

The most noteworthy achievement of the year has been the extraordinary growth we achieved in our international business, driven by strong B2C sales in the key US market. Exports revenue reached a record high of ₹ 4,003 million, growing to more than 3 times over the previous year. Our export business contributed more than 50% of the total revenue in FY 2022-23, compared to just 7% in FY 2020-21. Furthermore, B2C sales now constitute 61% of our revenue compared to just 19% in FY 2020-21.

Our strategic focus in international business is to establish ourselves as the preferred provider of cabling and wiring solutions, by delivering superior products, exceptional customer service, and expanding our distribution network. The growth in international business reaffirms our dedication to global expansion and building strong partnerships across key markets.

Expanding our global presence is a key priority for us, and we have developed

an ambitious plan to fortify our presence in the highly lucrative markets of the USA, Europe, Africa, and Australia.

Our efforts will enable us to capitalize on the global demand for our products and drive substantial revenue growth. We intend to enhance our distributor and retailer network to maximize our reach in these regions. By strategically positioning ourselves in these regions, we aim to achieve a minimum of 20% growth in FY 2023-24.

POISED FOR ACCELERATED GROWTH

The demand for cables and wires is expected to be robust, supported by the Government's increased focus on infrastructure growth in India. Several factors contribute to the promising outlook, including the rising urbanization and industrialization trends in the country. Focused initiatives like Make in India, Digital India, Smart Cities, renewable energy, and RDSS (Revamped Distribution Sector Scheme) among others, are driving significant investments in infrastructure development and power transmission and distribution sectors.

With dynamic competencies, a comprehensive product portfolio, and customer-centric approach, we are confident in our ability to leverage these opportunities and generate value for our stakeholders. We are preparing to capitalize on the growing demand for power and communication infrastructure and contribute to the nation's progress. Key catalysts include growth in the B2C segment, sustained demand in the power cables segment and expanding the international business.

We consistently focus on delivering world-class products and services that elevate our customers' experience.

In response to burgeoning demand and a steadfast commitment to innovation, we have meticulously crafted an ambitious growth plan for capacity expansion and new product development. It is not only a testament to our commitment to meeting

customer needs but also a strategic approach to strengthen our market presence and drive sustained profitability.

ADVANCING TOWARDS SUSTAINABILITY

We have made significant progress in the sustainability journey by integrating Environmental, Social, and Governance (ESG) principles in day-to-day operations. We are conscious of our responsibility towards the environment and undertake proactive measures to reduce our ecological footprint and contribute to a greener planet. We remain steadfast in upholding the highest standards of governance and promoting transparency and accountability toward building a stronger and more effective organization.

We strive to cultivate a workplace that is diverse, inclusive, and safe, championing social well-being and empowerment. Our employees are actively involved in development initiatives, and we provide them with comprehensive trainings to ensure their welfare and engagement. Social responsibility is deeply ingrained in our business practices. We are resolute in our commitment to make a positive impact in our communities through our meaningful initiatives.

ACKNOWLEDGMENT

I would like to extend my heartfelt gratitude to our employees, suppliers, customers, channel partners, bankers, and all stakeholders, including our investors, for their unwavering support and belief in our abilities. We value the trust and relationships built with each of you and are dedicated to continuing our partnership in the years to come. We look forward to another year of triumphant performance, driven by our unrelenting pursuit of excellence in everything we do.

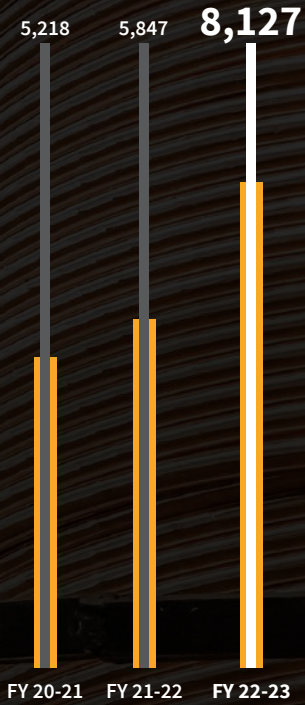
Warm regards,

Sanjay Aggarwal
Chairman and CEO

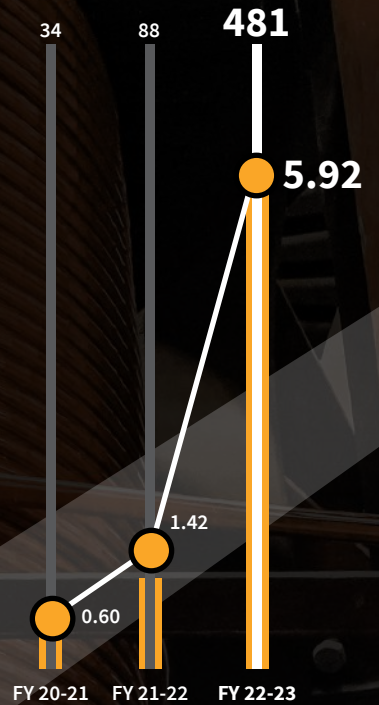
PERFORMANCE SCORECARD

A year of exponential growth

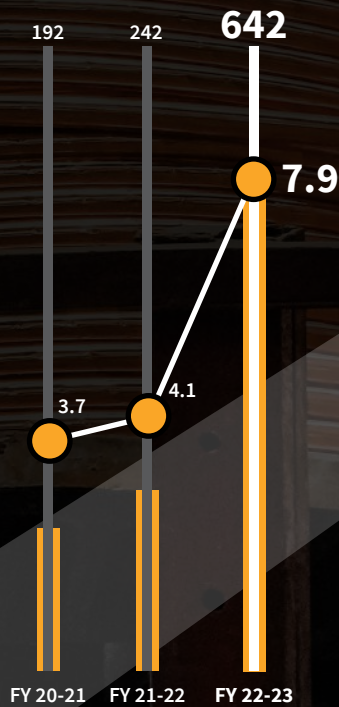
TOTAL REVENUE
(₹ Million)



NET PROFIT
INCLUDING OCI (₹ Million)
& NET PROFIT MARGIN (%)

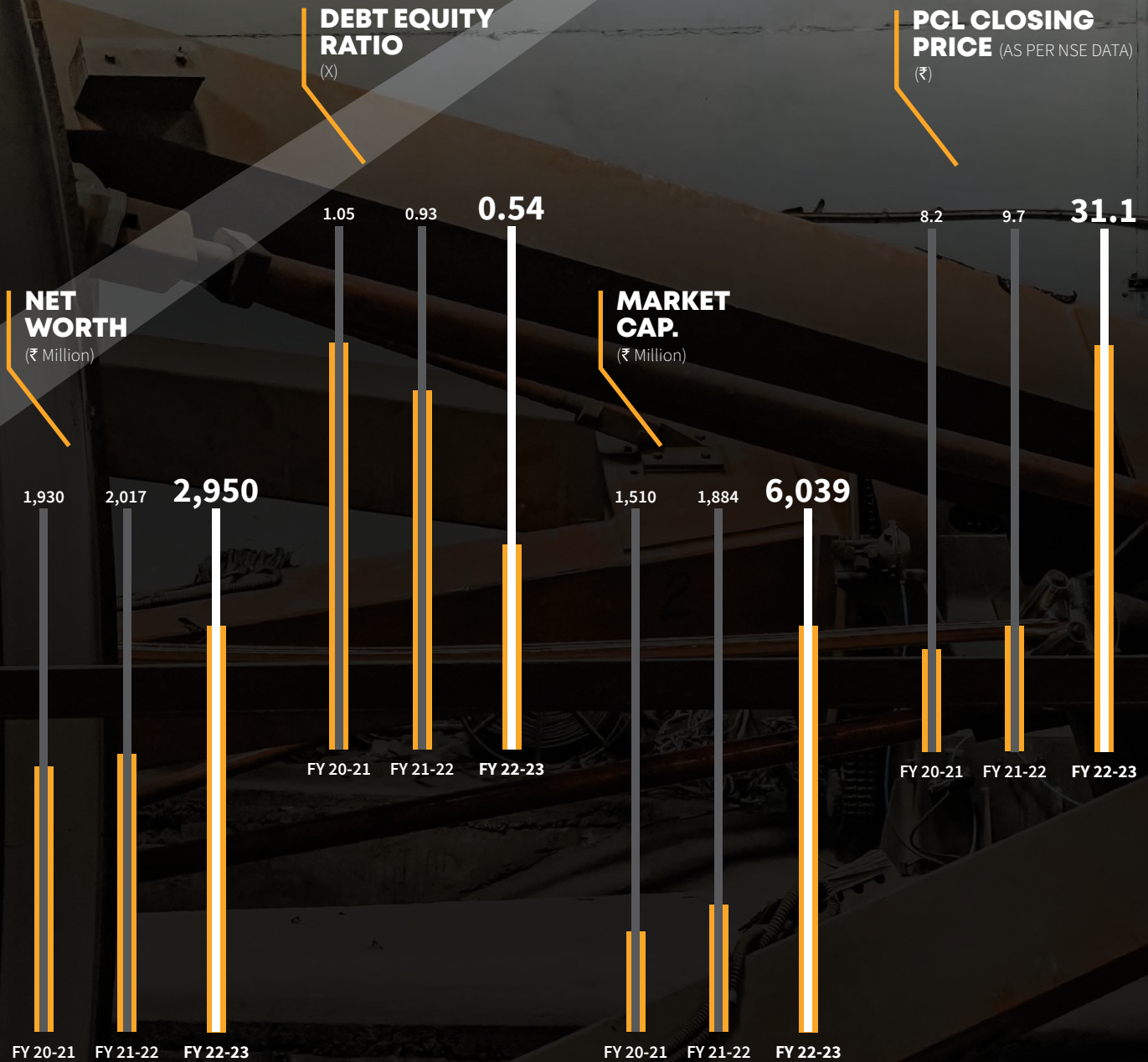


EBITDA (₹ Million)
& EBITDA MARGIN (%)



Net Profit (Bar) — Net Profit Margin (Line)

EBITDA (Bar) — EBITDA Margin (Line)



STRATEGY

Empowering India’s infrastructure with thriving opportunities

We play a significant role in advancing the nation’s progress by providing cutting-edge power cable solutions tailored to the highest quality standards and customer requirements. We are resolutely focused on capturing the megatrends shaping our industry and driving exponential growth, thereby fostering a robust infrastructure for India’s future.

TRENDS SHAPING GROWTH

Recognizing its pivotal role in propelling economic growth and progress, the Indian Government places significant emphasis on the development of the country’s infrastructure. With a sharp focus on building world-class infrastructure, implementing investment-oriented policies, and undertaking critical reforms, India aspires to transform into a prominent manufacturing and technology hub on the global stage. The Union Budget for 2023-24 has reinforced this commitment by allocating a substantial capex outlay of ₹ 10 Trillion towards infrastructure development, which is expected to have a profound impact on the nation’s overall development.

Various sectors for infrastructure development, including oil & gas, renewable power, construction of highways, metro rail projects, smart cities mission, and railway and rural electrification initiatives, among others are set to escalate the demand for reliable and efficient cables and wires. Moreover, the Production Linked Incentive (PLI) scheme has acted as a catalyst in promoting the expansion of manufacturing capabilities across diverse sectors, further bolstering the demand for advanced cabling solutions to meet growing requirements.



Push towards Renewable Energy

With the incremental awareness of green energy across the world, and the growing demand of renewable energy globally, India has also been focused on the renewable energy. India is planning to install 500 GW of renewable energy capacity by 2030, which is expected to involve an investment of at least ₹ 2.4 trillion . Moreover, India’s energy demand is expected to increase in the coming years due to its sheer size and enormous potential for growth. The rapid transition towards achieving renewable energy goals and addressing the rising energy demands will drive the need for robust cabling solutions to facilitate the seamless transmission and distribution of electricity.



Opportunities in the Telecom Industry

Growth prospects are further enhanced by cutting-edge initiatives in the telecom industry. The ‘Bharat Net’ project aims to lay optical fibers to ensure high-quality broadband and telecom coverage, paving the way for enhanced connectivity and digital empowerment. Moreover, the increasing accessibility and rollout of 5G technology are expected to revolutionize the telecommunications landscape, creating new opportunities and driving the demand for telecom cables.



Rural Electrification Program

The successful implementation of the Deendayal Upadhyaya Gram Jyoti Yojana (DDUGJY) is expected to significantly increase the demand for wires and cables. This initiative aims to expand electrification to every corner of the nation. As of 2023, a total of 2.86 Crore households have been electrified, with seven states reporting 100% household electrification.



Revival in Real Estate Sector

Amidst these developments, the real estate sector in India has showcased remarkable resilience, despite global uncertainties. Witnessing growth across all verticals, including residential, commercial, retail, and warehousing segments, the real estate industry has been a significant contributor to the nation’s economic progress. The resurgence in this sector is expected to boost the demand for high-quality housing wires and cables.

HOW THE BUSINESS PERFORMED

During the year, our power cables business performed impressively contributing to 24% of the Company's revenue.

Performance was primarily driven by higher capacity utilization and a robust demand environment. Our distribution channel became more robust through effective management, driving sales and revenue growth while ensuring timely and efficient project delivery.

OUR AMBITION TO PARTNER IN INDIA'S GROWTH STORY

We have emerged as a strong player in the institutional segment backed by robust pre-qualification credentials, multiproduct portfolio, unique

manufacturing capabilities, and a successful track record of project execution. By supplying reliable power cables for critical infrastructure projects, we aspire to become strategic partners in the nation's progress and development. Our commitment to investing in capacity expansion, driving innovation, expanding our network, and fostering strong partnerships position us for sustained success in the power cables market.

One of our key growth strategies is to capitalize on our pre-qualification credentials, which showcase our expertise and reliability in providing exceptional products and services. These credentials empower us to penetrate new markets, undertake complex projects, and extend

our reach to a diverse clientele, setting us apart as a reliable partner.

Innovation remains at the core of our strategy. Our dedicated research and development team works tirelessly to develop cutting-edge products that deliver unmatched performance, quality, and sustainability. Further, we are making significant efforts to expand our dealer and distribution network across the country. By forging strong partnerships with channel partners, we intend to penetrate new markets and ensure that our products are readily available to customers. Our growing retail presence will also enhance accessibility for end consumers, allowing them to benefit from our high-quality offerings.

KEY FACTORS CONTRIBUTING TO THE GROWTH INCLUDE

- Product Innovation:** We have made commensurate investments in research and development, leading to the creation of efficient power cable solutions that cater to the evolving needs of our customers. Consistent production of high-quality products has earned us the trust and loyalty of our clients, resulting in repeat business and a strong reputation.
- Quality Assurance and Certification:** Ensuring the highest standards of quality in power cables is crucial for gaining customer trust. Obtaining relevant certifications such as ISO and BIS standards assures customers that our products comply with industry norms and safety regulations. Regular quality audits, process improvements, and adherence to international quality benchmarks help maintain consistency and reliability across the product range.
- Market Insights and Adaptability:** Our proactive approach to monitoring market trends and customer demands has enabled us to stay ahead of the curve. By identifying emerging needs and adapting our product offerings accordingly, we have been able to capture new market segments and diversify our revenue streams.
- Government Initiatives:** Favorable market conditions and governmental policies have played a significant role in fostering a conducive environment for our power cables business. Supportive regulations and reforms have bolstered demand for our products, further driving our revenue growth.
- Operational Efficiency and Cost Optimization:** Our commitment to operational excellence has resulted in streamlined processes, reduced production costs, and improved supply chain management. This efficiency has not only boosted profitability but also enabled us to offer competitive pricing, attracting a larger customer base.
- Customer-Centric Approach:** Understanding that customer satisfaction is crucial for sustainable growth, we have adopted a customer-centric approach across operations. Our dedicated sales and customer support teams strive to understand and address the unique needs of our clients, fostering long-term relationships and generating recurring business.
- Strengthening Distribution Channel:** Effective management of the distribution channel is crucial for reaching a wider customer base and driving sales growth. We have continuously invested in optimizing distribution networks, ensuring seamless connectivity to diverse markets. Building strong relationships with distributors and dealers, providing them with adequate training and resources, and offering competitive incentives encourages them to actively promote and sell our products.

STRATEGY (CONTD.)

Expanding global presence

We are making significant strides to expand our global presence and seize lucrative opportunities in the international markets. With a steadfast focus on meeting the growing demand worldwide, we are steadily expanding our presence and customizing our products to serve customers in different regions. Our strategic expansion initiatives will propel our export business to new heights.

OUR GLOBAL FOOTPRINT



Countries: 1. USA, 2. Australia, 3. Bangladesh, 4. Chile, 5. Ghana, 6. Iraq, 7. Libya, 8. Myanmar, 9. Nepal, 10. Nigeria, 11. Qatar, 12. Sri Lanka, 13. Singapore, 14. Spain, 15. Tanzania, 16. UAE, 17. UK, 18. Zambia

SIGNIFICANT GROWTH IN EXPORT BUSINESS

Our focused efforts to expand our global presence have resulted in remarkable achievements, reflected in the exceptional growth in our export business. This growth trajectory has been truly impressive, with export revenue now contributing more than 50% of our total revenue. This is a significant leap from the 4.3% recorded in the fiscal year 2019-20, highlighting the significant strides we have made in capturing international markets.

A standout accomplishment has been the substantial surge in our business-to-consumer (B2C) sales, particularly within the US market. In the fiscal year 2020-21, B2C sales accounted for 19% of our revenue, and this figure increased to a remarkable 61% in FY 2022-23. This achievement is a testament to our adeptness in penetrating and catering to a diverse consumer base in the United States.

Our unwavering pursuit of excellence, expansion of our offerings, and strategic establishment of a robust distributor network have collectively facilitated our foray into the USA market. This trajectory not only reinforces our global presence but also solidifies our position as a brand that delivers on its promises.

KEY GROWTH DRIVERS

Innovation and product development

Our venture into global markets, notably the USA, has yielded impressive results. With a dedicated pursuit of quality and excellence and customer-centric ethos, we have made significant efforts in introducing innovative solutions that resonate with a diverse audience. This concerted effort has played a pivotal role in our successful market penetration.

FY 2022-23 HIGHLIGHTS

₹4,003 Million

Export revenue in FY 2022-23

50%

Share of export business revenue

As we continue to build on this momentum, we are poised to further strengthen our global foothold and capitalize on the burgeoning opportunities in international markets.

Distribution network expansion

In line with our commitment to delivering top-quality products, we have strategically established an efficient network of distributors across the United States. This widespread network ensures that our products are readily accessible to customers across the nation. The efficacy of this distribution system is underscored by the exponential growth in our dealer network over the past eighteen months, a staggering tripling in size. The expanded network not only facilitates timely and efficient delivery of our products but also serves as a bedrock for reinforcing our brand presence.

Focus on customer satisfaction

Most importantly, this widespread presence translates into heightened customer satisfaction. Our expansive dealer network ensures that our products are accessible where and when customers need them, making their purchase journey seamless and convenient. This commitment to accessibility and convenience speaks volumes about our dedication to customer-centricity. Additionally, we also service out customers with India's only wire with 20 years warranty.

FOCUSED STRATEGY TO EXPAND OUR GLOBAL PRESENCE

Expanding into new markets presents exciting opportunities, and we intend to replicate the successful growth strategy that has proven effective in the USA market. This strategy will serve as our guiding light as we embark on a new phase of expansion into the markets of Europe, Africa, and Australia.

We intend to further fortify our B2C sales in the flourishing USA market. This entails building upon the momentum we have generated by nurturing stronger connections with consumers and delivering tailored solutions that match their preferences. Our track record in the USA demonstrates that this approach is not only effective but forms a solid foundation for growth.

Simultaneously, we are gearing up to penetrate the newer markets across Europe, Africa, and Australia. We are proactively working on certifications and product approvals and collaborating with experienced professionals in these countries. This collaborative effort ensures that our products seamlessly align with regulatory frameworks, a critical step in laying the groundwork for our international expansion.

As we embark on this exciting journey, we have set an ambitious goal of achieving approximately 20% growth in FY 2023-24 within these target countries. This expansion will enable us to capitalize on the global demand for our products and drive substantial revenue growth in global markets.

ESG STRATEGY

Committed to sustainable operations

We are advancing in our sustainability journey to contribute to a better and more prosperous future for all. Our dedication to sustainable development drives our actions, ensuring that we deliver superior value to our employees, customers, suppliers, shareholders, and society as a whole.

ESG PRIORITIES



ENVIRONMENTAL STEWARDSHIP

- Climate change and energy
- Water stewardship
- Waste management
- Biodiversity conservation



SOCIAL INCLUSION

- Health and safety
- Learning and development
- Employee engagement
- Diversity and inclusion
- Corporate social responsibility



GOVERNANCE

- Corporate governance
- Ethics and integrity
- Prevention of sexual harassment

We have set an ambitious target to achieve a net-zero energy system, where the total amount of energy consumed is balanced by the amount of renewable energy produced or offset. We are working diligently to integrate renewable energy sources and implement carbon offset programs to reach the target.



ENVIRONMENTAL

Transitioning to a low-carbon future

Environment protection remains a top priority, and we are committed to reducing any adverse impact of our operations. Through our ongoing initiatives, we actively engage in conserving natural resources and reducing carbon emissions to create a sustainable planet for future generations.

CLIMATE CHANGE AND ENERGY

Energy efficiency and emission reduction are the central pillars guiding our ESG journey. Our overarching goal is to address environmental challenges in the face of climate change and contribute positively to society. By focusing on enhancing energy efficiency and reducing emissions, we are taking proactive steps to minimize our carbon footprint and make a lasting impact on the environment.



10.89 Million Units

Total energy consumption

40%

Emissions reduced due to renewable energy consumption

1.4 Million Ltr.

Water reused and recycled



WATER STEWARDSHIP

As part of our commitment to water stewardship, we closely monitor and analyze our water consumption monthly. We have taken a significant step by installing a sewage treatment plant. This allows us to recycle and reuse treated water for gardening and maintaining green belt areas. We have also implemented rainwater harvesting tanks, enabling us to effectively collect and utilize rainwater. Further, we prioritize educating our employees about the importance of conserving water, electricity, and other natural resources through regular training and awareness programs.

WASTE MANAGEMENT

To minimize scrap generation and promote efficient resource management, we establish specific objectives along with set targets. The performance of these objectives is closely monitored and analyzed as part of our Quality Management System (QMS). All the recyclable plastics and metal wastes are diligently recycled and reused within our processes. We follow the environmental regulatory requirements to dispose the hazardous waste generated at the manufacturing unit through authorized vendors. This approach allows us to contribute to environmental preservation by minimizing waste and promoting responsible resource utilization.

330 LTR

Hazardous waste disposed



200

Number of trees/saplings planted in FY 2022-23



BIODIVERSITY ENRICHMENT

We organize annual plantation programs during the monsoon season. Various tree varieties, including fruit-bearing, medicinal, and flowering trees, are carefully planted, fostering biodiversity preservation and enrichment. Our premises comprise well-grown trees, such as Neem, Peepal, Papadi, Shisham, Sagwan, Ashok, and Amaltas. Additionally, flowering plants like Gulab, Kund, Harsingar, Rat Rani, Mogra, Saint Muraiya, and Chameli thrive on the premises. Fruit trees like Banana, Guava, Mango, Bael, Lamon, Anwala, Chiku, Anar, and Berry further enhance the environment, providing a conducive habitat for various creatures to flourish. We are also engaged in supporting the local wildlife by feeding birds and reptiles within the premises.



SOCIAL - EMPLOYEES

Nurturing a talented workforce

We believe that investing in our people is the key to sustained excellence. Towards this, we strive to foster a conducive workplace and enhance employee skills and capabilities through a wide range of initiatives aimed at their overall development. Our goal is to create a future-ready workforce that is well-equipped to continuously innovate and bring greater value to our customers.

EMPLOYEE ENGAGEMENT

We strongly encourage an open and collaborative culture where employees are welcome to share their suggestions and innovative ideas freely. Whether it's through personal meetings or emails, there are no barriers between employees and top management, facilitating seamless flow of information, suggestions, and ideas. Furthermore, we actively seek inputs from our employees on various subjects and occasions. To recognize their valuable contributions, we appropriately reward the shortlisted employees whose suggestions are implemented. This approach not only fosters a sense of ownership and engagement among our workforce but also promotes a culture of continuous improvement, thereby, keeping our attrition rates under control.

EMPLOYEE FELICITATION

We organized a felicitation ceremony to honor the employees completing 25 glorious years in the Paramount Family and highlight their relentless contributions.



LEARNING AND DEVELOPMENT

We intend to empower our employees with the knowledge and expertise necessary for personal and professional growth with continuous learning opportunities. To enhance the skillset of our employees, we conduct a comprehensive range of training programs. This includes On-the-Job Training, Management Development Training, Online & In-House courses focused on their respective domains, as well as participation in seminars and workshops.

EMPLOYEE HEALTH & SAFETY

The safety and well-being of our employees is of paramount importance to us. To ensure a secure environment, we offer first aid and ambulance facilities at both the office and factory premises. Applicable employees are covered under Employees State Insurance Corporation (ESIC), while other employees are eligible for reimbursement of mediclaim for themselves and their families. Additionally, we provide personal accident insurance and Workmen's Compensation Policy to safeguard our employees.

Over the past three years, there have been no accidents reported on our shop floor or in any of our facilities, demonstrating our commitment to creating a safe workplace.

1,200+

Total employees

95%

Employee retention rate in FY 2022-23

14

Employees rewarded in FY 2022-23

849 man hours

Total training in FY 2022-23

282

Men trained

22

Learning and development programs organized in FY 2022-23



SOCIAL - DISTRIBUTORS

Creating enduring bonds

We have consistently directed investments toward the enhancement of our distribution and retail networks, with a focus on establishing seamless connectivity to diverse markets. Our strategy revolves around cultivating robust partnerships with our distributors and retailers, equipping them with comprehensive resources and attractive incentives to motivate them to actively market our products.

KEY INITIATIVES

Retailers Meet

We have implemented a strategic approach to strengthen our presence within the retail channel through regular retailer meetings and programs. Our specialized programs have been specifically designed to empower our retailers through a range of activities, including training sessions, marketing support, and promotional campaigns. It provides a platform for us to exchange insights, share product updates, and gain a deeper understanding of the challenges and opportunities faced by retailers in the market. These initiatives serve as pivotal drivers for expanding our product reach and fostering stronger relationships with our retail partners.



Electrician Nukkad Meet

We regularly organize nukkad meets for our electricians who are the most important link in our retail network. In October 2022, we embarked on a groundbreaking initiative that marked the first of its kind in our industry. We organized an extraordinary event that saw 500 electricians converging in Jaipur, Rajasthan. This remarkable gathering was part of our “Electrician Nukkad Meets” program.



During this event, electricians had the opportunity to engage in a multitude of activities such as skill-enhancing workshops, attending informative seminars, and access to the latest advancements in technology and products. This event not only fostered professional growth but also encouraged networking among electricians from diverse backgrounds.

Digital mapping of retail channel through Paramount Parivar App

The Paramount Parivar app is a transformative solution for electricians, retailers, and consumers within the electrical industry. This pioneering platform equips them with the capability to access exclusive advantages, incentives, and enticing offers while earning valuable rewards. By merely scanning products, they can accumulate points that are redeemable for a range of benefits. This app serves as a potential instrument for individuals seeking to optimize their profits and stay abreast of the latest opportunities in this dynamic field.



SOCIAL - COMMUNITIES

Promoting welfare of communities

We demonstrate our commitment to serving the underprivileged sections of society and contributing to their overall well-being through our holistic Corporate Social Responsibility (CSR) initiatives. We undertake community upliftment measures in the realms of education, healthcare, and biodiversity conservation.

510

Students benefited

EDUCATION

Empowering communities through education and skill development is crucial in fostering self-sufficiency, improving livelihoods, and cultivating self-respect. We have provided support by distributing books and stationery to students at the Karauli school in Rajasthan. Our initiative aims to equip these young minds with the necessary tools to pursue education and achieve a brighter future.

430

Number of beneficiaries

- EYE Check Up Camp and Wheel Chair Distribution - **151 Beneficiaries**
- Blood Donation Camp - **54 Beneficiaries**
- Corona Vaccination Camp - **150 Beneficiaries**





HEALTHCARE

To ensure the well-being of our employees, we launched a comprehensive healthcare program. As part of this initiative, we collaborated with the Krishna Hospital, Bhiwadi and ESIC Hospital, Dharuhera to conduct eye and health check-up camps at our Head office and various plant locations. The primary objective was to identify individuals with low vision and provide them with the necessary support. Additionally, essential medicines and wheelchairs were distributed during the camps.

200

Trees planted

BIODIVERSITY CONSERVATION

In our efforts to safeguard the environment and preserve the rich flora and fauna, we took proactive steps by organizing tree plantation drives at the Karauli school, Rajasthan as well as inside and outside our plant's premises.



CHECK DAMS

In line with our commitment to sustainable development, we have contributed to the construction of check dams in the states of Haryana and Rajasthan in collaboration with the Rotary Club of Delhi Central, a respected organization with a long history of community service. These regions face significant water challenges, and the implementation of check dams can have a transformative impact on their water resources.

DELHI FLOODS

In collaboration with the Indraprastha Sanjeevni NGO, we undertook proactive steps to extend support to the families impacted by the devastating Yamuna Floods. We have provided essential necessities, including medicines, food items, clean drinking water, and sanitary napkins to alleviate the hardships faced by those affected. This humanitarian effort reflects our commitment to standing alongside our community during times of crisis and offering the assistance needed to rebuild and recover.



GOVERNANCE

Fostering a culture of transparency and integrity

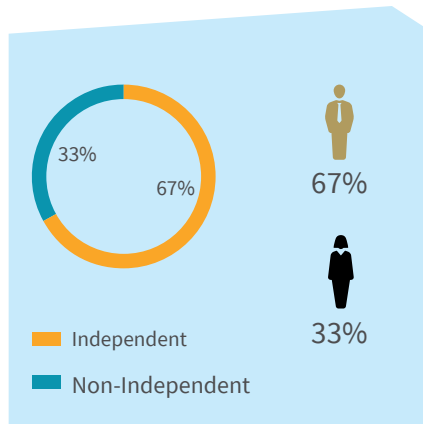
Our corporate governance framework, carefully crafted and well-articulated, serves as a guiding force, ensuring that our operations are conducted in a responsible and ethical manner. By adhering to these principles, we aim to instill trust, foster transparency, and deliver sustainable value for all stakeholders.

ROLE OF THE BOARD

We prioritize transparent and ethical operations by clearly defining roles and responsibilities throughout the organization. Our Company boasts an experienced Board of Directors and an executive management team with extensive expertise. The Board holds the ultimate authority in making decisions that significantly impact the Company’s strategy, finances, and reputation. It assumes responsibility for selecting the strategic direction and maintaining prudent oversight over all operational aspects. To facilitate effective decision-making, the Board is supported by four committees. These committees serve to enhance the Board’s governance processes, ensuring that specific matters are adequately addressed and deliberated upon.

BOARD COMMITTEES

- Audit Committee
- Nomination & Remuneration Committee
- Stakeholders’ Relationship Committee
- Corporate Social Responsibility Committee



CODES AND POLICIES

We are committed to acting with transparency, ethics, and integrity in our business activities as it is vital to build trust with stakeholders as well as sustaining our growth. We have in place mandatory policies in line with the requirement of the Listing Regulations and the Act, for the effective functioning of the respective Committees of the Board. Effective Board reporting mechanisms are also in place to ensure timely and comprehensive updates.

To strengthen our corporate governance philosophy, we have a comprehensive code of conduct for all employees,

including the Chief Executive Officer and Managing Director. Furthermore, we adhere to a code of conduct for the Prevention of Insider Trading, ensuring the highest ethical standards across the organization.

PREVENTION OF SEXUAL HARASSMENT (POSH)

We prioritize the safety and well-being of our employees, which is reflected in our strong Policy against Sexual Harassment at the Workplace. We regularly raise awareness of this policy among all employees to ensure a safe working environment. We comply with The Sexual Harassment of Women at Workplace (Prevention, Prohibition, and Redressal) Act, 2013, including the establishment of an Internal Complaints Committee.

WHISTLEBLOWER POLICY

Our Whistleblower policy covers all employees and encourages them to report any breaches of laws, accounting policies, financial losses, misuse of office, suspected or actual fraud, criminal offenses, and non-compliance with anti-bribery and anti-corruption policies. Employees can communicate directly through a written letter to Head-HR/CFO or Chairman of the Audit Committee.

BOARD OF DIRECTORS**Powered by dynamic leadership****MR. SANJAY AGGARWAL**

Chairman and CEO

Mr. Sanjay Aggarwal is the Chairman & CEO of the Company and joined the Company after completing his bachelor's degree from Sri Ram College of Commerce in 1983. He has been an integral part of the growth story of the Company, from a small-scale industrial unit to one of the largest cable manufacturers in India.

Mr. Sanjay Aggarwal has personally led various key initiatives for the Group including the first public issue on BSE in 1994, the transformation of the Company into a medium scale enterprise with the launch of its PIJF Telecom Cable plant and further expansion and diversification into Optical Fiber Cables in 2001 and High Voltage Cables in 2007.

Mr. Aggarwal has been the recipient of numerous prestigious awards over the past 34 years which include the National Small Industry Award 1984 given away by the President of India, Entrepreneur of the Year Award 1994 by All India Manufacturers Organization, Niryat Shree Award 2008-09 by FIEO and Major Donor Award 2017 by Rotary Foundation of Rotary International. He was the President of PHD Chamber of Commerce and Industry (PHDCCI), one of the Premier Chambers in India for 2020-21.

**MR. SANDEEP AGGARWAL**

Managing Director

Mr. Sandeep Aggarwal, Managing Director of the Company, holds a bachelor's degree in Economic (Hons.) and has rich experience of more than 3 decades in the cables and wires industry. He has been conferred the Honorary Professorship on Industry Excellence in ICT, Cables, and Telecom Infra by Hemchandracharya North Gujarat University. He is associated with various technical, industrial and social bodies including 'Industrial Training Institute, Reni', Telecom Equipment Manufacturers Association of India and PHD Chamber of Commerce and Industry.

He is an Independent Director on the Board of Pragati Power Corporation Limited and Delhi Transco Limited. With his innovative leadership and management approach, he is actively involved in all major activities of the Company.

He is currently the Governing Council Member of the Telecom Equipment & Services Export Promotion Council, Managing Committee Member of PHD Chamber of Commerce, Club Trainer of Rotary Club of Delhi South Central and Chairman – National Telecom Development Advisory Group (TEMA).

**MR. VIJAY BHUSHAN**

Independent Director

Mr. Vijay Bhushan has been the Past President of the Association of National Exchanges Members of India (ANMI), which is an association of NSE & BSE Brokers. Mr. Bhushan is an MBA from the University of Delhi and has been actively associated with the capital market since 1981. He was elected as the President of the Delhi Stock Exchange in the year 2001-02 and was also the Chairman of the Federation of Indian Stock Exchanges, representing 20 Stock Exchanges from 2002-04.

**MRS. MALINI GUPTA**

Independent Director

Mrs. Malini Gupta is a dynamic personality with over two decades of experience in business strategy, performance improvement, supply chain re-engineering and project management. She is a Director at Positron Services. She has been on the Company's Board since January 2015. She has done a master's in management studies from BITS Pilani and is Certified in Production and Inventory Management from APICS, USA.

**MR. VIJAY MAHESHWARI**

Independent Director

Mr. Vijay Maheshwari is a fellow member of the Institute of Chartered Accountants of India and has over 45 years of experience in syndication of finance, project finance, financial restructuring and audit & assurance.

He is acclaimed for his vision and dynamism. He is actively involved in the promotion of trade and commerce being the Mentor and past Chairman - CII-ER Banking Core Committee. He has actively traveled within India and abroad and been speaker on related subject.

**MRS. PRAVEENA KALA**

Independent Director

Mrs. Praveena Kala has over three decades of experience in National, International and Corporate Banking. She is a IICA certified ESG Impact Leader and member of NAIL (National Association of Impact Leaders). She retired as the Chief General Manager of State Bank of India, Bhubaneswar Circle.

She has been engaging with many colleges and universities such as IIM Amritsar, XAHR, IMI and Delhi University. She has also been a panelist in many forums and a speaker with Indo Nepal Centre. She was also guest faculty at IICA on 'Debt Markets & NPAs in India and Global Context.' She has done courses from Harvard, Berkeley, Oxford and IIM Kolkata and is also a member of CAIIB.

Presently, she is an Independent Director in organizations involved in Manufacturing, Banking, Finance & Investments, Mutual Fund and in Public Interest Directory a Clearing Corporation.

She has been a keen sports person, with achievements in basketball and mountaineering. She has also worked for Television and Radio.

Corporate Information

BOARD OF DIRECTORS

Mr. Sanjay Aggarwal
Chairman & CEO

Mr. Sandeep Aggarwal
Managing Director

Mr. Vijay Maheshwari
Independent Director

Mr. Vijay Bhushan
Independent Director

Mrs. Malini Gupta
Independent Director

Mrs. Praveena Kala
Independent Director

REGISTERED OFFICE

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Fax: +91-11-25893719/20
E-mail: pcl@paramountcables.com
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WORKS

SP-30A, SP-30B and E-31,
Khushkhera Industrial Area,
District Alwar, Rajasthan, India

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

CHIEF FINANCIAL OFFICER

Mr. Shambhu Kumar Agarwal

COMPLIANCE OFFICER & COMPANY SECRETARY

Ms. Rashi Goel

AUDITORS

P. Bholusaria & Co.
Chartered Accountants,
New Delhi

COST AUDITORS

Jain Sharma & Associates
Cost Accountants, New Delhi

REGISTRAR & SHARE TRANSFER AGENT

Link Intime India Private Limited,
Noble Heights, 1st Floor,
Plot No. NH-2, C-1 Block, LSC, Janakpuri,
New Delhi - 110 058



Statutory Reports and Financial Statements

Management Discussion & Analysis

ECONOMIC OVERVIEW

Global Economy

After experiencing high market volatility from multiple headwinds in 2022, the global economy is showing signs of resilience in 2023. The major forces that shaped the global economy in 2022 seem to continue into 2023 but with changed intensities. Economic growth remains slow in 2023 owing to the negative implications of the Russia-Ukraine war, high inflation, and tighter monetary conditions. Further, the banking crisis and a debt-ceiling crisis in the United States rattled global financial markets and raised concerns over an impending recession. However, the rebounding of China's economy, improved supply-chain functioning and the recent decline in energy and food prices indicate the improvement in economic activity in 2023. Further, global inflation is projected to decrease from 8.7% in 2022 to 7.0% in 2023 and 4.9% in 2024 with the central

banks' efforts to tame inflation by substantial tightening in monetary policy.

The outlook for the global economy is slightly less gloomy than earlier anticipated. The International Monetary Fund (IMF) has projected global GDP growth to decline from 3.4% in 2022 to 2.8% in 2023 and rise to 3.0% in 2024. The growth of Advanced Economies (AEs) is projected to decline sharply from 2.7% in 2022 to 1.3% in 2023 before rising to 1.4% in 2024. The European economy recorded 2.7% growth in 2022 and is projected to decline to 0.8% in 2023 before rising to 1.4% in 2024. While the Western world becomes the epicenter of global tensions, Emerging and Developing Economies (EMDEs) are expected to outpace them. Growth of EMDEs will slightly decline from 4% in 2022 to 3.9% in 2023 and rise to 4.2% in 2024. Asia-Pacific will be the most dynamic of the world's major regions in 2023, predominantly driven by the buoyant outlook for China and India.

Global Economic Growth: Actual and Projections (%)

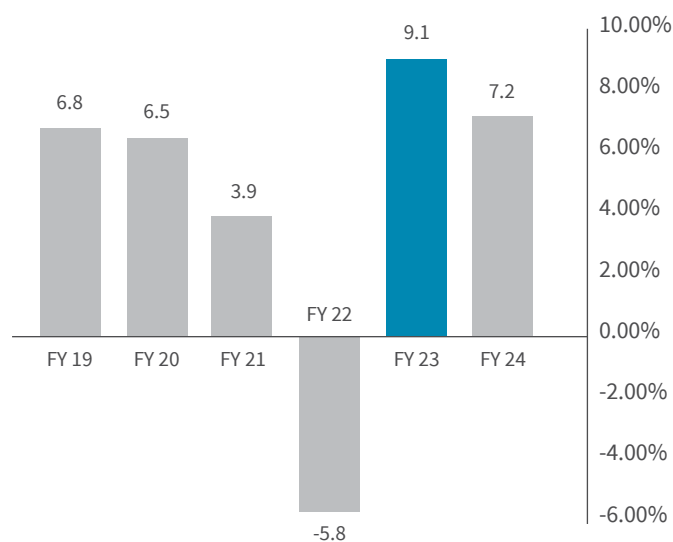
Region	2022	2023 (P)	2024 (E)
Global Economy	3.4	2.8	3.0
Advanced Economies (AEs)	2.7	1.3	1.4
Emerging Markets and Developing Economies (EMDEs)	4.0	3.9	4.2

(P- Projections, E- Estimates)

(Source: IMF World Economic Outlook, April 2023)

Indian Economy

India emerged as the shining beacon in a grim global scenario and continues to be among the fastest growing economies in the world. The Indian economy is relatively insulated from global spillovers. The real GDP grew by 7.2% in FY 2022-23 as against 9.1% in FY 2021-22 and reflects robust domestic consumption and lesser dependence on global demand. Following the gradual normalization of global supply chains, softening of global commodity prices, and successive hikes in the policy repo rate by 250 basis points in FY 2022-23 by the Reserve Bank of India (RBI), the consumer price index (CPI) inflation subsided to 4.25% (provisional) in May 2023 against 4.70% recorded in April 2023. Despite the weakening external demand, the merchandise exports have registered the highest-ever annual exports of US\$ 447.46 billion with 6.03% growth during FY 2022-23 surpassing the record exports of US\$ 422.00 billion in FY 2021-22. Further, the RBI approved international trade settlements in Indian Rupees (₹) to promote the growth of global trade with an emphasis on exports from India and to support the increasing interest of the global trading community.



(Source: Ministry of Statistics and Programme Implementation; Tradingeconomics.com)

Domestic economic growth is gaining strength and further traction in 2023. According to the IMF, the Indian economy is expected to advance steadily at 5.9% in FY 2023-24 before rising to 6.3% in FY 2024-25. The economic growth will be aided by strong domestic demand, abating of inflation, a conducive domestic policy environment, technology-enabled development, export growth, revival in credit growth, and energy transition among others. The government is focused on the core and emerging sectors by promoting ease of doing business to make India a global manufacturing hub. Additionally, increased capital expenditure on infrastructure and the growth-enhancing policies such as the PLI schemes, 'Make in India', 'Atmanirbhar Bharat' and PM Gati Shakti Plan will strengthen the infrastructural and manufacturing base, lead to higher productivity and build a strong foundation for sustained economic growth.

(Source: Ministry of Statistics & Programme Implementation; Ministry of Commerce & Industry; Ministry of Finance; Tradingeconomics.com; IMF World Economic Outlook, April 2023)

INDUSTRY OVERVIEW

Infrastructure Sector

The infrastructure sector is an integral part of the Indian economy. Strong infrastructure growth is essential to achieve India's ambitious goal to be a US\$ 5 trillion economy by FY 2024-25. The government has identified infrastructure as one of the key drivers for economic development. It has launched several initiatives such as the National Infrastructure Pipeline (NIP), BharatMala Pariyojana and PM Gati Shakti- National Master Plan to augment the growth of the infrastructure sector and improve connectivity in India. The PM Gati Shakti Plan would integrate roads, railways, aviation, urban and logistics infrastructure for providing multi-modal connectivity to improve transportation and logistics. The government has ambitious plans to build a robust railway network with world-class technology and improved connectivity. 100 PM Gati Shakti Cargo terminals are proposed to be developed till 2025.

Source: <https://pib.gov.in/Pressreleaseshare.aspx?PRID=1549454#:~:text=India%20is%20one%20of%20the,5%20trillion%20economy%20by%202025>.

(Source: Ministry of Railways) (<https://pib.gov.in/PressReleasePage.aspx?PRID=1881395>)

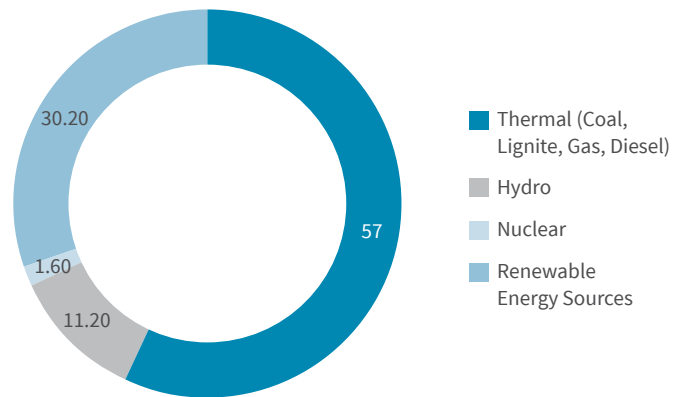
Expanding infrastructure spending occupies a central position in the government's strategy to assist overall economic growth. Investment in infrastructure is one of the seven priorities of the Union Budget 2023-24 and the government has increased capital investment outlay by 33.4% to ₹ 10 Lakh Crore in FY 2023-24 from ₹ 7.50 Lakh Crore in FY 2022-23 for the infrastructure sector. The push for infrastructure development includes the highest-ever capital outlay of ₹ 2.40 Lakh Crore for Indian Railways, which will uplift the demand for cables and wires.

(Source: Ministry of Finance) <https://pib.gov.in/PressReleasePage.aspx?PRID=1895315>

Power Sector

India is the third-largest producer of electricity worldwide with a total installed power capacity of 417.66 GW as on 31.05.2023. Power generation sources range from conventional sources such as coal, lignite, natural gas, oil, hydro, and nuclear power to non-conventional renewable sources such as wind, solar, and agricultural and domestic waste. Solar energy is the largest renewable energy source in India. The renewable energy (RE) generation capacity is 173.61 GW as on 31.05.2023.

Total Installed Power Generation Capacity (% of Total Capacity)



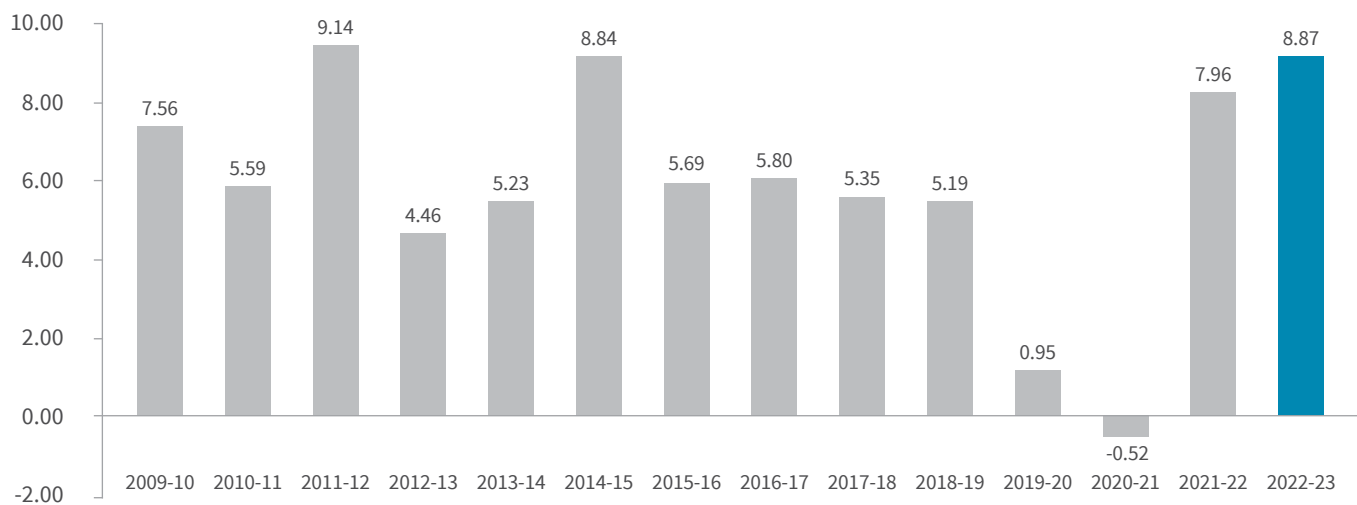
(Source: Ministry of Power)

<https://powermin.gov.in/en/content/power-sector-glance-all-india>

The total generation of electricity (including renewable sources) in FY 2022-23 was 1,624.158 BU compared to 1,491.859 BU during FY 2021-22, representing 8.87% YoY growth. The electricity generation target including renewable energy for FY 2023-24 has been fixed at 1,750 BU, i.e. growth of ~7.7% over the actual generation of 1624.158 BU for the previous year.

(Source: Ministry of Power) <https://powermin.gov.in/en/content/power-sector-glance-all-india>

Growth in Total Generation (%)



(Source: Ministry of Power)

The demand for electricity in India has increased significantly, driven by the growing population, rapid urbanization, accelerating industrial and economic activities, infrastructure development, rising electrification, energy transition, and consequent per-capita consumption. The government's initiative 'Power for All' has accelerated capacity addition in the country. Power consumption in India grew 9.5% to 1,503.65 BU YoY in FY 2022-23. The Central Electricity Authority (CEA) estimates India's power requirement to grow to reach 817 GW by 2030. To meet the rising power demand, the government is pushing renewable energy to the forefront and undertaking various measures to increase RE capacity, increase cross-border linkages and improve the power transmission sector. The CEA, in its National Electricity Plan, 2023 estimates that the share of non-fossil fuel energy generation would increase to 57.4% by FY 2026-27 and further to 68.4% by the end of FY 2031-32.

In the National Action Plan on Climate Change 2008, the government announced that the development of renewable energy will be one of its goals for reducing dependence on fossil fuels and combating climate change. In the Union Budget 2023-24, 'green growth' is identified as one of the seven priorities or 'SAPTARISHI.' An increased fund of ₹ 10,222 Crore is allocated to the Ministry of New and Renewable Energy (MNRE), which is 45% over the revised estimated allocation of ₹ 7,033 Crore the last year. The government allocated ₹ 7,327 Crore for the solar power sector including grid, off-grid, and PM-KUSUM projects. Further, ₹ 8,300 Crore is allocated for strengthening of interstate transmission system for evacuation and grid integration of 13 GW of renewable energy from Ladakh. The government's target of achieving net-zero carbon emissions by 2070 with 50% cumulative installed

capacity for generating electric power from non-fossil fuel-based energy resources by 2030 will create lucrative opportunities for the transmission sector.

Transmission and Distribution (T&D) sector

The transmission sector plays a catalyst role in the power system value chain in India by supplying power to the consumers through the vital link between the generating stations and the distribution system and by extending the grid to renewable rich areas and facilitating Renewable Energy (RE) projects to connect into the grid. The transmission system is a two-tier structure comprising intra-state transmission systems (InSTS) and inter-state transmission systems (ISTS). The transmission network has been growing at a significant pace with the addition of transmission capacity both at interstate and intra-state levels, driven by rising power demand, the addition of renewable energy (RE) capacity, and the transition to renewable energy.

India has become one of the largest synchronous interconnected electricity grids in the world with 4,71,817 ckm of transmission line and 11,85,058 MVA of transformation capacity (as on April 2023). 1,77,641 ckm of transmission line and 6,28,329 MVA of transformer capacity are added in FY 2022-23. This has led to 1,12,250 MW inter-regional power transfer capacity with a staggering increase of 212% since 2014.

(Source: Ministry of Power) <https://powermin.gov.in/en/content/overview-0>

The growth of electrification and consumption has led to a need for the expansion and upgradation of transmission and distribution (T&D) systems which are core enablers for the

energy transition. The T&D sector consists of Transmission Service Providers (TSP) and Power Distribution Companies (Discoms) responsible for the supply and distribution of energy to consumers including industry, commercial, agriculture, domestic, etc. Due to the geographically non-uniform generation and skewed pattern in the distribution of electricity in the country, it is necessary to develop a robust transmission system including the establishment of inter-regional corridors for the seamless transfer of power from generating stations to load centers and from surplus to deficit regions.

The government has adopted several measures to strengthen the T&D network in the country which include:

- Fund allocation of ₹ 3,03,758 Crore for the Revamped Distribution Sector Scheme (RDSS) for five years from FY 2021-22 to FY 2025-26 to provide financial assistance to DISCOMs for modernization and strengthening of distribution infrastructure, aiming to improve the quality, reliability, and affordability of power supply through a financially sustainable and operationally efficient transmission and distribution sector.

(Source: <https://pib.gov.in/PressReleaseFramePage.aspx?PRID=1897764#:~:text=Government%20of%20India%20launched%20the,to%20FY%202025%2D26>)

- Implementation of Saubhagya Scheme, a concurrent program to Deen Dayal Upadhyay Gram Jyoti Yojana (DDUGJY) to improve last-mile connectivity to rural households and Integrated Power Development Scheme (IPDS) for strengthening the power sub-transmission and distribution networks in urban areas.

(Source: <https://pib.gov.in/PressReleasePage.aspx?PRID=1778914>)

- Supporting financial and operational turnaround of DISCOMs and National Smart Grid Mission to improve distribution system.

(Source: Ministry of Power)

- Increasing privatization of the power distribution sector, expansion of power distribution infrastructure, and smart grid projects.

Wires and Cables

The wires and cables (W&C) industry constitutes approximately 45% of the electrical industry in India. The domestic W&C market is expected to grow at an impressive CAGR of 12% over FY 2021-26. The rapid rise of the organized sector and the government's focus on investment in infrastructure and development projects would promote large-scale growth across sectors, such as infrastructure, power, telecom, transmission and distribution, manufacture, real estate, engineering, and automotive. Growth in renewable power generation, expansion and revamping of Transmission &

Distribution (T&D) infrastructure, increasing investments in metro railways and smart grid projects, and growth in the data center sector will also contribute to a robust demand for wires and cables in India. Increasing urbanization and commercialization are expected to bolster investments in the real estate industry and drive the demand for low-voltage insulated wires and cables.

(Source: India Consumer Electrical Reports 2022: Systematix Research)

India is the third largest exporter of cables in the world and exports mostly to the United States, United Kingdom, and United Arab Emirates. The export market is going through a temporary slump due to the global slowdown. Further, sharp inflation and volatility in key raw materials are the major headwinds for the sector. This sector is characterized by intense competition from existing and new players and its fragmentation is marked by the presence of both larger organized players and numerous smaller players in the unorganized segment.

(Source: <https://www.volza.com/p/cable/export/export-from-india/cod-united-arab-emirates/>)

Growth Drivers

- **Favorable government initiatives to improve electrification**

For improving electrification in the country and facilitating '24x7 Power for All' in the rural areas, the government has launched several schemes such as Saubhagya, Deendayal Upadhyay Gram Jyoti Yojana (DDUGJY), Ujjwal Discom Assurance Yojana (UDAY) and Integrated Power Development Scheme (IPDS). These schemes would help in electrification in rural regions and the rise in household electrical products. This would directly impact the growth of the wires and cables industry. Other initiatives such as 'Make in India' and the PLI scheme will also attract capital investment and further benefit the W&C industry.

- **National Infrastructure Pipeline (NIP)**

The government launched the National Infrastructure Pipeline (NIP) with a forward-looking approach and with a projected infrastructure investment of around ₹ 111 Lakh Crore during FY 2020-25 to provide high-quality infrastructure across the country. The NIP currently has 8,964 projects with a total investment of more than ₹ 108 Lakh Crore under different stages of implementation. In addition, PM Gati Shakti - National Master Plan and increased capital expenditure of ₹ 10 Lakh Crore for infrastructure will lead to the growth of the infrastructure sector, resulting in higher demand for wires and cables and other electrical products.

(Source: National Infrastructure Pipeline: Report of the Task Force; Economic Survey 2022-23) https://dea.gov.in/sites/default/files/Report%20of%20the%20Task%20Force%20National%20Infrastructure%20Pipeline%20%28NIP%29%20-%20volume-i_1.pdf

- **Electrification of Railways**

Increased investment in the transportation sector, especially in metro and railway electrification, is a prominent contributor to the growth in the wires and cables industry. To reduce the dependence on imported fossil-based energy and promote eco-friendly and energy-efficient modes of transportation, Indian Railways has ambitious plans to achieve '100% electrification' of Broad-Gauge tracks. This project has opened up opportunities for the wires and cables industry as the railway network requires an array of cabling solutions. Electrification of 6,542 RKMs has been achieved during FY 2022-23 compared to 6,366 RKM in FY 2021-22, registering an increase of 2.76%.

(Source: Ministry of Railways) <https://pib.gov.in/PressReleasePage.aspx?PRID=1913104>

- **Increasing demand for renewable energy**

The government is targeting to achieve 500 GW of installed renewable energy capacity by 2030. Increasing renewable power generation is creating considerable demand for electrical and speciality solar cables. Further, the government has set a target of 30 GW of offshore wind turbine installations by 2030 to exploit the wind energy potential of the Indian Coast. These offshore wind turbines will require a large volume of power cables and subsea umbilical cables.

(Source: <https://pib.gov.in/PressReleaseDetail.aspx?PRID=1768712>) <https://mnre.gov.in/img/documents/uploads/2e423892727a456e93a684f38d8622f7.pdf>

- **Growth in urbanization and the housing sector**

Growing urbanization and housing demand and rapid infrastructure development are likely to escalate energy demand, resulting in an increased requirement for wires and cables. The government's initiative 'Smart Cities Mission', increased allocation of ₹ 79,000 Crore for PM Awas Yojana for the development of affordable housing in the country and the push for creating urban infrastructure in Tier-II and Tier-III cities through Urban Infrastructure Development Fund (UIDF) of ₹ 10,000 Crore per annum in the Budget will further boost the demand for wires and cables. As on July 08, 2023, 118.9 Lakh houses have been sanctioned, 112.12 Lakh houses have been grounded, and 75.22 Lakh houses have been completed, under the Pradhan Mantri Awas Yojna scheme (PMAY-Urban).

(Source: Ministry of Finance; Ministry of Housing and Urban Affairs) <https://pib.gov.in/PressReleasePage.aspx?PRID=1895315>
<https://www.pib.gov.in/PressReleasePage.aspx?PRID=1914187>
<https://pmaymis.gov.in/>

COMPANY OVERVIEW

Paramount Communications Limited (hereinafter referred to as "Paramount", "PCL" or "the Company") amongst India's leading cables and wires manufacturing companies. The Company was established in 1955 as a small-scale cable manufacturing unit. With over six decades of operations, it has developed a wide range of product portfolio, comprising Power Cables, Domestic Wires, HT Cables, Optical Fiber Cables & other Telecom Cables, Signalling Cables, Railway Cables, Specialized Cables, Instrumentation & Data Cables, Fire Survival Cables, etc. Paramount's products are technologically advanced and ensure protection.

Paramount caters to diverse sectors including power, telecom, real estate, railways, infrastructure, construction, defense sectors. It also offers specialized services independently or in association with other established equipment manufacturers and construction companies in India and overseas. The Company has a strong export base and has successfully carved a reputation in the international market with its strong innovation and technical capabilities, vast portfolio, manufacturing excellence, and ability to provide quality products to its esteemed customer base. The Company's association with 120 dealers, 175 distributors and 681 retailers across India enables it to serve diverse customers.

Manufacturing Facilities

Paramount has two manufacturing facilities located at Khushkhera (Rajasthan) and Dharuhera (Haryana) for the manufacturing of cables and wires. The plants are equipped with state-of-the-art equipment as technology is pivotal in the manufacturing process of cables and wires. The manufactured cables undergo stringent quality checks in Quality Assurance and Testing Laboratories as per the requirements of relevant quality standards or the client's requirements. Both plants are ISO certified with a special emphasis on health and safety at the workplace. Paramount has the most prestigious approvals from globally acknowledged bodies such as UL & LPCB.

Product Portfolio

Cables

1. Power Cables: HT and LT Power Cables, HT and LT Aerial Bunch Cables, Control and Instrumentation Cables
2. Telecom Cables: Optical Fiber Cables (OFC) & FTTH, Jelly Filled Cables, CATV Cables, Switched Board Cables, Jumper Wires
3. Railway Cables: Signalling Cables, Railway Power Cables, Quad Axle Counter Cables
4. Special Products: PTFE Cables, Fire Survival Cables, Solar Cables, OPGW

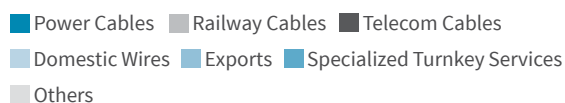
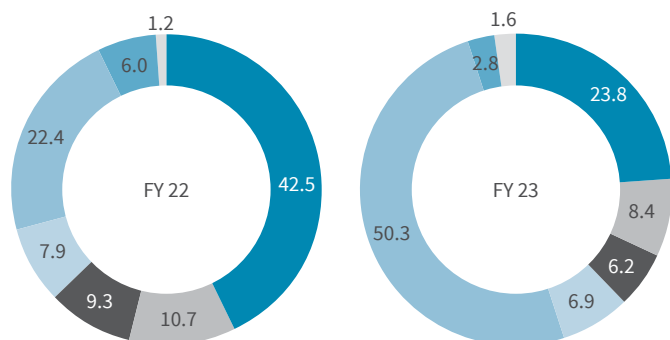
Domestic Wires & Cables

- Building Wires, Submersible Multicore Cables, Coaxial and LAN Cables

Specialized Turnkey Services

- Telecom Consultancy & Turnkey, Power & Railway Turnkey Projects, Specialized Projects: OPGW, Submarine Cables Installation & Repair

REVENUE BREAK-UP BY PRODUCT SEGMENT (%)



Power Cables

The domestic power cables segment continues to be a significant contributor to the revenue of the Company. In FY 2022-23, this segment contributed 23.8% to the total revenue. The Company reported sales of ₹ 1,898 million in FY 2022-23 compared to ₹ 2,465 million in FY 2021-22. The power cable industry is expanding as a result of the increasing trend toward the production of renewable energy globally. In addition, the industry is witnessing growth due to the increased use of smart grids.

Railway Cables

Paramount continues to be one of the largest suppliers of specialized cables for the Indian Railways. Railway cables contributed 8.4% to the revenue mix of FY 2022-23. During the year, the total sales of this segment is ₹ 672 million as against ₹ 620 million in FY 2021-22. This segment is expected to grow due to the government's initiatives of 100% railway electrification.

Telecom Cables

Paramount is a leading supplier of high-quality and high-performance wiring and cabling solutions to the telecommunication sector. The segment contributed 6.2% to the total revenue. The recorded sales of telecom cables stood at ₹ 492 million in FY 2022-23 as against ₹ 542 million in FY 2021-22.

Domestic Wires

The Company manufactures an extensive range of long-lasting and fire-retardant building wires for the Indian consumer market. The contribution of this segment to the total revenue in FY 2022-23 is 6.9%. The sale of House Wires stood at ₹ 546 million in FY 2022-23 as against ₹ 465 million in the previous year.

Exports

Paramount exports footprints exceeds 15+ countries spread across 6 continents. As a result of the Company's focused efforts towards enhancing its market reach, the Company's export segment has increased significantly despite the global slowdown and accounts for more than 50% of the total revenue during FY 2022-23, compared to 22.4% in FY 2021-22. The total export sale stood at ₹ 4,003 million in FY 2022-23 compared to ₹ 1,302 million in the previous year. With an increased focus on quality and new customer acquisitions, Paramount has onboarded marquee customers across various international markets.

Specialized Turnkey Services

Specialized Turnkey services contribute 2.8% to the total revenue of the Company during FY 2022-23. The Turnkey projects revenue stood at ₹ 222 million in FY 2022-23 compared to ₹ 347 million in FY 2021-22.

Others

The Export benefit and Scrap revenue stood at ₹ 132 million in FY 2022-23 compared to ₹ 68 million in the previous year.

FINANCIAL PERFORMANCE

The financial statements of Paramount Communications Limited are prepared in accordance with the Indian Accounting standards prescribed under section 133 of the Companies Act, 2013 read with the Companies (Indian Accounting Standards) Rules, as amended from time to time. Significant accounting policies used in the preparation of the financial statements are disclosed in the notes to the financial statements.

Particulars (₹ Mn)	FY 2022-23	FY 2021-22	Y-o-Y%
Revenue from Operations including other income	8,127	5,847	39%
EBITDA	642	242	166%
Profit Before Tax (PBT)	478	82	482%
Profit After Tax (PAT)	478	82	482%
Earnings per Share (in ₹)	2.40	0.42	471%

In a turnaround year of FY 2022-23, Paramount delivered highest ever revenue of ₹ 7,965 million, EBITDA of ₹ 642 million and Net Profit of ₹ 478 million driven by strong performance across all its segments. The revenue from operations including other income grew 39% over FY 2021-22 from ₹ 5,847 million to ₹ 8,127 million. The Company's Exports reported a robust performance growing over 200% from ₹ 1,302 million last year to ₹ 4,003 million in FY 2022-23.

With a focus on quality products and a diversified range of product baskets, the Company delivered 166% higher EBITDA at ₹ 642 million in FY 2022-23 compared to ₹ 242 million in FY 2021-22. The increase in equity has helped in improving the net debt/equity ratio to 0.53 as on March 31, 2023 compared to 0.93 as on March 31, 2022.

Other Income primarily includes income from foreign exchange gain, profit/gain on Investments and written back of lease liability.

Details of Significant changes in Key Financial Ratios

Particulars	FY 2022-23	FY 2021-22	% Variance	Reason for variance more than 25%
Current Ratio (In times)	3.90	2.99	30.53	Due to increase in current assets and decrease in current liabilities of the Company
Debt Equity Ratio (In times)	0.54	0.93	(41.32)	Due to increase in Shareholder's equity of the Company
Debtors Turnover Ratio (In times)	4.61	3.40	35.79	Due to increase in turnover of the Company and better realization from receivables
Inventory Turnover Ratio (In times)	5.12	4.22	21.35	Due to increase in turnover of the Company
Interest Coverage Ratio	8.95	3.72	137.32	Due to increase in net profit after tax of the Company
Operating Profit Margin (%)	20.25	13.95	45.18	Due to increase in profit of the Company
Net Profit Margin (%)	6.05	1.42	326.75	Due to increase in net profit after tax of the Company
Return on Equity (%)	19.23	4.16	362.49	Due to increase in net profit after tax of the Company

BUSINESS STRENGTHS

The Company's focus and consistent investments in R&D enable it to produce innovative and high-quality products as per the requirements of the customers and maintain its product competitiveness in the market. Paramount's performance is well complemented by a strong distribution network, long-term positive customer relationships, robust financial position, and attractive business potential in the future. All these factors help the Company to maintain sustainable growth. The Company's business strategy is driven by its key strengths which are listed below:

1. Diverse and extensive product portfolio

Paramount has a wide range of products successfully catering to multiple core sectors. Paramount's diversified portfolio spanning 2,500+ SKUs places it in a favorable position to capitalize on the increasing demand in the C&W industry across various sectors. Its diversified business model facilitates it to minimize concentration risk and adapt to adverse or unfavorable regulations in a particular sector.

2. Institutional business

A large contributor to the Company's revenue is government and institutional sales. Paramount is an approved and reliable cable supplier and caters to the requirements

of government projects, public sector units, and major private players in India. There is ample growth potential in institutional business due to the government's strong focus on infrastructure development in the country. The Company is well positioned to benefit from government investments in key infrastructure development projects, railway electrification, metro rail roll-out, railway network expansion and decongestion plans.

3. Customer-centric approach

Paramount's customer-centric approach has been a cornerstone of its success in the cables and wires industry. The Company has been proactive in understanding its customers' needs, providing innovative solutions, and offering superior customer service. Its strong relationships with the customers have resulted in increased customer satisfaction, repeat business, and positive word-of-mouth, enabling Paramount to expand its market share and strengthen its competitive position.

4. Growth in retail business

Paramount is focusing on growing its retail business which has higher profit margins and lower capital expenditure. The Company is expanding its distribution reach of

fire-retardant and lead-free home wiring solutions across India. The retail segment would help the Company to minimize its dependence on institutional sales.

5. Strong financial position

The Company boasts of a robust financial position and net worth with a comfortable debt-to-equity ratio, which enables it to capitalize on new opportunities and participate in new tenders. A prudent capital allocation approach enables it to mitigate financial risks and invest in innovative and margin-accretive projects to enhance profitability.

6. Expansion of export business

The Company is augmenting its export business and witnessing high growth potential. It intends to capitalize on the strong global demand for its products and drive substantial revenue growth. The Company has established its brand in developed countries by leveraging its best-in-class technical capabilities and high-quality products with international certifications. It consistently spends on R&D for technological sophistication and product upgradation to meet stringent international standards. Its export contribution increased to 50% in FY 2022-23 compared to 22% during FY 2021-22. Paramount aims to continue its growth in international markets and achieve a minimum of 20% growth in FY 2023-24. It has a robust plan to establish its brand and supply chain in the lucrative USA, European and Australian markets. To successfully expand into the Australian and European markets, Paramount will adopt the growth strategy followed in the USA of prioritizing quality, and ensuring that products and services meet the specific needs and preferences of these markets.

7. Opportunities in specialized turnkey services

The turnkey services enable the Company to expand its product portfolio. The government's increasing thrust on large projects on turnkey and PPP models would benefit the large and organized players, including Paramount. The Company aims for projects in the telecom and power segments for securing long-term revenue.

RISK MANAGEMENT

Paramount Cables has a structured and comprehensive risk management framework for the timely and effective identification, assessment and mitigation of key business risks. The risk management process is strictly adhered to across all the departments and ensures that the risks do not influence the Company's operational and financial performance. Based on a periodic review, the Company prepares a mitigation framework and formulates strategies for managing the key risks. Key risks

associated with the business and its mitigation strategies are mentioned below:

- **Competition Risk**

The Company faces stiff competition from both organized and unorganized players in the industry. The inability to offer high-quality products at competitive prices may adversely impact the Company's market share and profitability.

Mitigation

Over the years, the Company has successfully built a reputation with its technological expertise, a wide and diverse range of products with international certifications, and value pricing. The Company produces innovative products to fulfill varied customer demands. The Company has created a niche and is strongly focused on brand building by offering high-quality products and superior value propositions to its customers.

- **Economic Slowdown Risk**

The geopolitical turmoil and fear of global recession would directly and indirectly impact all the sectors in India including the wire and cable industry, resulting in a decrease in demand and lower revenue for the Company. The global economic slowdown and demand compression may impact the Company's export business.

Mitigation

Paramount has a global presence in over 15 countries. It regularly assesses the geographical risks and feasibility of operating in a particular country or region through extensive market research on macroeconomic, political, social, and regulatory parameters. It ensures low impairment risk. Moreover, the Company's comprehensive business continuity plan by leveraging its vast experience and its presence in diverse segments like Power, Telecom and railway cables would help it to stay afloat during uncertain times.

- **Supply Chain Disruption Risk**

The Russia-Ukraine conflict has crippled the global supply chain network. The Company imports raw materials and exports final products to several international markets. The disruption in the supply chain may adversely impact the timely procurement of raw materials from the suppliers. This would cause a delay in the production and delivery of the final products.

Mitigation

The Company has a strong relationship with suppliers and manufacturers and engages in long-term contracts with them. It constantly evaluates various strategic sourcing options to ensure a stable supply of raw materials all the time.

- **Raw Material Procurement Risk**

Fluctuations in prices of raw materials like copper, aluminum, steel, nickel, etc., and the inability to procure them on time may significantly impact the Company's manufacturing cost, further resulting in the inability to supply the products to customers at competitive prices.

Mitigation

The Company maintains adequate inventory levels at optimal cost at all times to avoid interruptions in operations and production delays. It has adequate internal control systems for effective management of financial risks and price volatility. It takes necessary price hikes or cuts to counter commodity price fluctuations.

- **Exchange Rate Volatility Risk**

Paramount is exposed to foreign exchange fluctuation risk as it imports key raw materials and exports final products. Volatile exchange rates may result in lower realizations and impact the margins and profitability of the Company.

Mitigation

Paramount conducts proper sensitivity analysis for borrowings and monitors exchange rate fluctuations. It follows a robust hedging policy to minimize the impact of adverse currency fluctuation. It also engages in long-term and forward contracts to protect revenue and margins.

- **Policy Change Risk**

Frequent monetary policy changes may affect Paramount's borrowing terms and margin profile, which may impact its financial health. The Company's business is exposed to adverse movements or changes in government legislation, policies, and regulations.

Mitigation

The Company focuses on three core areas including boosting its retail business that has less dependence on the government's policies, diversification into multiple industries, and augmenting the share of its export business in the total sale mix to overcome the adverse impacts of policy regulations.

- **Technology Risk**

Failure to deliver technologically advanced and upgraded products as per the clients' technical specifications and quality parameters may lead to loss of business.

Mitigation

The Company gives utmost importance to technology and proactively invests in innovation and upgradation of its products according to the latest technological developments. Paramount's R&D team and robust process control systems ensure quality and technology upgrades.

INFORMATION TECHNOLOGY

The Company has a robust Information Technology (IT) framework. The competent and highly skilled IT team of Paramount oversees technological progress and ensures that the operational, technological, and cyber processes meet the latest industry standards and trends. The SAP software of Paramount further strengthens the IT capabilities of the Company.

The Company leverages advanced software and servers to ensure smooth operations, create innovative solutions and maintain upgraded products, services, frameworks, processes, and methodologies. The IT infrastructure also helps to provide remote working facilities to the employees and ensure smooth and uninterrupted operations. The Company regularly invests in R&D and technology processes to increase operational efficiencies and provide quality and innovative solutions to its customers.

HUMAN RESOURCES

Employees are the most important asset and integral for developing and maintaining the high-quality standards of the Company. Paramount boasts of the best resources in the industry, including an expert team of engineering, technicians, marketing, and finance professionals.

The Company has a well-designed HR policy that promotes a conducive, productive, and harmonious work culture and aligns employees' goals with the organization's growth vision. Paramount recognizes the needs and preferences of its workforce and provides hybrid way of work. The Company regularly conducts training and skill development programs for the enhancement of the skills and knowledge of its employees. It also provides behavioral training to its employees to enhance leadership, team building, personal development, problem-solving, and decision-making skills. The Company incentivizes the employees by offering performance-based rewards and growth opportunities based on meritocracy. Further, it felicitates and rewards the employees for their tireless contributions to the Company. The Company always ensures the health, safety and security of its employees at the workplace. As on March 31, 2023, the Company had a total of 258 employees on permanent roll.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company maintains an efficient internal control system commensurate with the size, nature and complexity of its business. The internal control system is responsible for addressing the evolving risks in the business, reliability of financial information, timely reporting of operational and financial transactions, safeguarding of assets and stringent adherence to the applicable laws and regulations.

Paramount uses SAP System to store data centrally, record data for accounting and finance and extract real-time and accurate insight

of the operations for management information purpose. We have continued our efforts to align all SAP processes and controls with the best practices.

P. Bholusaria & Co. is the Company's statutory auditors who have audited the financial statements included in this annual report and have issued the report on the Company's internal control over financial reporting (as defined in section 143 of Companies Act, 2013).

The internal auditors of Paramount conduct periodic reviews of internal controls and risks in the business operations of the Company such as finance and accounting, SAP modules, procurement, employee engagement, etc. All audit reports are submitted to the Audit Committee of the Board. The observations and suggestions for improvement are considered and the audit committee follows up on corrective action taken, and approves the performance of the internal audit function on a quarterly basis.

CAUTIONARY STATEMENT

The Management Discussion and Analysis may contain certain statements describing the Company's objectives, projections, estimates and expectations which may be 'forward-looking statements' within the meaning of applicable laws and regulations. These statements are subject to certain risks and uncertainties. Actual results may differ materially from those either expressed or implied in these statements depending on the circumstances and factors such as economic conditions affecting demand/supply and price conditions in the domestic and international markets in which the Company operates, changes in government regulations and policies, tax laws and other incidental factors that could make a difference to the Company's operations. The Company assumes no responsibility in respect of forward-looking statements, which may be amended or modified in future.

Board's Report

To,
The Members of
Paramount Communications Limited

Your Directors are pleased to present the Twenty-Ninth Annual Report on the business and operations of the Company together with the audited financial statements for the financial year ended March 31, 2023 ("year under review").

1. FINANCIAL SUMMARY AND STATE OF COMPANY AFFAIRS

A summary of your Company's financial results for the Financial Year 2022-23 is as under:

Particulars	in ₹ Millions	
	Year ended 31.03.2023 (Standalone & Consolidated)	Year ended 31.03.2022 (Standalone & Consolidated)
Total Revenue including Other Income	8,127	5,847
Profit/(Loss) before Interest, Depreciation, Tax and Exceptional items	642	242
Interest	72	64
Depreciation and amortisation expense	92	96
Profit/(Loss) before Tax and Exceptional Items	478	82
Tax Expense	-	-
Profit/(Loss) after Tax and Exceptional Items	478	82
Other Comprehensive Income	3	6
Total Net Profit/(Loss) for the year including other Comprehensive Income	4,81	88

On a consolidated and standalone basis, the revenue for FY 2023 was ₹ 8,127 million, higher by 39% over the previous year's revenue of ₹ 5,847 million. We recorded an increase in EBITDA by 166% in FY 2023 to ₹ 642 million. The Strong performance was driven by robust volume growth of over 50% in Export business from ₹ 1,302 million to ₹ 4,003 million. The Net Profit for the year stood at ₹ 478 million against a Net Profit of ₹ 82 million reported in the Previous Year.

CONSOLIDATED FINANCIAL STATEMENT

The Consolidated Financial Statements of the Company have been prepared in accordance with the applicable Indian Accounting Standards as issued by the Institute of Chartered Accountants of India and forms an integral part of this Report.

2. SHARE CAPITAL & PREFERENTIAL ISSUE

a) Increase in Authorized Share Capital

During the year under review, the authorised share capital of the Company has been increased from

₹ 60,00,00,000 divided into 25,00,00,000 equity shares of ₹ 2 each and 10,00,000 Redeemable Preference Shares of ₹ 100 each to ₹ 70,00,00,000 divided into 30,00,00,000 equity shares of ₹ 2 each and 10,00,000 Redeemable Preference Shares of ₹ 100 each by creation of additional 5,00,00,000 equity shares of ₹ 2 each in the authorised share capital of the Company in terms of the resolution passed by the shareholders of the Company at the Extra Ordinary General Meeting held on January 11, 2023. As on date of this Report, the authorised share capital of the Company is ₹ 70.00 Crore divided into 30.00 Crore equity shares of ₹ 2 each and 10.00 lakh Redeemable Preference Shares of ₹ 100 each.

b) Paid-up Share Capital

The paid-up share capital of the Company as on March 31, 2023 is ₹ 38.83 Crore divided into 194183965 equity shares of ₹ 2 each.

Post March 31, 2023 and up to the date of this Report, the Company has allotted equity shares as per details given below:

Date of allotment	Details of securities allotted	Remarks
June 05, 2023	2,90,00,000 equity shares consequent to conversion of warrants of ₹ 2 each.	Conversion of share warrants issued on preferential basis to the entity belonging to Promoter Group of the Company.
	1,09,75,925 equity shares consequent to conversion of warrants of ₹ 2 each	Conversion of share warrants issued on preferential basis to Non-Promoters of the Company.

Accordingly, the paid-up share capital of the Company as on the date of this Report is ₹ 46.83 Crore divided into 23,41,59,890 equity shares of ₹ 2 each.

c) Preferential Issue

Promoter Category

The Board of Directors, in their meeting held on 9th August, 2022, approved the issue and allotment of 2,90,00,000 warrants, each convertible into one fully paid equity share of the Company at a price of ₹ 15.50 each, to entity belonging to the Promoter Group on preferential basis, subject to receipt of necessary approvals, including that of shareholders.

Subsequently, the approval of the members by way of a Special Resolution was obtained at an Annual General Meeting of the Company held on 29th September 2022 and consequent to the receipt of in-principal approval of the Stock Exchanges, for issue of convertible warrants on Preferential Basis, the Share Allotment Committee of the Board, in its meeting held on 26th October 2022, has allotted 2,90,00,000 warrants, each convertible into one Equity share, on preferential basis at an issue price of ₹ 15.50/- each, upon receipt of 25% of the issue price (i.e., ₹ 3.875 per warrant) as warrant subscription money. Balance 75% of the issue price (i.e., ₹11.625 per warrant) is payable within 18 months from the allotment date, at the time of exercising the option to apply for fully paid-up equity share of ₹ 2/- each of the Company, against each warrant held by the warrant holder.

Non-Promoter Category

The Board of Directors, in their meeting held on 14th December, 2022, approved the issue and allotment of

6,25,00,000 warrants, each convertible into one fully paid equity share of the Company at a price of ₹ 21.57 each, to certain entities/persons, who are not forming part of the Promoter/Promoter Group of the Company on preferential basis, subject to receipt of necessary approvals, including that of shareholders.

Subsequently, the approval of the members by way of a Special Resolution was obtained at an Extra-Ordinary General Meeting of the Company held on 11th January 2023 and consequent to the receipt of in-principal approval of the Stock Exchanges, for issue of convertible warrants on Preferential Basis, the Share Allotment Committee of the Board, in its meeting held on 18th February 2023, has allotted 6,23,25,925 warrants, each convertible into one Equity share, on preferential basis at an issue price of ₹ 21.57/- each, upon receipt of 25% of the issue price (i.e., ₹ 5.40 per warrant) as warrant subscription money. Balance 75% of the issue price (i.e., ₹16.17 per warrant) is payable within 18 months from the allotment date, at the time of exercising the option to apply for fully paid-up equity share of ₹ 2/- each of the Company, against each warrant held by the warrant holder.

3. SUBSIDIARIES, JOINT VENTURES OR ASSOCIATE COMPANIES

The Company does not have any Indian subsidiary company. However, the Company has the following direct wholly owned subsidiaries located outside India:

- *Paramount Holdings Limited, incorporated under the laws of Cyprus;
- **AEI Power Cables Limited, incorporated under the laws of England and Wales;
- 06196375 Cables Limited (formerly known as AEI Cables Limited), which was a subsidiary company, is "in Administration" (as per UK Laws) w.e.f. 28th February, 2014.

Note:

- 1) *The board of Directors of Paramount Holdings Limited, Cyprus are taking steps to strike off name of the Company in accordance with the applicable laws of the country.
- 2) **AEI Power Cables Limited, United Kingdom has ceased to trade and became dormant w.e.f. 1st April, 2017.

Financial Statements of Paramount Holdings Limited, Cyprus is drawn in Euro and AEI Power Cables Limited, United Kingdom are drawn in Sterling Pound.

The Consolidated financials include un-audited financials of Paramount Holdings Limited, Cyprus and un-audited

financials of AEI Power Cables Ltd., United Kingdom for the year ended 31st March, 2023.

The Company has no Joint venture or Associate Companies within the meaning of section 2 (76) of the Companies Act, 2013.

During the year under review, none of the companies have become or ceased to be subsidiary, joint venture or associate company of the Company.

4. TRANSFER TO RESERVES

During the year under review, the Company has not transferred any amount to any of the reserves maintained by the Company.

5. DIVIDEND

Your directors do not recommend declaration of any dividend for the financial year 2022-2023.

6. SHIFTING OF REGISTERED OFFICE OF THE COMPANY WITHIN THE LOCAL LIMITS OF THE CITY TOWN OR VILLAGE.

During the year under review, the Company had shifted its registered office from C-125, Naraina Industrial Area, Phase-1, New Delhi-110028 to KH-433, Maulsari Avenue, Westend Greens, Rangpuri, New Delhi-110037 within the same city.

7. MATERIAL CHANGES AND COMMITMENTS AFFECTING FINANCIAL POSITION OF THE COMPANY BETWEEN THE END OF THE FINANCIAL YEAR AND THE DATE OF THIS REPORT.

The Share Allotment Committee of the Board, in its meeting held on June 05, 2023, has allotted 2,90,00,000 equity shares and 1,09,75,925 equity shares against conversion of equal number of warrants by the concerned warrant holder belonging to Promoter Group and who are not forming part of the Promoter/Promoter Group of the Company respectively, upon receipt of balance payment of 75% of the issue price (i.e., ₹ 11.625 per warrant from warrant holder belonging to Promoter Group and ₹ 16.17 per warrant from who are not forming part of the Promoter/Promoter Group of the Company).

8. DIRECTORS AND KEY MANAGERIAL PERSONNEL

a) Composition

- i) Your Company's Board has an optimum combination of Executive, Non-executive and Independent Directors with two women Directors, as per the requirements of Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') as on date. The composition of the Board and the Independent Directors of the Company meet all

the criteria mandated by SEBI Listing Regulations, 2015 and the Companies Act, 2013.

- ii) None of the Whole-time Key Managerial Personnel (KMP) of the Company is holding office in any other Company as a Key Managerial Personnel.
- iii) Further, none of the Directors / KMP of the Company is disqualified under any of the provisions of the Companies Act, 2013 and relevant Regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- iv) None of the Director on the Board is a member of more than 10 Committees or a Chairman of more than 5 Committees across all listed companies in which he/ she is a director. Necessary disclosures regarding Committee positions in other Public Limited Companies as on March 31, 2023, have been disclosed by all the Directors of the Company.

b) Change in Director(s) and Key Managerial Personnel

As per section 152 of the Companies Act, 2013, Mr. Sanjay Aggarwal (DIN 00001788), whole time director, who retires by rotation at the ensuing Annual General Meeting and being eligible offers himself for re-appointment.

The Board of Directors at their meeting held on August 10, 2023, based on the recommendations of the Nomination and Remuneration Committee, have approved the following appointment/re-appointment:

- a) Re-appointment of Mr. Vijay Maheshwari as a Non-Executive Independent Director of the Company for a second term of five consecutive years effective from April 01, 2024, in accordance with the provisions of Section 149, 150 and 152 of the Companies Act, 2013 read with Schedule IV and Rules made thereunder and other applicable provisions of the Companies Act, 2013, if any.
- b) Re-appointment of Mr. Sanjay Aggarwal as Whole Time Director, designated as Chairman & CEO of the Company for a period of five years effective March 01, 2024, in accordance with the provisions of Sections 196, 197, 198 and 203 of the Companies Act, 2013 read with Schedule V and Rules made thereunder and other applicable provisions of the Companies Act, 2013, if any; and
- c) Re-appointment of Mr. Sandeep Aggarwal as Managing Director of the Company for a period of

five years effective March 01, 2024 in accordance with the provisions of Sections 196, 197, 198 and 203 of the Companies Act, 2013 read with Schedule V and Rules made thereunder and other applicable provisions of the Companies Act, 2013, if any.

The above proposals for appointment and reappointment forms part of the notice of the 29th Annual General Meeting and the relevant Resolutions are recommended for your approval therein. The information pursuant to Regulation 36 of Listing Regulations and Secretarial Standards-2 are disclosed in the Notice of AGM.

c) Declaration and Disclosures from Directors

- i) All Independent Directors of the Company have given declarations stating they meet the criteria of independence as laid down under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations. In terms of Regulation 25(8) of the Listing Regulations, Independent Directors have confirmed that they are not aware of any circumstances or situation which exists or may be reasonably anticipated that could impair or impact their ability to discharge their duties.
- ii) All the Directors have also affirmed that they have complied with the Company's Code of Conduct. In terms of requirements of the Listing Regulations, the Board has identified core skills, expertise and competencies of the Directors in the context of the Company's businesses, which are detailed in the Report on Corporate Governance.
- iii) Further, in terms of Section 150 of the Act read with Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014, Independent Directors of the Company have confirmed that they have registered themselves with the databank maintained by the Indian Institute of Corporate Affairs. The Independent Directors who were required to clear the online proficiency self-assessment test have passed the test.
- iv) In the opinion of the Board, the Independent Directors also possess the attributes of integrity, expertise and experience as required to be disclosed under Rule 8(5) (iiia) of the Companies (Accounts) Rules, 2014.

During the year under review, the non-executive independent directors of the Company had no pecuniary relationship or transactions with the Company, other than sitting fees and reimbursement of expenses, if any.

In compliance with the provisions of Section 149, 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014, the independent directors of the Company viz. Mr. Vijay Bhushan, Mr. Vijay Maheshwari, Mrs. Malini Gupta and Mrs. Praveena Kala holds office for a fixed term of five (5) years and are not liable to retire by rotation.

9. KEY MANAGERIAL PERSONNEL

As per the provisions of Section 203 of the Act, following are the Key Managerial Personnel of the Company as on the date of this Report:

1. Mr. Sanjay Aggarwal- Chairman & CEO
2. Mr. Sandeep Aggarwal- Managing Director
3. Mr. Shambhu kumar Agarwal - Chief Financial Officer, and
4. Ms. Rashi Goel – Deputy Company Secretary and Compliance officer*.

* Due to some family issues, Ms. Rashi Goel has resigned from the position of Company Secretary and Compliance officer with effect from the close of working hours of June 03, 2023. However, she again joined the Company as Deputy Company Secretary and Compliance Officer with effect from June 15, 2023.

The Board of Directors in its meeting held on August 10, 2023, on the recommendation of the Nomination and Remuneration Committee, has re-appointed Ms. Rashi Goel as Company Secretary and Compliance officer of the Company

10. NUMBER OF MEETINGS OF THE BOARD AND AUDIT COMMITTEE

During the year, 5 (Five) Board Meetings and 4 (Four) Audit Committee Meetings were convened and held. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013.

Pursuant to the requirements of Schedule IV to the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, separate Meeting of the Independent Directors of the Company were also held on 24th January, 2023, without the presence of Non-Independent Directors and members of the management, to review the performance of Non-Independent Directors and the Board as a whole and also to assess the quality, quantity and timeliness of flow of information between the Company management and the Board.

The details of the Board and Committees of the Board along with their composition, number of meetings and attendance at the meetings are provided in the Corporate Governance Report forming part of this Annual Report FY 2022-23.

11. BOARD EVALUATION

In accordance with the provisions of the Companies Act, 2013 and SEBI Listing Regulations, the Board adopted a formal mechanism for evaluating its performance and as well as that of its committees and individual Directors on annual basis.

The Board has carried out the annual performance evaluation of its own performance, Committees of the Board and each Director individually at its meeting held on January 24, 2023. The evaluation was done through a structured questionnaire covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specified duties, obligations and governance.

Separate exercise was carried out to evaluate the performance of individual Directors on parameters such as attendance, contribution and independent judgement.

Board interaction between meetings was stepped up through calls with individual Directors on various topics. Specific items were also added in the Board agenda from a governance perspective.

12. DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Section 134 (5) of the Act, the Board of Directors, to the best of its knowledge and ability, confirm that:

- i) In the preparation of the annual accounts, the applicable accounting standards read with requirements set out under Schedule III to the Act have been followed and there are no material departure from the same;
- ii) They have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2023 and of the profit of the Company for the year ended on that date;
- iii) They have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- iv) They have prepared the annual accounts on a going concern basis;
- v) They have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and operating effectively; and

- vi) They have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

13. COMPLIANCE WITH SECRETARIAL STANDARDS ON BOARD AND ANNUAL GENERAL MEETINGS

The Company has complied with the Secretarial Standards issued by the Institute of Company Secretaries of India on Board Meetings and Annual General Meetings.

14. POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION

The Company has devised a Nomination and Remuneration Policy pursuant to Section 178 of the Companies Act, 2013 and Regulation 19(4) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Specified in Part D of the Schedule II) which lays down a framework in relation to remuneration of Directors, Key Managerial Personnel and Senior Management of the Company.

The policy also provides the criteria for determining qualifications, positive attributes and Independence of Director and criteria for appointment and removal of Directors, Key Managerial Personnel / Senior Management.

Remuneration Policy:

The Nomination and Remuneration Policy of the Company is designed to attract, motivate and retain high calibre talent by offering an appropriate remuneration package and also by way of providing a congenial & healthy work environment.

The Policy broadly lays down the guiding principles, philosophy and the basis for payment of remuneration to Executive and Non-Executive Directors (by way of sitting fees and commission), Key Managerial Personnel, Senior Management and payment of remuneration to other employees.

During the year under review, the Company paid a sitting fee of ₹ 60,000 per meeting to its Non-Executive Directors for attending meetings of the Board and meetings of committees of the Board.

The detailed Nomination & Remuneration Policy is also available on the website of the Company at www.paramountcables.com under Investor Relations Section.

15. ANNUAL RETURN

Pursuant to Section 134(3)(a) and Section 92(3) of the Act read with Companies (Management and Administration) Rules, 2014, the draft Annual Return of the Company in Form MGT-7 for FY 2022-23 has been placed on the Company's

website and can be accessed at www.paramountcables.com under Investor Relations Section.

16. RISK MANAGEMENT

Risk is an integral and unavoidable component of all businesses. Paramount is committed to manage its risk in a proactive manner which includes periodic review of such risks and a framework for mitigating controls and reporting mechanism of such risks. Your Company periodically assesses the risk in the internal and external environment, along with the cost of treating risk and incorporates risk treatment plans in its strategy, business, and operational plans.

Further details on the Risk Management activities including the key risks identified, and their mitigations are covered in Management's Discussion and Analysis section, which forms part of the Annual Report.

17. INTERNAL FINANCIAL CONTROL SYSTEMS AND THEIR ADEQUACY.

In the opinion of the Board, your Company has in place an adequate system of internal control commensurate with its size and nature of business. The Company uses IT-supported platforms to keep the IFC framework robust. This system provides a reasonable assurance in respect of providing financial and operational information, complying with applicable statutes, safeguarding of assets of the Company, and ensuring compliance with corporate policies.

The Audit Committee of the Board of Directors actively reviews the adequacy and effectiveness of the internal control systems and are also apprised of the internal audit findings and corrective actions. The Audit Committee suggests improvements in the performance of internal audit function and ensures the necessary checks and balances that may need to be built into the control system.

M/s. Jagdish Chand & Co., Chartered Accountants were the internal auditors of the Company for the FY 2022-23.

P. Bholusaria & Co., Chartered Accountant, the statutory auditors of Paramount have audited the financial statements included in this annual report and have issued a report on the Company's Internal Control over financial reporting (as defined in section 143 of the Companies Act, 2013).

18. INDUSTRIAL RELATIONS

Paramount is an equal opportunities employer. The Company does not discriminate on grounds of age, gender, colour, race, ethnicity, language, caste, creed, economic or social status or disability.

The Company humbly acknowledges employees' contributions with best compensation and benefits that appropriately reward performance. Pay revisions and other benefits are designed in such a way to compensate good performance of the employees of the Company and motivate them to do better in future.

During the period under review, your Company enjoyed healthy, cordial and harmonious relationship with workers and employees at all levels.

19. RELATED PARTY TRANSACTIONS

The Audit Committee approves all the RPTs in compliance with the provisions of the Act and Listing Regulations. Omnibus approval is obtained on a yearly basis for transactions which are repetitive in nature. Transactions entered into pursuant to omnibus approval and details of all RPTs are placed before the Audit Committee and the Board for review and approval/ noting on a quarterly basis.

During the financial year, the Company has not entered into any materially significant related party contracts/ arrangements or transactions with the Company's promoters, Directors, Management or their relatives, which could have had a potential conflict with the interests of the Company. All the contracts/arrangements or transactions entered into by the Company with Related party(ies) are in conformity with the provisions of the Companies Act, 2013 and on an arm's length basis and do not attract the provisions of Section 188 of the Companies Act, 2013 and Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Details of all RPTs are mentioned in the notes to financial statements forming part of the Annual Report. The Board of Directors have formulated a Policy on dealing with Related Party Transactions.

During the year under review, based on the recommendations of the Audit Committee, the said policy was approved by the Board of Directors at its meeting held on May 28, 2022. The updated policy is available on the website of the Company and can be accessed at www.paramountcables.com.

20. VIGIL MECHANISM/WHISTLE BLOWER POLICY

The Company has established a Vigil Mechanism and a Whistle-Blower policy in accordance with provisions of the Act and Listing Regulations. The Audit Committee periodically review the complaints and incidents, if any. Protected disclosure can be made by a whistle blower through an e-mail or letter to the chairman of the Audit Committee. The Policy is available on the Company's website at www.paramountcables.com.

The Policy provides adequate protection to the Directors, employees and business associates who report unethical practices and irregularities. The Policy provides details for direct access to the Chairman of the Audit Committee. Any incidents that are reported are investigated and suitable action is taken in line with the Whistle Blower Policy.

21. AUDITORS AND AUDITORS REPORT

a) Statutory Auditors:

P. Bholusaria & Co., Chartered Accountants (Firm Registration No. 000468N) were appointed as Statutory Auditors of the Company for a second term of five consecutive years at the Annual General Meeting (“AGM”) of the Company held on September 29, 2022 to hold office from the conclusion of the 28th AGM of the Company till the conclusion of the 33rd AGM at a remuneration mutually agreed upon by the Board of Directors and the Statutory Auditors.

Statutory Auditors’ Report

The Statutory Auditors’ Report forms part of the Annual Report. The Statutory Auditor’s report does not contain any qualification, reservation or adverse remark for the year under review.

b) Cost Auditors

As per the requirements of Section 148 of the Act read with the Companies (Cost Records and Audit) Rules, 2014 as amended from time to time, your Company is required to maintain cost records. The Cost Audit Report for the year ended March 31, 2022 was filed with the Central Government within the prescribed time. M/s Jain Sharma & Associates, Cost Accountants were the Cost Auditor of the Company for the FY 2022-23.

The Board of Directors, on the recommendation of the Audit Committee, has re-appointed M/s Jain Sharma & Associates, Cost Accountants, (Firm Registration Number: 000270) as Cost Auditor to audit the cost accounts of the Company for the Financial Year 2023-24. As required under the Act, a resolution seeking members’ approval for the remuneration payable to the Cost Auditor forms part of the Notice convening the AGM for their ratification.

Cost Audit Report

There are no qualifications, reservations or adverse remarks made by Cost Auditors in their Report for FY 2022-23. Further, the Cost Audit Report for the FY 2021-22 was filed on September 03, 2022, and for the FY 2022-23 the Cost Audit Report to be filed within due date.

c) Secretarial Auditor

Pursuant to the provisions of Section 204 of the Act and rules made thereunder, the Company had appointed Ms. Rekha Mittal (Membership No. FCS – 8800 & CP No. – 10180), Practising Company Secretary to undertake the Secretarial Audit of the Company for the FY 2022-23.

However, Ms. Rekha Mittal, Practising Company Secretary, expressed her unwillingness to continue as Secretarial Auditor for the FY 2022-23, due to her pre-occupation elsewhere.

The Board has appointed M/s Abhishek Mittal & Associates, Practising Company Secretary (Membership No. FCS – 7273 & CP No. – 7943) to undertake the Secretarial Audit of the Company for the FY 2022-23, based on consent received from M/s Abhishek Mittal & Associates, Practising Company Secretary.

The Secretarial Audit Report for the financial year ended March 31, 2023, is annexed herewith in Form MR-3, and marked as **Annexure A** to this Report.

The Board of Directors reviewed the remark made by the Secretarial Auditor that:

- In Form MGT-14 and SH-7, there was a clerical error in the attachment of the forms filed.
- The Company has implemented software named Insiderlens w.e.f. 28th September, 2022, for maintaining Structured Digital Database (SDD). Before this implementation, the SDD was maintained in password protected Excel and access was available with Key Managerial personnel of the Company.
- The Company has filed few Forms after the due date.

Comment of Board of Directors:

The Comment of the Auditor is Self-Explanatory.

d) Annual Secretarial Compliance Report

Pursuant to Regulation 24A of Listing Regulations read with SEBI Circular No. CIR/CFD/ CMD1/27/2019 dated February 08, 2019, the Annual Secretarial Compliance Report of the Company for the financial year ended March 31, 2023, obtained from Nitin Gupta, Company Secretary in Whole Time Practice, was submitted to the stock exchange(s) and uploaded on the website of the Company at www.paramountcables.com.

e) Internal Auditor

In terms of Section 138 of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014, the Company has appointed M/s Jagdish Chand & Co., Chartered Accountant as the internal auditor of the Company.

22. REPORTING OF FRAUD

The Auditors of the Company have not reported any fraud as specified under section 143(12) of the Companies Act, 2013.

23. CORPORATE SOCIAL RESPONSIBILITY (CSR)

Over the years, the Company has focused on several corporate social responsibility programmes like Empowering Children and Women, Promoting Health & Sanitation, Nurturing Communities and COVID vaccination drive. In accordance with the provisions of the Act read with Rules made thereunder, the Company was not required to constitute the CSR Committee and to make any CSR contribution during the FY 2022-23.

However, the Board in its meeting held on May 19, 2023, has constituted a CSR Committee in accordance with Section 135(1) of the Companies Act, 2013, the details of which have been provided in the Corporate Governance Report forming part of this Annual Report, to formulate the CSR policy and to recommend the amount of expenditure to be incurred on CSR activities for the FY 2023-24.

24. LOANS, GUARANTEE(S) OR INVESTMENT(S)

During the year, your Company has duly complied with the provisions of section 186 of the Companies Act, 2013 and no loan and guarantee was granted by the Company under Section 186 of the Companies Act, 2013. The particulars of the investments made by the Company have been disclosed in the financial statements.

25. SEXUAL HARASSMENT POLICY, HEALTH AND SAFETY

The Company is conscious of the importance of environmentally clean and safe operations. The Company's policy requires conduct of operations in such a manner so as to ensure safety of all concerned, compliances of environmental regulations and preservation of natural resources. As part of

the legal responsibility and zero tolerance towards sexual harassment at the workplace, a policy for prevention of Sexual Harassment has been adopted by the Company.

In order to comply with provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and Rules framed thereunder, the Company has in place a policy which mandates no tolerance against any conduct amounting to sexual harassment of women at workplace. The Company has constituted Internal Complaint Committee to redress and resolve any complaints arising under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. During the year, there was no complaint lodged with the Internal Complaint Committee, formed under "The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013".

26. PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURES

As required under Section 197(12) of the Act read with Rule 5 (1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the details of the ratio of the remuneration of each director to the median employee's remuneration and such other details as prescribed therein are given in "Annexure-B", which is attached hereto and forms a part of this Report.

In terms of the provisions of Section 197 (12) of the Act read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, no employee is covered under the purview of the aforesaid Section/Rule.

27. DETAILS OF UTILIZATION OF FUNDS RAISED THROUGH PREFERENTIAL ALLOTMENT OR QUALIFIED INSTITUTIONS PLACEMENT AS SPECIFIED UNDER REGULATION 32 (7A) OF LISTING REGULATIONS.

During the year under review, the funds raised through preferential allotment of warrants and their consequent conversion into equal number of equity shares to Promoter Group and Non-Promoters have been utilized as per the objects / purpose of the preferential allotment as stated in the Explanatory statement of the Notice of General Meeting

dated 09.08.2022 and 14.12.2022 respectively, of the Company and there was no deviation in the utilization of proceeds. The details of utilization of proceeds are as under:

Objects for which funds have been raised and where there has been a deviation, in the following table:

Original Object	Modified Object if any	Original Allocation (₹ in Crores)	Modified Allocation if any	Funds Utilized upto March 31, 2023 (₹ in Crores)	Amount of Deviation/ variation according to applicable object, if any
PROMOTER GROUP CATEGORY					
To meet Company's Capital expenditure for expansion and modernization of Business operations and processes, working capital requirement & R & D expenditure.	N.A.	44.95	N.A.	11.24	N.A.
Total		44.95		11.24	
*NON-PROMOTER CATEGORY					
Capital Expenditure	N.A.	20.00	N.A.	-	N.A.
Working Capital Requirement	N.A.	82.00	N.A.	20.27	N.A.
General Corporate Purpose	N.A.	32.81	N.A.	8.09	N.A.
Total		134.81		28.36	

*The Company has allotted 6,23,25,925 equity share warrants and received ₹ 33.65 crores (i.e., ₹ 5.40 per equity warrant) towards application money. Out of the total amount received, the Company has utilized ₹ 28.36 crores and ₹ 5.29 crores was kept in mutual funds and bank account of the Company.

28. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

The information pertaining to conservation of energy, technology absorption, Foreign Exchange Earnings and Outgo as required under Section 134(3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 is annexed as "Annexure C" and forms part of this Report.

29. DETAILS OF MONEY ACCEPTED FROM DIRECTORS

The Company has received the unsecured loan from Mr. Sandeep Aggarwal, Managing Director of the Company. The Company has received the declaration and necessary disclosures made in this regard.

30. CORPORATE GOVERNANCE

The Company is committed to adhere to the Corporate Governance requirements set out by the Securities and Exchange Board of India ("SEBI"). The report on Corporate Governance as stipulated under regulation 34 (3) read with Schedule V of the Listing Regulations forms part of the Annual Report. The requisite certificate from the Auditors of the Company confirming compliance with the conditions of

Corporate Governance is attached to the report on Corporate Governance.

31. MANAGEMENT DISCUSSION AND ANALYSIS REPORT

The Management Discussion and Analysis Report on the operations of the Company, as required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "Listing Regulations") is provided in a separate section and forms an integral part of this Report.

32. ISO CERTIFICATION

The Company holds ISO 9001:2015 for Quality Management System, ISO 14001:2015 for Environment Sustainability and ISO 45001:2018 for Occupational Health and Safety Management, certifications for its plants at Khushkhera, Rajasthan and Dharuhera, Haryana. In addition to this, the Company has UL and LPCB approvals for supply of its products in the International Market.

33. INSURANCE

All insurable interest of the Company including inventories, buildings and plant & machinery are adequately insured.

34. GENERAL

Your Directors state that no disclosure or reporting is required in respect of the following items as there were no transactions on these items during the year under review:

- Details relating to deposits covered under Chapter V of the Act.

- b) Issue of equity shares with differential rights as to dividend, voting or otherwise.
- c) Issue of shares (including sweat equity shares) to employees of the Company under any scheme.
- d) The Company has not bought back any of its securities
- e) Neither the Managing Director nor the Whole Time Director of the Company receives any remuneration or commission from any of its subsidiaries.
- f) No significant or material orders were passed by the Regulators or Courts or Tribunals which impact the going concern status and Company's operations in future.
- g) There has been no change in the nature of business of the Company.
- h) Transfer of unclaimed/unpaid amount to Investor Education and Protection Fund
- i) Details of application made or any proceedings pending under the Insolvency and Bankruptcy Code, 2016.
- j) details of difference between amount of the valuation done at the time of one-time settlement and the

valuation done while taking loan from the Banks or Financial Institutions along with the reasons thereof.

- k) Detailed reasons for revision of financial statements and report of the Board in terms of Section 131(1) of the Companies Act, 2013

35. ACKNOWLEDGEMENT AND APPRECIATION

The Board of Directors wish to place on record its deep sense of appreciation for the committed services by all the employees of the Company. The Board of Directors would also like to express their sincere appreciation for the assistance and co-operation received from the government and regulatory authorities, banks, customers, vendors and members during the year under review. The Board would like to take this opportunity to express its gratitude to you all, partners in our enterprise, for your confidence, encouragement and unstinting support.

For and on behalf of the Board of Directors of
Paramount Communications Limited

(Sanjay Aggarwal)

Chairman & CEO

DIN: 00001788

Place: New Delhi

Date: 10.08.2023

FORM NO. MR-3
SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2023

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies
(Appointment and Remuneration Personnel) Rules, 2014]

To,
The Members,
PARAMOUNT COMMUNICATIONS LIMITED
(CIN: L74899DL1994PLC061295)
KH-433, MAULSARI AVENUE, WESTEND GREENS,
RANGPURI MAHIPALPUR NEW DELHI - 110037

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Paramount Communications Limited** (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and as shown to us and also based on the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion and to the best of our knowledge and understanding, the Company has, during the audit period covering the financial year ended on **31st March, 2023** ("Audit Period") complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2023, and as shown to us, according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External

Commercial Borrowings [**Applicable only to the extent of Foreign Direct Investment and Overseas Direct Investment**];

- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI ACT'):-
 - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018
 - d. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and amendments from time to time
- (vi) Other Laws as informed and certified by the management of the Company which are specifically applicable to the Company are
 - (a) Environment (Protection) Act, 1986
 - (b) The Water (Prevention and Control of Pollution) Act, 1974 and
 - (c) The Air (Prevention and Control of Pollution) Act, 1981

We have also examined compliance with the applicable clauses of the

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India on Meetings of the Board of Directors and General Meeting.
- (ii) The Listing Agreements entered into by the Company with BSE Limited and National Stock Exchange of India Limited

During the period under review, having regard to the compliance system prevailing in the Company and on examination of the relevant documents and records in pursuance thereof, on test-check basis and as per the clarifications given, the Company has generally complied with the provisions of the Act, Rules,

Regulations, Guidelines, Standards, etc. mentioned above subject to the following observations:

1. In Form MGT-14 and SH-7, there was a clerical error in the attachment of the forms filed.
2. The Company has implemented software named Insiderlens w.e.f. 28th September, 2022, for maintaining Structured Digital Database (SDD). Before this implementation, the SDD was maintained in password protected Excel and access was available with Key Managerial personnel of the Company.
3. The Company has filed few Forms after the due date.

We further report that

- The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors as on 31st March, 2023. No changes took place in the composition of the Board of Directors during the period under review.
- Adequate notice was given to all directors to schedule the Board Meetings generally at least seven days in advance. Agenda and detailed notes on agenda were generally sent in advance. There exist a system for seeking and obtaining further information and clarifications on the agenda items before the meeting for meaningful participation at the meeting.
- As informed by the management and on the basis of signed Minutes of Board Meeting, it is apparent that all the decisions were carried through unanimous consensus and there were no dissenting members' views and hence, no recording was done in this regard as part of the minutes.

We further report that based on review of compliance mechanism established by the company and on the basis of the compliance certificate(s) issued by the Heads of Departments and taken on record by the Board of Directors, we are of the opinion that there are adequate systems and processes in place in the Company

which is commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report, to the best of our knowledge and understanding, that during the audit period, there were no specific events/actions except the following, having a major bearing on the Company's Affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards etc.:

1. The Company has allotted 2,90,00,000 (Two Crore Ninety Lacs) share warrants convertible into equity shares to one of the entity belonging to Promoter group on preferential basis on 26th October, 2022.
2. The Company has allotted 6,23,25,925 (Six Crore Twenty Three Lacs Twenty Five Thousand Nine Hundred Twenty Five) share warrants convertible into equity shares to the persons/entities belonging to Non Promoter group on preferential basis on 18th February, 2023.

We further report that the compliance by the Company of applicable labour laws and financial laws, like direct and indirect tax laws and financial accounts, has not been reviewed in this Audit since the same has been subject to review by statutory financial audit and other designated professionals.

This report is to be read with our letter of even date which is annexed as **Annexure "A"** and forms an integral part of this Report.

For Abhishek Mittal & Associates

(CS Abhishek Mittal)

Practising Company Secretary

M. No. : F7273 C. P. No. : 7943

PRC No. : 3268/2023

FUC: S2009DE111200

UDIN: F007273E000749850

Date: 05th August, 2023

Place: New Delhi

“ANNEXURE A”

To,
The Members,
PARAMOUNT COMMUNICATIONS LIMITED
(CIN: L74899DL1994PLC061295)
KH-433, MAULSARI AVENUE, WESTEND GREENS,
RANGPURI MAHIPALPUR NEW DELHI - 110037

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records, taxation compliance and Books of Accounts of the company.
4. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.
7. For the purpose of our Secretarial Audit, we have assumed that all of the documents shown and/ or submitted to us as copies are in conformity with the originals and all documents shown and/ or submitted to us as originals are genuine and authentic. We have also relied upon the verbal or written statements of officers and other representatives of the Company. We have assumed that all relevant documents and information have been shown and/ or provided to us and the conclusions set out therein clarify that no further documents and / or information exists that may have been withheld and/ or not made available and/ or shown to us. While conducting the audit, reliance has been placed on the information, documents and undertakings shown and/ or submitted to us by the Company and our Secretarial Audit Report is entirely based on the same.
8. We have not carried out any search at any public office including the office of Registrar of Companies for the purposes of our review. We have not conducted any site visit in relation to the properties and manufacturing facilities of the Company. We express no opinion as to the title of the Company in relation to its immovable properties.
9. We have not conducted Secretarial Audit on the core financial, taxation and labour aspects of the Company including liabilities, rights and obligations of the Company in relation to the applicable taxes.
10. Depending upon the requirement, we have applied substantive and test check procedures while reviewing the information supplied by the Company. This review is confined to and is limited to the business of the Company and to the extent of the information furnished to us by the Company. In preparing this Report, we have limited our enquiries to matters of a legal nature and accordingly we express no opinion on any other matters including marketing, purchasing, logistics, manufacturing, maintenance, engineering, operations, technical, brand analysis, commercial or financial information or issues and accounts of the Company relating to or otherwise.
11. Our review of regulatory licences and approvals is limited to documents which have been shown to us. We do not claim to be experts in the line of the specific business/industry, which is the subject matter of our Secretarial Audit Report.
12. We express no comment/opinion/observation as to matters governed by any law other than the laws of India. Our Secretarial Audit Report is based on the laws of India as such laws stand at the date hereof.
13. Abhishek Mittal & Associates, its partners, associates, employees or staff, shall not be held responsible or held liable in the event of any loss and/or damage suffered by the addressees of this Secretarial Audit Report or prospective investors of the Company or any third party, as a result of placing reliance on the contents of this Secretarial Audit Report and or on any written or verbal representation(s) of the Company or its officers not in fact being correct or genuine.

For Abhishek Mittal & Associates

(CS Abhishek Mittal)

Practising Company Secretary

M. No. : F7273 C. P. No. : 7943

PRC No. : 3268/2023

FUC: S2009DE111200

UDIN: F007273E000749850

Date: 05th August, 2023

Place: New Delhi

Annexure-B
Details pertaining to Remuneration as required under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

S.No.	Requirements	Disclosure	
		Name of the Director	Ratio
1	The ratio of the remuneration of each director to the median remuneration of all the employees of the Company for the financial year	Mr. Sanjay Aggarwal	41.33
		Mr. Sandeep Aggarwal	41.07
2	The percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary in the financial year	Name of the Director /KMP	% increase in Remuneration
		Mr. Sanjay Aggarwal	-
		Mr. Sandeep Aggarwal	-
		Mr. Shambhu Kumar Agarwal -CFO	12%
3	The percentage increase/decrease in the median remuneration of employees in the financial year.	During FY 2022-23, the percentage increase in the median remuneration of employees as compared to previous year was 3.4%	
4	The number of permanent employees on the rolls of Company.	There were 258 employees as on March 31, 2023	
5	The Average percentage increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentage increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration.	Average increase in remuneration is 9 % for Employees and the Managerial Personnel.	
6	Affirmation that the remuneration is as per the remuneration policy of the Company	It is affirmed that the remuneration paid is as per the Nomination and Remuneration Policy of the Company.	

The information of energy, technology absorption, Foreign Exchange Earnings and outgo as required under section 134(3) (m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 is as follows:

A. CONSERVATION OF ENERGY:

1. Steps taken or impact on Conservation of Energy and Environment Protection

Paramount is committed for environment protection and energy conservation to preserve natural resources. Company has taken continuous efforts and continual improvement to minimize energy consumption by use of advanced technologies and continuous monitoring of energy conservation. Following steps are taken for energy conservation and to save natural resources.

- Replaced DC motor with energy efficient IE-3 AC Motor.
- Replaced plant, office, shop floor lights with LED lights.
- Reduced CO2 emission by using PNG gas in Boilers in place of Diesel.
- Recharged ground water by using Rainwater Harvesting Tank
- Enable the company with zero discharge by treating wastewater through STP and treated water used for green belt.
- We planted 150 trees to save the environment in 2022-2023.
- We used acrylic transparent sheet in some areas of the plant to improve visibility of day light and to save power consumption.
- Cooling tower is synchronized with temperature controller to switch ON or OFF fan motor when it is required.
- By using special motorized air wipers on machines to minimize use of compressed air.
- By automation of pump house, reduced the energy consumption at pump house by 50%.
- We are keeping our records & data in soft copies and introduced the SAP system to reduce paper consumption.
- We are monitoring our process scrap and set targets for process scrap. We have implemented the action plans for achieving the set targets.

2. Steps taken by the company for utilizing alternate sources of energy

- Diesel generator set converted into dual fuel (Diesel+PNG) from only Diesel.

3. The capital investment on energy conservation equipment.

No capital Investment was made on energy conservation equipment.

B. TECHNOLOGY ABSORPTION:

I. Research and Development (R&D)

R & D expenditure has not been accounted for separately.

II. Technology Absorption, Adaptation, and Innovation

1. Efforts, in brief, made towards technology absorption, adaptation and innovation.

The Company, with its long experience in the cable industry, has been a leader in cable technology. Regular steps for increasing productivity, process and control improvements, new product developments, cost reduction and quality improvement are being taken as per the requirements of domestic and international markets. The technology being used for manufacturing cables is developed by in-house efforts/experts' consultation.

2. Benefits derived as a result of the above efforts, e.g., product improvement, cost reduction, product development, import substitution, etc. Product Improvements

- Producing special Aluminium Alloy wires by grain refinement mechanism with the help of heat-treatment process by setting temperature according to recrystallization temperature of different alloy which are usable in different applications like AL- 6201, AA-8000, AL-1350 wires etc.
- Developed special process for Providing colored strips for core identification along with Insulation by double /Triple Extruders.
- Upgraded the extruders with most suitable for FR XLPE cable resulted improvement of product quality.
- Upgraded the printing machines for better durability of printing even on XLPE cables.

Product Development

- New approvals for international markets like UL 4703 for PV wires and extended the scope of UL-44 Building wire for higher Voltage ratings up to 2KV and improved fire performance of “Cable Tray Use”.
- Initiated approval of new cable types for the USA market
- Development of special type of Conductors i.e., HTLS, ACSS, ACSS-TW, ACSR-TP, for Indian and export market.

Process Improvements

- Modification & upgradation of machines (Skip 1+6) for increase productivity and quality.
- Increased the capacity of Wire drawing/ conductors by adding new high-speed Machines.
- Substantial reduction in breakdowns through periodical maintenance.
- Upgradation of extruders for improvements in quality.
- Objectives are established with Set Targets for reducing Scrap Generation. Performances of these Objectives are monitored and analyzed under QMS.
- All the recyclable plastics & metal waste are recycled and re-used.

3. In case of imported technology (imported during the last three years reckoned from the beginning of the financial year)

No new technology was imported during the last three years.

C. FOREIGN EXCHANGE EARNINGS AND OUTGO**1. Activities relating to exports; initiatives taken to increase exports; development of new export markets for products and services; and export plans.**

During the year under review, the Company's export business grew by 200% over last year, contributing to 50.3% of the revenue, compared to 22.4% last year. The Company continued to focus on quality products, new product development, new international approvals to increase its market share.

2. Total Foreign exchange used and earned

Earnings : ₹ 4,003 Million

Outgo : ₹ 366 Million

For and on behalf of the Board of Directors of
Paramount Communications Limited

(Sanjay Aggarwal)

Chairman & CEO

DIN No. 00001788

Place: New Delhi

Date: 10.08.2023

Corporate Governance Report

This report is prepared in accordance with the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), and the report contains the details of Corporate Governance systems and processes at Paramount Communications Limited (PCL).

1. STATEMENT ON COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

The Company believes in adopting best practices in Corporate Governance and follows the principles of full transparency and accountability by providing information on various issues concerning the Company's business and financial performance to its shareholders. The Company has a strong legacy of fair, transparent and ethical governance practices. The Company's corporate governance philosophy has been further strengthened through the Paramount Code of Conduct for Prevention of Insider Trading ("Insider Trading Code").

The Company has adopted a Code of Conduct for its employees including the Chief Executive Officer and Managing Director and the Executive Directors. The code of conduct also applicable on Independent Director that suitably incorporates the duties of independent directors as laid down in the Companies Act, 2013 ("the Act").

The Company will continue to focus its resources, strengths, and strategies to achieve its vision of becoming leader in Cable Industry. The Company has complied with all the regulations stipulated by the Securities and Exchange Board of India (SEBI) in the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015. This report, along with the Management Discussion and Analysis, constitutes Paramount's compliance with SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

2. BOARD OF DIRECTORS

• Composition of the Board

(i) The Company has six Directors. Of the six Directors, four (i.e., 66.7 percent) are Non-Executive Independent Directors including women directors. The profiles of Directors can be found on www.paramountcables.com. The Composition of the Board is in conformity with Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Section 149 of the Companies Act, 2013.

(ii) None of the Directors on the Board holds directorships in more than ten public companies and serves as Director or as independent directors in more than seven listed entities. None of the executive directors serves as independent directors in more than three listed entities. Further, none of them is a member of more than ten committees or chairman of more than five committees across all the public companies in which he / she is a director. For the purpose of determination of limit of the Board Committees, chairpersonship and membership of the Audit Committee and Stakeholders' Relationship Committee has been considered as per Regulation 26(1)(b) of SEBI Listing Regulations. None of the Directors is related to each other except Sanjay Aggarwal and Sandeep Aggarwal, Executive Directors of the Company.

(iii) Independent Directors are non-executive directors as defined under Regulation 16(1)(b) of the SEBI Listing Regulations read with Section 149(6) of the Act along with rules framed thereunder. Based on the declarations received from the Independent Directors, the Board of Directors has confirmed that they meet the criteria of independence as mentioned under Regulation 16(1)(b) of the SEBI Listing Regulations and section 149 (6) of the Companies Act, 2013 and that they are independent of the management. In terms of Regulation 25 (8) of SEBI Listing Regulations, they have confirmed that they are not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact their ability to discharge their duties.

(iv) Five board meetings were held during the year under review and the gap between two meetings did not exceed one hundred and twenty days. The agenda of the Board / Committee meeting(s) with proper explanatory notes to agenda was prepared and circulated well in advance to all the Board / Committee members. The said meetings were held on: May 28, 2022; August 09, 2022; November 02, 2022; December 14, 2022; January 24, 2023. The necessary quorum was present for all the meetings.

(v) The names and categories of the Directors on the Board, their attendance at board meetings held during the year under review and at the last Annual General Meeting ("AGM"), name of other listed entities in which the Director is a director and the number of Directorships

and Committee Chairmanships / Memberships held by them in other public limited companies as on March 31, 2023 are given herein below. Other directorships do not include directorships of private limited companies, foreign companies and companies registered under Section 8 of the Act.

Name of the Director	Category	Number of Board Meetings attended during FY 2022-23	Whether attended last AGM held on September 29, 2022	Number of Directorships in other Public Limited Companies	Number of Committee positions held in other Public Companies		Directorship in other listed entity (Category of Directorship)
					Chairman	Member	
Sanjay Aggarwal (Chairman & CEO) DIN 00001788	Executive Director	5	Yes	0	0	0	0
Sandeep Aggarwal (Managing Director) DIN 00002646	Executive Director	5	Yes	2	1	2	0
Vijay Bhushan DIN 00002421	Independent, Non-Executive	5	Yes	4	2	3	1. Bharat Bhushan Finance and Commodity Brokers Limited. (Non-Executive Director) 2. KEI Industries Limited (Non-Executive-Independent Director)
Vijay Maheshwari DIN 00216687	Independent, Non-Executive	5	Yes	1	0	0	1. Sumedha Fiscal Services Limited- (Non Independent Director)
Malini Gupta DIN 03464410	Independent, Non-Executive	5	Yes	0	0	0	0
Praveena kala DIN 08765830	Independent, Non-Executive	5	Yes	3	2	3	0

* Excludes directorship in Paramount Communications Limited. Also excludes directorship in Private Limited Companies, Foreign Companies, Section 8 Companies and Alternate Directorships.

**Only two committees viz. Audit Committee and Stakeholders'/Investors' Grievance Committee are considered.

- (vi) During FY 2022-23, information as mentioned in Part A of Schedule II of the SEBI Listing Regulations, has been placed before the Board for its consideration.
- (vii) During FY 2022-23, one meeting of the Independent Directors was held on January 24, 2023.
- (viii) The Board periodically reviews the compliance reports of all laws applicable to the Company.

- (ix) Video Conferencing facilities are also used to facilitate Directors to participate in the meetings. During the year under review, One Board meeting of the company was held through video conferencing on December 14, 2022.
- (x) Details of equity shares of the Company held by the Directors as on March 31, 2023 are given below:

Name	Category	Number of Equity Shares
Sanjay Aggarwal	Non-Independent, Executive	1,40,61,013
Sandeep Aggarwal	Non-Independent, Executive	1,40,03,533

- **The Board has adequate mix of skills, expertise, and competencies for running the business of the Company as detailed below.**

S.No.	Name of the Director	Category	Skills/Expertise
1	Sanjay Aggarwal	Executive Director	Business Leadership, Strategy & Planning, Finance, Operations, and overall support services
2	Sandeep Aggarwal	Executive Director	Business Leadership, Strategy & Planning, Operations, and overall support services
3	Vijay Maheshwari	Non-Executive Director	Risk & Governance, Finance & Law
4	Vijay Bhushan	Non-Executive Director	Risk & Governance, Finance & Law and Capital Market
5	Malini Gupta	Non-Executive Director	Corporate Management, Internal Control, Audit, Costing.
6	Praveena Kala	Non-Executive Director	Risk & Governance, Finance, Internal Control, Audit, Costing.

- **Detailed reasons for the resignation of the Independent Director who resigns before the expiry of his/her tenure along with a confirmation by such director that there are no other material reasons other than those provided:**

None.

- **Directors' Profile**

A brief resume of the Directors, nature of their expertise in specific functional areas etc. are available on the website of the Company.

3. COMMITTEES OF THE BOARD

The Board has constituted following Committees to discharge its responsibilities in an effective manner, and they meet as often as required and is authorized to constitute other functional committees, from time to time, depending on the business needs.



The role and composition of the above committees, including the number of meetings held during the financial year ended on 31st March, 2023, and attendance of Directors thereat, are given hereunder.

(a) AUDIT COMMITTEE

Qualified and Independent Audit Committee

The Board has constituted an Audit committee, comprising of all independent non-executive directors. All members of the Audit Committee possess financial and accounting expertise and exposure. Mr. Vijay Maheshwari - Chairman of the Committee is a fellow member of the Institute of Chartered Accountants of India (ICAI) and has expertise in accounting & finance

matters. The previous AGM of the Company was held on September 29, 2022 and was attended by Mr. Vijay Maheshwari, Chairman of the Audit Committee. Ms. Rashi Goel, Company Secretary of the Company acts as the Secretary to the Committee.

Meetings of Audit Committee held during the financial year 2022-23.

During the financial year ended on 31st March, 2023, four meetings of the Audit Committee were held and the gap between two meetings did not exceed one hundred and twenty days. The composition of Audit Committee, date on which the meetings were held and attendance of Directors at the above meetings is as follows:

Name of the Director	Position in the Committee	Presence of directors at the meetings			
		28 th May, 2022	9 th August, 2022	2 th November, 2022	24 th January, 2023
Mr. Vijay Maheshwari	Chairman	✓	✓	✓	✓
Mr. Vijay Bhushan	Member	✓	✓	✓	✓
Ms. Malini Gupta	Member	✓	✓	✓	✓
Ms. Praveena Kala	Member	✓	✓	✓	✓

Notes:

- 1) Committee invites such of the executives as it considers appropriate, representatives of the statutory auditors and internal auditors, to be present at its meetings.
- 2) Proper quorum was present at the aforementioned meetings of the Audit Committee.

Powers of Audit Committee

The audit committee of the Company is vested with the following powers:

1. To investigate any activity within its terms of reference.
2. To seek information from any employee.
3. To obtain outside legal or other professional advice.
4. To secure attendance of outsiders with relevant expertise, if it considers necessary.

Role of Audit committee

The Terms of reference/role stipulated by the Board for the Audit Committee are in consonance with Part C of Schedule II of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and as per Section 177 of the Companies Act, 2013.

Review of information by Audit Committee

The audit committee shall mandatorily reviews the following information:

1. Management discussion and analysis of financial condition and results of operations.
2. Management letters / letters of internal control weaknesses issued by the statutory auditors.
3. Internal audit reports relating to internal control weaknesses
4. The appointment, removal, and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee.
5. Statement of deviations:(a) quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1). (b) Annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7).
6. Statement of significant related party transactions submitted by the management.

Terms of reference of Audit Committee

- (i) Overview of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statements reflect a true and fair position.

- (ii) Recommendation for appointment, remuneration and terms of appointment of auditors of the Company.
 - (iii) Approval of payment to statutory auditors for any other services rendered by the statutory auditors
 - (iv) Review of Quarterly and annual financial statements and auditor's report thereon before submission to the board for approval, with reference to:
 - a) Matters required to be included in the director's responsibility statement to be included in the board's report in terms of Companies Act, 2013.
 - b) Changes, if any, in accounting policies and practices and reasons for the same.
 - c) Major accounting entries involving estimates based on the exercise of judgment by management.
 - d) Significant adjustments made in the financial statements arising out of audit findings
 - e) Compliance with listing and other legal requirements relating to financial statements.
 - f) Disclosure of any related party transactions
 - g) Modified opinion(s) in the draft audit report.
 - (v) Reviewing the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.)
 - (vi) Reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process.
 - (vii) Approval or any subsequent modification of transactions of the listed entity with related parties.
 - (viii) Scrutiny of inter-corporate loans and investments.
 - (ix) Valuation of undertakings or assets.
 - (x) Evaluation of internal financial controls and risk management systems.
 - (xi) Reviewing the performance of statutory and internal auditors, adequacy of the internal control systems.
 - (xii) Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
 - (xiii) Discussion with internal auditors of any significant findings and follow up thereon.
 - (xiv) Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board
 - (xv) Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post audit discussion to ascertain any area of concern.
 - (xvi) To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non -payment of declared dividends) and creditors.
 - (xvii) To review the functioning of the whistle blower mechanism.
 - (xviii) Approval of appointment of chief financial officer after assessing the qualifications, experience, and background, etc. of the candidate.
 - (xix) Carrying out any other function as is mentioned in the terms of reference of the audit committee.
 - (xx) Reviewing the utilization of loans and/ or advances from/investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments.
 - (xxi) Consider and comment on rationale, cost -benefits and impact of schemes involving merger, demerger, amalgamation etc., on the Company and its shareholders.
- (b) STAKEHOLDERS' RELATIONSHIP/INVESTOR'S GRIEVANCE COMMITTEE**
- In compliance with Regulation 20 of the SEBI (LODR) Regulations 2015, the Board had constituted the Stakeholders' Relationship Committee to specifically look into various aspect of interest of shareholders, debenture holders and other security holders. Ms. Malini Gupta, non-executive and independent director is the Chairperson of the Committee.
- The Committee, inter alia, overlooks:
1. Resolving the grievances of the shareholders of the Company including complaints related to transfer/ transmission of shares, non -receipt of annual report, non -receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.

2. Review of measures taken for effective exercise of voting rights by shareholders.
3. Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent.
4. Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company.

Meetings

During the financial year ended on 31st March, 2023, one meeting of the Stakeholders' Relationship Committee was held. The composition of Stakeholders' Relationship Committee and attendance of Directors at the above meeting is as follows:

Name of the Director	Position in the Committee	Presence of directors at the meeting
		24 th January, 2023
Ms. Malini Gupta	Chairperson	✓
Mr. Vijay Bhushan	Member	✓
Mr. Sanjay Aggarwal	Member	✓
Mr. Sandeep Aggarwal	Member	✓
*Mr. Vijay Maheshwari	Member	NA
*Ms. Praveena Kala	Member	NA

* The Stakeholders' Relationship Committee was reconstituted on January 24, 2023.

The Chairperson of the meeting was present at the last Annual General Meeting of the Company held on September 29, 2022 to answer queries of the shareholders.

A proper quorum was present at the aforementioned meeting of the Stakeholder Relationship Committee.

The details of Investor complaints/grievances received and redressed during FY 22-23 are as follows:

Opening Balance	Received during the year	Resolved during the year	Closing balance
2	18	20	0

The Investor complaints/Investor grievances received during the year under review were change of address,

exchange of share certificate, updation of bank details, registration of PAN, procedure of IEPF-5 claim form and claiming shares from IEPF account.

The Company has designated an e-mail id investors@paramountcables.com exclusively for the purpose of receiving investors' queries and complaints so that they can be attended promptly.

Name, designation and address of Compliance Officer:

Ms. Rashi Goel, Company Secretary and Compliance Officer is the Compliance Officer for complying with requirements of Securities Laws.

Paramount Communications Limited, KH-433, Maulsari Avenue, Westend Greens, Rangpuri, New Delhi-110037.
Telephone: + 91 11 45618800

(c) NOMINATION & REMUNERATION COMMITTEE

The Board has constituted a Nomination & Remuneration Committee, comprising of four independent non-executive directors viz. Mr. Vijay Bhushan - Chairman of the Committee, Mr. Vijay Maheshwari, Ms. Malini Gupta and Ms. Praveena Kala. Ms. Rashi Goel, Company Secretary acts as the Secretary of the Committee. The Chairman of the Committee was present at the last Annual General Meeting of the Company held on September 29, 2022.

One meeting of the Nomination & Remuneration Committee was held during the period under review and attendance of Directors at the meeting is as follows:

Name of the Director	Position in the Committee	Presence of directors at the meeting
		24 th January, 2023
Mr. Vijay Bhushan	Chairman	✓
Mr. Vijay Maheshwari	Member	✓
Ms. Malini Gupta	Member	✓
Ms. Praveena Kala*	Member	NA

* The Nomination and Remuneration Committee was reconstituted on January 24, 2023.

A Proper quorum was present at the above meeting of the Nomination and Remuneration Committee.

The Terms of reference are as follows:

- To identify persons who are qualified to become directors and who may be appointed in senior

management in accordance with the criteria laid down, and to recommend to the Board their appointment and removal;

- To carry out evaluation of every director's performance;
- To formulate the criteria for determining qualifications, positive attributes, and independence of a director and
- To recommend to the Board a policy, relating to the remuneration for the directors, key managerial personnel and other employees.
- whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors
- recommend to the board, all remuneration, in whatever form, payable to senior management.
- To perform such other functions as may be necessary or appropriate for the performance of its duties.
- To consider such other matters as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Companies Act, 2013 as and when amended.

Further, the Nomination and Remuneration Committee also ensures that—

1. the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate the directors /Employees of the Company;
2. relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and remuneration to directors, Key Managerial Personnel (KMPs) and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals.

Performance Evaluation criteria for Independent Directors:

The performance evaluation criteria for independent directors is determined by the Nomination and Remuneration Committee. An indicative list of factors on which evaluation was carried out includes participation and contribution, maintenance of confidentiality and independence of behavior and judgement, integrity, timely decisions and knowledge and expertise. The Performance evaluation of Independent Director was done by the entire Board of Directors (excluding the director being evaluated)

(d) SHARE ALLOTMENT COMMITTEE

The Share Allotment Committee was constituted by the Board of Directors of the Company with detailed terms of reference which include, inter-alia, the following powers:

- To consider and allot the equity shares upon conversion of warrants, as requested by the warrant holders from time to time.
- To consider and allot the equity shares upon conversion of other convertible securities issued by the Company from time to time.
- To exercise all other powers as may be delegated by the Board from time to time.

Two meeting of the Share Allotment Committee was held during the period under review and attendance of Directors at the meeting is as follows:

Name of the Director	Position in the Committee	Presence of directors at the meeting	
		26 th October, 2022	18 th February, 2023
Mr. Sanjay Aggarwal	Chairman	✓	✓
Mr. Sandeep Aggarwal	Member	✓	✓

Ms. Rashi Goel, Company Secretary & Compliance Officer of the Company acts as Secretary to the Committee.

(e) CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

The Corporate Social Responsibility ("CSR") Committee of the Board was constituted on May 19, 2023, in line with the provisions of Section 135 of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules, 2014, with detailed terms of reference which include, inter-alia, the following functions:

- Formulating and recommending to Board, a CSR policy, which shall indicate the activities to be undertaken by the Company as specified in schedule VII to the Companies Act, 2013;
- Recommend the amount of expenditure to be incurred on the CSR activities;
- Monitoring the Corporate Social Responsibility Policy of the Company from time to time.

The Committee comprised of three directors including one independent non-executive director as follows:

Name of the Director	Category
Mr. Sanjay Aggarwal (Chairman)	Executive Director
Mr. Vijay Maheshwari (Member)	Independent, Non-Executive
Mr. Sandeep Aggarwal (Member)	Executive Director

Ms. Rashi Goel, Company Secretary & Compliance officer of the Company shall act as Secretary to the Committee.

During the year under review, no meeting of the CSR Committee was held as the Committee was constituted on May 19, 2023.

The Corporate Social Responsibility Policy is approved by the Board of Directors on August 10, 2023 and the said policy is available on the Company's website at www.paramountcables.com under Investor Relations Section.

(f) MEETING OF INDEPENDENT DIRECTORS

The Company's Independent Directors meet as and when required, and at least once in every financial year. Such meeting of the Independent Directors is held without any intervention of the Executive directors and other management personnel of the Company. All the information sought by the Independent Directors for such meeting is duly provided to them for perusal. One meeting of Independent director was held during the year:

Name of the Director	Presence of directors at the meeting
	24 th January, 2023
Mr. Vijay Maheshwari	✓
Mr. Vijay Bhushan	✓
Mrs. Malini Gupta	✓
Mrs. Praveena Kala	✓

(g) DETAILS OF THE REMUNERATION FOR THE YEAR ENDED MARCH 31, 2023

- Details of remuneration paid to Executive Directors (Key Managerial Personnel) during the year 2022-2023:**

Aggregate value of salary, perquisites and commission paid during the financial year 2022-23 to the executive directors (Key Managerial Personnel) are as follows: -

(Amount in ₹ Millions)

Name	Salary, perquisites and Defined Benefit Plan	Company's Contribution to P.F.	Commission	Total
Mr. Sanjay Aggarwal	16.0	1.8	0	17.8
Mr. Sandeep Aggarwal	15.9	1.8	0	17.7

- During FY 2022-23, the Company does not have any Employee Stock Option scheme.**

- Service Contracts, Severance Fees and Notice Period**

The tenure of the office of Managing Director and Whole Time Director is governed by the resolutions passed by the Board, the Nomination and Remuneration Committee and the Shareholders of the Company, which cover the terms and conditions of such appointment. Further, there is no separate provision for payment of severance fees.

- Compensation and Disclosures of Non-Executive Directors**

The details of sitting fee paid to the directors for attending the Board and Committee meetings for the year ended 31st March, 2023 are as follows:

(Amount in ₹)		
	Name of the Director	Sitting Fee paid
1.	Mr. Vijay Maheshwari	6,60,000
2.	Mr. Vijay Bhushan	7,20,000
4.	Mrs. Malini Gupta	7,20,000
5.	Mrs. Praveena Kala	6,00,000

During the year, there were no other pecuniary relationships or transactions of Non-Executive Directors with the Company. The Company has not granted any stock options to its Non-Executive Directors.

The Company's Remuneration Policy is available on the website of the Company at www.paramountcables.com.

- Criteria of making payments to Non-Executive Directors:**

The terms of appointment/re-appointment, remuneration/fees, removal of Non-Executive Directors are governed by the resolutions passed by the Board / the Nomination and Remuneration Committee, which cover the terms and conditions of such appointment/re-appointment as per the Nomination and Remuneration Policy and Article of Association of the Company, as amended from time to time. No separate Service contract is entered into by the Company with any Non-Executive Directors. The statutory provisions will however apply.

Further, the detailed Nomination and Remuneration Policy is available on the website of the Company at www.paramountcables.com under Investor Relations Section.

- Number of shares held by Non- Executive Directors**

None of the Non-Executive Directors holds any share of the Company in their individual capacity.

- Particulars of Senior Management including the changes therein since the close of the previous financial year.**

No change

4. GENERAL MEETINGS

Details of date, time and venue of the last three Annual General Meetings are as under:

Date & Time	29 th September, 2022 at 04.30. P.M	28 th September, 2021 at 04.30. P.M	30 th September, 2020 at 04.30. P.M
Financial year	2021-2022	2020-2021	2019-2020
Venue	Held through video conference / other audio-visual means. Deemed venue was C-125, Naraina Industrial Area, Phase-1, New Delhi-110028.		
Special Resolution(s) Passed	Revision in remuneration limit of Mr. Sanjay Aggarwal, Chairman & CEO of the Company. Revision in remuneration limit of Mr. Sandeep Aggarwal, Managing Director of the Company. Issue Equity warrants convertible into equal number of equity shares to Promoters/entities belonging to Promoter Group on Preferential basis.	No Special Resolution was passed in the meeting.	Re-appointment of Ms. Malini Gupta as Independent Director for second term of five consecutive years. Appointment of Ms. Praveena Kala as Independent Director for a term of five consecutive years. Re-appointment of Mr. Sanjay Aggarwal as Whole Time Director, to be designated as CEO & Chairman of the Company. Re-appointment of Mr. Sandeep Aggarwal as Managing Director of the Company.

5. EXTRAORDINARY GENERAL MEETING:

During the year under review, an extraordinary general meeting of the members of the Company was held on January 11, 2023.

Details of date, time and venue of the Extra Ordinary General Meeting is as under:

Date & Time	11 th January, 2023, 2022 at 11.00 A.M.
Venue	Sri Sathya Sai International Center, Pragati Vihar, Bhisham Pitamah Marg, Lodhi Road, Lodhi Road, New Delhi-110003
Resolution(s) Passed	<ul style="list-style-type: none"> Increase of Authorised share capital of the Company – Ordinary Resolution. Issue of Equity warrants convertible into equal number of equity shares to non-promoter on preferential basis-Special Resolution

6. POSTAL BALLOT

- During the financial year ended 31st March, 2023, No resolutions were passed by way of postal ballot for seeking approval of members.
- Currently, there is no proposal to pass any Special resolution through Postal Ballot.

7. OTHER DISCLOSURES

Particulars	Regulations	Details	Website link for details/policy
Related party transactions	Regulation 23 of SEBI Listing Regulations and as defined under the Act	There are no material related party transactions during the year under review. Transactions entered with related parties during FY 22-23 are in conformity with the provisions of the Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and at arms' length basis and were approved by the Audit Committee. The Board's approved policy for related party transactions is uploaded on the website of the Company. Members may refer to Disclosure of transactions with related parties i.e. Promoters, Directors, Relatives, Associate or Management made in the Financial Statement in Note No. 48	https://paramountcables.com/wp-content/uploads/2022/07/Policy-for-Dealing-with-Related-Party-Trasnactions.pdf

Particulars	Regulations	Details	Website link for details/ policy
Details of non - compliance by the Company, penalty, strictures imposed on the Company by the stock exchange, or Securities and Exchange Board of India ('SEBI') or any statutory authority on any matter related to capital markets during the last three financial years	Schedule V (C) 10(b) to the SEBI Listing Regulations	In accordance with regulation 17(1)(c) of SEBI(LODR) 2015, the Company was unable to appoint sixth director on the Board as on April 01, 2020, due to ongoing COVID-19 induced lockdown at that time. However, the Company had appointed Ms. Praveena Kala as Director on 14.07.2020 to comply with the aforesaid regulation. The penalty imposed on the Company by the National Stock Exchange for the aforesaid non-compliance have been duly paid.	
Whistle Blower Policy and Vigil Mechanism	Regulation 22 of SEBI Listing Regulations	The Company has whistle blower policy and has established the necessary vigil mechanism for directors and employees to report concerns about unethical behavior. No person has been denied access to the Chairman of the Audit Committee. The said policy has been uploaded on the website of the Company	https://paramountcables.com/wp-content/uploads/2021/11/Whistle-Blower-Vigil-Mechanism-Policy.pdf
Discretionary requirements	Schedule II Part E of the SEBI Listing Regulations	<ol style="list-style-type: none"> 1) The Company does not have Non-Executive Chairman and no expenses are being incurred & reimbursed in this regard. 2) The auditors' report on financial statements of the Company are unmodified 3) The Internal Auditor of the Company directly reports to the Audit Committee. 4) The quarterly and half yearly results are not being sent to the personal address of shareholders as the quarterly financial results of the Company are published in the Newspaper having wide circulation in India. The quarterly/ half-yearly/ annual financial results are also posted on the website of the Company www.paramountcables.com. Also, financial results and shareholding pattern of the Company are available at www.bseindia.com & www.nseindia.com. 5) Presently, Mr. Sanjay Aggarwal is the Chairman and CEO of the Company. 	-

Particulars	Regulations	Details	Website link for details/ policy
Subsidiary companies	Regulation 24 of the SEBI Listing Regulations	<p>The Company does not have any material Indian subsidiary company. However, the Company has the following direct wholly owned subsidiaries located outside India:</p> <ol style="list-style-type: none"> 1) *Paramount Holdings Limited, incorporated under the laws of Cyprus; 2) **AEI Power Cables Limited, incorporated under the laws of England and Wales; 3) 06196375 Cables Limited (formerly known as AEI Cables Limited), which was a subsidiary company, is “in Administration” (as per UK Laws) w.e.f 28th February, 2014. <p>Note:</p> <ol style="list-style-type: none"> 4) *The board of Directors of Paramount Holdings Limited, Cyprus are taking steps to strike off name of the Company in accordance with the applicable laws of the country. 5) **AEI Power Cables Limited, United Kingdom has ceased to trade and became dormant w.e.f. 1st April, 2017. The management of the Company intends to keep the company in existence, for use in the foreseeable future, as and when required. <p>The Company has a policy for determining ‘material subsidiaries’ which is disclosed on its website.</p>	https://paramountcables.com/wp-content/uploads/2021/05/Policy-on-Material-Subsidiary.pdf
Policy on Determination of Materiality for Disclosures	Regulation 30 of SEBI Listing Regulations	The Company has adopted this policy.	https://paramountcables.com/wp-content/uploads/2021/05/Policy-on-Criteria-for-determining-Materiality-of-events.pdf
Policy on Archival and Preservation of Documents	Regulation 30 and 9 of SEBI Listing Regulations	The Company has adopted this policy	https://paramountcables.com/wp-content/uploads/2021/05/PRESERVATION-OF-DOCUMENTS-AND-ARCHIVAL-POLICY.pdf
Reconciliation of Share Capital Audit Report	Regulation 76 of the Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 and SEBI Circular No D&CC / FITTC/ Cir- 16/2002 dated December 31, 2002.	<p>A qualified Practicing Company Secretary carries out a quarterly reconciliation of share capital audit to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and certify the total issued and listed capital.</p> <p>The reconciliation of share capital audit report confirms that the total issued and paid up capital is in agreement with the total number of shares in physical form and the total number of shares held in dematerialized form with NSDL and CDSL.</p>	-

Particulars	Regulations	Details	Website link for details/policy
Code of Conduct	Regulation 17 of the SEBI Listing Regulations	The members of the Board and Senior Management Personnel have affirmed compliance with the Code of Conduct applicable to them during the year ended March 31, 2023. The Annual Report of the Company contains a certificate by the Chairman & Chief Executive Officer on the compliance declarations received from the members of the Board and Senior Management. (Annexure-A)	https://paramountcables.com/wp-content/uploads/2021/11/Code-of-conduct.pdf
Terms of Appointment of Independent Directors	Regulation 46 of SEBI Listing Regulations and Section 149 read with Schedule IV of the Act	Terms and conditions of appointment / re-appointment of Independent Directors are available on the Company's website.	https://paramountcables.com/wp-content/uploads/2021/11/Terms-and-conditions-for-appointment-of-ID.pdf
Familiarization Program	Regulations 25(7) and 46 of SEBI Listing Regulations	In order to comply with the provisions of the SEBI regulations, and for the purpose of making the Board familiar with the latest developments in the Corporate laws, or other applicable laws, deliberations were held and presentations were made from time to time on major developments in the areas of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015. Details of familiarization imparted to Independent Directors are available on the Company's website.	https://paramountcables.com/wp-content/uploads/2023/04/FAMILIARISATION-PROGRAMME-DURING-FY-2022-2023.pdf
CEO/CFO Certification	Regulation 17 (8) and Part B of Schedule II of Listing Regulations	The Chairman & CEO and CFO of the Company have furnished the requisite certificate to the Board of Directors which is annexed hereto as Annexure B .	-
Total fees Paid to Statutory Auditors		The Company has paid a Total fee of ₹ 25.00 lakhs to statutory Auditors i.e. P. Bholusaria & Co., during the FY 2022-23	-
Compliance with the code of Corporate Governance.		The Company regularly complies with the mandatory requirements of the code of Corporate Governance.	-
Insider Trading Code	SEBI (Prohibition of Insider Trading) Regulations, 2015	The Company has formulated 'The Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (UPSII)' in compliance with the PIT Regulations.	https://paramountcables.com/wp-content/uploads/2021/05/Policy-on-Prevention-of-Insider-Trading.pdf
DISCLOSURE OF COMPLIANCE OF REGULATION 17 TO 27 AND CLAUSES (B) TO (I) OF SUBREGULATION (2) OF REGULATION 46		The Company has complied with all the mandatory requirements specified in Regulations 17 to 27 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with schedule V and Clause (b) to (i) and (t) of Sub regulation (2) of Regulation 46 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, with regard to Corporate Governance.	-

Particulars	Regulations	Details	Website link for details/ policy
Disclosure where the board had not accepted any recommendation of any committee of the board, which is mandatorily required, in the relevant financial year.	Para 10 of Part C of Schedule V of Listing Regulations	The Board accepted the recommendations of its committees, wherever made, during the year	-
Details of compliance with mandatory requirements and adoption of the non-mandatory requirements:		The Company has fully complied with the mandatory requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.	-
Prevention of Sexual Harassment of Women at Workplace	Section 134 of the Companies Act, 2013, read with Rule 8 of the Companies (Accounts) Rules, 2014	The Company is committed to provide a work environment which ensures that every employee is treated with dignity and respect. During the year, no complaint was filed related to Sexual Harassment of Women at Workplace. The Company has complied with the provisions relating to the constitution of Internal Complaints Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.	-
Disclosure of Compliance of requirement of Corporate Governance Report	Sub Para (2) to (10) of Schedule V of SEBI Listing Regulations	The Company has complied with the requirements of Corporate Governance Report as mentioned in Sub Paras (2) to (10) of schedule V of the SEBI Listing Regulations.	-
Disclosure with respect to demat suspense account/unclaimed suspense account	Regulation 34 (3) and Part F of Schedule V of SEBI Listing Regulations	The Company does not have any shares in the demat suspense account or unclaimed suspense account.	-
Disclosure of Accounting treatment	Regulation 34 (3) read with Schedule V of SEBI Listing Regulations	The Company prepared its Financial Statements to comply with the accounting standards specified under Section 133 of the Companies Act, 2013 read with Companies (Indian Accounting Standards) Rules, 2015, as amended from time to time.	-
List of all credit ratings obtained by the entity along with any revisions thereto during the relevant financial year, for all debt instruments of such entity or any fixed deposit program or any scheme or proposal of the listed entity involving mobilization of funds, whether in India or abroad		Not Applicable, as the Company did not issue any debt instrument or any fixed deposit program or any scheme or proposal involving mobilization of funds, in India or abroad. However, the Company has appointed M/s CARE Ratings Limited to monitor the utilization of Proceeds raised by way of Preferential issue of share warrants to Non-Promoters.	-
Disclosure by listed entity and its subsidiaries of 'Loans and advances in the nature of loans to firms/companies in which directors are interested by name and amount:		Not Applicable, as the Company has not given any loans and advances in the nature of loans to firms/companies in which directors are interested by name and amount, during the under review.	-

Particulars	Regulations	Details	Website link for details/policy
Disclosure of certain types of agreements binding Listed Entities	Schedule III of SEBI Listing Regulations	Information disclosed under clause 5A of paragraph A of Part A of Schedule III of these regulations: Not Applicable	-
Details of material subsidiaries of the listed entity; including the date and place of incorporation and the name and date of appointment of the statutory auditors of such subsidiaries:	-	Not Applicable	-

8. MEANS OF COMMUNICATION

The Board recognizes the importance of transparency in communicating with stakeholders and promotes two-way communications. The various means of communication adopted by the Company are as follows:

Financial results

- The quarterly, half yearly and annual financial results of the Company are published in 'Jansatta' (Hindi newspaper) and Financial Express (English newspaper). The up-to date results are also available on the website of the Company, i.e. www.paramountcables.com, and portals of the Stock Exchanges where the Company's shares are listed

Company's Website

- Important shareholders' information such as Annual Report of the company, important policies, quarterly results, shareholding patterns etc are displayed on the website of the Company, i.e. www.paramountcables.com

Annual Report

- The Annual Report containing , inter alia , Audited Financial Statement, Audited Consolidated financial Statement, Board's Report, Auditors' Report and other important information is circulated to the members and others entitled thereto. The Management Discussion and Analysis Report forms part of the Annual Report. The Annual Report is also available on the website

NSE Electronic Application Processing System (NEAPS)/BSE Listing Center (Listing Center)

- NEAPS and BSE Listing Center is a web-based application designed by NSE and BSE for Corporates. All periodical and other compliance filings are filed electronically on NEAPS and BSE Listing Center.

Designated e-mail-id

- The Company has designated the e-mail id viz. investors@paramountcables.com, in order to ensure prompt redressal of investor's requests/complaints.

SCORES

- Facility has been provided by SEBI for investors to place their complaints/grievances on a centralized web-based complaints redressal system viz. SEBI Complaints Redress System (SCORES). On receipt of any complaint thereof, the Company strive to give prompt response and Action Taken Report (ATRs) are uploaded for information about the current status of the complaint.

Investor Presentations

- Investor Presentation(s) are available on the website of the Company at www.paramountcables.com under the section "Investor Relations".

9. GENERAL SHAREHOLDER INFORMATION

CIN	L74899DL1994PLC061295
Registered Office	KH-433, Maulsari Avenue, Westend Greens, Rangpuri, New Delhi-110037
Compliance officer	Ms. Rashi Goel, Compliance Officer and Company Secretary
Twenty Ninth Annual General Meeting	Thursday, the 28 th September, 2023 at 11.30 AM
<ul style="list-style-type: none"> Day, Date & Time: Venue: 	Meeting is being conducted through VC/OAVM pursuant to the MCA General Circulars dated May 5, 2020 read with general circulars dated April 8, 2020, April 13, 2020, January 13, 2021, December 8, 2021, December 14, 2021, May 5, 2022 and December 28, 2022. For details, please refer to the Notice of this AGM.
Financial Year	1 st April of each year to 31 st March of the next year
Face Value per Equity share	₹ 2/-
Dividend Payment date	Not Applicable
Book Closure	Friday, the 22 nd September, 2023 to Thursday, the 28 th September, 2023 (both days inclusive).
ISIN Number	<ul style="list-style-type: none"> Demat ISIN Number in NSDL and CDSL for Equity Shares is INE074B01023

• Financial Calendar (Tentative)

Results for quarter ending 30 th June, 2023	Mid August, 2023
Results for quarter/ half-year ending 30 th September, 2023	Mid November, 2023
Results for quarter ending 31 st December, 2023	Mid February, 2024
Results for quarter and year ending 31 st March, 2024	End May, 2024
Annual General Meeting (i.e., next year)	By September, 2024

• Listing of Equity Shares on Stock Exchanges and Stock Codes

The Equity Shares of the Company are listed on the following Stock Exchanges:

Name of the Stock Exchange	Stock Code
Bombay Stock Exchange Limited (BSE) Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001	530555
National Stock Exchange of India Limited (NSE) Exchange Plaza, Plot No. C/1, G- Block, Bandra-Kurla Complex, Bandra (East), Mumbai - 400 051	PARACABLES
The Calcutta Stock Exchange Assn. Ltd*	-

* The Company has submitted application for voluntary de-listing of equity shares to the Calcutta Stock Exchange Association Ltd., Kolkata during the year 2003-04, which is pending for disposal.

• Payment of Listing fee

The annual listing fee for the financial year 2023-24 has been paid to both the stock exchanges (viz. BSE and NSE), where the securities of the Company are listed.

• Payment of Depository Fees

The Annual Custodial/Issuer Fee for the year 2023-2024 has been duly paid by the Company to NSDL and CDSL.

• In case the securities are suspended from trading, the Director's Report shall explain the reason thereof: Not Applicable.

• Certificate from Company Secretary in Practice:

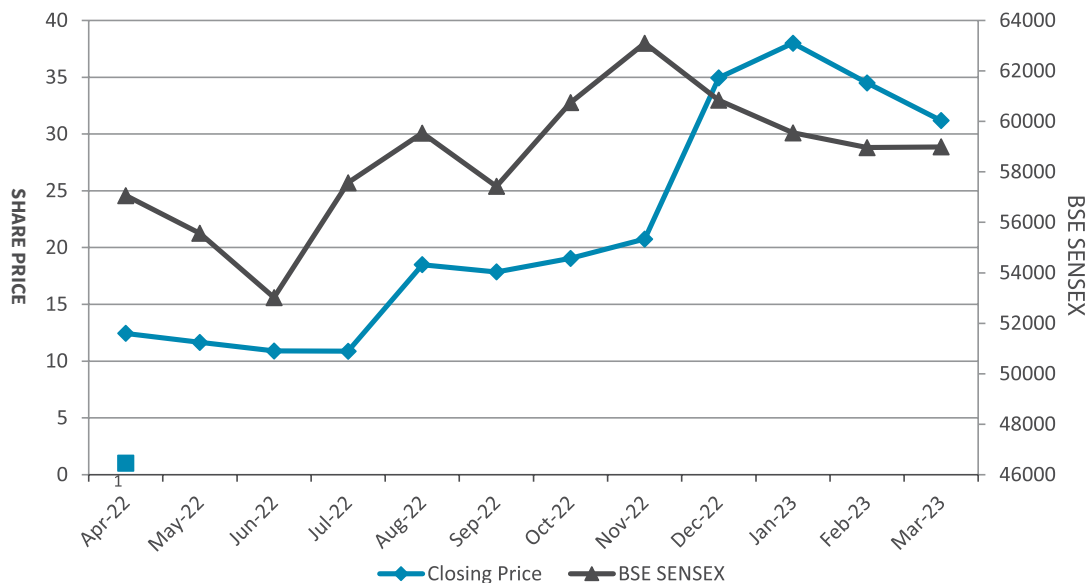
None of the Directors of the Company have been debarred or disqualified from being appointed or continuing as directors of companies by the Securities and Exchange Board of India or the Ministry of Corporate Affairs or any such statutory authority. A Certificate to this effect, duly signed by the Practicing Company Secretary is annexed to this Report (**Annexure-C**).

• Market Price Data:

a) High, low (based on daily closing prices) and number of equity shares traded during each month in FY 2022-23 on NSE and BSE

Month	NSE		Total Number of equity shares traded	BSE		Total Number of equity shares traded
	High ₹	Low ₹		High ₹	Low ₹	
April 2022	13.95	9.8	6032741	14	9.83	1760436
May 2022	13.5	10.25	3371648	13.5	10.31	787919
June 2022	12.35	9.8	2542482	12.5	9.82	477815
July 2022	12.9	10.5	2275427	11.95	10.55	364034
August 2022	19	10.85	21993024	19	10.66	4279965
September 2022	25.5	15.5	26925338	25.3	15.6	6908468
October 2022	19.05	16	3048521	19.05	15.7	986354
November 2022	28	19.6	17615764	28	19	4647071
December 2022	34.9	20.1	27586622	34.95	20.25	4161108
January 2023	44.85	34.45	20419946	44.95	33.35	4549121
February 2023	39.8	32.3	7342901	39.9	32.1	1152654
March 2023	37.8	27.9	9081002	37.8	28	1539988

b) Performance of the share price of the Company in Comparison to the BSE SENSEX



Shareholding as on March 31, 2023**a) Distribution of equity shareholding as on March 31, 2023**

Shareholding of shares	No. of Shareholders		No. of Shares held	Amount	
	Number	% to total		In ₹	% to total
Upto 500	33695	74.82	4697352	93,94,704	2.42
501 - 1,000	5066	11.25	4215925	84,31,850	2.17
1,001 - 2,000	2699	5.99	4216719	84,33,438	2.17
2,001 - 3,000	1008	2.24	2619081	52,38,162	1.35
3,001 - 4,000	443	0.98	1610245	32,20,490	0.83
4,001 - 5,000	506	1.12	2430430	48,60,860	1.25
5,001 - 10,000	744	1.65	5729620	1,14,59,240	2.95
10,001 & Above	877	1.95	168664593	33,73,29,186	86.86
Total	45038	100.00	194183965	38,83,67,930	100.00

b) Categories of equity shareholding as on March 31, 2023

Category	No. of Shareholders	No. of Shares (face value of ₹ 2/- each)	No. of Shares in demat form	% of shareholding
Promoters	17	120621103	120621103	62.12
Institutions				
Mutual Funds / Alternate Investment Funds / Bank / Financial Institutions/ FII/ Foreign Portfolio Investors/ Insurance Companies	4	1072575	1072575	0.55
Non-Institutions				
Bodies Corporate	229	8249919	8243414	4.25
NRI/OCB/foreign National	328	1381916	1381916	0.71
Clearing Members/Trust/HUF/LLP	815	5540275	5540275	2.85
Resident Individuals/ IEPF	42303	57318177	56601889	29.52
Total	43696	194183965	193461172	100

- Registrars and Share Transfer Agent**

Name and Address: M/s Link Intime India Private Limited

Noble Heights, 1st Floor, Plot No NH-2, LSC, C-1 Block, Near Savitri Market, New Delhi-110058
Telephone : +91-11-4141 0592, 93, 94

Fax : 011 - 4141 0591

E-mail : delhi@linkintime.co.in

Website :www.linkintime.co.in

- Share Transfer System:**

Trading in equity shares of the Company through recognised Stock Exchanges can be done only in dematerialised form. In compliance of Regulation 40 of the SEBI Listing Regulations, the Practicing Company Secretary has issued the certificate annually to the Company, certifying that all

certificates were issued within the prescribed timelines of the date of lodgement for transfer/ sub-division/ consolidation/ renewal/ exchange etc. This certificate is duly filed with the stock exchanges.

Pursuant to SEBI Circular dated January 25, 2022, the listed companies shall issue the securities in dematerialized form only, for processing any service requests from shareholders viz., issue of duplicate share certificates, endorsement, transmission, transposition, etc. After processing the service request, a letter of confirmation will be issued to the shareholders and shall be valid for a period of 120 days, within which the shareholder shall make a request to the Depository Participant for dematerializing those shares. If the

shareholders fail to submit the dematerialisation request within 120 days, then the Company shall credit those shares in the Suspense Escrow Demat account held by the Company. Shareholders can claim these shares transferred to Suspense Escrow Demat account on submission of necessary documentation.

- **Dematerialization of Shares and liquidity**

The Company's shares are compulsorily traded in dematerialized form on NSE and BSE. Equity shares of the Company representing 99.63 percent of the Company's equity share capital are dematerialized as on March 31, 2023. Under the Depository System, the International Securities Identification Number (ISIN) allotted to the Company's shares is INE074B01023.

- **Outstanding GDRs/ADRs/Warrants or any convertible instruments, conversion date and likely impact on equity:**

During the year under review, the Company has issued and allotted 2,90,00,000 share warrants to entity belonging to Promoter Group and 6,23,25,925 share warrants to non-Promoter category on preferential basis. Out of the above issued and allotted warrants, the Company have 5,13,50,000 outstanding share warrants ,belonging to Non Promoters, which are pending for conversion into equal number of equity shares as on the date of this report.

- **Commodity price risk or foreign exchange risk and hedging activities:**

The Company has in place a robust risk management framework for identification and monitoring and mitigation of commodity price and foreign exchange risks. The risks are tracked and monitored on a regular basis and mitigation strategies are adopted in line with the risk management framework.

- **Compliance Certificate from either the Auditors or Practicing Company Secretaries regarding compliance of conditions of Corporate Governance:**

The Certificate from the Statutory Auditors of the Company regarding compliance of conditions of Corporate Governance forms an integral part of the Annual Report.

- **Transfer of unclaimed/unpaid amounts to Investor Education and Protection Fund:**

Pursuant to the provisions of Section 124(5) of the Companies Act, 2013, dividend which remains unpaid or unclaimed for a period of seven years from the date of its transfer to the unpaid dividend account is required to be transferred by the Company to Investor Education and Protection Fund (IEPF), established by the Central Government under the provisions of Section 125 of the Companies Act, 2013. Further all the shares in respect of which dividend has remained unclaimed for 7 consecutive years or more from the date of transfer to unpaid dividend account shall also be transferred to IEPF Authority. During the year under review, the Company was not required to transfer any unpaid or unclaimed dividend or shares thereof to the Investor Education and Protection Fund.

- **Plant Locations**

Address

SP-30A, SP-30B and E-31, Khushkhera Industrial Area, District Alwar, Rajasthan, India

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

- **Nodal Officer:**

Ms. Rashi Goel, Company Secretary & Compliance Officer of the Company has been appointed as Nodal officer of the Company pursuant to the IEPF rules.

- **Address for correspondence:**

Paramount Communications Limited
KH-433, Maulsari Avenue, Westend Greens,
Rangpuri, New Delhi-110037

Telephone: 91 11 45618800

Designated e-mail address for Investor
Services:investors@paramountcables.com

Website: www.paramountcables.com

- **Green Initiative:**

The Ministry of Corporate Affairs (MCA), Government of India, vide its Circular No. 17/2011 and 18/2011, dated April 21, 2011 and April 29, 2011 respectively and Companies Act, 2013 has allowed the Companies to send official documents / communication to their shareholders

electronically as part of its green initiatives in Corporate Governance. In view of said circular, the Company proposes to send documents like the Notices convening the General Meetings, Financial Statements, Director's Report, Auditor's Report, etc., to the E-mail address provided by you with your depositories. We request you to update your e-mail address with your depository participant to ensure that the Annual Report and other documents reach you on your preferred mail.

However, in case you wish to receive the above communication/documents in physical mode or have not registered the e-mail address, you will be entitled to receive the above documents by sending your request at e-mail id investors@paramountcables.com, quoting your DP ID / Client

ID or Folio No. or by sending letter to the Company or Link Intime India (Pvt.) Ltd (RTA).

In line with the Circular Nos. 14/2020, 17/2020, 20/2020, 02/2021, 19/2021, 21/2021, 2/2020 dated April 08, 2020, April 13, 2020, May 05, 2020, January 13, 2021, December 08, 2021, December 14, 2021 and May 05, 2022 followed by General Circular No. 10/2022 dated December 28, 2022 issued by the Ministry of Corporate Affairs (hereinafter collectively referred to as "MCA Circulars") and 'SEBI' Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 05, 2023, your Company is sending the Notice calling the AGM along with the Annual Report to the shareholders in electronic mode at their email addresses.

Annexure – A**DECLARATION REGARDING COMPLIANCE BY BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL WITH THE COMPANY'S CODE OF CONDUCT**

This is to confirm that the Company has adopted a Code of Conduct for its employees including the Managing Director and Executive Directors. In addition, the Company has adopted a Code of Conduct for its Non-Executive Directors and Independent Directors. These Codes are available on the Company's website.

I confirm that the Company has in respect of the year ended March 31, 2023, received from the Senior Management Team of the Company and the Members of the Board a declaration of compliance with the Code of Conduct as applicable to them.

Date: 10.08.2023

Place: New Delhi

(Sanjay Aggarwal)

Chairman & CEO

DIN : 00001788

CHIEF EXECUTIVE OFFICER (CEO) & CHIEF FINANCIAL OFFICER (CFO) CERTIFICATION

Dear Sirs,

We the undersigned, in our respective capacities as Chief Executive Officer (CEO) and Chief Financial Officer (CFO) of Paramount Communications Limited (“the Company”) to the best of our knowledge and belief, certify that:

- a. We have reviewed the Audited Financial Statements and the Cash Flow Statement of the Company for the quarter and year ended on 31st March, 2023 and that to the best of our knowledge and belief:
 - i. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - ii. these statements together present a true and fair view of the Company’s affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- b. there are, to the best of our knowledge and belief, no transactions entered into by the Company during the said year, which are fraudulent, illegal or violative of the Company’s ‘Code of Conduct for Directors and Key Managerial Personnel’.
- c. we accept the responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies (wherever applicable).
- d. we have indicated to the Auditors and the Audit Committee
 - i. significant changes in internal control over financial reporting during the year (wherever applicable);
 - ii. significant changes in accounting policies during the said period and that the same have been disclosed in the notes to the financial statements (wherever applicable); and
 - iii. instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company’s internal control system over financial reporting (wherever applicable).

Place: New Delhi
Date: 19.05.2023

(Sanjay Aggarwal)
Chairman & Chief Executive officer

(Shambhu Kumar Agarwal)
Chief Financial Officer

AUDITOR'S CERTIFICATE**Independent Auditors' Report on compliance with the conditions of Corporate Governance**

[As per provisions of Chapter IV of Securities and Exchange Board of India
(Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended]

**TO
THE MEMBERS OF
PARAMOUNT COMMUNICATIONS LIMITED**

1. We have examined the compliance of conditions of Corporate Governance Report prepared by Paramount Communications Limited (hereinafter 'the Company'), contains details as specified in regulations 17 to 27, clauses (b) to (i) of sub – regulation (2) of regulation 46 and para C, D, and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ('the Listing Regulations') ('Applicable criteria') for the year ended 31 March 2023 as required by the Company for annual submission to the Stock Exchange and to be sent to the shareholders of the company.

MANAGEMENT'S RESPONSIBILITY

2. The preparation of the Corporate Governance Report is the responsibility of the Management of the Company including the preparation and maintenance of all relevant supporting records and documents. This responsibility also includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Corporate Governance Report.
3. The Management along with the Board of Directors are also responsible for ensuring that the Company complies with the conditions of Corporate Governance as stipulated in the Listing Regulations, issued by the Securities and Exchange Board of India.

AUDITOR'S RESPONSIBILITY

4. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.
5. Pursuant to the requirements of the Listing Regulations, our responsibility is to provide a reasonable assurance in the form of an opinion whether; the Company has complied with the conditions of Corporate Governance as specified in the Listing Regulations referred to in paragraph 1 above.
6. We conducted our examination of the Corporate Governance Report in accordance with the Guidance Note on Reports or Certificates for Special Purposes (Revised 2016) and the Guidance Note on Certification of Corporate Governance, both issued by the Institute of Chartered Accountants of India ('ICAI'). The Guidance Note on Reports or Certificates for Special Purposes (Revised 2016) requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.
7. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.
8. The procedures selected depend on the auditor's judgment, including the assessment of the risks associated in compliance of the Corporate Governance Report with the applicable criteria. The procedures includes but not limited to verification of secretarial records and financial information of the Company and obtained necessary representations and declarations from directors including independent directors of the Company. The procedures also include examining evidence supporting the particulars in the Corporate Governance Report on a test basis. Further, our scope of work under this report did not involve us performing audit tests for the purposes of expressing an opinion on the fairness or accuracy of any of the financial information or the financial statements of the Company taken as a whole.

OPINION

9. In our opinion and to the best of information and according to the information and explanations given to us, we are of the opinion that the Company has complied with the conditions of Corporate Governance as specified in the Listing Regulations, as applicable for the year ended 31 March 2023.
10. We state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

OTHER MATTERS AND RESTRICTIONS ON USE

11. This report is addressed to and provided to the members of the Company solely for the purpose of enabling it to comply with its obligations under the Listing Regulations with reference to compliance with the relevant regulations of Corporate Governance and should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care or for any other purpose or to any other party to whom it is shown or into whose hands it may come without our prior consent in writing. We have no responsibility to update this report for events and circumstances occurring after the date of this report.

For **P.Bholusaria & Co.**
Chartered Accountants
Firm Reg. No. 000468N

(Pawan Bholusaria)
Partner

M.No. 080691

UDIN: 23080691B4WMRJ5384

Place: New Delhi
Dated: 10.08.2023

Annexure C
CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI
 (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,
The Members of
PARAMOUNT COMMUNICATIONS LIMITED
 KH-433, Maulsari Avenue, Westend Greens,
 Rangpuri, Mahipalpur, New Delhi -110037

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of M/s **Paramount Communications Limited** having **CIN: L74899DL1994PLC061295** and having registered office at KH-433, Maulsari Avenue, Westend Greens, Rangpuri, Mahipalpur, New Delhi -110037 (hereinafter referred to as 'the Company'), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2023 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

Sr. No.	Name of Director	DIN	Designation	Date of appointment in Company
1	Mr. Sanjay Aggarwal	00001788	Wholetime Director	01-11-1994
2	Mr. Vijay Bhushan	00002421	Director	22-07-2000
3	Mr. Sandeep Aggarwal	00002646	Managing Director	01-11-1994
4	Mr. Vijay Maheshwari	00216687	Director	01-04-2019
5	Ms. Malini Gupta	03464410	Director	30-01-2015
6	Ms. Praveena Kala	08765830	Director	14-07-2020

Disclaimer:

Ensuring the eligibility of for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. My responsibility is to express an opinion on these based on my verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

NITIN GUPTA

Company Secretary in whole time practice

UDIN: F012404E000753199

Membership No.: F12404

C. P. No.: 14087

Place: New Delhi

Date: 07-08-2023

Independent Auditors' Report

To

The Members of

PARAMOUNT COMMUNICATIONS LIMITED

REPORT ON THE STANDALONE FINANCIAL STATEMENTS

Opinion

We have audited the accompanying standalone financial statement of **PARAMOUNT COMMUNICATIONS LIMITED** ("the Company"), which comprise the Standalone Balance Sheet as at March 31, 2023, the Standalone Statement of Profit and Loss (including Other Comprehensive Income), the Standalone Statement of Changes in Equity and the Standalone Cash Flow Statement for the year then ended and a summary of significant accounting policies and other explanatory information (hereinafter referred to as the Standalone Financial Statements).

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2023, and its profit, total comprehensive income, its cash flows and the changes in equity for the year ended on that date.

Basis of Opinion

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Standalone financial statements section of our report. We are independent of the Company in accordance with Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Companies Act, 2013 and the Rule thereunder, and we have fulfilled our ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis of our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report

Description of Key Audit Matter	How our audit addressed the key audit matter
Provision of Doubtful Debts	<ol style="list-style-type: none"> We Obtain a detailed age analysis of the year end of debtors and test the analysis for a selection of the balances; Obtain an analysis of the provision for doubtful debts; Scrutinize the analysis and identify those debts which appear doubtful; Discuss with management their reasons, if any of these debts are not included in the provision for bad debts; Perform further testing where any disputes exists; Reach a final conclusion regarding the adequacy of the bad debts provision
Accuracy of Recognition, Measurement, Presentation and Disclosure of Revenue	We assessed the company's process to identify the impact of the new revenue accounting standard.
Impairment of Assets	We perform the analytical procedure to assess the impairment loss and review the market value for impairment loss as per IND AS 36.

Information Other than the Standalone financial statements and Auditor's Report Thereon

The Company's Board of Directors are responsible for the other information. The other information comprises the information included in the Annual report, but does not include the standalone financial statements and our auditor's report thereon. The Annual Report is expected to be made available to us after the date of this Auditors' Report. Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors is also responsible for overseeing the Company's financial reporting process.

Auditors' Responsibility

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the standalone financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the standalone financial statements

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements for the financial year ended March 31, 2023 and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure 'A' a statement on the matters specified in the paragraph 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143 (3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - (c) The Standalone Balance Sheet, the Standalone Statement of Profit and Loss including Other Comprehensive Income, the Standalone Statement of Change in Equity and the Standalone Cash Flow Statement dealt with by this Report are in agreement with the books of account;
 - (d) In our opinion, the aforesaid standalone financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2015;
 - (e) On the basis of the written representations received from the directors as on March 31, 2023 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2023 from being appointed as a director in terms of Section 164 (2) of the Act.
 - (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to Annexure 'B'. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
 - (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigations as at 31st March, 2023 on its financial position in its standalone financial statements – Refer Note No 45.
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any foreseeable losses during the year ended 31st March, 2023.
 - iii. There were no amounts, which were required to be transferred, to the Investor Education and Protection Fund by the Company during the year ended on 31st March, 2023.
 - iv. a) The management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding,

- whether recorded in writing or otherwise, that the Intermediary shall whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever or on the behalf of company (“Ultimate Beneficiaries”) or provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
- b) The management has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any persons or entities, including foreign entities (“Funding Parties”), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (“Ultimate Beneficiaries”) or provide any guarantee, security or the like from or on behalf of the Ultimate Beneficiaries; and
- c) Based on such audit procedures as considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material mis-statement
- v. The company has neither proposed nor declared any dividend during the year.
- (h) The managerial remuneration for the year ended 31st March, 2023 has been paid/ provided for by the Company to its directors in accordance with the provisions of Section 197 read with Schedule V to the Act.
- (i) Proviso to rule 3(1) of the Companies (Accounts) Rules, 2014 for maintaining books of accounts using accounting software which has a feature of recording audit trail (edit log) facility is applicable to the company with effect from 01.04.2023, and accordingly, reporting under Rule 11(g) of Companies (Audit and Auditors) Rules, 2014 is not applicable for the financial year ended 31st March, 2023.

For **P. BHOLUSARIA & CO.**
CHARTERED ACCOUNTANTS
Firm Registration No: 000468N

Pawan Bholusaria

Partner

M.No.080691

UDIN: 23080691BGWMQD2435

Place: New Delhi

Date: 19.05.2023

Annexure 'A' To Independent Auditors' Report

(Annexure referred to in our report of even date to the members of **Paramount Communications Limited** on the accounts for the year ended March 31, 2023)

- i. (a) (A) The Company is maintaining proper records showing full particulars, including quantitative details and situation, of Property, Plant & Equipment and relevant details of right of use assets.
- (B) The company has maintained proper records showing full particulars of intangible assets.
- (b) The Property, Plant and Equipment were physically verified during the year by the Management in accordance with a regular programme of verification which, in our opinion, provides for physical verification of all the Property, Plant & Equipment and right of use assets at reasonable intervals. According to the information and explanation given to us, no material discrepancies were noticed on such verification.
- (c) The title deeds of immovable properties (other than properties where the company is the lessee and the lease agreement are duly executed in favour of the lessee), as disclosed in the financial statements included under Property, Plant & Equipment are held in the name of company as at the balance sheet date, except for one free hold land having gross block and net block of ₹6,04,17,500/-, which is yet to be registered transferred in the name of company. The same is held in the name of erstwhile partnership firm Paramount Cable Corporation.
- In respect of immovable property being Leasehold Land, as shown in Note 6 – Right of Use Assets, the lease deed is in the name of the Company.
- (d) The company has not revalued any of its Property, Plant and Equipment (including right of use assets) and intangible assets during the year.
- (e) According to the information and explanation given to us, there are no proceedings initiated or are pending against the Company for holding any Benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder.
- ii. (a) The physical verification of inventory (excluding stocks with third parties) has been conducted at reasonable intervals by the Management during the year. In respect of inventory lying with third parties, these have substantially been confirmed by them. The discrepancies noticed on physical verification of inventory as compared to book records were not material and has been properly dealt with in the books of accounts.
- (b) No working capital limit has been sanctioned and availed by the Company. Hence, the reporting requirement of para 3(ii)(b) of the order is not applicable to the Company.
- iii. According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not granted any loans, secured or unsecured, nor made any investments, provided guarantee or security or granted any advances in the nature of loans, secured or unsecured, to companies, firms, limited liability partnerships or any other parties during the year.
- Since the company has not granted any loans, secured or unsecured, nor made any investments, provided guarantee or security or granted any advances in the nature of loans, secured or unsecured, to companies, firms, limited liability partnerships or any other parties during the year, the reporting requirement of para 3(iii)(a) to 3(iii)(f) of the order are not applicable. The company has however made investment in mutual funds during the year and the yearend balance of investment in mutual funds was ₹ 1,002.02 Lacs.
- iv. According to the information and explanations given to us and on the basis of our examination of the records, the Company has not given any loans, or provided any guarantee or security as specified under Section 185 of the Companies Act, 2013 and the Company has not provided any guarantee or given any loan as specified under Section 186 of the Companies Act, 2013. Further, the Company has complied with the provisions of Section 186 of the Companies Act, 2013 in respect of investments made.
- v. The Company has neither accepted any deposits from the public nor accepted any amount which are deemed to be deposits within the meaning of Sections 73 to 76 of the Act and the rules made thereunder, to the extent applicable. Accordingly, the requirement to report on clause 3(v) of the Order is not applicable to the Company.
- vi. Pursuant to the rules made by the Central Government of India, the Company is required to maintain cost records as

specified under Section 148(1) of the Act in respect of its products. We have broadly reviewed the same, and are of the opinion that, prima facie, the prescribed accounts and records have been made and maintained. We have not, however, made a detailed examination of the records with a view to determine whether they are accurate or complete.

- vii. a) According to the records of the Company and information and explanations given to us and the records of the Company examined by us, the Company has been generally regular in depositing the undisputed statutory dues including provident fund, employees state insurance, income tax, Investor education and protection fund, customs duty, cess, goods and service

tax and other material statutory dues applicable to it with the appropriate authorities.

There were no undisputed amounts payable in respect of provident fund, employees state insurance, income tax, Investor education and protection fund, customs duty, cess, goods and service tax and other material statutory dues in arrears as at 31st March 2023 for a period of more than six months from the date they became payable.

- b) According to the information and explanations given to us and according to the records of the Company examined by us, the particular of statutory dues which have not been deposited as at 31st March 2023 on account of pending disputes are as follows:

Name of the Statute	Name of the Due	Amount ₹ in Lacs	Period to which the amount relates	Forum where dispute is pending
Customs Act	Customs Duty	13.13	F.Y. 2005-06 & 2006-07	CESTAT
Service Tax Act	Service Tax	24.58	F.Y. 2008-09 & 2009-10	Commissioner Appeals – CBIC

- viii. There were no transactions relating to previously unrecorded income that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961). Hence, the para 3(viii) of the order is not applicable to the Company.

- f) On the basis of books and records examined by us and as explained to us, the Company has not raised any loan during the year on the pledge of securities held in its subsidiary.

- ix. a) In our opinion and according to the information and explanations given to us, during the year the company has not defaulted in repayment of loan or other borrowing or in the payment of interest thereon to any lender.

- x. a) The Company has not raised any money by way of initial public offer or further public offer (including debt instruments). Hence, the para 3(x)(a) of the order is not applicable to the Company.

- b) The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.

- b) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has made preferential allotment of share warrants convertible into equivalent number of equity shares during the year. The company has utilised the funds raised by way of preferential allotment for the purpose for which they were raised. Unutilised amount of ₹ 529.45 Lacs was kept issue monitoring account with scheduled bank (₹ 29.45 Lacs) and temporarily deployed in mutual funds (₹ 500.00 Lacs) as at the year end.

- c) According to the records of the Company examined by us and the information and explanation given to us terms loans taken by the company were applied for the purpose for which the loan were obtained.

- d) On an overall examination of the standalone financial statements of the Company, no funds raised on short-term basis have been used for long-term purposes by the Company.

- xi. a) In our opinion and according to the information and explanation given to us, no fraud by the company or on the Company has been noticed or reported during the course of our audit.

- e) On the basis of books and records examined by us, the Company has not taken any funds from any entity or person on account of or to meet the obligation of its subsidiary. The Company does not have any associate or joint venture.

- b) During the year no report under sub-section 12 of section 143 of the Act has been filed in Form ADT-4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.

- c) No whistle blower complaints were received by the Company during the year. Hence, the reporting para 3(xi)(c) of the order is not applicable to the Company.
- xii. In our opinion and according to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, paragraph 3(xii) of the order is not applicable.
- xiii. According to the information and explanations given to us and based on or examinations of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transaction have been disclosed in the standalone financial statements as required by the applicable accounting standards.
- xiv. a) In our opinion the company has an adequate internal audit system commensurate with the size and the nature of its business.
- b) We have considered, the internal audit reports for the year under audit, issued to the company during the year and till date, in determining the nature, timing and extent of our audit procedures.
- xv. According to the information and explanations given to us and based on our examination of the record of the Company, the Company has not entered into non-cash transactions with directors or persons connected with its director. Accordingly, paragraph 3(xv) of the order is not applicable.
- xvi. According to the information and explanations given to us, the Company is not required to be registered under section 45-IA of the Reserve Bank of India, 1934. Hence reporting under clause 3(xvi)(a) to clause 3(xvi)(c) of the order is not applicable. In our opinion there is no Core Investment Company (CIC) within the group (as defined in the regulations made by the Reserve Bank of India) and accordingly, clause 3(xvi)(d) of the Order is not applicable.
- xvii. The Company has not incurred cash losses in the current year and in the immediately preceding financial year.
- xviii. There has been no resignation of the statutory auditor during the year. Hence, the reporting para 3(xviii) of the order is not applicable to the Company.
- xix. On the basis of financial ratios disclosed in Note 52 to the standalone financial statements, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and Management plans and based on our examination of evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date to the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company and when they fall due.
- xx. In our opinion and according to the information and explanations given to us, the Company is not required to incur any amount under Corporate Social Responsibility (CSR) as per the provisions of Section 135 of the Companies Act, 2013, hence, the reporting clause 3(xx) of the order is not applicable to the Company.

For **P. BHOLUSARIA & CO.**
CHARTERED ACCOUNTANTS
Firm Registration No: 000468N

Pawan Bholusaria

Partner

M.No.080691

Place: New Delhi

Date: 19.05.2023

Annexure ‘B’ To Independent Auditors’ Report

Annexure referred to in our report of even date to the members of **Paramount Communications Limited** on the accounts for the year ended 31st March, 2023.

REPORT ON THE INTERNAL FINANCIAL CONTROLS UNDER CLAUSE (I) OF SUB-SECTION 3 OF SECTION 143 OF THE COMPANIES ACT, 2013 (“THE ACT”)

We have audited the internal financial controls over financial reporting of **Paramount Communications Limited** (“the Company”) as of 31st March, 2023 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

MANAGEMENT’S RESPONSIBILITY FOR INTERNAL FINANCIAL CONTROLS

The Company’s management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company and the components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to Company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

AUDITORS’ RESPONSIBILITY

Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial controls system over financial reporting.

MEANING OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING

A Company’s internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of standalone financial statements for external purposes in accordance with generally accepted accounting principles. A Company’s internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of standalone financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company’s assets that could have a material effect on the financial statements.

INHERENT LIMITATIONS OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected.

Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

OPINION

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March, 2023, based on the internal control over financial reporting criteria established

by the Company and the components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the ICAI.

For **P. BHOLUSARIA & CO.**
CHARTERED ACCOUNTANTS
Firm Registration No: 000468N

Place: New Delhi
Date: 19.05.2023

Pawan Bholusaria
Partner
M.No.080691

Standalone Balance Sheet

 as at 31st March 2023

Particulars	Note No.	(₹ in Lacs)	
		As at 31 st March 2023	As at 31 st March 2022
I. ASSETS			
1 Non-current assets			
(a) Property, Plant and Equipment	5	9,763.90	9,577.11
(b) Right of use assets	6	2,890.92	3,817.36
(c) Intangible assets	7	108.68	151.01
(d) Financial Assets			
(i) Investments	8	0.00	0.00
(ii) Loans	9	3.27	1.99
(iii) Other Financial Assets	10	977.22	1,446.06
(e) Other non-current assets	11	102.40	46.16
		13,846.39	15,039.69
2 Current assets			
(a) Inventories	12	11,309.64	11,460.92
(b) Financial Assets			
(i) Investments	13	1,002.02	-
(ii) Trade Receivables	14	16,876.92	17,361.02
(iii) Cash and cash equivalents	15	1,797.41	138.68
(iv) Bank Balances other than (iii) above	16	1,220.18	1,271.93
(v) Loans	17	43.16	21.90
(vi) Other Current Financial Assets	18	292.89	345.14
(c) Current Tax Assets (net)	19	184.70	408.90
(d) Other current assets	20	3,817.70	2,050.68
		36,544.62	33,059.17
Total Assets		50,391.01	48,098.86
II. EQUITY AND LIABILITIES			
1 Equity			
(a) Equity Share Capital	21	3,883.68	3,883.68
(b) Other Equity	22	25,624.50	16,290.57
		29,508.18	20,174.25
2 Liabilities			
(i) Non-current liabilities			
(a) Financial Liabilities			
(i) Borrowings	23	11,231.96	15,733.55
(ii) Lease Liabilities	24	225.85	1,027.62
(b) Provisions	25	59.83	105.12
		11,517.64	16,866.29
(ii) Current liabilities			
(a) Financial Liabilities			
(i) Borrowings	26	4,557.56	1,740.53
(ii) Lease Liabilities	27	8.12	165.98
(iii) Trade payables	28		
- Total outstanding dues of Micro and Small Enterprises		733.75	271.17
- Total outstanding dues of creditors other than Micro and Small Enterprises		3,247.74	8,079.26
(iv) Other Financial Liabilities	29	435.81	436.18
(b) Other current liabilities	30	373.79	282.70
(c) Provisions	31	8.42	82.50
		9,365.19	11,058.32
Total Equity and Liabilities		50,391.01	48,098.86
III. Notes forming part of the Standalone Financial Statements	1 to 53		

As per our Report of even date attached

For P. Bholusaria & Co.
Chartered Accountants

Firm Registration No. : 000468N

Pawan Bholusaria
Partner (M.No.: 080691)

 Place : New Delhi
 Date: 19.05.2023

For and on behalf of the Board

(Sanjay Aggarwal)

 Chairman & CEO
 DIN No: 00001788

(S K Agarwal)

 Chief Financial Officer
 Mem No: 053595

(Sandeep Aggarwal)

 Managing Director
 DIN No: 00002646

(Rashi Goel)

 Company Secretary
 Mem No: FCS 9577

Standalone Statement of Profit and Loss

for the year ended 31st March 2023

(₹ in Lacs)

Particulars	Note No.	For the year ended 31 st March 2023	For the year ended 31 st March 2022
Revenue :			
I. Revenue from operations	32	79,646.65	58,093.61
II. Other income	33	1,625.32	374.33
III. Total Income (I + II)		81,271.97	58,467.94
IV. Expenses:			
Cost of material consumed	34	58,611.78	45,927.49
Change in Inventories of finished goods, work-in-progress and scrap	35	(265.19)	(570.27)
Employee benefits expenses	36	2,149.26	2,294.10
Finance costs	37	717.68	640.88
Depreciation and amortization Expenses	38	925.80	954.46
Other Expenses	39	14,355.89	8,400.76
Total Expenses (IV)		76,495.22	57,647.42
V. Profit Before exceptional items and Tax (III - IV)		4,776.75	820.52
VI. Exceptional items		-	-
VII. Profit before tax (V - VI)		4,776.75	820.52
VIII. Tax expense:			
Current tax		-	-
Deferred tax		-	-
Total Tax Expense (VIII)		-	-
IX Profit for the year (VII - VIII)		4,776.75	820.52
X Comprehensive Income			
Other Comprehensive Income			
Items that will not be reclassified to profit and loss			
Re-measurement gains/ (losses) on defined benefit plans		35.49	58.56
Income tax effect on above		-	-
		35.49	58.56
XI Total Comprehensive Income for the year (IX +X) (Comprehensive profit and other comprehensive income for the year)		4,812.24	879.08
XII. Earnings Per Equity Share:	49		
(1) Basic		2.40	0.42
(2) Diluted		2.40	0.42

Notes forming part of the Standalone Financial Statements

1 to 53

As per our Report of even date attached

For P. Bholusaria & Co.

Chartered Accountants

Firm Registration No. : 000468N

Pawan Bholusaria

Partner (M.No.: 080691)

Place : New Delhi

Date: 19.05.2023

For and on behalf of the Board

(Sanjay Aggarwal)

Chairman & CEO

DIN No: 00001788

(S K Aggarwal)

Chief Financial Officer

Mem No: 053595

(Sandeep Aggarwal)

Managing Director

DIN No: 00002646

(Rashi Goel)

Company Secretary

Mem No: FCS 9577

Standalone Statement of Cash Flows

 for the year ended 31st March 2023

(₹ in Lacs)

Particulars	For the year ended 31 st March 2023	For the year ended 31 st March 2022
(A) CASH FLOWS FROM OPERATING ACTIVITIES		
Net Profit before taxation	4,776.75	820.52
Adjustment for :		
Depreciation and amortization expenses	925.80	954.46
Interest Expenses/ Finance Cost	626.86	535.02
Interest on lease liability & on fair valuation of Security Deposit	90.82	105.87
Reversal of rent lease liability	(185.55)	(266.67)
Unrealised Exchange Gain/(Loss)	43.31	50.25
Net Gain on Fair Valuation of Current Investment	(2.02)	-
Profit on sales of Investment	(1.11)	-
Loss / (Profit) on sale of assets(net)	7.48	-
Interest Income	(149.60)	(201.25)
Net Gain on Derivatives	(17.09)	-
Lease Liability Written Back	(245.96)	-
Provision for Doubtful debts/ Written back	71.47	-
	1,164.41	1,177.68
Operating Profit before working capital changes	5,941.16	1,998.20
Adjustment for :		
Decrease / (Increase) in Trade Receivables	440.79	(690.67)
Decrease / (Increase) in Loans & Advances	(22.53)	1.43
Decrease / (Increase) in Inventories	151.28	(1,440.60)
Decrease / (Increase) in Other financial and non financial Assets	(1,289.97)	(154.32)
(Decrease) / Increase in Trade Payables	(4,368.94)	1,624.43
(Decrease) / Increase in Other Liabilities & Provisions	33.57	125.47
	(5,055.80)	(534.26)
Cash generated from operation	885.36	1,463.94
Exceptional items	-	-
Income Tax Refund (net)	224.20	0.48
NET CASH FROM OPERATING ACTIVITIES	1,109.56	1,464.42
(B) CASH FLOWS FROM INVESTING ACTIVITIES		
Purchase of Property, plant and equipment including Capital work In Progress	(894.72)	(286.51)
Sale proceeds from Property, plant and equipment	50.39	-
Interest Received	208.85	179.39
Sale of Investments (Mutual Fund)	801.11	-
Purchase of Investments (Mutual Fund)	(1,800.00)	-
	(1,634.37)	(107.12)
NET CASH FROM INVESTING ACTIVITIES	(1,634.37)	(107.12)

Standalone Statement of Cash Flows

for the year ended 31st March 2023

(₹ in Lacs)

Particulars	For the year ended 31 st March 2023	For the year ended 31 st March 2022
(C) CASH FLOWS FROM FINANCING ACTIVITIES		
Interest Expenses/ Finance Cost	(653.60)	(535.02)
Increase/(Decrease) in Borrowings from banks / ARC /NBFC	(1,654.55)	(1,440.20)
Loan From Directors	(30.00)	30.00
Proceeds from Issue of Convertible Equity share warrants	4,521.69	-
	2,183.54	(1,945.22)
NET CASH FROM FINANCING ACTIVITIES	2,183.54	(1,945.22)
NET INCREASE/(DECREASE) IN CASH & CASH EQUIVALENTS (A+B+C)	1,658.73	(587.92)
CASH AND CASH EQUIVALENTS AT BEGINNING OF THE YEAR	138.68	726.60
CASH AND CASH EQUIVALENTS AT END OF THE YEAR	1,797.41	138.68
NET INCREASE/(DECREASE) IN CASH & CASH EQUIVALENTS	1,658.73	(587.92)

Reconciliation of Borrowings (Current & Non- Current)

(₹ in Lacs)

Particulars	Borrowings (Current & Non- Current)	Borrowings (Current & Non- Current)
	As at 31.03.2023	As at 31.03.2022
Opening balance	17,474.08	18,884.28
Proceeds	58.50	66.00
Repayments	1,743.06	1,476.20
Closing balance	15,789.52	17,474.08

Note:

- Cash Flow Statement has been prepared under indirect method as set out in IND AS-7 (Statement of Cash Flows)
- Figures in brackets represent outflow of cash.

Notes forming part of the Standalone Financial Statements 1 to 53

As per our Report of even date attached

For P. Bholusaria & Co.
Chartered Accountants
Firm Registration No. : 000468N

Pawan Bholusaria
Partner (M.No.: 080691)

Place : New Delhi
Date: 19.05.2023

For and on behalf of the Board

(Sanjay Aggarwal)
Chairman & CEO
DIN No: 00001788

(S K Aggarwal)
Chief Financial Officer
Mem No: 053595

(Sandeep Aggarwal)
Managing Director
DIN No: 00002646

(Rashi Goel)
Company Secretary
Mem No: FCS 9577

Standalone Statement of Changes in Equity

for the year ended 31st March 2023

A. EQUITY SHARE CAPITAL

Particulars	₹ in Lacs	
	Balance as at April 1, 2021	As at 31st March 2022
Equity share capital	3,883.68	3,883.68
	Changes in equity share capital during the year 2021-22	Changes in equity share capital during the year 2022-23
	-	-
	Balance as at March 31, 2022	3,883.68

B. OTHER EQUITY

Particulars	₹ in Lacs				Total
	Equity component of convertible instruments	Reserve and Surplus		items of Other comprehensive Income items that will not be classified to profit and loss	
		Capital Reserve	Securities Premium		
Balance as at March 31, 2021	-	18,449.64	254.03	(3,299.80)	15,411.49
Total Income for the year 2021-22	-	-	-	820.52	820.52
Addition during the year	-	-	-	-	-
Re-measurement of net defined benefit Plans	-	-	-	58.56	58.56
Balance as at March 31, 2022	-	18,449.64	254.03	(2,479.28)	16,290.57
Total Income for the year 2022-23	4,521.69	-	-	4,776.75	4,776.75
Addition during the year	-	-	-	-	4,521.69
Re-measurement of net defined benefit Plans	-	-	-	35.49	35.49
As at 31st March 2023	4,521.69	18,449.64	254.03	2,297.47	25,624.50

Notes forming part of the Standalone Financial Statements 1 to 53

As per our Report of even date attached

For P. Bholusaria & Co.
Chartered Accountants
Firm Registration No.: 000468N

Pawan Bholusaria
Partner (M.No.: 080691)

Place : New Delhi
Date: 19.05.2023

For and on behalf of the Board

(Sanjay Aggarwal)
Chairman & CEO
DIN No: 00001788

(S K Aggarwal)
Chief Financial Officer
Mem No: 053595

(Sandeep Aggarwal)
Managing Director
DIN No: 00002646

(Rashi Goel)
Company Secretary
Mem No: FCS9577

Notes to the Standalone Financial Statements

for the year ended 31st March 2023

1. CORPORATE AND GENERAL INFORMATION

Paramount Communications Limited (“PCL”) or (“the Company”) is a public limited company domiciled in India and incorporated under the provisions of Companies Act, 1956. The registered office of the company is situated at KH-433, Maulsari Avenue, Westend Greens, Rangpuri, New Delhi-110037. The Company is engaged in manufacturing business of Wires and Cables comprising of power cables, telecom cables, railway cables and specialised cables. The manufacturing facilities of the company are situated at Khushkhera, Rajasthan and Dharuhera, Haryana.

The Equity shares of the company are listed at National Stock Exchange and Bombay stock Exchange.

2. STATEMENT OF COMPLIANCE & BASIS OF PREPARATION

The standalone financial statements have been prepared in accordance with the Indian Accounting Standards (Ind AS) notified under Companies (Indian Accounting Standards) Rule 2015

The significant accounting policies used in preparing the financial statements are set out in Note no.3 of the Notes to the Financial Statements.

The preparation of the financial statements requires management to make estimates and assumptions. Actual results could vary from these estimates. The estimates and underlying assumptions are reviewed on an on-going basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised if the revision effects only that period or in the period of the revision and future periods if the revision affects both current and future years (refer Note no.4 on critical accounting estimates, assumptions and judgements).

3. SIGNIFICANT ACCOUNTING POLICIES

3.1 Basis of Measurement

The financial statements have been prepared on accrual basis and under the historical cost convention except following which have been measured at fair value:

- Certain financial assets and liabilities carried at fair value or amortised cost,
- defined benefit plans – plan assets measured at fair value,

The standalone financial statements are presented in Indian Rupees, which is the Company’s functional and presentation currency and all amounts are rounded to the nearest lacs.

3.2 Property, Plant and Equipment

- Property, Plant and Equipment are carried at cost less accumulated depreciation and accumulated impairment losses, if any. Cost includes expenditure that is directly attributable to the acquisition of the items.
- Assets are depreciated to the residual values on a straight-line basis over the estimated useful lives based on technical estimates. Assets residual values and useful lives are reviewed at each financial year end considering the physical condition of the assets and benchmarking analysis or whenever there are indicators for review of residual value and useful life. Freehold land is not depreciated. Estimated useful lives of the assets are as follows:

Category of Assets	Years
Class of Property, Plant & Equipment	
-Building	30-60
-Plant and Equipment	15-25
-Electric Installation	10
-Furniture and Fixtures	10
-Computer equipment	3
-Office equipment	5
-Vehicles	8
Class of Right to use assets	
-Leasehold Land	Over the lease period
-Leasehold Building	Over the lease period
Class of Intangible Assets	
-Software	5

The gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in the Statement of Profit and Loss on the date of disposal or retirement.

Notes to the Standalone Financial Statements

for the year ended 31st March 2023

3.3 Intangible Assets

Identifiable intangible assets are recognised:

- a) when the Company controls the asset,
- b) it is probable that future economic benefits attributed to the asset will flow to the Company
- c) the cost of the asset can be reliably measured.

Computer software's are capitalised at the amounts paid to acquire the respective license for use and are amortised over the period of license, generally not exceeding five years on straight line basis. The assets' useful lives are reviewed at each financial year end.

3.4 Impairment of non-current assets

An asset is considered as impaired when at the date of Balance Sheet there are indications of impairment and the carrying amount of the asset, or where applicable the cash generating unit to which the asset belongs exceeds its recoverable amount (i.e. the higher of the net asset selling price and value in use). The carrying amount is reduced to the recoverable amount and the reduction is recognized as an impairment loss in the Statement of Profit and Loss. The impairment loss recognized in the prior accounting period is reversed if there has been a change in the estimate of recoverable amount. Post impairment, depreciation is provided on the revised carrying value of the impaired asset over its remaining useful life.

3.5 Cash and cash equivalents

Cash and cash equivalents includes Cash on hand and at bank and other short-term highly liquid investments with original maturities of three months or less that are readily convertible to a known amount of cash and are subject to an insignificant risk of changes in value and are held for the purpose of meeting short-term cash commitments.

For the purpose of the Statement of Cash Flows, cash and cash equivalents consists of cash and short term deposits, as defined above, net of outstanding bank overdraft as they are considered an integral part of the Company's cash management.

3.6 Inventories

Inventories are valued at the lower of cost and net realizable value except scrap, which is valued at net realizable value. Net realisable value is the estimated selling price in the ordinary

course of business, less estimated costs of completion and the estimated costs necessary to make the sale. The cost of inventories comprises of cost of purchase, cost of conversion and other costs incurred in bringing the inventories to their respective present location and condition. Cost is computed on the weighted average basis.

3.7 Employee benefits

- a) Short term employee benefits are recognized as an expense in the Statement of Profit and Loss of the year in which the related services are rendered.
- b) Leave encashment being a short term benefit is accounted for using the Projected Unit Credit Method, on the basis of actuarial valuations carried out by third party actuaries at each Balance Sheet date. Actuarial gains and losses arising from experience adjustments and changes in actuarial assumptions are charged or credited to profit and loss in the period in which they arise.
- c) Contribution to Provident Fund, a defined contribution plan, is made in accordance with the statute, and is recognised as an expense in the year in which employees have rendered services.
- d) The cost of providing gratuity, a defined benefit plans, is determined using the Projected Unit Credit Method, on the basis of actuarial valuations carried out by third party actuaries at each Balance Sheet date. Actuarial gains and losses arising from experience adjustments and changes in actuarial assumptions are charged or credited to Other Comprehensive Income in the period in which they arise. Other costs are accounted in statement of profit and loss.

3.8 Foreign currency reinstatement and translation

(a) Functional and presentation currency

The financial statements have been presented in Indian Rupees (₹ rounded to lacs), which is the Company's functional and presentation currency.

(b) Transactions and balances

Transactions in foreign currencies are initially recorded by the Company at rates prevailing at the date of the transaction. Subsequently monetary items are translated at closing exchange rates of balance sheet

Notes to the Standalone Financial Statements

for the year ended 31st March 2023

date and the resulting exchange difference recognised in profit or loss. Differences arising on settlement of monetary items are also recognised in profit or loss.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the transaction. Non-monetary items carried at fair value that are denominated in foreign currencies are translated at the exchange rates prevailing at the date when the fair value was determined. Exchange component of the gain or loss arising on fair valuation of non-monetary items is recognised in line with the gain or loss of the item that gave rise to such exchange difference.

3.9 Financial instruments – initial recognition, subsequent measurement and impairment

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Financial Assets

Financial Assets are measured at amortised cost or fair value through Other Comprehensive Income or fair value through Profit or Loss, depending on its business model for managing those financial assets and liabilities and the assets and liabilities contractual cash flow characteristics.

Subsequent measurements of financial assets are dependent on initial categorisation. For impairment purposes significant financial assets are tested on an individual basis, other financial assets are assessed collectively in groups that share similar credit risk characteristics.

Trade receivables

A receivable is classified as a 'trade receivable' if it is in respect to the amount due from customers on account of goods sold or services rendered in the ordinary course of business. Trade receivables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, less provision for impairment. For some trade receivables the Company may obtain security in the form of guarantee, security deposit or letter of credit which can be called upon if the counterparty is in default under the terms of the agreement.

Impairment is made on the expected credit losses, which are the present value of the cash shortfalls over the expected

life of financial assets. The estimated impairment losses are recognised in a separate provision for impairment and the impairment losses are recognised in the Statement of Profit and Loss within other expenses.

Subsequent changes in assessment of impairment are recognised in provision for impairment and the change in impairment losses are recognised in the Statement of Profit and Loss within other expenses.

For foreign currency trade receivable, impairment is assessed after reinstatement at closing rates.

Individual receivables which are known to be uncollectible are written off by reducing the carrying amount of trade receivable and the amount of the loss is recognised in the Statement of Profit and Loss within other expenses.

Subsequent recoveries of amounts previously written off are credited to other Income

Investment in equity shares

Investment in equity securities are initially measured at fair value. Any subsequent fair value gain or loss is recognized through Profit or Loss if such investments in equity securities are held for trading purposes. The fair value gains or losses of all other equity securities are recognized in Other Comprehensive Income.

Derivative financial instruments

The Company uses derivative financial instruments, such as forward currency contracts and interest rate swaps to hedge its foreign currency risks and interest rate risks. Derivative financial instruments are initially recognised at fair value on the date a derivative contract is entered into and are subsequently re-measured at their fair value at the end of each period. The method of recognizing the resulting gain or loss depends on whether the derivative is designated as a hedging instrument, and if so, on the nature of the item being hedged. Any gains or losses arising from changes in the fair value of derivatives are taken directly to profit or loss.

Financial Liabilities

At initial recognition, all financial liabilities other than fair valued through profit and loss are recognised initially at fair value less transaction costs that are attributable to the issue of financial liability. Transaction costs of financial liability

Notes to the Standalone Financial Statements

for the year ended 31st March 2023

carried at fair value through profit or loss is expensed in profit or loss. However, borrowings, which is likely to be assigned or negotiated are initially measured at fair value through profit and loss account. Other borrowings are measured at amortised cost using the effective interest rate method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fee or costs that are an integral part of the Effective rate of interest (EIR). The EIR amortisation is included in finance costs in the Statement of Profit and Loss.

Trade and other payables

A payable is classified as 'trade payable' if it is in respect of the amount due on account of goods purchased or services received in the normal course of business. These amounts represent liabilities for goods and services provided to the Company prior to the end of financial year which are unpaid. Trade and other payables are presented as current liabilities unless payment is not due within 12 months after the reporting period. They are recognised initially at their fair value and subsequently measured at amortised cost using the effective interest method.

3.10 Borrowing costs

Borrowing costs specifically relating to the acquisition or construction of qualifying assets that necessarily takes a substantial period of time to get ready for its intended use are capitalized (net of income on temporarily deployment of funds) as part of the cost of such assets. Borrowing costs consist of interest and other costs that the Company incurs in connection with the borrowing of funds.

For general borrowing used for the purpose of obtaining a qualifying asset, the amount of borrowing costs eligible for capitalization is determined by applying a capitalization rate to the expenditures on that asset. The capitalization rate is the weighted average of the borrowing costs applicable to the borrowings of the Company that are outstanding during the period, other than borrowings made specifically for the purpose of obtaining a qualifying asset. The amount of borrowing costs capitalized during a period does not exceed the amount of borrowing cost incurred during that period.

All other borrowing costs are expensed in the period in which they occur.

3.11 Taxation

Income tax expense represents the sum of current and deferred tax. Tax is recognised in the Statement of Profit and Loss, except to the extent that it relates to items recognised directly in equity or other comprehensive income, in such cases the tax is also recognised directly in equity or in other comprehensive income. Any subsequent change in direct tax on items initially recognised in equity or other comprehensive income is also recognised in equity or other comprehensive income, such change could be for change in tax rate.

Current tax provision is computed for Income calculated after considering allowances and exemptions under the provisions of the applicable Income Tax Laws. Current tax assets and current tax liabilities are off set, and presented as net.

Deferred tax is recognised on differences between the carrying amounts of assets and liabilities in the Balance sheet and the corresponding tax bases used in the computation of taxable profit and are accounted for using the liability method. Deferred tax liabilities are generally recognised for all taxable temporary differences, and deferred tax assets are generally recognised for all deductible temporary differences, carry forward tax losses and allowances to the extent that it is probable that future taxable profits will be available against which those deductible temporary differences, carry forward tax losses and allowances can be utilised. Deferred tax assets and liabilities are measured at the applicable tax rates.

Deferred tax assets are only recognised to the extent that it is probable that future taxable profits will be available against which the temporary differences can be utilised.

Deferred tax assets and deferred tax liabilities are off set, and presented as net.

The carrying amount of deferred tax assets is reviewed at each balance sheet date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available against which the temporary differences can be utilised.

3.12 Revenue recognition and Other income

Sale of Goods

Revenue from contracts with customers is recognised when control of the goods or services are transferred to the customer. Generally, control is transferred upon shipment of

Notes to the Standalone Financial Statements

for the year ended 31st March 2023

goods to the customer or when the goods is made available to the customer, provided transfer of title to the customer occurs and the Company has not retained any significant risks of ownership or future obligations with respect to the goods shipped. Revenue is recognized at the fair value of consideration received or receivable and represents the net invoice value of goods supplied to third parties after deducting discounts, volume rebates and amounts collected on behalf of third parties (for example taxes and duties collected on behalf of the government) are recognized either on delivery or on transfer of significant risk and rewards of ownership of the goods as per IND AS 115.

Consideration is generally due upon satisfaction of performance obligations and a receivable is recognised when it becomes unconditional.

The Company is generally the principal as it typically controls the goods or services before transferring them to the customer. Revenue is inclusive of Material returned/ rejected is accounted for in the year of return/ rejection.

The Company does not adjust short-term advances received from the customer for the effects of significant financing component if it is expected at the contract inception that the promised good or service will be transferred to the customer within a period of one year.

Revenue from rendering of services is recognised over time by measuring the progress towards complete satisfaction of performance obligations at the reporting period.

Interest

Interest income is recognised on a time proportion basis taking into account the amount outstanding and the rate applicable.

3.13 Earnings per share

Basic earnings per share are calculated by dividing the net profit or loss for the year attributable to equity shareholders (after deducting preference dividends and attributable taxes) by the weighted average number of equity shares outstanding during the year. Partly paid equity shares are treated as a fraction of an equity share to the extent that they were entitled to participate in dividends relative to a fully paid equity share during the reporting year.

For the purpose of calculating diluted earnings per share, the net profit or loss for the year attributable to equity

shareholders and the weighted average number of shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares, if any.

3.14 Provisions and contingencies

Provisions

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. If the effect of the time value of money is material, provisions are discounted using equivalent period government securities interest rate. Unwinding of the discount is recognised in the Statement of Profit and Loss as a finance cost. Provisions are reviewed at each balance sheet date and are adjusted to reflect the current best estimate.

Contingencies

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made. Information on contingent liability is disclosed in the Notes to the Financial Statements. Contingent assets are not recognised. However, when the realisation of income is virtually certain, then the related asset is no longer a contingent asset, but it is recognised as an asset.

3.15 Lease

The Company, as a lessee, recognises a right-of-use asset and a lease liability for its leasing arrangements, if the contract conveys the right to control the use of an identified asset.

The contract conveys the right to control the use of an identified asset, if it involves the use of an identified asset and the Company has substantially all of the economic benefits from use of the asset and has right to direct the use of the identified asset. The cost of the right-of-use asset shall comprise of the amount of the initial measurement of the lease liability adjusted for any lease payments made at or before the commencement date plus any initial direct costs incurred. The right-of-use assets is subsequently measured at cost less

Notes to the Standalone Financial Statements

for the year ended 31st March 2023

any accumulated depreciation, accumulated impairment losses, if any and adjusted for any re-measurement of the lease liability. The right-of-use assets is depreciated using the straight-line method the commencement date over the shorter of lease term or useful life of right-of-use asset.

The Company measures the lease liability at the present value of the lease payments that are not paid at the commencement date of the lease. The lease payments are discounted using the interest rate implicit in the lease, if that rate can be readily determined. If that rate cannot be readily determined, the Company uses incremental borrowing rate.

The lease liability is subsequently remeasured by increasing the carrying amount to reflect interest on the lease liability, reducing the carrying amount to reflect the lease payments made and remeasuring the carrying amount to reflect any reassessment or lease modifications. The Company recognises the amount of the re-measurement of lease liability as an adjustment to the right-of-use asset. Where the carrying amount of the right-of-use asset is reduced to zero and there is a further reduction in the measurement of the lease liability, the Company recognises any remaining amount of the re-measurement in statement of profit and loss.

For short-term and low value leases, the Company recognises the lease payments as an operating expense on a straight-line basis over the lease term.

For a lease modification or termination, the lessee shall account for the remeasurement of lease liability by

- a) Decreasing the carrying amount of the right of use assets to reflect the partial or full termination for lease modification or lease termination. The lessee shall recognise any profit and loss on the partial or full termination of the lease in the statement of profit and loss account.
- b) Making a corresponding adjustment to the right of use assets for all other modifications.

3.16 Current /non-current classification

The Company presents assets and liabilities in statement of financial position based on current/non-current classification.

The Company has presented non-current assets and current assets before equity, non-current liabilities and current

liabilities in accordance with Schedule III, Division II of Companies Act, 2013 notified by MCA.

An asset is classified as current when it is:

- a) Expected to be realised or intended to be sold or consumed in normal operating cycle,
- b) Held primarily for the purpose of trading,
- c) Expected to be realised within twelve months after the reporting period, or
- d) Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is classified as current when:

- a) It is expected to be settled in normal operating cycle,
- b) It is held primarily for the purpose of trading,
- c) It is due to be settled within twelve months after the reporting period, or
- d) There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

All other liabilities are classified as non-current.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash or cash equivalents.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

3.17 Government Grant

Government Grant Government grants with a condition to purchase, construct or otherwise acquire long-term assets are initially measured based on grant receivable under the scheme. Such grants are recognised in the Statement of Profit and Loss on a systematic basis over the useful life of the asset. Amount of benefits receivable in excess of grant income accrued based on usage of the assets is accounted as Government grant received in advance. Changes in estimates are recognised prospectively over the remaining life of the assets.

Notes to the Standalone Financial Statements

for the year ended 31st March 2023

The company has option to present the government grant related to fixed assets by deducting the grant from the carrying value of the asset and to present the non-monetary grant at a nominal amount. The company has not availed this option in current financial year.

Grants from the government are recognised at their fair value where there is a reasonable assurance that the grant will be received and the company will comply with all attached condition.

Government revenue grants relating to income are deferred and recognised in the Statement of Profit and Loss over the period necessary to match them with the costs that they are intended to compensate.

3.18 Recent accounting pronouncements

Ministry of Corporate Affairs (“MCA”) notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standard) Rules as issued from time to time. On March 31, 2023, MCA amended the Companies (Indian Accounting Standard) Amendments Rules, 2023, as below:

Ind AS -1 Presentation of Financial Statements - This amendment requires the entities to disclose their material accounting policies rather than their significant accounting policies. The effective date of adoption of this amendment is annual periods beginning on or after April 1, 2023. The Company has evaluated the amendments and the impact of the amendment is insignificant in the standalone financial statements.

Ind AS - 8 Accounting Policies, Changes in Accounting Estimates and Errors - This amendment has introduced a definition of ‘Accounting Estimates’ and included amendments to Ind AS 8 to help entities distinguish changes in accounting policies from changes in accounting estimates. The effective date for adoption of this amendments is annual periods beginning on or after April 1, 2023. The Company has evaluated the amendments and there is no impact on its standalone financial statements.

Ind AS 12-Income Taxes-This amendment has narrowed the scope of initial recognition exemption so that it does not apply to transactions that give rise to equal and offsetting temporary differences. The effective date for adoption of this amendment is annual periods beginning on or after April 1,

2023.The Company has evaluated the amendment and there is no impact on its standalone financial statement.

4. CRITICAL ACCOUNTING ESTIMATES, ASSUMPTIONS AND JUDGEMENTS

In the process of applying the Company’s accounting policies, management has made the following estimates,assumptions and judgements, which have significant effect on the amounts recognised in the financial statement:

(a) Property, plant and equipment

External adviser and internal technical team assess the remaining useful lives and residual value of property, plant and equipment. Management believes that the assigned useful lives and residual value are reasonable, the estimates and assumptions made to determine their carrying value and related depreciation are critical to the Company’s financial position and performance.

(b) Income taxes

Management judgment is required for the calculation of provision for income taxes and deferred tax assets and liabilities. The Company reviews at each balance sheet date the carrying amount of deferred tax assets. The factors used in estimates may differ from actual outcome which could lead to significant adjustment to the amounts reported in the financial statements.

(c) Contingencies

Management judgement is required for estimating the possible outflow of resources, if any, in respect of contingencies/claim/litigations against the Company as it is not possible to predict the outcome of pending matters with accuracy.

(d) Allowance for uncollected accounts receivable and advances

Trade receivables do not carry any interest and are stated at their normal value as reduced by appropriate allowances for estimated irrecoverable amounts. Individual trade receivables are written off when management deems them not to be collectible.

Impairment is made on the expected credit losses, which are the present value of the cash shortfall over the expected life of the financial assets.

Notes to the Standalone Financial Statements

for the year ended 31st March 2023

(e) Fair valuation of Financial Assets and Liabilities

When the fair value of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques including the Discounted Cash Flow (DCF) model. The input to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair value. Judgements include consideration of input such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments.

(f) Defined Benefit Plan

The cost of the defined benefit plan and other post-employment benefits and the present value of such obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in future. These includes the determination of the discount rate, future salary increases, mortality rates and attrition rate. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

Notes to the Standalone Financial Statements

for the year ended 31st March 2023

5. PROPERTY, PLANT AND EQUIPMENT

Particulars	(₹ in Lacs)								Total
	Freehold Land	Buildings	Lease hold Building improvement	Plant and Equipment	Furniture and Fixture	Vehicles	Office Equipment		
Gross Block									
As at April 1, 2021	2,302.35	2,190.72	52.34	9,164.54	183.05	49.37	131.14	14,073.51	
Additions	-	-	-	178.09	1.02	38.15	18.12	235.38	
Disposals/Adjustments	-	-	-	-	-	-	-	-	
As at March 31, 2022	2,302.35	2,190.72	52.34	9,342.63	184.07	87.52	149.26	14,308.89	
Additions	-	-	88.76	708.54	12.47	73.62	11.33	894.72	
Disposals/Adjustments	-	-	(52.34)	(120.34)	-	(4.39)	-	(177.07)	
As at March 31, 2023	2,302.35	2,190.72	88.76	9,930.83	196.54	156.75	160.59	15,026.54	
Accumulated Depreciation									
As at April 1, 2021	-	430.45	46.46	3,333.88	155.60	27.38	75.64	4,069.41	
Depreciation charge for the year	-	86.32	-	544.85	6.10	4.49	20.61	662.37	
Impairment	-	-	-	-	-	-	-	-	
Disposals/Adjustments	-	-	-	-	-	-	-	-	
As at March 31, 2022	-	516.77	46.46	3,878.73	161.70	31.87	96.25	4,731.78	
Depreciation charge for the year	-	86.86	6.01	526.60	4.73	8.91	16.95	650.06	
Impairment	-	-	-	-	-	-	-	-	
Disposals/Adjustments	-	-	(52.34)	(62.69)	-	(4.17)	-	(119.20)	
As at March 31, 2023	-	603.63	0.13	4,342.64	166.43	36.61	113.20	5,262.64	
Net Carrying Amount									
As at March 31, 2022	2,302.35	1,673.95	5.88	5,463.90	22.37	55.65	53.01	9,577.11	
As at March 31, 2023	2,302.35	1,587.09	88.63	5,588.19	30.11	120.14	47.39	9,763.90	

Note:-

- 1) Property, plant and equipment is hypothecated for long term borrowings from Assets Reconstruction Company, banks and NBFC. (Refer note no. 23)
- 2) For disclosure of title deeds not held in the name of company refer note no 51 (i).

Notes to the Standalone Financial Statements

for the year ended 31st March 2023

6. RIGHT OF USE ASSETS

Particulars			(₹ in Lacs)
	Lease hold Land	Right of use assets (Lease Hold Building)	Total
As at April 1, 2021	2,797.82	1,698.62	4,496.44
Additions	-	-	-
Disposals/Adjustments	-	-	-
As at March 31, 2022	2,797.82	1,698.62	4,496.44
Additions	-	235.25	235.25
Disposals/Adjustments	-	(1,698.63)	(1,698.63)
As at March 31, 2023	2,797.82	235.24	3,033.06
Accumulated Depreciation			
As at April 1, 2021	69.46	379.52	448.98
Depreciation charge for the year	34.68	195.42	230.10
Impairment	-	-	-
Disposals/Adjustments	-	-	-
As at March 31, 2022	104.14	574.94	679.08
Depreciation charge for the year	34.69	198.72	233.41
Impairment	-	-	-
Disposals/Adjustments	-	(770.35)	(770.35)
As at March 31, 2023	138.83	3.31	142.14
Net Carrying Amount			
As at March 31, 2022	2,693.68	1,123.68	3,817.36
As at March 31, 2023	2,658.99	231.93	2,890.92

Note:-

1) Lease hold land is hypothecated for long term borrowings from Assets Reconstruction Company .(Refer note no. 23)

7. INTANGIBLE ASSETS

Particulars			(₹ in Lacs)
		Other Intangibles (Software)	Total
Gross Block			
As at April 1, 2021		272.90	272.90
Addition during the year		51.13	51.13
Adjustment		-	-
As at March 31, 2022		324.03	324.03
Addition during the year		-	-
Adjustment		-	-
As at March 31, 2023		324.03	324.03
Accumulated Amortization			
As at April 1, 2021		111.03	111.03
Charge for the year		61.99	61.99
Impairment		-	-
As at March 31, 2022		173.02	173.02
Charge for the year		42.33	42.33
Impairment		-	-
As at March 31, 2023		215.35	215.35
Net Carrying Amount			
As at March 31, 2022		151.01	151.01
As at March 31, 2023		108.68	108.68

Notes to the Standalone Financial Statements

for the year ended 31st March 2023

8. NON CURRENT INVESTMENTS

(₹ in Lacs)

Particulars	As at 31st March 2023			As at 31st March 2022		
	No. of Shares	Face Value	Amount	No. of Shares	Face Value	Amount
Long Term (Unquoted)						
In Subsidiaries						
Equity Instruments						
Paramount Holding Limited, Cyprus	3675	€ 1.71 each	0.00	3675	€ 1.71 each	0.00
AEI Power Cables Limited, United Kingdom	1000	£1 each	0.00	1000	£1 each	0.00
06196375 Cables Limited" (formerly AEI Cables Limited), United Kingdom. In administration liquidation	20000	£1 each	0.00	20000	£1 each	0.00
Total			0.00			0.00
Aggregate amount of unquoted investment (Market value)			0.00			0.00
Grand Total			0.00			0.00
Aggregate value of quoted investments			-			-
Aggregate Market value of quoted investments			-			-
Aggregate value of unquoted investments			2,554.70			2,554.70
Aggregate amount of impairment in value of investments			2,554.70			2,554.70

Aggregate Provision for diminution in value of investments in Paramount Holdings Limited, Cyprus ,”06196375 Cables Limited” (formerly AEI Cables Limited), United Kingdom and AEI Power Cables Limited, United Kingdom has been made keeping in view negative net worth .

AEI Power Cables Limited, United Kingdom has ceased to trade from 1st April,2017, it is dormant company.

The board of directors of Paramount Holdings Limited, Cyprus are taking steps to strike off name of Paramount holdings Limited .

Notes to the Standalone Financial Statements

for the year ended 31st March 2023

9. NON CURRENT LOANS

(₹ in Lacs)

Particulars	As at 31st March 2023	As at 31st March 2022
Staff Loans		
Secured, considered good	-	-
Unsecured, considered good	3.27	1.99
Loan Receivables which have significant increase in credit Risk	-	-
Loan Receivables- credit impaired	-	-
Total	3.27	1.99

10. NON CURRENT OTHER FINANCIAL ASSETS

(Unsecured, considered good)

(₹ in Lacs)

Particulars	As at 31st March 2023	As at 31st March 2022
Security Deposits		
to related party **	-	92.28
to others	155.01	156.66
Interest Accrued but not due on fair valuation of Security Deposit to related party	-	17.36
Bank Deposits (with remaining maturity of more than 12 months)*	758.71	1,114.51
Interest Accrued but not due on fixed deposits	63.50	65.25
Advance to Related Parties - (Net of Provision)**	-	-
Total	977.22	1,446.06

*Under lien/custody with banks.

** Refer Note no 48

11. OTHER NON-CURRENT ASSETS

(₹ in Lacs)

Particulars	As at 31st March 2023	As at 31st March 2022
Capital Advances (Unsecured, considered good)	102.40	46.16
Total	102.40	46.16

12. INVENTORIES

(₹ in Lacs)

Particulars	As at 31st March 2023	As at 31st March 2022
Raw Material *	3,283.40	3,720.60
Work- in -progress	2,399.29	3,156.03
Finished goods *	5,072.04	4,067.68
Stores and Spares	325.66	356.74
Packing materials	190.49	138.68
Scrap	38.76	21.19
Total inventories	11,309.64	11,460.92

* Includes Goods in Transit in respect of raw material ₹ 717.05 Lacs (previous year ₹ Nil) and finished goods ₹ 2,415.71 Lacs (Previous year ₹ 38.07 Lacs).

Inventories have been offered as security against the borrowings (Refer Note No 23)

Notes to the Standalone Financial Statements

for the year ended 31st March 2023

13. CURRENT INVESTMENTS

(₹ in Lacs)

Particulars	As at 31st March 2023		As at 31st March 2022	
	No. of Units	Amount	No. of Units	Amount
Investments in Mutual Funds (Unquoted)				
- ICICI Pru Liquid Fund (Growth)	1,51,415	501.36	-	-
- HDFC Liquid Fund (Growth)	11,436	500.66	-	-
Total	1,62,851	1,002.02	-	-
Aggregate amount of unquoted investment		1,002.02		-

14. TRADE RECEIVABLES

(₹ in Lacs)

Particulars	As at 31st March 2023	As at 31st March 2022
Secured, considered good	-	-
Unsecured, considered good	16,876.92	17,361.02
Trade Receivables which have significant increase in credit Risk	617.79	546.32
Trade Receivables- credit impaired	-	-
Less: Allowance for credit losses	(617.79)	(546.32)
Total Trade Receivables	16,876.92	17,361.02

For disclosure of ageing of Trade Receivables refer note no 40.

15. CASH AND CASH EQUIVALENTS

(₹ in Lacs)

Particulars	As at 31st March 2023	As at 31st March 2022
Balances with banks		
- On current accounts	1,786.49	130.06
Cash on hand	10.92	8.62
	1,797.41	138.68

16. OTHER BANK BALANCES

(₹ in Lacs)

Particulars	As at 31st March 2023	As at 31st March 2022
Fixed Deposits with remaining maturity of less than twelve months and other than those considered in cash and cash equivalents *	1,220.18	1,271.93
	1,220.18	1,271.93

*Under lien/custody with banks.

Notes to the Standalone Financial Statements

 for the year ended 31st March 2023

17. CURRENT LOANS

Others Loans

(₹ in Lacs)

Particulars	As at 31st March 2023	As at 31st March 2022
Secured, considered good	-	-
Unsecured, considered good		
- Employees Loans and advances	43.16	21.90
Loan Receivables which have significant increase in credit Risk	-	-
Loan Receivables- credit impaired	-	-
	43.16	21.90

18. OTHER CURRENT FINANCIAL ASSETS

(₹ in Lacs)

Particulars	As at 31st March 2023	As at 31st March 2022
Earnest Money Deposits	162.84	157.62
Security Deposits		
to others	7.52	7.50
to related party	-	-
Interest Accrued but not due on fixed deposits	122.53	180.02
	292.89	345.14

19. CURRENT TAX ASSETS

(₹ in Lacs)

Particulars	As at 31st March 2023	As at 31st March 2022
TDS, TCS and Income Tax	184.70	408.90
	184.70	408.90

20. OTHER CURRENT ASSETS

(₹ in Lacs)

Particulars	As at 31st March 2023	As at 31st March 2022
Advances to vendors		
to related party	-	-
to others	2,290.69	831.22
Balance with Government Authorities *	1,444.77	1,144.14
Prepaid Expenses	82.24	75.32
TOTAL	3,817.70	2,050.68

* represents GST, duty drack back and Government incentives etc.

Notes to the Standalone Financial Statements

for the year ended 31st March 2023

21. EQUITY SHARE CAPITAL

(₹ in Lacs)

Particulars	As at	
	31st March 2023	31st March 2022
Authorised share capital		
300,000,000(March 31, 2022- 250,000,000) Equity Shares of ₹ 2/-each	6,000.00	5,000.00
1,000,000(March 31, 2022- 1,000,000) Redeemable Preference Shares of ₹ 100/-each	1,000.00	1,000.00
	7,000.00	6,000.00
Issued,Subscribed and Paid up Capital		
194,183,965 (March 31 ,2022 -194,183,965) Equity Shares of ₹ 2/-each fully paid up	3,883.68	3,883.68
	3,883.68	3,883.68

Reconciliation of the number of equity shares and share capital

(₹ in Lacs)

Name of the shareholders	As at 31st March 2023		As at 31st March 2022	
	No of shares	(Amount)	No of shares	(Amount)
Shares outstanding as at the beginning of the year	19,41,83,965	3,883.68	19,41,83,965	3,883.68
Add: Shares issued during the year	-	-	-	-
Shares outstanding as at the end of the year	19,41,83,965	3,883.68	19,41,83,965	3,883.68
Aggregate number of bonus shares issued, shares issued for consideration other than cash and bought back shares during the period of five years immediately preceding the reporting date:			NIL	NIL

List of Shareholders holding more than 5% of the aggregate Shares:

Name of the shareholders	As at 31st March 2023		As at 31st March 2022	
	No of Shares Hold	% of Holding	No of Shares Hold	% of Holding
M/s Paramount Telecables Limited	3,87,43,500	19.95	3,87,43,500	19.95
M/s April Investment and Finance Pvt. Ltd.	1,30,40,172	6.72	1,30,40,172	6.72
Mrs. Shashi Aggarwal	97,62,800	5.03	97,62,800	5.03
Mr. Sanjay Aggarwal	1,40,61,013	7.24	1,40,61,013	7.24
Mr. Sandeep Aggarwal	1,40,03,533	7.21	1,40,03,533	7.21

Terms /Right of Equity shares

Company has only one class of issued equity shares having a par value of ₹ 2/ per equity share . Each equity share holder is entitled to one vote per share held. The dividend proposed by the Board of Directors is subject to approval of the share holders in the ensuing Annual General meeting except in case of interim dividend. In the event of liquidation , the equity shareholders are eligible to receive the remaining assets of the company after distribution of all preferential amounts, in proportion to their shareholdings.

Notes to the Standalone Financial Statements

for the year ended 31st March 2023

Shares held by Promoter and Promoter Group at the end of the Year:

S. No.	Particulars	As at 31st March 2023		As at 31st March 2022		% change during the year
		No. of Shares	% of total Shares	No. of Shares	% of total Shares	
Promoters						
1	Sanjay Aggarwal	1,40,61,013	7.24	1,40,61,013	7.24	-
2	Sandeep Aggarwal	1,40,03,533	7.21	1,40,03,533	7.21	-
	Total	2,80,64,546	14.45	2,80,64,546	14.45	-
Promoter Group						
3	Kamla Aggarwal	83,62,855	4.30	83,62,855	4.30	-
4	Shyam Sunder Aggarwal (HUF)	3,17,000	0.16	3,17,000	0.16	-
5	Sanjay Aggarwal (HUF)	29,62,000	1.52	29,62,000	1.52	-
6	Sandeep Aggarwal (HUF)	16,05,745	0.83	16,05,745	0.83	-
7	Shashi Aggarwal	97,62,800	5.03	97,62,800	5.03	-
8	Archana Aggarwal	78,62,855	4.05	78,62,855	4.05	-
9	Parul Aggarwal	2,74,125	0.14	2,74,125	0.14	-
10	Tushar Aggarwal	17,24,125	0.89	17,24,125	0.89	-
11	Dhruv Aggarwal	17,24,125	0.89	17,24,125	0.89	-
12	Parth Aggarwal	17,24,125	0.89	17,24,125	0.89	-
13	April Investment And Finance Pvt. Ltd.	1,30,40,172	6.72	1,30,40,172	6.72	-
14	Worth Finance and Leasing Pvt. Ltd.	44,24,330	2.28	44,24,330	2.28	-
15	Ekta Ayat Niryat Pvt. Ltd.	10,750	0.01	10,750	0.01	-
16	Hertz Electricals (International) Pvt. Ltd.	18,050	0.01	18,050	0.01	-
17	Paramount Telecables Ltd.	3,87,43,500	19.95	3,87,43,500	19.95	-
	Total	9,25,56,557	47.67	9,25,56,557	47.67	-
	Grand Total	12,06,21,103	62.12	12,06,21,103	62.12	-

22. OTHER EQUITY

(₹ in Lacs)

Particulars	As at 31st March 2023	As at 31st March 2022
(A) Retained Earnings		
Opening Balance	(2,479.28)	(3,299.80)
Add: Net profit for the year	4,776.75	820.52
Total of A	2,297.47	(2,479.28)
(B) Other Reserves		
Items of Other comprehensive Income		
Re-measurement gains (losses) on defined benefit plans		
Opening Balance	35.87	(22.69)
Addition during the year	35.49	58.56
	71.36	35.87

Notes to the Standalone Financial Statements

for the year ended 31st March 2023

Particulars	(₹ in Lacs)	
	As at 31st March 2023	As at 31st March 2022
General Reserve		
Opening Balance	254.03	254.03
	254.03	254.03
Capital Reserve		
Opening Balance	30.31	30.31
	30.31	30.31
Security Premium		
Opening Balance	18,449.64	18,449.64
	18,449.64	18,449.64
Equity component of financial instruments (advance against equity share warrant)		
Opening Balance	-	-
Addition during the year	4,521.69	-
	4,521.69	-
Total of B	23,327.03	18,769.85
Total (A+B)	25,624.50	16,290.57

Retained Earnings represent the undistributed profits of the Company. Debit/negative balance represents remaining accumulated losses.

Other Comprehensive Income Reserve represent the balance in equity for items to be accounted in other comprehensive income. OCI is classified into (i). Items that will not be reclassified to profit and loss. (ii). Items that will be reclassified to profit and loss.

General reserve represents the statutory reserve, this is in accordance with Indian corporate law wherein a portion of profit is apportioned to General Reserve. Under Companies Act 1956 it was mandatory to transfer amount before a company can declare dividend. however under Companies Act 2013 transfer of any amount to General Reserve is at the discretion of the company.

Securities Premium represents the amount received in excess of par value of securities (equity share, preference shares and debentures). Premium on redemption of securities is accounted in security premium available. Where security premium is not available, premium on redemption of securities is accounted in statement of Profit and Loss. section 52 of Companies Act 2013 specify restriction and utilisation of security premium.

Capital Reserve represents project subsidy from State Government.

Equity component of financial instruments represents the amount received against issue of convertible equity warrants during the year. The Company has allotted 2,90,00,000 equity warrants at a price of ₹15.50 each to its Promoter Group Entity entitling them for conversion of equivalent number of Equity Shares of ₹2 each at a premium of ₹13.50 per equity share and 6,23,25,925 equity warrants at a price of ₹21.57 each to Non-Promoters Entities on preferential basis entitling them for conversion of equivalent number of Equity Shares of ₹2 each at a premium of ₹19.57 per equity share in accordance with SEBI (Issue of Capital & Disclosure Requirements) Regulations, 2018 . The company has received 25 % upfront payment against the said equity warrants. In respect of 2,00,000 equity warrants, the allottee has made full payment of ₹ 21.57 per warrant. Thus total amount received against warrants issued is ₹ 4521.69 lakhs (i.e. 4489.35 Lakhs representing 25% upfront payment and ₹32.34 Lakhs advance payment received on 2,00,000 equity warrants).

Notes to the Standalone Financial Statements

for the year ended 31st March 2023

The equity warrants shall be converted within the specified time limit as per SEBI (Issue of Capital & Disclosure Requirements) Regulations, 2018.

As per offer document, proceeds against issue of 2,90,00,000 equity warrants to promoter group entity on preferential basis can be utilised for the purpose of capital expenditure and working capital requirement. Out of total proceeds of ₹ 1123.75 Lacs, ₹ 494.78 was utilised for capital expenditure purpose and balance ₹ 628.97 Lacs was utilised for working capital purpose.

The details of utilisation of proceeds against issue of 6,23,25,925 equity warrants to Non-Promoters Entities on preferential basis is summarised as below:

(₹ in Lacs)

Particulars	Amount to be utilised as per offer document (25%)	Amount utilised upto 31st March, 2023	Amount unutilised as on 31st March, 2023
Capital Expenditure	499.30	-	499.30
Working Capital	2,047.13	2,026.57	20.56
General Corporate Purpose	819.17	809.58	9.59
Total	3,365.60	2,836.15	529.45

Net proceeds which were unutilised as at 31st March, 2023 were temporarily invested in mutual funds amounting to ₹ 500.00 Lakhs and ₹ 29.45 Lakhs is kept in issue monitoring account with scheduled bank. Further the advance payment of ₹ 32.34 Lakhs received on 2,00,000 equity warrants is also kept in escrow account separately.

23. BORROWINGS (At amortised cost)

(₹ in Lacs)

Particulars	As at 31st March 2023		As at 31st March 2022	
	Current	Non Current	Current	Non Current
Secured				
Term Loans				
From Banks	11.35	12.90	10.53	23.80
From Securitisation and Assets Reconstruction Company (ARC)	4,528.00	10,050.00	1,700.00	14,578.00
From Financial Institution	-	1,131.75	-	1,131.75
From Non Banking Financial Company	18.21	37.31	-	-
Total	4,557.56	11,231.96	1,710.53	15,733.55

Nature of Security :-

From Banks

Loan from banks are secured against hypothecation of vehicles and carries rate of interest ranging from 9.5% to 12.5%, loan is repayable as monthly installments. Last installment is due in June 2026.

Term Loan from Securitisation and Assets Reconstruction Company (ARC)

Term loans from Securitization and Assets Reconstruction Company (ARC) are secured by 1st pari-passu charge on present and future fixed assets of the company, 1st pari-passu charge on land and building situated at Plot No. 37, Industrial Estate, Dharuhera, District Rewari, Haryana, 1st pari-passu charge on land and building situated at Plot No M4, Bahubali Plot No 17, Block 59, Municipal No.

Notes to the Standalone Financial Statements

for the year ended 31st March 2023

1353/153 New Rohtak Road Delhi 110005, 1st pari-passu charge on land and building situated at SP-30A, SP-30B & E-31 RIICO Industrial Area, Village Karoli, PO Khushkhera District Alwar Rajasthan, 1st pari-passu charge on land and building situated at 45/14 & 45/17 Prahladpur, Bawana Road New Delhi and 2nd pari-passu charge on present and future current assets of the Company. Further they are secured through personal guarantees of Mr. Sanjay Aggarwal and Mr. Sandeep Aggarwal, Directors of the Company and pledge of 39,674,457 equity shares out of 12,06,18,303 equity shares of the company held by Promoters/ Promoters Group Companies. The rate of interest is NIL. The remaining outstanding amount payable as at the year end is repayable in unequal 14 quarterly installments with last installment being payable in September 2025.

Term Loan from Financial Institution

Loan from Financial Institution is secured against surrender value/ maturity value of keyman insurance policy of Mr. Sanjay Aggarwal and Mr. Sandeep Aggarwal, Directors of the Company. The rate of interest is 9.5%. This loan is repayable at time of surrender of policy in Financial Year 2025-26.

Term Loan from Non Banking Financial Company

Loan from Non Banking Financial Company is secured against hypothecation of vehicles and carries rate of interest 8.0% , loan is repayable as monthly installments. Last installment is due in January 2026.

Maturity Profile and rate of interest of Secured Borrowings are as set out below:-

(₹ in Lacs)

Class of loans	Rate of Interest	Maturity Profile			
		1-2 Years	2-3 Years	3-4 Years	Beyond 4 Years
Term loan from banks	7.5%	3.37	3.63	1.27	-
Term loan from banks	12.5%	4.63	-	-	-
Term loan from Non Banking Financial Company	8.0%	19.73	17.58	-	-
From Securitisation and Assets Reconstruction Company (ARC)	0.0%	9,855.00	195.00	-	-
From Financial Institution	9.5%	-	1,131.75	-	-
Total		9,882.73	1,347.96	1.27	-

24. LEASE LIABILITIES

(₹ in Lacs)

Particulars	As at	As at
	31st March 2023	31st March 2022
Lease Liability towards right of use assets *	225.85	1,027.62
	225.85	1,027.62

* Refer note no 50 of Notes to Financial Statements

25. PROVISIONS

(₹ in Lacs)

Particulars	As at	As at
	31st March 2023	31st March 2022
Provisions for employee benefits		
Provision for Gratuity	23.06	34.30
Provision for Leave Encashment	36.77	70.82
	59.83	105.12

Notes to the Standalone Financial Statements

for the year ended 31st March 2023

25.1 Movement in provisions

(₹ in Lacs)

Particulars	As at 31st March 2023		As at 31st March 2022	
	Gratuity (funded)	Leave Encashment (unfunded)	Gratuity (funded)	Leave Encashment (unfunded)
Opening balance	102.14	85.48	121.33	65.05
Add: Provision created/(reversed) during the year	25.92	(33.02)	(19.19)	48.33
Less: Paid during the year	(105.00)	(7.27)	-	(27.90)
Closing Balance	23.06	45.19	102.14	85.48
of which, current Provision (Refer Note no 31)	-	8.42	67.84	14.66

26. BORROWINGS

(₹ in Lacs)

Particulars	As at 31st March 2023	As at 31st March 2022
Secured		
Current maturities of long term debts (Refer Note No 23)		
- From Securitisation and Assets Reconstruction Company (ARC)	4,528.00	1,700.00
- From Banks	11.35	10.53
- From Non Banking Financial Company	18.21	-
Unsecured		
From Related Parties		
Loan From Directors	-	30.00
(Repayable on demand, rate of interest @12 % Per annum)		
	4,557.56	1,740.53

27. LEASE LIABILITIES

(₹ in Lacs)

Particulars	As at 31st March 2023	As at 31st March 2022
Lease Liability towards right of use lease assets	8.12	165.98
	8.12	165.98

28. TRADE PAYABLES

(₹ in Lacs)

Particulars	As at 31st March 2023	As at 31st March 2022
Total outstanding dues of Micro and Small Enterprises	733.75	271.17
Total outstanding dues of creditors other than Micro and Small Enterprises	3,247.74	8,079.26
Total	3,981.49	8,350.43

For disclosure of ageing of Trade Payables refer note no 40.

28.1 According to information available with the Management, on the basis of intimation received from suppliers regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006 ('MSMED Act'), the Company has amounts due to Micro, Small and Medium Enterprises under the said Act as follows :

Notes to the Standalone Financial Statements

for the year ended 31st March 2023

(₹ in Lacs)

Particulars	As at 31st March 2023	As at 31st March 2022
Principal Amount remaining unpaid at the end of the year	733.75	271.17
Interest Amount remaining unpaid at the end of the year	-	-
Amount of Interest paid in terms of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006	-	-
Amount of Interest due and payable for the period of delay in making payment (in addition to the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006	-	-
Amount of Interest accrued and remained unpaid at the end of the year	-	-
Amount of further Interest remaining due and paid in the succeeding year	-	-
Total	733.75	271.17

29. OTHER CURRENT FINANCIAL LIABILITIES

(₹ in Lacs)

Particulars	As at 31st March 2023	As at 31st March 2022
Other Financial Liabilities (Includes Expenses payable, salary & bonus payable)	408.44	382.06
Interest accrued	27.37	54.12
Total	435.81	436.18

30. OTHER CURRENT LIABILITIES

(₹ in Lacs)

Particulars	As at 31st March 2023	As at 31st March 2022
Advance from customers	273.27	179.35
Statutory Dues Payable	89.88	103.35
Unamortised Portion of Government Grant	10.64	-
Total	373.79	282.70

31. PROVISIONS

(₹ in Lacs)

Particulars	As at 31st March 2023	As at 31st March 2022
Provisions for employee benefits *		
Provision for Gratuity	-	67.84
Provision for Leave Encashment	8.42	14.66
Total	8.42	82.50

* Movement in provisions Refer Note No 25.1

Notes to the Standalone Financial Statements

for the year ended 31st March 2023

32. REVENUE FROM OPERATIONS

(₹ in Lacs)

Particulars	For the year ended 31st March 2023	For the year ended 31st March 2022
a) Sale of Products /Services		
Revenue from contacts with customers		
Sales of Products: -Manufactured goods	76,106.53	53,951.32
Sales of Services :- Job Work & EPC Contracts	2,218.12	3,466.49
Other Revenue :- Sales of Scrap	643.98	469.75
b) Other Operating Revenue		
Export Incentives	678.02	206.05
	79,646.65	58,093.61

32.1 Geographical Market -All sales are point in time

(₹ in Lacs)

Particulars	For the year ended 31st March 2023	For the year ended 31st March 2022
India	38,939.41	44,866.25
Outside India	40,029.22	13,021.31
Total Revenue Sale of Products /Services	78,968.63	57,887.56

32.2 Reconciliation of revenue recognized with Contract Price

(₹ in Lacs)

Particulars	For the year ended 31st March 2023	For the year ended 31st March 2022
Gross revenue recognized during the year	78,990.03	57,923.54
Less: Discount paid/payable to Customers	(21.40)	(35.98)
Net revenue recognized during the year	78,968.63	57,887.56

33. OTHER INCOME

(₹ in Lacs)

Particulars	For the year ended 31st March 2023	For the year ended 31st March 2022
Interest on income tax refund	24.44	15.64
Interest on Bank Deposit	120.16	154.56
Interest Income - Others	5.00	31.04
Net Gain on Fair Valuation of Current Investment	2.02	-
Profit on sales of Investment	1.11	-
Lease Liability Written Back **	245.96	-
Exchange Rate Variation (Net)*	1,209.49	173.04
Net Gain on Derivatives	17.09	-
Miscellaneous Income	0.05	0.05
	1,625.32	374.33

* Refer Note No 40

**Lease Liability written back consequent upon cessation of lease liability

Notes to the Standalone Financial Statements

for the year ended 31st March 2023

34. COST OF MATERIALS CONSUMED

(₹ in Lacs)

Particulars	For the year ended 31st March 2023	For the year ended 31st March 2022
Raw Material consumed		
Opening stock	3,720.60	2,911.98
Add: Purchases	58,174.58	46,736.11
Less: Closing stock	3,283.40	3,720.60
Raw Material consumed	58,611.78	45,927.49

35. CHANGE IN INVENTORIES OF FINISHED GOODS, WORK-IN-PROGRESS AND SCRAP

(₹ in Lacs)

Particulars	For the year ended 31st March 2023	For the year ended 31st March 2022
Opening Stock		
- Finished Stock	4,067.68	3,745.38
- Work in Progress	3,156.03	2,907.21
- Scrap	21.19	22.04
	7,244.90	6,674.63
Less: Closing Stock		
- Finished Stock	5,072.04	4,067.68
- Work in Progress	2,399.29	3,156.03
- Scrap	38.76	21.19
	7,510.09	7,244.90
Net (Increase)/Decrease in Inventories of finished goods, work-in-progress and scrap	(265.19)	(570.27)

36. EMPLOYEE BENEFITS EXPENSES

(₹ in Lacs)

Particulars	For the year ended 31st March 2023	For the year ended 31st March 2022
Salaries and wages	1,984.06	2,129.02
Contribution to provident and other funds	107.64	117.39
Staff Welfare	57.56	47.69
Total	2,149.26	2,294.10

Notes to the Standalone Financial Statements

for the year ended 31st March 2023

37. FINANCE COST

(₹ in Lacs)

Particulars	For the year ended 31st March 2023	For the year ended 31st March 2022
Interest on Loans	108.05	149.34
Interest on Bills Discounting & others	377.70	353.70
Interest on lease liability	90.82	105.87
Other Borrowing Cost	141.11	30.64
Loan Processing Fees amortized	-	1.33
Total	717.68	640.88

38. DEPRECIATION AND AMORTIZATION EXPENSES

(₹ in Lacs)

Particulars	For the year ended 31st March 2023	For the year ended 31st March 2022
Depreciation on Property Plant and Equipment	650.06	662.37
Amortization on Intangible Assets	42.33	61.99
Depreciation on Right of use assets	233.41	230.10
Total	925.80	954.46

39. OTHER EXPENSES

(₹ in Lacs)

Particulars	For the year ended 31st March 2023	For the year ended 31st March 2022
Stores , Spares & Consumables	379.23	376.71
Packing Expenses	2,091.16	1,373.24
Power and Fuel	1,134.33	1,234.58
Rent	27.34	27.20
Repair and Maintenance		
- Plant and Machinery	413.61	335.18
- Building	48.53	74.02
- Others	26.66	24.94
Insurance	223.34	116.34
Rates and Taxes	21.15	9.10
Auditor's Remuneration	25.00	18.04
Conversion Charges	72.05	143.10
Labour Charges	1,082.29	1,170.92
Commission and Brokrage	138.34	182.36
Rebate and Discount	294.38	103.83
Freight & cartage	6,894.79	2,089.98
Provision for doubtful debts	90.68	-
Bad Debts	18.46	3.26
Less:Provision for doubtful debts written back	(19.21)	-

Notes to the Standalone Financial Statements

for the year ended 31st March 2023

(₹ in Lacs)

Particulars	For the year ended 31st March 2023	For the year ended 31st March 2022
Travelling and Conveyance	345.32	195.72
Advertisement and Publicity	15.99	10.94
Communication Expenses	59.72	61.14
Loss on sale/disposal of Fixed Assets	7.48	-
Donation	11.73	22.23
Professional Charges	312.33	307.59
Business Promotion	287.07	127.03
Printing and Stationary	34.31	26.21
Security Charges	75.56	77.83
Testing Charges	64.38	69.89
Directors Meeting Fee	27.00	26.40
Miscellaneous Expenses	152.87	192.98
Total	14,355.89	8,400.76

40. FINANCIAL RISK MANAGEMENT

Financial risk factors

The Company's principal financial liabilities, comprise borrowings, trade and other payables. The main purpose of these financial liabilities is to manage finances for the Company's operations. The Company has short term trade receivable and bank deposits which are under lien with banks for availing credit facilities. The Company's activities expose it to a variety of financial risks:

i) Market risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market prices comprise three types of risk: currency rate risk, interest rate risk and other price risks, such as equity price risk and commodity risk. Financial instruments affected by market risk include loans and borrowings, deposits and investments. Foreign currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. This is based on the financial assets and financial liabilities held as of March 31, 2022, and March 31, 2023.

ii) Credit risk

Credit risk is the risk that a counter party will not meet its obligations under a financial instrument or customer contract, leading to a financial loss.

iii) Liquidity risk

Liquidity risk is the risk that the Company may not be able to meet its present and future cash and collateral obligations without incurring unacceptable losses.

The Company's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Company's financial performance.

Notes to the Standalone Financial Statements

for the year ended 31st March 2023

Market Risk

The sensitivity analysis excludes the impact of movements in market variables on the carrying value of post-employment benefit obligations provisions and on the non-financial assets and liabilities. The sensitivity of the relevant Statement of Profit and Loss item is the effect of the assumed changes in the respective market risks. The Company's activities expose it to a variety of financial risks, including the effects of changes in foreign currency exchange rates and interest rates. However, such effect is not material.

(a) Foreign exchange risk and sensitivity

The Company transacts business primarily in Indian Rupee. However, the Company has transactions in USD, Euro, and GBP. The Company has foreign currency trade payables and receivables and is therefore, exposed to foreign exchange risk, though not material.

The following table demonstrates the sensitivity in the USD, Euro & GBP to the Indian Rupee with all other variables held constant. The impact on the Company's profit before tax and other comprehensive income due to changes in the fair value of monetary assets and liabilities is given below:

The assumed movement in exchange rate sensitivity analysis is based on the currently observable market environment.

Particulars	Net monetary items in respective currency outstanding on reporting date	Change in currency exchange rate	Effect on profit/ (loss) before tax (₹ in Lacs)
For the year ended March 31, 2023			
USD- Receivable	83,36,258	+ 5%	341.11
		-5%	(341.11)
USD-Payable	15,170	+ 5%	(0.63)
		-5%	0.63
EURO - Receivable	434	+ 5%	0.02
		-5%	(0.02)
For the year ended March 31, 2022			
USD- Receivable	70,47,935	+ 5%	265.57
		-5%	(265.57)
USD-Payable	9,025	+ 5%	(0.34)
		-5%	0.34
GBP- Receivable	1,19,536	+ 5%	5.91
		-5%	(5.91)
EURO - Receivable	9,996	+ 5%	0.42
		-0.05	(0.42)

Summary of exchange difference accounted in Statement of Profit and Loss:

Notes to the Standalone Financial Statements

for the year ended 31st March 2023

(₹ in Lacs)

Particulars	For the year ended 31st March 2023	For the year ended 31st March 2022
Net Foreign Exchange gain shown as other income	1,209.49	173.04

(b) Interest rate risk and sensitivity

The Company's exposure to the risk of changes in market interest rates relates primarily to long term debt. All borrowings are at fixed rate and hence, there is no interest risk sensitivity. Weighted average cost of borrowing is 9.50 % for the year ended 31st March,2023 (10.75% for the year ended 31st March,2022) excluding borrowings which are assigned/negotiated with banks with no interest liability.

Credit risk

The Company is exposed to credit risk from its operating activities (primarily trade receivables) and from its financing activities, including deposits with banks which are under lien with banks for availing credit facilities.

• Trade Receivables

The Company extends credit to customers in normal course of business. The Company considers factors such as credit track record in the market and past dealings for extension of credit to customers. The Company monitors the payment track record of the customers. Outstanding customer receivables are regularly monitored. The Company evaluates the concentration of risk with respect to trade receivables as low, as its customers are located in several jurisdictions and industries and operate in largely independent markets.

The ageing of trade receivable is as below:

Trade Receivables ageing Schedule as on 31.03.2023

(₹ in Lacs)

S. no	Particulars	Not Due	Less than 6 Months	6 Months-1Year	1-2 Years	2-3 Years	More than 3 years	Total
(i)	Undisputed Trade Receivables-Considerd Good	10,833.21	5,017.46	458.86	308.26	61.85	-	16,679.64
(ii)	Undisputed Trade Receivables-Which have significant increase in credit risk	-	-	-	-	-	-	-
(iii)	Undisputed Trade Receivables-Credit Impaired	-	-	-	-	-	-	-
(iv)	Disputed Trade Receivables-Considerd Good	-	-	-	87.68	109.60	-	197.28
(v)	Disputed Trade Receivables-Which have significant increase in credit risk	-	-	-	-	88.85	528.94	617.79
(vi)	Disputed Trade Receivables-Credit Impaired	-	-	-	-	-	-	-
	Less: Allowance for credit losses	-	-	-	-	(88.85)	(528.94)	(617.79)
	Total	10,833.21	5,017.46	458.86	395.94	171.45	-	16,876.92

Notes to the Standalone Financial Statements

for the year ended 31st March 2023

Trade Receivables ageing Schedule as on 31.03.2022

(₹ in Lacs)

S. no	Particulars	Not Due	Less than 6 Months	6 Months-1Year	1-2 Years	2-3 Years	More than 3 years	Total
(i)	Undisputed Trade Receivables-Considerd Good	11,462.28	4,521.37	779.09	318.75	100.82	-	17,182.31
(ii)	Undisputed Trade Receivables-Which have significant increase in credit risk	-	-	-	-	-	-	-
(iii)	Undisputed Trade Receivables-Credit Impaired	-	-	-	-	-	-	-
(iv)	Disputed Trade Receivables-Considerd Good	-	-	-	178.71	-	-	178.71
(v)	Disputed Trade Receivables-Which have significant increase in credit risk	-	-	-	-	41.63	504.69	546.32
(vi)	Disputed Trade Receivables-Credit Impaired	-	-	-	-	-	-	-
	Less: Allowance for credit losses	-	-	-	-	(41.63)	(504.69)	(546.32)
	Total	11,462.28	4,521.37	779.09	497.46	100.82	-	17,361.02

Liquidity risk

The Company's objective is to maintain optimum levels of liquidity to meet its cash and collateral requirements.. In case of temporary short fall in liquidity to repay the bank borrowing/operational short fall , promoters envisage to infuse capital and loans.

The table below provides undiscounted cash flows towards non-derivative financial liabilities into relevant maturity based on the remaining period at the balance sheet to the contractual maturity date.

(₹ in Lacs)

Particulars	Carrying Amount	On demand	Ageing as on 31st March 2023			Total
			< 6 months	6-12 months	> 1 years	
Borrowings	15,789.52	-	1,239.44	3,318.12	11,231.96	15,789.52
Trade payable	3,981.49	228.95	3,752.54	-	-	3,981.49
Other liabilities	809.61	-	809.61	-	-	809.61
Total	20,580.62	228.95	5,801.59	3,318.12	11,231.96	20,580.62

Notes to the Standalone Financial Statements

for the year ended 31st March 2023

(₹ in Lacs)

Particulars	Carrying Amount	On demand	Ageing as on 31st March 2022			Total
			< 6 months	6-12 months	> 1 years	
Borrowings	17,474.08	-	884.94	855.59	15,733.55	17,474.08
Trade payable	8,350.43	494.11	7,856.32	-	-	8,350.43
Other liabilities	718.88	-	718.88	-	-	718.88
Total	26,543.39	494.11	9,460.14	855.59	15,733.55	26,543.39

Trade Payables ageing Schedule as on 31.03.2023

(₹ in Lacs)

S. no	Particulars	Not Due	Less than 1 Years	1-2 Years	2-3 Years	More than 3 years	Total
(i)	MSME	733.75	-	-	-	-	733.75
(ii)	Others	3,018.79	228.95	-	-	-	3,247.74
(iii)	Disputed dues-MSME	-	-	-	-	-	-
(iv)	Disputed dues-Others	-	-	-	-	-	-

Trade Payables ageing Schedule as on 31.03.2022

(₹ in Lacs)

S. no	Particulars	Not Due	Less than 1 Years	1-2 Years	2-3 Years	More than 3 years	Total
(i)	MSME	271.17	-	-	-	-	271.17
(ii)	Others	7,585.15	494.11	-	-	-	8,079.26
(iii)	Disputed dues-MSME	-	-	-	-	-	-
(iv)	Disputed dues-Others	-	-	-	-	-	-

Capital risk management

The Company aim to manage its capital efficiently so as to safeguard its ability to continue as a going concern and to optimise returns to shareholders.

The capital structure of the Company is based on management's judgement of the appropriate balance of key elements in order to meet its strategic and day-to-day needs. The Company's primary objective when managing capital is to ensure the amount of capital in proportion to risk and manage the capital structure in light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, the Company may adjust the amount of dividends paid to shareholders, return capital to shareholders or issue new shares.

The Company's policy is to maintain a stable and strong capital structure with a focus on total equity so as to maintain investor, creditors and market confidence and to sustain future development and growth of its business. The Company will take appropriate steps in order to maintain, or if necessary, adjust, its capital structure.

The Company monitors capital using a gearing ratio, which is net debt divided by total capital. Net debt is calculated as loans and borrowings less cash and cash equivalents.

Notes to the Standalone Financial Statements

for the year ended 31st March 2023

The Gearing ratio for FY 2022-23 and 2021-22 is an under.

Particulars	(₹ in Lacs)	
	As of March 31, 2023	As of March 31, 2022
Loans and borrowings	15,789.52	17,474.08
Less: cash and cash equivalents	1,797.41	138.68
Net debt	13,992.11	17,335.40
Equity	29,508.18	20,174.25
Total capital	43,500.29	37,509.65
Gearing ratio	32.17%	46.22%

The Company envisage healthy gearing ratio in forthcoming year/s.

41. FAIR VALUE OF FINANCIAL ASSETS AND LIABILITIES

Set out below is a comparison by class of the carrying amounts and fair value of the Company's financial instruments that are recognised in the financial statements.

Fair Value hierarchy

The Company measures financial instruments at fair value in accordance with the accounting policies mentioned above. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

Fair values are categorised into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows:

- Level 1: Quoted prices/NAV for identical instruments in an active market;
- Level 2: Directly or indirectly observable market inputs, other than Level 1 inputs; and
- Level 3: Inputs which are not based on observable market data.

When measuring the fair value of an asset or a liability, the Company uses observable market data as far as possible. If the inputs used to measure the fair value of an asset or a liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorised in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement. The Company recognises transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred.

Notes to the Standalone Financial Statements

for the year ended 31st March 2023

The following table provides the fair value measurement hierarchy of Company's asset and liabilities, grouped into Level 1 to Level 2 as described below:

(₹ in Lacs)

Particulars	As at 31st March 2023		As at 31st March 2022	
	Carrying amount	Fair Value	Carrying amount	Fair Value
Financial assets designated at amortised cost				
Fixed deposits with banks	1,978.89	1,978.89	2,386.44	2,386.44
Cash and bank balances	1,797.41	1,797.41	138.68	138.68
Investment	1,002.02	1,002.02	0.00	0.00
Trade and other receivables	16,923.35	16,923.35	17,384.91	17,384.91
Other financial assets	511.40	511.40	676.69	676.69
	22,213.07	22,213.07	20,586.72	20,586.72
Financial liabilities designated at fair value through profit or loss				
Financial liabilities designated at amortised cost				
Borrowings- fixed rate	15,789.52	15,789.52	17,474.08	17,474.08
Trade & other payables	3,981.49	3,981.49	8,350.43	8,350.43
Other financial liabilities	435.81	435.81	436.18	436.18
	20,206.82	20,206.82	26,260.69	26,260.69

Assets / Liabilities for which fair value is disclosed at amortised cost.

(₹ in Lacs)

Particulars	As at March 31, 2023		
	Level 1	Level 2	Level 3
Financial liabilities			
Borrowings- fixed rate		15,789.52	
Other financial liabilities		435.81	

(₹ in Lacs)

Particulars	As at March 31, 2022		
	Level 1	Level 2	Level 3
Financial liabilities			
Borrowings- fixed rate		17,474.08	
Other financial liabilities		436.18	

During the year ended March 31, 2022 and March 31, 2023, there were no transfers between Level 1 and Level 2 fair value measurements, and no transfer into and out of Level 3 fair value measurements.

Following table describes the valuation techniques used and key inputs to valuation for level 2
March 31, 2022 and March 31, 2023, respectively:

Notes to the Standalone Financial Statements

for the year ended 31st March 2023

a) Assets / Liabilities for which fair value is disclosed at amortised cost.

Particulars	Fair value hierarchy	Valuation technique	Inputs used
Financial liabilities			
Other borrowings- fixed rate	Level 2	Discounted Cash Flow	Prevailing interest rates in market, Future payouts
Other financial liabilities	Level 2	Discounted Cash Flow	Prevailing interest rates to discount future cash flows

42. SEGMENT INFORMATION

Information about primary segment

The Company operates in a Single Primary Segment (Business Segment) i.e. Wire and Cables comprising of power cables, telecom cables, railway cables and specialised cables.

Information about Geographical Segment – Secondary

The Company's operations are located in India.

The segment information about geographical segment is given in note 32.1.

43. DEFINED CONTRIBUTION PLAN

(a) Expense recognised for Defined Contribution plan

Particulars	(₹ in Lacs)	
	Year ended March 31, 2023	Year ended March 31, 2022
Company's contribution to provident fund	107.64	117.39
Total	107.64	117.39

(b) Defined Benefit Plan

It consists of Gratuity and leave encashment.

Below tables sets forth the changes in the projected benefit obligation and plan assets and amounts recognized in the Balance Sheet as of March 31, 2022, and March 31, 2023, being the respective measurement dates:

(c) Movement in obligation

Particulars	(₹ in Lacs)	
	Gratuity (funded)	leave encashment (unfunded)
Present value of obligation - April 1, 2021	458.39	65.05
Current service cost	31.11	8.56
Interest cost	28.03	4.10
Benefits paid	(93.56)	(27.90)
Remeasurements - actuarial loss/ (gain)	(58.14)	35.67
Present value of obligation - March 31, 2022	365.83	85.48
Present value of obligation - April 1, 2022	365.83	85.48
Current service cost	55.91	6.07

Notes to the Standalone Financial Statements

for the year ended 31st March 2023

Particulars	(₹ in Lacs)	
	Gratuity (funded)	leave encashment (unfunded)
Past Service Cost	2.18	-
Interest cost	24.44	5.56
Benefits paid	-	(7.28)
Remeasurements - actuarial loss/ (gain)	(28.01)	(44.64)
Present value of obligation - March 31, 2023	420.35	45.19

(d) Movement in Plan Assets – Gratuity

Particulars	(₹ in Lacs)	
	For the year ended 31st March 2023	For the year ended 31st March 2022
Fair value of plan assets at beginning of year	263.69	337.06
Expected return on plan assets	21.12	19.77
Employer contributions	105.00	-
Benefits paid	-	(93.56)
Actuarial gain / (loss)	7.48	0.42
Fair value of plan assets at end of year	397.29	263.69
Present value of obligation	(420.35)	(365.83)
Net funded status of plan	397.29	263.69
Actual return on plan assets	(23.06)	(102.14)

The components of the gratuity & leave encashment cost are as follows:

(e) Recognised in profit and loss

Particulars	(₹ in Lacs)	
	Gratuity	Leave encashment
Current Service cost	31.11	8.56
Interest cost	8.26	4.10
Remeasurement - Actuarial loss/(gain)	(58.56)	35.67
For the year ended March 31, 2022	(19.19)	48.33
Current Service cost	58.08	6.07
Interest cost	3.32	5.56
Remeasurement - Actuarial loss/(gain)	(35.48)	(44.64)
For the year ended March 31, 2023	25.92	(33.01)

Notes to the Standalone Financial Statements

 for the year ended 31st March 2023

(f) Recognised in other comprehensive income.

Particulars	(₹ in Lacs)
	Gratuity
Remeasurement - Actuarial loss/(gain) For the year ended March 31, 2022	(58.56)
Remeasurement - Actuarial loss/(gain) For the year ended March 31, 2023	(35.49)

(g) The principal actuarial assumptions used for estimating the Company's defined benefit obligations are set out below:

Weighted average actuarial assumptions	As at March 31, 2023	As at March 31, 2022
Attrition rate	0% PA	0% PA
Discount Rate	7.16% PA	6.68% PA
Expected Rate of increase in salary	7.50% PA	7.50% PA
Expected Rate of Return on Plan Assets	5.86 % PA	5.86 % PA
Mortality rate	IALM 2012-14 Ultimate	IALM 2012-14 Ultimate

The assumption of future salary increase takes into account the inflation, seniority, promotion and other relevant factors such as supply and demand in employment market.

(h) Sensitivity analysis:

The above sensitivity analysis is based on a change in an assumption while holding all other assumptions constant. In practice, this is unlikely to occur, and changes in some of the assumptions may be correlated. When calculating the sensitivity of the defined benefit obligation to significant actuarial assumptions the same method (projected unit credit method) has been applied as when calculating the defined benefit obligation recognised within the Balance Sheet.

For the year ended March 31, 2023

Particulars	change in Assumption	Effect on Gratuity obligation	change in Assumption	Effect on leave encashment obligation
Discount rate	+ 0.5%	376.68	+ 1%	43.24
	- 0.5%	393.44	- 1%	47.31
Salary Growth rate	+ 0.5%	393.79	+ 1%	47.25
	- 0.5%	376.26	- 1%	43.25
Attrition Rate	+ 1%	384.34	+ 1%	
	- 1%	385.42	- 1%	

For the year ended March 31, 2022

Particulars	change in Assumption	Effect on Gratuity obligation	change in Assumption	Effect on leave encashment obligation
Discount rate	+ 0.5%	357.67	+ 1%	82.05
	- 0.5%	374.39	- 1%	89.21
Salary Growth rate	+ 0.5%	372.32	+ 1%	89.09
	- 0.5%	355.35	- 1%	82.09
Attrition Rate	+ 1%	362.98	+ 1%	
	- 1%	364.40	- 1%	

Notes to the Standalone Financial Statements

for the year ended 31st March 2023

(i) Estimate of expected benefit payments (In absolute terms i.e. undiscounted)

(₹ in Lacs)	
Particulars	Gratuity
01 Apr 2023 to 31 Mar 2024	41.87
01 Apr 2024 to 31 Mar 2025	84.32
01 Apr 2025 to 31 Mar 2026	39.80
01 Apr 2026 to 31 Mar 2027	46.91
01 Apr 2027 to 31 Mar 2028	42.89
01 Apr 2028 Onwards	186.20

(j) Statement of Employee benefit provision

(₹ in Lacs)		
Particulars	Year ended March 31, 2023	Year ended March 31, 2022
Gratuity	420.35	365.83
Leave encashment	45.19	85.48
Total	465.53	451.31

The following table sets out the funded status of the plan and the amounts recognised in the Company's balance sheet.

(k) Current and non-current provision for Gratuity and leave encashment.
For the year ended March 31, 2023

(₹ in Lacs)		
Particulars	Gratuity	Leave Encashment
Current provision	-	8.42
Non current provision	23.06	36.77
Total Provision	23.06	45.19

For the year ended March 31, 2022

(₹ in Lacs)		
Particulars	Gratuity	Leave Encashment
Current provision	67.84	14.66
Non current provision	34.30	70.82
Total Provision	102.14	85.48

(l) Employee benefit expenses

(₹ in Lacs)		
Particulars	Year ended March 31, 2023	Year ended March 31, 2022
Salaries and Wages	1,984.06	2,129.02
Costs-defined contribution plan	107.64	117.39
Welfare expenses	57.56	47.69
Total	2,149.26	2,294.10

Notes to the Standalone Financial Statements

for the year ended 31st March 2023

Other Comprehensive Income presentation of defined benefit plan

- Gratuity is defined benefit plan, Re-measurement gains/(losses) on defined benefit plans is shown under Other Comprehensive Income as Items that will not be reclassified to profit or loss and the income tax effect on the same.
- Leave encashment cost is in the nature of short term employee benefits.

Presentation in Statement of Profit & Loss and Balance Sheet

Expense for service cost, net interest on net defined benefit liability (asset) is charged to Statement of Profit & Loss.

IND AS 19 do not require segregation of provision in current and non-current, however net defined liability (Assets) is shown as current and non-current provision in balance sheet as per IND AS 1.

Actuarial liability for short term benefits (leave encashment cost) is shown as current and non-current provision in balance sheet.

The Company assesses these assumptions with its projected long-term plans of growth and prevalent industry standards. The mortality rates used are as published by one of the leading life insurance companies in India.

44. OTHER DISCLOSURES

(a) Auditors Remuneration (Excluding applicable taxes i.e. GST)

Particulars	(₹ in Lacs)	
	Year ended March 31, 2023	Year ended March 31, 2022
Auditors Remuneration		
Audit Fee	20.00	15.50
Tax Audit Fee	2.00	1.50
Taxation Matters	2.00	0.50
Certification	1.00	0.50
Out of Pocket Expenses	-	0.04
Total	25.00	18.04

Disclosure U/S 186(4) of the Companies Act 2013.

- Details of Investment made are given in Note No 8 & 13 of financial statements.
- No loans and guarantees are given u/s 186 (4) of the Companies Act 2013

(b) Corporate Social Responsibility Expenses Provision

In view of earlier years accumulated losses, company was not required to spend any amount on Corporate social responsibility activities during the current and previous year.

Notes to the Standalone Financial Statements

for the year ended 31st March 2023

45. CONTINGENT LIABILITIES

i) Guarantees

Particulars	(₹ in Lacs)	
	As at March 31, 2023	As at March 31, 2022
Financial Bank Guarantees outstanding	42.00	227.00
Performance Bank Guarantees outstanding	1,603.57	1,970.84
	1,645.57	2,197.84

ii) Duties & Taxes

Particulars	(₹ in Lacs)	
	As at March 31, 2023	As at March 31, 2022
Income Tax		
-Demands under appeal	107.53	107.53
Custom duty demand due to denial of concessional custom duty, under appeal	13.13	13.13
Service Tax demands under appeal	24.58	24.58
	145.24	145.24

iii) Other contingent liabilities

Particulars	(₹ in Lacs)	
	As at March 31, 2023	As at March 31, 2022
Outstanding Bill discounted	881.54	4,003.78

It is not possible to predict the outcome of the pending litigations with accuracy, the Company believes, based on legal opinions received, that it has meritorious defences to the claims. The management believe the pending actions will not require outflow of resources embodying economic benefits and will not have a material adverse effect upon the results of the operations, cash flows or financial condition of the Company.

46. ESTIMATED AMOUNT OF CONTRACT REMAINING TO BE EXECUTED ON CAPITAL ACCOUNT AND NOT PROVIDED FOR (NET OF ADVANCES)

Particulars	(₹ in Lacs)	
	As at March 31, 2023	As at March 31, 2022
Property, Plant & Equipment	88.98	107.34

47. TAXATION

- (i) As a matter of prudence, Deferred Tax Assets has not been recognized on brought forwarded losses and other timing differences. Further there is no reasonable certainty to set off the same within the period allowable under tax laws.
- (ii) Current tax: In view of brought forwarded losses as per Income Tax Act, 1961, no provision for current tax is required to be made.

Notes to the Standalone Financial Statements

for the year ended 31st March 2023

48. RELATED PARTY TRANSACTIONS

In accordance with the requirements of IND AS 24, on related party disclosures, name of the related party, related party relationship, transactions and outstanding balances including commitments where control exits and with whom transactions have taken place during reported periods, are:

Related party name and relationship

a) Subsidiary Companies

Paramount Holdings Limited, Cyprus

“06196375 Cables Limited” (formerly AEI Cables Limited), United Kingdom (in Administration/Liquidation)

AEI Power Cables Limited, United Kingdom

b) Other related parties in the Group where common control exists:

Paramount Telecables Limited

c) Key Management Personnel

Shri Sanjay Aggarwal, Chairman and CEO

Shri Sandeep Aggrawal, Managing Director

Shri Shambhu Kumar Agarwal, Chief Financial Officer

Mrs. Rashi Goel, Company Secretary

d) Relatives of Key Managerial Personnel with whom transactions have taken place:

Parth Aggarwal

S S Aggarwal & Sons HUF

e) Enterprises where Key Managerial Personnel or their relative exercise significant influence and with whom transactions have taken place:

Valens Technologies Private Limited

Notes to the Standalone Financial Statements

for the year ended 31st March 2023

Description	Current Year 2022-23					Previous Year 2021-22				
	Subsidiaries of the Company	Other parties in the Group where common control exists	Key Management Personnel	Relatives of Key Managerial Personnel with whom transactions have taken place	Enterprises where Relatives of Key Managerial Personnel with whom transactions have taken place	Subsidiaries of the Company	Other related parties in the Group where common control exists	Key Management Personnel	Relatives of Key Managerial Personnel with whom transactions have taken place	Enterprises where Relatives of Key Managerial Personnel with whom transactions have taken place
Related Party Transactions:										
Nature of transactions										
Lease Liabilities Repayments										
Paramount Telecables Limited	-	79.87	-	-	-	-	151.74	-	-	-
Lease Rent Payment										
Valens Technologies Private Limited	-	-	-	-	15.00	-	-	-	-	11.25
S S Aggarwal & Sons HUF	-	-	-	6.00	-	-	-	-	4.50	-
Lease Interest Cost										
Paramount Telecables Limited	-	87.10	-	-	-	-	105.87	-	-	-
Loan received										
Mr. Sanjay Aggarwal	-	-	-	-	-	-	-	5.00	-	-
Mr. Sandeep Aggarwal	-	-	8.00	-	-	-	-	25.00	-	-
Paramount Telecables Limited	-	400.00	-	-	-	-	-	-	-	-
Loan Repaid										
Mr. Sanjay Aggarwal	-	-	5.00	-	-	-	-	-	-	-
Mr. Sandeep Aggarwal	-	-	33.00	-	-	-	-	-	-	-
Paramount Telecables Limited	-	400.00	-	-	-	-	-	-	-	-
Interest paid on Loans										
Mr. Sanjay Aggarwal	-	-	0.25	-	-	-	-	0.05	-	-
Mr. Sandeep Aggarwal	-	-	3.57	-	-	-	-	0.81	-	-
Paramount Telecables Limited	-	3.63	-	-	-	-	-	-	-	-
Refund of Security Deposit										
Paramount Telecables Limited	-	180.00	-	-	-	-	-	-	-	-
Purchases										
Valens Technologies Private Limited	-	-	-	-	5.40	-	-	-	-	89.37
Sales & Job work Charges										
Valens Technologies Private Limited	-	-	-	-	53.04	-	-	-	-	49.77
Remuneration to Key Managerial Personnel (KMP)										
Mr. Sanjay Aggarwal, Chairman and CEO	-	-	178.25	-	-	-	-	179.05	-	-
Mr. Sandeep Aggarwal, Managing Director	-	-	177.16	-	-	-	-	178.84	-	-
Mr. Shambhu Kumar Agarwal, Chief Financial Officer	-	-	36.64	-	-	-	-	32.83	-	-
Mrs. Rashi Goel, Company Secretary	-	-	12.96	-	-	-	-	10.49	-	-

Notes to the Standalone Financial Statements

for the year ended 31st March 2023

Description	Current Year 2022-23				Previous Year 2021-22					
	Subsidiaries of the Company	Other related parties in the Group where common control exists	Key Management Personnel	Relatives of Key Managerial Personnel with whom transactions have taken place	Enterprises where Relatives of Key Managerial Personnel with whom transactions have taken place	Subsidiaries of the Company*	Other related parties in the Group where common control exists	Key Management Personnel	Relatives of Key Managerial Personnel with whom transactions have taken place	Enterprises where Relatives of Key Managerial Personnel with whom transactions have taken place
Lease Liabilities/Finance Lease Obligations	-	-	-	-	-	1,193.60	-	-	-	-
Paramount Telecables Limited	-	-	-	-	-	-	-	-	-	-
Payable outstanding at the year end	-	-	-	-	-	-	-	-	-	6.14
SS Aggarwal & Sons HUF	-	-	-	-	-	-	-	-	-	-
Advance given balance outstanding as at year end after net of provisions	-	-	-	-	-	-	-	-	-	-
Paramount Holdings Limited *	-	-	-	-	-	-	-	-	-	-
Security Deposit given balance outstanding as at year end	-	-	-	-	-	-	-	-	-	-
Paramount Telecables Limited	-	-	-	-	-	92.28	-	-	-	-

Note * - Advance given balance outstanding as at year end to a subsidiary company having net balance ₹ . Nil (Gross advances at year end is ₹ 73,57 Lacs and provisions for Advance as at year end is ₹ 73 .57 Lacs) .

Remuneration to Key Managerial Personnel (KMP)

Particulars	Year ended	
	March 31, 2023	March 31, 2022
Short-Term employee benefits*	353.62	349.92
Post-Employment benefits	-	-
- Defined contribution plan\$	36.00	36.00
- Defined benefit plan#	15.39	15.28
Total	405.01	401.20

* Including bonus and commission on accrual basis and value of perquisites

\$ including PF and any other benefit

including leave encashment, gratuity and any other benefit

Notes to the Standalone Financial Statements

for the year ended 31st March 2023

49. EARNINGS PER SHARE

The following is a reconciliation of the equity shares used in the computation of basic and diluted earnings per equity share:

Particulars	Number of shares	
	Year ended March 31, 2023	Year ended March 31, 2022
Number of Equity Shares at the beginning of the year	19,41,83,965	19,41,83,965
Add: Weighted average number of equity shares issued during the year	49,40,129	-
Weighted average number of Equity shares for Basic EPS (A)	19,91,24,094	19,41,83,965
Add: Weighted average number of Potential equity share for outstanding convertible share warrents.	-	-
Weighted average number of equity shares for Diluted EPS (B)	19,91,24,094	19,41,83,965

Net profit available to equity holders of the Company used in the basic and diluted earnings per share was determined as follows:

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
Net Profit after Taxation (₹lacs)	4,776.75	820.52
Basic Earnings per Share (₹)	2.40	0.42
Diluted Earnings per Share (₹)	2.40	0.42
Par Value of each Equity Share (₹)	2	2

The number of shares used in computing basic EPS is the weighted average number of shares outstanding during the year.

The diluted EPS is calculated on the same basis as basic EPS, after adjusting for the effects of potential dilutive equity.

50. IMPAIRMENT REVIEW

Assets are tested for impairment whenever there are any internal or external indicators of impairment.

Impairment test is performed at the level of each Cash Generating Unit ('CGU') or groups of CGUs within the Company at which the goodwill or other assets are monitored for internal management purposes, within an operating segment.

The impairment assessment is based on higher of value in use and value from sale calculations.

During the year, the testing did not result in any impairment in the carrying amount of goodwill and other assets.

The measurement of the cash generating units' value in use is determined based on financial plans that have been used by management for internal purposes. The planning horizon reflects the assumptions for short to- midterm market conditions.

Key assumptions used in value-in-use calculations:

- Operating margins (Earnings before interest and taxes)
- Discount rate
- Growth rates
- Capital expenditures

Notes to the Standalone Financial Statements

for the year ended 31st March 2023

Operating margins: Operating margins have been estimated based on past experience after considering incremental revenue arising out of adoption of valued added and data services from the existing and new customers, though these benefits are partially offset by decline in tariffs in a hyper competitive scenario. Margins will be positively impacted from the efficiencies and initiatives driven by the Company; at the same time, factors like higher churn, increased cost of operations may impact the margins negatively.

Discount rate: Discount rate reflects the current market assessment of the risks specific to a CGU or group of CGUs. The discount rate is estimated based on the weighted average cost of capital for respective CGU or group of CGUs.

Growth rates: The growth rates used are in line with the long term average growth rates of the respective industry and country in which the Company operates and are consistent with the forecasts included in the industry reports.

Capital expenditures: The cash flow forecasts of capital expenditure are based on past experience coupled with additional capital expenditure required

51. ADDITIONAL REGULATORY INFORMATION

- (i) Disclosure of title deeds of Immovable Properties not held in the name of Company

Relevant line item in the Balance Sheet	Description of item of Property	Gross Carrying Value (₹ Lacs) Current Year	Gross Carrying Value (₹ Lacs) Previous Year	Title deeds held in the name of	Whether the title deed holder is a promoter,director or relative of Promoter/director or employee of Promoter/director	Property held since which date	Reason for not being held in the name of the company
Property, Plant & Equipment	Land	604.18	604.18	Erstwhile partnership firm i.e. Paramount Cable Corporation	NO	1981	Land was in the name of erstwhile partnership firm i.e. Paramount Cable Corporation which was converted into this company , name change is yet to be transferred.

- (ii) The Company has not revalued its Property, Plant and Equipment as defined under rule 2 of the Companies (Registered Valuers and Valuation) Rules, 2017 during the year 2022-23 and 2021-22.
- (iii) The company has not granted any loan to promoters, directors, KMPs and the related parties (as defined under Companies Act, 2013), either severally or jointly with any other person.
- (iv) Company does not have any Capital-Work-in Progress (CWIP)
- (v) The company does not have any pending proceeding for holding benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and the rules made thereunder.
- (vi) The Company does not have any working capital loan from banks or financial institutions on the basis of security of current assets.
- (vii) Company has not been declared as wilful defaulter by any bank or financial Institution or other lender.

Notes to the Standalone Financial Statements

for the year ended 31st March 2023

- (viii) The company have the followings transactions with companies struck off under section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956. The details of which are as under

Name of Struck off Company	Nature of transactions with Struck off Company	Balance Outstanding (₹ Lacs)	Relationship with the Struck off Company, if any, to be disclosed
PYROTECH ELECTRONICS PVT LTD	Receivables	4.38	None
AARGEE CONTRACTS (P) LTD.	Receivables	17.95	None
M GLOBAL FINANCE LTD	Shares held by struck off Company	0.06	None
PROTECT FINVEST PVT LTD	Shares held by struck off Company	0.01	None
VAISHAK SHARES LIMITED	Shares held by struck off Company	0.00	None
KOYAL COMMERCIAL PRIVATE LIMITED	Shares held by struck off Company	0.00	None
ROKAD INVESTMENTS PRIVATE LIMITED.	Shares held by struck off Company	0.03	None
HOME TRADE LIMITED	Shares held by struck off Company	0.02	None
AGGARWAL SECURITIES PRIVATE LIMITED	Shares held by struck off Company	0.00	None
BERIWAL FINANCE AND HOLDINGS PRIVATE LIMITED	Shares held by struck off Company	0.00	None

- (ix) The company do not have any charges or satisfaction yet to be registered with Registrar of Companies beyond the statutory period.
- (x) The company has not advanced/ loaned/ invested funds (borrowed/share premium/any other sources of kind of funds) to any other person(s) or entity(ies), including foreign entities (intermediaries), with the understanding (whether recorded in writing or otherwise) that the intermediary shall (a) directly/ indirectly lend or invest in other persons or entities identified in any manner by or on behalf of the company (ultimate beneficiaries) or (b) provide any guarantee, security or the like to or on behalf of the ultimate beneficiaries.
- (xi) The company has not received any funds from any other person(s) or entity(ies), including foreign entities (Funding Party), with the understanding (whether recorded in writing or otherwise) that the company shall (a) directly/ indirectly lend or invest in other persons or entities identified in any manner by or on behalf of the Funding Party (Ultimate beneficiaries) or (b) provide any guarantee, security or the like to or on behalf of the Ultimate beneficiaries.
- (xii) The Company has complied with number of layers prescribed under clause (87) of section 2 of the Act read with Companies (Restriction on number of Layers) Rules, 2017. are not applicable on the company.
- (xiii) No income has been surrendered or disclosed for which transaction was not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).
- (xiv) There is no transaction related to Crypto Currency or Virtual Currency. Hence, not applicable.

Notes to the Standalone Financial Statements

for the year ended 31st March 2023

52. FINANCIAL RATIOS:-

Particulars	31-03-23	31-03-22	% Variance	Reason for variance more than 25%
(a) Current Ratio (in times)	3.90	2.99	30.53	Due to increase in current assets and decrease in current liabilities of the company
(b) Debt-Equity ratio (in times)	0.54	0.93	(41.32)	Due to increase in shareholder's equity of the company
(c) Debt-Service Coverage Ratio (in times)	2.80	1.08	159.77	Due to increase in earning for debts service of the company
(d) Return on Equity ratio (in%)	19.23	4.16	362.49	Due to increase in net profit after tax of the company
(e) Inventory turnover ratio (in times)	5.12	4.22	21.35	
(f) Trade Receivables turnover ratio (in times)	4.61	3.40	35.79	Due to increase in turnover of the company & better realisation from receivables
(g) Trade Payables turnover ratio (in times)	9.84	6.44	52.77	Due to decrease in credit period
(h) Net Capital turnover ratio (in times)	2.91	2.63	10.43	
(i) Net Profit ratio(in %)	6.05	1.42	326.75	Due to increase in net profit after tax of the company
(j) Return on Capital Employed(in%)	11.85	3.81	210.76	Due to increase in EBIT of the company
(k) Return on Investment(in%)	NA	NA	NA	

Formula for computation of ratios are as follows:

Particulars	Numerator	Denominator
(a) Current Ratio (in times)	Current Asset	Current Liabilities
(b) Debt-Equity ratio (in times)	Total Debt	Shareholder's Equity
(c) Debt-Service Coverage Ratio (in times)	Earnings for Debt service = Net Profit after taxes+Non - cash operating expenses + interest cost	Debt service = Interest expense + Lease Payments + Principal Repayments
(d) Return on Equity ratio (in%)	Net Profit after taxes	Average Shareholders's Equity
(e) Inventory turnover ratio (in times)	Cost of Goods sold	Average Inventory
(f) Trade Receivables turnover ratio (in times)	Net Credit Sales	Average Trade Receivables
(g) Trade Payables turnover ratio (in times)	Net credit Purchases	Average Trade Payables
(h) Net Capital turnover ratio (in times)	Net Total Sales	Working Capital = Current Assets - Current Liabilities
(i) Net Profit ratio(in %)	Net Profit after taxes	Net Total Sales
(j) Return on Capital Employed(in%)	Earning before interest and taxes	Tangible Capital employed = Net Worth + Total Debts - Intangible Assets
(k) Return on Investment(in%)	Interest Income	Average Investments + Fixed Bank Deposits (Including Accrued Interest)

Notes to the Standalone Financial Statements

for the year ended 31st March 2023

53. PREVIOUS YEAR FIGURES HAVE BEEN REGROUPED/ REARRANGED, WHEREVER CONSIDERED NECESSARY TO CONFORM TO CURRENT YEAR'S CLASSIFICATION.

As per our Report of even date attached

For P. Bholusaria & Co.

Chartered Accountants

Firm Registration No. : 000468N

Pawan Bholusaria

Partner (M.No.: 080691)

Place : New Delhi

Date: 19.05.2023

For and on behalf of the Board

(Sanjay Aggarwal)

Chairman & CEO

DIN No: 00001788

(S K Agarwal)

Chief Financial Officer

Mem No: 053595

(Sandeep Aggarwal)

Managing Director

DIN No: 00002646

(Rashi Goel)

Company Secretary

Mem No: FCS 9577

Independent Auditors' Report

To
The Members of
PARAMOUNT COMMUNICATIONS LIMITED

REPORT ON THE CONSOLIDATED FINANCIAL STATEMENTS

Opinion

We have audited the accompanying consolidated financial statements (the "Consolidated Financial Statements") of **PARAMOUNT COMMUNICATIONS LIMITED** ("the Company") and its subsidiaries hereinafter referred to as the "Group" to the attached consolidated financial statements), which comprise the consolidated Balance Sheet as at 31st March, 2023, the consolidated Statement of Profit and Loss (including Other Comprehensive Income), the consolidated Cash Flow Statement, the consolidated Statement of Changes in Equity for the year ended, and a summary of significant accounting policies and other explanatory information prepared based on the relevant records (hereinafter referred to as "the Consolidated Financial Statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Consolidated financial statements give the information required by the Companies Act, 2013 (the "Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards ("Ind AS") prescribed under section 133 of the act read with rules as amended and other accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at

31st March, 2023, their consolidated profit (including Other Comprehensive Income), their consolidated cash flows and consolidated statement of Changes in Equity for the year ended on that date

Basis of Opinion

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the consolidated financial statements section of our report. We are independent of the Company in accordance with Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the consolidated financial statements under the provisions of the Companies Act, 2013 and the Rule thereunder, and we have fulfilled our ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis of our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report

Description of Key Audit Matter	How our audit addressed the key audit matter
Provision of Doubtful Debts	<ol style="list-style-type: none"> We Obtain a detailed age analysis of the year end of debtors and test the analysis for a selection of the balances; Obtain an analysis of the provision for doubtful debts; Scrutinize the analysis and identify those debts which appear doubtful; Discuss with management their reasons, if any of these debts are not included in the provision for bad debts; Perform further testing where any disputes exists; Reach a final conclusion regarding the adequacy of the bad debts provision
Accuracy of Recognition, Measurement, Presentation and Disclosure of Revenue	We assessed the company's process to identify the impact of the new revenue accounting standard.
Impairment of Assets	We perform the analytical procedure to assess the impairment loss and review the market value for impairment loss as per IND AS 36.

Information Other than the consolidated financial statements and Auditor's Report Thereon

The Holding Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Annual report, but does not include the consolidated financial statements and our auditor's report thereon. The Annual Report is expected to be made available to us after the date of this Auditors' Report. Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard

Management's Responsibility for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these consolidated financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the group in accordance with the Ind AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the Consolidated Financial Statements by the Directors of the Holding Company, as aforesaid.

In preparing the consolidated financial statements, holding company's management is responsible for assessing the groups's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors of the Holding Company is also responsible for overseeing the Company's financial reporting process of the group.

Auditors' Responsibility

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the consolidated financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the consolidated financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the consolidated financial statements

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements for the financial year ended March 31, 2023 and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other Matters

- (a) The financial statements of two subsidiaries included in the consolidated financial statements, which constitute total assets of ₹ Nil and net assets of ₹ Nil as at 31st March, 2023, total revenue of ₹ Nil and net profit of ₹ Nil, and net cash inflows of ₹ Nil for the year then ended have not been audited by us. These financial statements/ financial information are unaudited and have been furnished to us by the Management, and our opinion on the consolidated financial statements in so far as it relates to the amounts and disclosures included in respect of these subsidiaries and our report in terms of sub-section (3) of Section 143 of the Act in so far as it relates to the afore said subsidiaries, is based solely on such unaudited financial statements/ financial information. In our opinion and according to the information and explanations given to

us by the Management, these financial statements/ financial information are not material to the Group.

Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters.

Report on Other Legal and Regulatory Requirements

As required by Section 143(3) of the Act, we report, to the extent applicable, that:

- a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid Consolidated Financial Statements.
- b. In our opinion, proper books of account as required by law maintained by the Company, including relevant records relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and records of the Company.
- c. The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), and the Consolidated Cash Flow Statement and Consolidated statement of Changes in Equity dealt with by this Report are in agreement with the relevant books of account maintained by the group including relevant records maintained by the company for the purpose of preparation of the Consolidated Financial Statements.
- d. In our opinion, the aforesaid Consolidated Financial Statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2015 (as amended).
- e. On the basis of written representation received from the directors as on 31st March, 2023, taken on record by the Board of Directors, none of the directors of the parent company is disqualified as on 31st March, 2023 from being appointed as a director in terms of Section 164 (2) of the Act.
- f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A".
- g. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

- i. The Consolidated Financial Statements disclose the impact of pending litigations on the consolidated financial position of the Group – Refer Note No. 45 of the Consolidated Financial Statements.
- ii. The Group did not have any long-term contracts including derivative contracts for which there were any foreseeable losses during the year ended 31st March, 2023.
- iii. There were no amounts, which were required to be transferred, to the Investor Education and Protection Fund by the group/ Company during the year ended on 31st March, 2023.
- iv. a) The Holding Company's Management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the group to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever or on the behalf of group ("Ultimate Beneficiaries") or provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
- b) The Holding Company's Management has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the group from any persons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like from or on behalf of the Ultimate Beneficiaries; and
- c) Based on such audit procedures as considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material mis-statement
- v. The company has neither proposed nor declared any dividend during the year.
- h. The managerial remuneration for the year ended 31st March, 2023 has been paid/ provided for by the Company to its directors in accordance with the provisions of Section 197 read with Schedule V to the Act
- i. Proviso to rule 3(1) of the Companies (Accounts) Rules, 2014 for maintaining books of accounts using accounting software which has a feature of recording audit trail (edit log) facility is applicable to the company with effect from 01.04.2023, and accordingly, reporting under Rule 11(g) of Companies (Audit and Auditors) Rules, 2014 is not applicable for the financial year ended 31st March, 2023.

For **P. BHOLUSARIA & CO.**
 CHARTERED ACCOUNTANTS
 Firm Registration No: 000468N

Pawan Bholusaria

Partner

M.No.080691

UDIN: 23080691BGWMQE8218

Place: New Delhi

Date: 19.05.2023

Annexure “A” to Independent Auditors’ Report

Referred to in paragraph (f) under “Report on Other Legal and Regulatory Requirements” section of our Independent Auditors’ Report of even date to the Members of **PARAMOUNT COMMUNICATIONS LIMITED** on the Consolidated financial statements for the year ended 31st March, 2023

REPORT ON THE INTERNAL FINANCIAL CONTROLS UNDER CLAUSE (I) OF SUB-SECTION 3 OF SECTION 143 OF THE ACT

1. We have audited the internal financial controls over financial reporting of **PARAMOUNT COMMUNICATIONS LIMITED** (“the Company”) as of 31st March, 2023 in conjunction with our audit of the consolidated financial statements of the Company for the year ended on that date. Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Act is not applicable to subsidiary companies which are companies not incorporated in India.

MANAGEMENT’S RESPONSIBILITY FOR INTERNAL FINANCIAL CONTROLS

2. The Company’s management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

AUDITORS’ RESPONSIBILITY

3. Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) and the Standards on Auditing deemed to be prescribed under section 143(10) of the Act to the extent applicable to an audit of internal financial controls, both applicable to an audit of internal financial controls and both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate

internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

5. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial controls system over financial reporting.

MEANING OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING

6. A company’s internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company’s assets that could have a material effect on the financial statements.

INHERENT LIMITATIONS OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING

7. Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

OPINION

8. In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March,2023, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For **P. BHOLUSARIA & CO.**
CHARTERED ACCOUNTANTS
Firm Registration No: 000468N

Pawan Bholusaria

Partner

M.No.080691

Place: New Delhi

Date: 19.05.2023

Consolidated Balance Sheet

as at 31st March 2023

Particulars	Note No.	(₹ in Lacs)	
		As at 31 st March 2023	As at 31 st March 2022
I. ASSETS			
1 Non-current assets			
(a) Property, Plant and Equipment	5	9,763.90	9,577.11
(b) Right of use assets	6	2,890.92	3,817.36
(c) Intangible assets	7	108.68	151.01
(d) Financial Assets			
(i) Investments	8	0.00	0.00
(ii) Loans	9	3.27	1.99
(iii) Other Financial Assets	10	977.22	1,446.06
(e) Other non-current assets	11	102.40	46.16
		13,846.39	15,039.69
2 Current assets			
(a) Inventories	12	11,309.64	11,460.92
(b) Financial Assets			
(i) Investments	13	1,002.02	-
(ii) Trade Receivables	14	16,876.92	17,361.02
(iii) Cash and cash equivalents	15	1,797.41	138.68
(V) Bank Balances other than (iii) above	16	1,220.18	1,271.93
(v) Loans	17	43.16	21.90
(vi) Other Current Financial Assets	18	292.89	345.14
(c) Current Tax Assets (net)	19	184.70	408.90
(d) Other current assets	20	3,817.70	2,050.68
		36,544.62	33,059.17
Total Assets		50,391.01	48,098.86
II. EQUITY AND LIABILITIES			
1 Equity			
(a) Equity Share Capital	21	3,883.68	3,883.68
(b) Other Equity	22	25,624.50	16,290.57
		29,508.18	20,174.25
2 Liabilities			
(i) Non-current liabilities			
(a) Financial Liabilities			
(i) Borrowings	23	11,231.96	15,733.55
(ii) Lease Liabilities	24	225.85	1,027.62
(b) Provisions	25	59.83	105.12
		11,517.64	16,866.29
(ii) Current liabilities			
(a) Financial Liabilities			
(i) Borrowings	26	4,557.56	1,740.53
(ii) Lease Liabilities	27	8.12	165.98
(iii) Trade payables	28		
- Total outstanding dues of Micro and Small Enterprises		733.75	271.17
- Total outstanding dues of creditors other than Micro and Small Enterprises		3,247.74	8,079.26
(iv) Other Financial Liabilities	29	435.81	436.18
(b) Other current liabilities	30	373.79	282.70
(c) Provisions	31	8.42	82.50
		9,365.19	11,058.32
Total Equity and Liabilities		50,391.01	48,098.86
III. Notes forming part of the Consolidated Financial Statements	1 to 52		

As per our Report of even date attached

For P. Bholusaria & Co.
Chartered Accountants

Firm Registration No. : 000468N

Pawan Bholusaria
Partner (M.No.: 080691)
Place : New Delhi
Date: 19.05.2023

For and on behalf of the Board

(Sanjay Aggarwal)Chairman & CEO
DIN No: 00001788**(S K Agarwal)**Chief Financial Officer
Mem No: 053595**(Sandeep Aggarwal)**Managing Director
DIN No: 00002646**(Rashi Goel)**Company Secretary
Mem No: FCS 9577

Consolidated Statement of Profit and Loss

for the year ended 31st March 2023

(₹ in Lacs)

Particulars	Note No.	For the year ended 31 st March 2023	For the year ended 31 st March 2022
Revenue :			
I. Revenue from operations	32	79,646.65	58,093.61
II. Other income	33	1,625.32	374.33
III. Total Income (I + II)		81,271.97	58,467.94
IV. Expenses:			
Cost of material consumed	34	58,611.78	45,927.49
Change in Inventories of finished goods, work-in-progress and scrap	35	(265.19)	(570.27)
Employee benefits expenses	36	2,149.26	2,294.10
Finance costs	37	717.68	640.88
Depreciation and amortization Expenses	38	925.80	954.46
Other Expenses	39	14,355.89	8,400.76
Total Expenses (IV)		76,495.22	57,647.42
V. Profit Before exceptional items and Tax (III - IV)		4,776.75	820.52
VI. Exceptional items		-	-
VII. Profit before tax (V - VI)		4,776.75	820.52
VIII. Tax expense:			
Current tax		-	-
Deferred tax		-	-
Total Tax Expense (VIII)		-	-
IX Profit for the year (VII - VIII)		4,776.75	820.52
X Comprehensive Income			
Other Comprehensive Income			
Items that will not be reclassified to profit and loss			
Re-measurement gains/ (losses) on defined benefit plans		35.49	58.56
Income tax effect on above		-	-
		35.49	58.56
XI Total Comprehensive Income for the year (IX +X) (Comprehensive profit and other comprehensive income for the year)		4,812.24	879.08
XII. Earnings Per Equity Share:	49		
(1) Basic		2.40	0.42
(2) Diluted		2.40	0.42

Notes forming part of the Consolidated Financial Statements

1 to 52

As per our Report of even date attached

For P. Bholusaria & Co.

Chartered Accountants

Firm Registration No. : 000468N

Pawan Bholusaria

Partner (M.No.: 080691)

Place : New Delhi

Date: 19.05.2023

For and on behalf of the Board

(Sanjay Aggarwal)

Chairman & CEO

DIN No: 00001788

(S K Agarwal)

Chief Financial Officer

Mem No: 053595

(Sandeep Aggarwal)

Managing Director

DIN No: 00002646

(Rashi Goel)

Company Secretary

Mem No: FCS 9577

Consolidated Statement of Cash Flows

 for the year ended 31st March 2023

(₹ in Lacs)

Particulars	For the year ended 31 st March 2023	For the year ended 31 st March 2022
(A) CASH FLOWS FROM OPERATING ACTIVITIES		
Net Profit before taxation	4,776.75	820.52
Adjustment for :		
Depreciation and amortization expenses	925.80	954.46
Interest Expenses/ Finance Cost	626.86	535.02
Interest on lease liability & on fair valuation of Security Deposit	90.82	105.87
Reversal of rent lease liability	(185.55)	(266.67)
Unrealised Exchange Gain/(Loss)	43.31	50.25
Net Gain on Fair Valuation of Current Investment	(2.02)	-
Profit on sales of Investment	(1.11)	-
Loss / (Profit) on sale of assets(net)	7.48	-
Interest Income	(149.60)	(201.25)
Net Gain on Derivatives	(17.09)	-
Lease Liability Written Back	(245.96)	-
Provision for Doubtful debts/ Written back	71.47	-
	1,164.41	1,177.68
Operating Profit before working capital changes	5,941.16	1,998.20
Adjustment for :		
Decrease / (Increase) in Trade Receivables	440.79	(690.67)
Decrease / (Increase) in Loans & Advances	(22.53)	1.43
Decrease / (Increase) in Inventories	151.28	(1,440.60)
Decrease / (Increase) in Other financial and non financial Assets	(1,289.97)	(154.32)
(Decrease) / Increase in Trade Payables	(4,368.94)	1,624.43
(Decrease) / Increase in Other Liabilities & Provisions	33.57	125.47
	(5,055.80)	(534.26)
Cash generated from operation	885.36	1,463.94
Exceptional items	-	-
Income Tax Refund (net)	224.20	0.48
NET CASH FROM OPERATING ACTIVITIES	1,109.56	1,464.42
(B) CASH FLOWS FROM INVESTING ACTIVITIES		
Purchase of Property, plant and equipment including Capital work In Progress	(894.72)	(286.51)
Sale proceeds from Property, plant and equipment	50.39	-
Interest Received	208.85	179.39
Sale of Investments (Mutual Fund)	801.11	-
Purchase of Investments (Mutual Fund)	(1,800.00)	-
	(1,634.37)	(107.12)
NET CASH FROM INVESTING ACTIVITIES	(1,634.37)	(107.12)

Consolidated Statement of Cash Flows

for the year ended 31st March 2023

(₹ in Lacs)

Particulars	For the year ended 31 st March 2023	For the year ended 31 st March 2022
(C) CASH FLOWS FROM FINANCING ACTIVITIES		
Interest Expenses/ Finance Cost	(653.60)	(535.02)
Increase/(Decrease) in Borrowings from banks / ARC /NBFC	(1,654.55)	(1,440.20)
Loan From Directors	(30.00)	30.00
Proceeds from Issue of Convertible Equity share warrants	4,521.69	-
	2,183.54	(1,945.22)
NET CASH FROM FINANCING ACTIVITIES	2,183.54	(1,945.22)
NET INCREASE/(DECREASE) IN CASH & CASH EQUIVALENTS (A+B+C)	1,658.73	(587.92)
CASH AND CASH EQUIVALENTS AT BEGINNING OF THE YEAR	138.68	726.60
CASH AND CASH EQUIVALENTS AT END OF THE YEAR	1,797.41	138.68
NET INCREASE/(DECREASE) IN CASH & CASH EQUIVALENTS	1,658.73	(587.92)

Reconciliation of Borrowings (Current & Non-Current)

(₹ in Lacs)

Particulars	Borrowings (Current & Non-Current)	Borrowings (Current & Non-Current)
	As at 31.03.2023	As at 31.03.2022
Opening balance	17,474.08	18,884.28
Proceeds	58.50	66.00
Repayments	1,743.06	1,476.20
Closing balance	15,789.52	17,474.08

Note:

- Cash Flow Statement has been prepared under indirect method as set out in IND AS-7 (Statement of Cash Flows)
- Figures in brackets represent outflow of cash.

Notes forming part of the Consolidated Financial Statements 1 to 52

As per our Report of even date attached

For P. Bholusaria & Co.
Chartered Accountants
Firm Registration No. : 000468N

Pawan Bholusaria
Partner (M.No.: 080691)

Place : New Delhi
Date: 19.05.2023

For and on behalf of the Board

(Sanjay Aggarwal)
Chairman & CEO
DIN No: 00001788

(S K Aggarwal)
Chief Financial Officer
Mem No: 053595

(Sandeep Aggarwal)
Managing Director
DIN No: 00002646

(Rashi Goel)
Company Secretary
Mem No: FCS 9577

Consolidated Statement of Changes in Equity

for the year ended 31st March 2023

A. EQUITY SHARE CAPITAL

Particulars	₹ in Lacs	
	Balance as at April 1, 2021	As at 31st March 2023
Equity share capital	3,883.68	3,883.68
	Changes in equity share capital during the year 2021-22	Changes in equity share capital during the year 2022-23
	-	-
	Balance as at March 31, 2022	
	3,883.68	

B. OTHER EQUITY

Particulars	₹ in Lacs				Total	
	Equity component of convertible instruments	Reserve and Surplus	items of Other comprehensive Income	Total		
			Items that will not be classified to profit and loss			
			Re-measurement of net defined benefit Plans			
Balance as at March 31, 2021	-	30.31	18,449.64	254.03	(3,299.80)	15,411.49
Total Income for the year 2021-22	-	-	-	-	820.52	820.52
Addition during the year	-	-	-	-	-	-
Re-measurement of net defined benefit Plans	-	-	-	-	58.56	58.56
Balance as at March 31, 2022	-	30.31	18,449.64	254.03	(2,479.28)	16,290.57
Total Income for the year 2022-23	-	-	-	-	4,776.75	4,776.75
Addition during the year	4,521.69	-	-	-	-	4,521.69
Re-measurement of net defined benefit Plans	-	-	-	-	35.49	35.49
As at 31st March 2023	4,521.69	30.31	18,449.64	254.03	2,297.47	25,624.50

Notes forming part of the Consolidated Financial Statements 1 to 52

As per our Report of even date attached

For P. Bholusaria & Co.
Chartered Accountants
Firm Registration No.: 000468N

Pawan Bholusaria
Partner (M.No.: 080691)

Place : New Delhi
Date: 19.05.2023

For and on behalf of the Board

(Sanjay Aggarwal)
Chairman & CEO
DIN No: 00001788

(S K Aggarwal)
Chief Financial Officer
Mem No: 053595

(Sandeep Aggarwal)
Managing Director
DIN No: 00002646

(Rashi Goel)
Company Secretary
Mem No: FCS9577

Notes to the Consolidated Financial Statements

for the year ended 31st March 2023

1. CORPORATE AND GENERAL INFORMATION

Paramount Communications Limited (“PCL”) or (“the Company”) is a public limited company domiciled in India and incorporated under the provisions of Companies Act, 1956. The registered office of the company is situated at KH-433, Maulsari Avenue, Westend Greens, Rangpuri, New Delhi-110037. The Company is engaged in manufacturing business of Wires and Cables comprising of power cables, telecom cables, railway cables and specialised cables. The manufacturing facilities of the company are situated at Khushkhera, Rajasthan and Dharuhera, Haryana.

The Equity shares of the company are listed at National Stock Exchange and Bombay stock Exchange.

2. STATEMENT OF COMPLIANCE & BASIS OF PREPARATION

The consolidated financial statements have been prepared in accordance with the Indian Accounting Standards (Ind AS) notified under Companies (Indian Accounting Standards) Rule 2015

The significant accounting policies used in preparing the financial statements are set out in Note no.3 of the Notes to the Financial Statements.

The preparation of the financial statements requires management to make estimates and assumptions. Actual results could vary from these estimates. The estimates and underlying assumptions are reviewed on an on-going basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised if the revision effects only that period or in the period of the revision and future periods if the revision affects both current and future years (refer Note no.4 on critical accounting estimates, assumptions and judgements).

Basis of Consolidation

The consolidated financial statements have been prepared on the following principles:

The consolidated financial statements of the Company and its Subsidiary Companies have been combined on a line-by-line basis by adding together items of assets, liabilities, income and expenses, after eliminating the intra-group balances, intra-group transactions and unrealised profits or losses in accordance with Indian Accounting Standards (IND AS 110) on “Consolidated financial Statements” notified under Section

133 of the Companies Act 2013, read with Companies (Indian Accounting Standard) Rule 2015 as amended time to time .

The consolidated financial statements have been prepared using uniform accounting policies for like transactions and events in similar circumstances and are presented to the extent possible, in the same manner as the Company’s separate financial statements.

In case of foreign subsidiaries, being non-integral foreign operations, revenue items are consolidated at the average rate prevailing during the year. All assets and liabilities are converted at the rates prevailing at the end of the year. Any exchange difference arising on consolidation is recognized in the Exchange Fluctuation Reserve.

The Consolidated Financial Statements include the results of the following entities:

Name of Company	Country of incorporation	Relationship	Ownership Interest
Paramount Holding Limited (PHL)	Cyprus	Subsidiary	100.00%
AEI Power Cables Limited (APCL)	United Kingdom	Subsidiary	100.00%

Financial statements of Paramount Holdings Limited, Cyprus are drawn in Euro and AEI Power Cables Limited, United Kingdom are drawn in Sterling Pound.

“06196375 Cables Limited” (formerly AEI Cables Limited), United Kingdom is “in Administration/Liquidation” (as per UK laws) w.e.f. 28th February 2014. The company has provided full impairment of investment in earlier years. Therefore, consolidated financial statements do not include financial position, financial performance, and cash flows of this company.

AEI Power Cables Limited, United Kingdom has ceased to trade. From 1st April, 2017 it is dormant company.

The board of directors of Paramount Holdings Limited, Cyprus are taking steps to liquidate Paramount holdings Limited.

3 SIGNIFICANT ACCOUNTING POLICIES

3.1 Basis of Measurement

The financial statements have been prepared on accrual basis and under the historical cost convention except following which have been measured at fair value:

Notes to the Consolidated Financial Statements

for the year ended 31st March 2023

- Certain financial assets and liabilities carried at fair value or amortised cost,
- defined benefit plans – plan assets measured at fair value,

The consolidated financial statements are presented in Indian Rupees, which is the Company's functional and presentation currency and all amounts are rounded to the nearest lacs.

3.2 Property, Plant and Equipment

- Property, Plant and Equipment are carried at cost less accumulated depreciation and accumulated impairment losses, if any. Cost includes expenditure that is directly attributable to the acquisition of the items.
- Assets are depreciated to the residual values on a straight-line basis over the estimated useful lives based on technical estimates. Assets residual values and useful lives are reviewed at each financial year end considering the physical condition of the assets and benchmarking analysis or whenever there are indicators for review of residual value and useful life. Freehold land is not depreciated. Estimated useful lives of the assets are as follows:

Category of Assets	Years
Class of Property, Plant & Equipment	
-Building	30-60
-Plant and Equipment	15-25
-Electric Installation	10
-Furniture and Fixtures	10
-Computer equipment	3
-Office equipment	5
-Vehicles	8
Class of Right to use assets	
-Leasehold Land	Over the lease period
-Leasehold Building	Over the lease period
Class of Intangible Assets	
-Software	5

The gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined

as the difference between the sales proceeds and the carrying amount of the asset and is recognised in the Statement of Profit and Loss on the date of disposal or retirement.

3.3 Intangible Assets

Identifiable intangible assets are recognised:

- when the Company controls the asset,
- it is probable that future economic benefits attributed to the asset will flow to the Company
- the cost of the asset can be reliably measured.

Computer software's are capitalised at the amounts paid to acquire the respective license for use and are amortised over the period of license, generally not exceeding five years on straight line basis. The assets' useful lives are reviewed at each financial year end.

3.4 Impairment of non-current assets

An asset is considered as impaired when at the date of Balance Sheet there are indications of impairment and the carrying amount of the asset, or where applicable the cash generating unit to which the asset belongs exceeds its recoverable amount (i.e. the higher of the net asset selling price and value in use). The carrying amount is reduced to the recoverable amount and the reduction is recognized as an impairment loss in the Statement of Profit and Loss. The impairment loss recognized in the prior accounting period is reversed if there has been a change in the estimate of recoverable amount. Post impairment, depreciation is provided on the revised carrying value of the impaired asset over its remaining useful life.

3.5 Cash and cash equivalents

Cash and cash equivalents includes Cash on hand and at bank and other short-term highly liquid investments with original maturities of three months or less that are readily convertible to a known amount of cash and are subject to an insignificant risk of changes in value and are held for the purpose of meeting short-term cash commitments.

For the purpose of the Statement of Cash Flows, cash and cash equivalents consists of cash and short term deposits, as defined above, net of outstanding bank overdraft as they are considered an integral part of the Company's cash management.

Notes to the Consolidated Financial Statements

for the year ended 31st March 2023

3.6 Inventories

Inventories are valued at the lower of cost and net realizable value except scrap, which is valued at net realizable value. Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale. The cost of inventories comprises of cost of purchase, cost of conversion and other costs incurred in bringing the inventories to their respective present location and condition. Cost is computed on the weighted average basis.

3.7 Employee benefits

- a) Short term employee benefits are recognized as an expense in the Statement of Profit and Loss of the year in which the related services are rendered.
- b) Leave encashment being a short term benefit is accounted for using the Projected Unit Credit Method, on the basis of actuarial valuations carried out by third party actuaries at each Balance Sheet date. Actuarial gains and losses arising from experience adjustments and changes in actuarial assumptions are charged or credited to profit and loss in the period in which they arise.
- c) Contribution to Provident Fund, a defined contribution plan, is made in accordance with the statute, and is recognised as an expense in the year in which employees have rendered services.
- d) The cost of providing gratuity, a defined benefit plans, is determined using the Projected Unit Credit Method, on the basis of actuarial valuations carried out by third party actuaries at each Balance Sheet date. Actuarial gains and losses arising from experience adjustments and changes in actuarial assumptions are charged or credited to Other Comprehensive Income in the period in which they arise. Other costs are accounted in statement of profit and loss.

3.8 Foreign currency reinstatement and translation

(a) Functional and presentation currency

The financial statements have been presented in Indian Rupees (₹rounded to lacs), which is the Company's functional and presentation currency.

(b) Transactions and balances

Transactions in foreign currencies are initially recorded by the Company at rates prevailing at the date of the transaction. Subsequently monetary items are translated at closing exchange rates of balance sheet date and the resulting exchange difference recognised in profit or loss. Differences arising on settlement of monetary items are also recognised in profit or loss.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the transaction. Non-monetary items carried at fair value that are denominated in foreign currencies are translated at the exchange rates prevailing at the date when the fair value was determined. Exchange component of the gain or loss arising on fair valuation of non-monetary items is recognised in line with the gain or loss of the item that gave rise to such exchange difference.

3.9 Financial instruments – initial recognition, subsequent measurement and impairment

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Financial Assets

Financial Assets are measured at amortised cost or fair value through Other Comprehensive Income or fair value through Profit or Loss, depending on its business model for managing those financial assets and liabilities and the assets and liabilities contractual cash flow characteristics.

Subsequent measurements of financial assets are dependent on initial categorisation. For impairment purposes significant financial assets are tested on an individual basis, other financial assets are assessed collectively in groups that share similar credit risk characteristics.

Trade receivables

A receivable is classified as a 'trade receivable' if it is in respect to the amount due from customers on account of goods sold or services rendered in the ordinary course of business. Trade receivables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, less provision for impairment. For some trade receivables the Company may obtain security in the

Notes to the Consolidated Financial Statements

for the year ended 31st March 2023

form of guarantee, security deposit or letter of credit which can be called upon if the counterparty is in default under the terms of the agreement.

Impairment is made on the expected credit losses, which are the present value of the cash shortfalls over the expected life of financial assets. The estimated impairment losses are recognised in a separate provision for impairment and the impairment losses are recognised in the Statement of Profit and Loss within other expenses.

Subsequent changes in assessment of impairment are recognised in provision for impairment and the change in impairment losses are recognised in the Statement of Profit and Loss within other expenses.

For foreign currency trade receivable, impairment is assessed after reinstatement at closing rates.

Individual receivables which are known to be uncollectible are written off by reducing the carrying amount of trade receivable and the amount of the loss is recognised in the Statement of Profit and Loss within other expenses.

Subsequent recoveries of amounts previously written off are credited to other Income

Investment in equity shares

Investment in equity securities are initially measured at fair value. Any subsequent fair value gain or loss is recognized through Profit or Loss if such investments in equity securities are held for trading purposes. The fair value gains or losses of all other equity securities are recognized in Other Comprehensive Income.

Derivative financial instruments

The Company uses derivative financial instruments, such as forward currency contracts and interest rate swaps to hedge its foreign currency risks and interest rate risks. Derivative financial instruments are initially recognised at fair value on the date a derivative contract is entered into and are subsequently re-measured at their fair value at the end of each period. The method of recognizing the resulting gain or loss depends on whether the derivative is designated as a hedging instrument, and if so, on the nature of the item being hedged. Any gains or losses arising from changes in the fair value of derivatives are taken directly to profit or loss.

Financial Liabilities

At initial recognition, all financial liabilities other than fair valued through profit and loss are recognised initially at fair value less transaction costs that are attributable to the issue of financial liability. Transaction costs of financial liability carried at fair value through profit or loss is expensed in profit or loss. However, borrowings, which is likely to be assigned or negotiated are initially measured at fair value through profit and loss account. Other borrowings are measured at amortised cost using the effective interest rate method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fee or costs that are an integral part of the Effective rate of interest (EIR). The EIR amortisation is included in finance costs in the Statement of Profit and Loss.

Trade and other payables

A payable is classified as 'trade payable' if it is in respect of the amount due on account of goods purchased or services received in the normal course of business. These amounts represent liabilities for goods and services provided to the Company prior to the end of financial year which are unpaid. Trade and other payables are presented as current liabilities unless payment is not due within 12 months after the reporting period. They are recognised initially at their fair value and subsequently measured at amortised cost using the effective interest method.

3.10 Borrowing costs

Borrowing costs specifically relating to the acquisition or construction of qualifying assets that necessarily takes a substantial period of time to get ready for its intended use are capitalized (net of income on temporarily deployment of funds) as part of the cost of such assets. Borrowing costs consist of interest and other costs that the Company incurs in connection with the borrowing of funds.

For general borrowing used for the purpose of obtaining a qualifying asset, the amount of borrowing costs eligible for capitalization is determined by applying a capitalization rate to the expenditures on that asset. The capitalization rate is the weighted average of the borrowing costs applicable to the borrowings of the Company that are outstanding during the period, other than borrowings made specifically for the purpose of obtaining a qualifying asset. The amount of borrowing costs capitalized during a period does not exceed the amount of borrowing cost incurred during that period.

All other borrowing costs are expensed in the period in which they occur.

Notes to the Consolidated Financial Statements

for the year ended 31st March 2023

3.11 Taxation

Income tax expense represents the sum of current and deferred tax. Tax is recognised in the Statement of Profit and Loss, except to the extent that it relates to items recognised directly in equity or other comprehensive income, in such cases the tax is also recognised directly in equity or in other comprehensive income. Any subsequent change in direct tax on items initially recognised in equity or other comprehensive income is also recognised in equity or other comprehensive income, such change could be for change in tax rate.

Current tax provision is computed for Income calculated after considering allowances and exemptions under the provisions of the applicable Income Tax Laws. Current tax assets and current tax liabilities are off set, and presented as net.

Deferred tax is recognised on differences between the carrying amounts of assets and liabilities in the Balance sheet and the corresponding tax bases used in the computation of taxable profit and are accounted for using the liability method. Deferred tax liabilities are generally recognised for all taxable temporary differences, and deferred tax assets are generally recognised for all deductible temporary differences, carry forward tax losses and allowances to the extent that it is probable that future taxable profits will be available against which those deductible temporary differences, carry forward tax losses and allowances can be utilised. Deferred tax assets and liabilities are measured at the applicable tax rates.

Deferred tax assets are only recognised to the extent that it is probable that future taxable profits will be available against which the temporary differences can be utilised.

Deferred tax assets and deferred tax liabilities are off set, and presented as net.

The carrying amount of deferred tax assets is reviewed at each balance sheet date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available against which the temporary differences can be utilised.

3.12 Revenue recognition and Other income

Sale of Goods

Revenue from contracts with customers is recognised when control of the goods or services are transferred to the customer. Generally, control is transferred upon shipment of

goods to the customer or when the goods is made available to the customer, provided transfer of title to the customer occurs and the Company has not retained any significant risks of ownership or future obligations with respect to the goods shipped. Revenue is recognized at the fair value of consideration received or receivable and represents the net invoice value of goods supplied to third parties after deducting discounts, volume rebates and amounts collected on behalf of third parties (for example taxes and duties collected on behalf of the government) are recognized either on delivery or on transfer of significant risk and rewards of ownership of the goods as per IND AS 115.

Consideration is generally due upon satisfaction of performance obligations and a receivable is recognised when it becomes unconditional.

The Company is generally the principal as it typically controls the goods or services before transferring them to the customer. Revenue is inclusive of Material returned/ rejected is accounted for in the year of return/ rejection.

The Company does not adjust short-term advances received from the customer for the effects of significant financing component if it is expected at the contract inception that the promised good or service will be transferred to the customer within a period of one year.

Revenue from rendering of services is recognised over time by measuring the progress towards complete satisfaction of performance obligations at the reporting period.

Interest

Interest income is recognised on a time proportion basis taking into account the amount outstanding and the rate applicable.

3.13 Earnings per share

Basic earnings per share are calculated by dividing the net profit or loss for the year attributable to equity shareholders (after deducting preference dividends and attributable taxes) by the weighted average number of equity shares outstanding during the year. Partly paid equity shares are treated as a fraction of an equity share to the extent that they were entitled to participate in dividends relative to a fully paid equity share during the reporting year.

Notes to the Consolidated Financial Statements

for the year ended 31st March 2023

For the purpose of calculating diluted earnings per share, the net profit or loss for the year attributable to equity shareholders and the weighted average number of shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares, if any.

3.14 Provisions and contingencies

Provisions

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. If the effect of the time value of money is material, provisions are discounted using equivalent period government securities interest rate. Unwinding of the discount is recognised in the Statement of Profit and Loss as a finance cost. Provisions are reviewed at each balance sheet date and are adjusted to reflect the current best estimate.

Contingencies

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made. Information on contingent liability is disclosed in the Notes to the Financial Statements. Contingent assets are not recognised. However, when the realisation of income is virtually certain, then the related asset is no longer a contingent asset, but it is recognised as an asset.

3.15 Lease

The Company, as a lessee, recognises a right-of-use asset and a lease liability for its leasing arrangements, if the contract conveys the right to control the use of an identified asset.

The contract conveys the right to control the use of an identified asset, if it involves the use of an identified asset and the Company has substantially all of the economic benefits from use of the asset and has right to direct the use of the identified asset. The cost of the right-of-use asset shall comprise of the amount of the initial measurement of the lease liability adjusted for any lease payments made at or before

the commencement date plus any initial direct costs incurred. The right-of-use assets is subsequently measured at cost less any accumulated depreciation, accumulated impairment losses, if any and adjusted for any re-measurement of the lease liability. The right-of-use assets is depreciated using the straight-line method the commencement date over the shorter of lease term or useful life of right-of-use asset.

The Company measures the lease liability at the present value of the lease payments that are not paid at the commencement date of the lease. The lease payments are discounted using the interest rate implicit in the lease, if that rate can be readily determined. If that rate cannot be readily determined, the Company uses incremental borrowing rate.

The lease liability is subsequently remeasured by increasing the carrying amount to reflect interest on the lease liability, reducing the carrying amount to reflect the lease payments made and remeasuring the carrying amount to reflect any reassessment or lease modifications. The Company recognises the amount of the re-measurement of lease liability as an adjustment to the right-of-use asset. Where the carrying amount of the right-of-use asset is reduced to zero and there is a further reduction in the measurement of the lease liability, the Company recognises any remaining amount of the re-measurement in statement of profit and loss.

For short-term and low value leases, the Company recognises the lease payments as an operating expense on a straight-line basis over the lease term.

For a lease modification or termination, the lessee shall account for the remeasurement of lease liability by

- a) Decreasing the carrying amount of the right of use assets to reflect the partial or full termination for lease modification or lease termination. The lessee shall recognise any profit and loss on the partial or full termination of the lease in the statement of profit and loss account.
- b) Making a corresponding adjustment to the right of use assets for all other modifications.

3.16 Current /non-current classification

The Company presents assets and liabilities in statement of financial position based on current/non-current classification.

Notes to the Consolidated Financial Statements

for the year ended 31st March 2023

The Company has presented non-current assets and current assets before equity, non-current liabilities and current liabilities in accordance with Schedule III, Division II of Companies Act, 2013 notified by MCA.

An asset is classified as current when it is:

- a) Expected to be realised or intended to be sold or consumed in normal operating cycle,
- b) Held primarily for the purpose of trading,
- c) Expected to be realised within twelve months after the reporting period, or
- d) Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is classified as current when:

- a) It is expected to be settled in normal operating cycle,
- b) It is held primarily for the purpose of trading,
- c) It is due to be settled within twelve months after the reporting period, or
- d) There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

All other liabilities are classified as non-current.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash or cash equivalents.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

3.17 Government Grant

Government Grant Government grants with a condition to purchase, construct or otherwise acquire long-term assets are initially measured based on grant receivable under the scheme. Such grants are recognised in the Statement of Profit and Loss on a systematic basis over the useful life of the asset. Amount of benefits receivable in excess of grant income accrued based on usage of the assets is accounted as Government grant received in advance. Changes in estimates are recognised prospectively over the remaining life of the assets.

The company has option to present the government grant related to fixed assets by deducting the grant from the carrying value of the asset and to present the non-monetary grant at a nominal amount. The company has not availed this option in current financial year.

Grants from the government are recognised at their fair value where there is a reasonable assurance that the grant will be received and the company will comply with all attached condition.

Government revenue grants relating to income are deferred and recognised in the Statement of Profit and Loss over the period necessary to match them with the costs that they are intended to compensate.

3.18 Recent accounting pronouncements

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standard) Rules as issued from time to time. On March 31, 2023, MCA amended the Companies (Indian Accounting Standard) Amendments Rules, 2023, as below:

Ind AS -1 Presentation of Financial Statements - This amendment requires the entities to disclose their material accounting policies rather than their significant accounting policies. The effective date of adoption of this amendment is annual periods beginning on or after April 1, 2023. The Company has evaluated the amendments and the impact of the amendment is insignificant in the consolidated financial statements.

Ind AS - 8 Accounting Policies, Changes in Accounting Estimates and Errors - This amendment has introduced a definition of 'Accounting Estimates' and included amendments to Ind AS 8 to help entities distinguish changes in accounting policies from changes in accounting estimates. The effective date for adoption of this amendments is annual periods beginning on or after April 1, 2023. The Company has evaluated the amendments and there is no impact on its financial statements.

Ind AS 12-Income Taxes-This amendment has narrowed the scope of initial recognition exemption so that it does not apply to transactions that give rise to equal and offsetting

Notes to the Consolidated Financial Statements

for the year ended 31st March 2023

temporary differences. The effective date for adoption of this amendment is annual periods beginning on or after April 1, 2023. The Company has evaluated the amendment and there is no impact on its consolidated financial statement.

4. CRITICAL ACCOUNTING ESTIMATES, ASSUMPTIONS AND JUDGEMENTS

In the process of applying the Company's accounting policies, management has made the following estimates, assumptions and judgements, which have significant effect on the amounts recognised in the financial statement:

(a) Property, plant and equipment

External adviser and internal technical team assess the remaining useful lives and residual value of property, plant and equipment. Management believes that the assigned useful lives and residual value are reasonable, the estimates and assumptions made to determine their carrying value and related depreciation are critical to the Company's financial position and performance.

(b) Income taxes

Management judgment is required for the calculation of provision for income taxes and deferred tax assets and liabilities. The Company reviews at each balance sheet date the carrying amount of deferred tax assets. The factors used in estimates may differ from actual outcome which could lead to significant adjustment to the amounts reported in the financial statements.

(c) Contingencies

Management judgement is required for estimating the possible outflow of resources, if any, in respect of contingencies/claim/litigations against the Company as it is not possible to predict the outcome of pending matters with accuracy.

(d) Allowance for uncollected accounts receivable and advances

Trade receivables do not carry any interest and are stated at their normal value as reduced by appropriate allowances for estimated irrecoverable amounts. Individual trade receivables are written off when management deems them not to be collectible.

Impairment is made on the expected credit losses, which are the present value of the cash shortfall over the expected life of the financial assets.

(e) Fair valuation of Financial Assets and Liabilities

When the fair value of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques including the Discounted Cash Flow (DCF) model. The input to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair value. Judgements include consideration of input such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments.

(f) Defined Benefit Plan

The cost of the defined benefit plan and other post-employment benefits and the present value of such obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in future. These includes the determination of the discount rate, future salary increases, mortality rates and attrition rate. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

Notes to the Consolidated Financial Statements

for the year ended 31st March 2023

5. PROPERTY, PLANT AND EQUIPMENT

Particulars	(₹ in Lacs)							Total
	Freehold Land	Buildings	Lease hold Building improvement	Plant and Equipment	Furniture and Fixture	Vehicles	Office Equipment	
Gross Block								
As at April 1, 2021	2,302.35	2,190.72	52.34	9,164.54	183.05	49.37	131.14	14,073.51
Additions	-	-	-	178.09	1.02	38.15	18.12	235.38
Disposals/Adjustments	-	-	-	-	-	-	-	-
As at March 31, 2022	2,302.35	2,190.72	52.34	9,342.63	184.07	87.52	149.26	14,308.89
Additions	-	-	88.76	708.54	12.47	73.62	11.33	894.72
Disposals/Adjustments	-	-	(52.34)	(120.34)	-	(4.39)	-	(177.07)
As at March 31, 2023	2,302.35	2,190.72	88.76	9,930.83	196.54	156.75	160.59	15,026.54
Accumulated Depreciation								
As at April 1, 2021	-	430.45	46.46	3,333.88	155.60	27.38	75.64	4,069.41
Depreciation charge for the year	-	86.32	-	544.85	6.10	4.49	20.61	662.37
Impairment	-	-	-	-	-	-	-	-
Disposals/Adjustments	-	-	-	-	-	-	-	-
As at March 31, 2022	-	516.77	46.46	3,878.73	161.70	31.87	96.25	4,731.78
Depreciation charge for the year	-	86.86	6.01	526.60	4.73	8.91	16.95	650.06
Impairment	-	-	-	-	-	-	-	-
Disposals/Adjustments	-	-	(52.34)	(62.69)	-	(4.17)	-	(119.20)
As at March 31, 2023	-	603.63	0.13	4,342.64	166.43	36.61	113.20	5,262.64
Net Carrying Amount								
As at March 31, 2022	2,302.35	1,673.95	5.88	5,463.90	22.37	55.65	53.01	9,577.11
As at March 31, 2023	2,302.35	1,587.09	88.63	5,588.19	30.11	120.14	47.39	9,763.90

Note:-

- 1) Property, plant and equipment is hypothecated for long term borrowings from Assets Reconstruction Company, banks and NBFC. (Refer note no. 23)
- 2) For disclosure of title deeds not held in the name of company refer note no 51 (i)

Notes to the Consolidated Financial Statements

 for the year ended 31st March 2023

6. RIGHT OF USE ASSETS

Particulars			(₹ in Lacs)
	Lease hold Land	Right of use assets (Lease Hold Building)	Total
As at April 1, 2021	2,797.82	1,698.62	4,496.44
Additions	-	-	-
Disposals/Adjustments	-	-	-
As at March 31, 2022	2,797.82	1,698.62	4,496.44
Additions	-	235.25	235.25
Disposals/Adjustments	-	(1,698.63)	(1,698.63)
As at March 31, 2023	2,797.82	235.24	3,033.06
Accumulated Depreciation			
As at April 1, 2021	69.46	379.52	448.98
Depreciation charge for the year	34.68	195.42	230.10
Impairment	-	-	-
Disposals/Adjustments	-	-	-
As at March 31, 2022	104.14	574.94	679.08
Depreciation charge for the year	34.69	198.72	233.41
Impairment	-	-	-
Disposals/Adjustments	-	(770.35)	(770.35)
As at March 31, 2023	138.83	3.31	142.14
Net Carrying Amount			
As at March 31, 2022	2,693.68	1,123.68	3,817.36
As at March 31, 2023	2,658.99	231.93	2,890.92

Note:-

1) Lease hold land is hypothecated for long term borrowings from Assets Reconstruction Company. (Refer note no. 23)

7. INTANGIBLE ASSETS

Particulars			(₹ in Lacs)
		Other Intangibles (Software)	Total
Gross Block			
As at April 1, 2021		272.90	272.90
Addition during the year		51.13	51.13
Adjustment		-	-
As at March 31, 2022		324.03	324.03
Addition during the year		-	-
Adjustment		-	-
As at March 31, 2023		324.03	324.03
Accumulated Amortization			
As at April 1, 2021		111.03	111.03
Charge for the year		61.99	61.99
Impairment		-	-
As at March 31, 2022		173.02	173.02
Charge for the year		42.33	42.33
Impairment		-	-
As at March 31, 2023		215.35	215.35
Net Carrying Amount			
As at March 31, 2022		151.01	151.01
As at March 31, 2023		108.68	108.68

Notes to the Consolidated Financial Statements

for the year ended 31st March 2023

8. NON CURRENT INVESTMENTS

(₹ in Lacs)

Particulars	As at 31st March 2023			As at 31st March 2022		
	No. of Shares	Face Value	Amount	No. of Shares	Face Value	Amount
Long Term (Unquoted)						
In Subsidiary						
Equity Instruments						
06196375 Cables Limited” (formerly AEI Cables Limited), United Kingdom. In administration liquidation	20000	₹1 each	0.00	20000	₹1 each	0.00
Total			0.00			0.00
Aggregate amount of unquoted investment (Market value)			0.00			0.00
Grand Total			0.00			0.00
Aggregate value of quoted investments			-			-
Aggregate Market value of quoted investments			-			-
Aggregate value of unquoted investments			2,554.70			2,554.70
Aggregate amount of impairment in value of investments			2,554.70			2,554.70

Aggregate Provision for diminution in value of investments in Paramount Holdings Limited, Cyprus, ”06196375 Cables Limited” (formerly AEI Cables Limited), United Kingdom and AEI Power Cables Limited, United Kingdom has been made keeping in view negative net worth

9. NON CURRENT LOANS

(₹ in Lacs)

Particulars	As at 31st March 2023	As at 31st March 2022
Staff Loans		
Secured, considered good	-	-
Unsecured, considered good	3.27	1.99
Loan Receivables which have significant increase in credit Risk	-	-
Loan Receivables- credit impaired	-	-
Total	3.27	1.99

Notes to the Consolidated Financial Statements

 for the year ended 31st March 2023

10. NON CURRENT OTHER FINANCIAL ASSETS (Unsecured, considered good)

(₹ in Lacs)

Particulars	As at 31st March 2023	As at 31st March 2022
Security Deposits	-	92.28
to related party **	155.01	156.66
to others	-	17.36
Interest Accrued but not due on fair valuation of Security Deposit to related party	758.71	1,114.51
Bank Deposits (with remaining maturity of more than 12 months)*	63.50	65.25
Interest Accrued but not due on fixed deposits		
	977.22	1,446.06

*Under lien/custody with banks.

11. OTHER NON-CURRENT ASSETS

(₹ in Lacs)

Particulars	As at 31st March 2023	As at 31st March 2022
Capital Advances (Unsecured, considered good)	102.40	46.16
Total	102.40	46.16

12. INVENTORIES

(₹ in Lacs)

Particulars	As at 31st March 2023	As at 31st March 2022
Raw Material *	3,283.40	3,720.60
Work- in -progress	2,399.29	3,156.03
Finished goods *	5,072.04	4,067.68
Stores and Spares	325.66	356.74
Packing materials	190.49	138.68
Scrap	38.76	21.19
Total inventories	11,309.64	11,460.92

* Includes Goods in Transit in respect of raw material ₹ 717.05 Lacs (previous year ₹ Nil) and finished goods ₹ 2,415.71 Lacs (Previous year ₹ 38.07 Lacs).

Inventories have been offered as security against the borrowings (Refer Note No 23)

Notes to the Consolidated Financial Statements

for the year ended 31st March 2023

13. CURRENT INVESTMENTS

(₹ in Lacs)

Name of the shareholders	As at 31st March 2023		As at 31st March 2022	
	No. of Units	Amount	No. of Units	Amount
Investments in Mutual Funds (Unquoted)				
- ICICI Pru Liquid Fund (Growth)	1,51,415	501.36	-	-
- HDFC Liquid Fund (Growth)	11,436	500.66	-	-
Total	1,62,851	1,002.02	-	-
Aggregate amount of unquoted investment		1,002.02		-

14. TRADE RECEIVABLES

(₹ in Lacs)

Particulars	As at 31st March 2023	As at 31st March 2022
Secured, considered good	-	-
Unsecured, considered good	16,876.92	17,361.02
Trade Receivables which have significant increase in credit Risk	617.79	546.32
Trade Receivables- credit impaired	-	-
Less : Allowance for credit losses	(617.79)	(546.32)
Total Trade Receivables	16,876.92	17,361.02

* For disclosure of ageing of Trade Receivables refer note no 40.

15. CASH AND CASH EQUIVALENTS

(₹ in Lacs)

Particulars	As at 31st March 2023	As at 31st March 2022
Balances with banks		
- On current accounts	1,786.49	130.06
Cash on hand	10.92	8.62
	1,797.41	138.68

16. OTHER BANK BALANCES

(₹ in Lacs)

Particulars	As at 31st March 2023	As at 31st March 2022
Fixed Deposits with remaining maturity of less than twelve months and other than those considered in cash and cash equivalents *	1,220.18	1,271.93
	1,220.18	1,271.93

*Under lien/custody with banks.

Notes to the Consolidated Financial Statements

 for the year ended 31st March 2023

17. CURRENT LOANS

Others Loans

(₹ in Lacs)

Particulars	As at 31st March 2023	As at 31st March 2022
Secured, considered good		
Unsecured, considered good		
- Employees Loans and advances	43.16	21.90
Loan Receivables which have significant increase in credit Risk		
Loan Receivables- credit impaired		
	43.16	21.90

18. OTHER CURRENT FINANCIAL ASSETS

(₹ in Lacs)

Particulars	As at 31st March 2023	As at 31st March 2022
Earnest Money Deposits	162.84	157.62
Security Deposits		
to others	7.52	7.50
to related party	-	-
Interest Accrued but not due on fixed deposits	122.53	180.02
	292.89	345.14

19. CURRENT TAX ASSETS

(₹ in Lacs)

Particulars	As at 31st March 2023	As at 31st March 2022
TDS, TCS and Income Tax	184.70	408.90
	184.70	408.90

20. OTHER CURRENT ASSETS

(₹ in Lacs)

Particulars	As at 31st March 2023	As at 31st March 2022
Advances to vendors		
to related party	-	-
to others	2,290.69	831.22
Balance with Government Authorities *	1,444.77	1,144.14
Prepaid Expenses	82.24	75.32
TOTAL	3,817.70	2,050.68

* represents GST, duty drack back and Government incentives etc.

Notes to the Consolidated Financial Statements

for the year ended 31st March 2023

21. EQUITY SHARE CAPITAL

(₹ in Lacs)

Particulars	As at	As at
	31st March 2023	31st March 2022
Authorised share capital		
300,000,000 (March 31, 2022- 250,000,000) Equity Shares of ₹ 2/-each	6,000.00	5,000.00
1,000,000(March 31, 2022- 1,000,000) Redeemable Preference Shares of ₹ 100/-each	1,000.00	1,000.00
	7,000.00	6,000.00
Issued,Subscribed and Paid up Capital		
194,183,965 (March 31 ,2022 -194,183,965) Equity Shares of ₹ 2/-each fully paid up	3,883.68	3,883.68
	3,883.68	3,883.68

Reconciliation of the number of equity shares and share capital

Name of the shareholders	As at 31st March 2023		As at 31st March 2022	
	No of shares	(Amount)	No of shares	(Amount)
Shares outstanding as at the beginning of the year	19,41,83,965	3,883.68	19,41,83,965	3,883.68
Add: Shares issued during the year	-	-	-	-
Shares outstanding as at the end of the year	19,41,83,965	3,883.68	19,41,83,965	3,883.68
Aggregate number of bonus shares issued, shares issued for consideration other than cash and bought back shares during the period of five years immediately preceding the reporting date:			NIL	NIL

List of Shareholders holding more than 5% of the aggregate Shares:

Name of the shareholders	As at 31st March 2023		As at 31st March 2022	
	No of Shares Hold	% of Holding	No of Shares Hold	% of Holding
M/s Paramount Telecables Limited	3,87,43,500	19.95	3,87,43,500	19.95
M/s April Investment and Finance Pvt. Ltd.	1,30,40,172	6.72	1,30,40,172	6.72
Mrs. Shashi Aggarwal	97,62,800	5.03	97,62,800	5.03
Mr. Sanjay Aggarwal	1,40,61,013	7.24	1,40,61,013	7.24
Mr. Sandeep Aggarwal	1,40,03,533	7.21	1,40,03,533	7.21

Terms /Right of Equity shares

Company has only one class of issued equity shares having a par value of ₹ 2/ per equity share . Each equity share holder is entitled to one vote per share held. The dividend proposed by the Board of Directors is subject to approval of the share holders in the ensuing Annual General meeting except in case of interim dividend. In the event of liquidation , the equity shareholders are eligible to receive the remaining assets of the company after distribution of all preferential amounts, in proportion to their shareholdings.

Notes to the Consolidated Financial Statements

 for the year ended 31st March 2023

Shares held by Promoter and Promoter Group at the end of the Year

S. No.	Particulars	As at 31st March 2023		As at 31st March 2022		% change during the year
		No. of Shares	% of total Shares	No. of Shares	% of total Shares	
Promoters						
1	Sanjay Aggarwal	1,40,61,013	7.24	1,40,61,013	7.24	-
2	Sandeep Aggarwal	1,40,03,533	7.21	1,40,03,533	7.21	-
	Total	2,80,64,546	14.45	2,80,64,546	14.45	-
Promoter Group						
3	Kamla Aggarwal	83,62,855	4.30	83,62,855	4.30	-
4	Shyam Sunder Aggarwal (HUF)	3,17,000	0.16	3,17,000	0.16	-
5	Sanjay Aggarwal (HUF)	29,62,000	1.52	29,62,000	1.52	-
6	Sandeep Aggarwal (HUF)	16,05,745	0.83	16,05,745	0.83	-
7	Shashi Aggarwal	97,62,800	5.03	97,62,800	5.03	-
8	Archana Aggarwal	78,62,855	4.05	78,62,855	4.05	-
9	Parul Aggarwal	2,74,125	0.14	2,74,125	0.14	-
10	Tushar Aggarwal	17,24,125	0.89	17,24,125	0.89	-
11	Dhruv Aggarwal	17,24,125	0.89	17,24,125	0.89	-
12	Parth Aggarwal	17,24,125	0.89	17,24,125	0.89	-
13	April Investment And Finance Pvt. Ltd.	1,30,40,172	6.72	1,30,40,172	6.72	-
14	Worth Finance and Leasing Pvt. Ltd.	44,24,330	2.28	44,24,330	2.28	-
15	Ekta Ayat Niryat Pvt. Ltd.	10,750	0.01	10,750	0.01	-
16	Hertz Electricals (International) Pvt. Ltd.	18,050	0.01	18,050	0.01	-
17	Paramount Telecables Ltd.	3,87,43,500	19.95	3,87,43,500	19.95	-
	Total	9,25,56,557	47.67	9,25,56,557	47.67	-
	Grand Total	12,06,21,103	62.12	12,06,21,103	62.12	-

22. OTHER EQUITY

Particulars	(₹ in Lacs)	
	As at 31st March 2023	As at 31st March 2022
(A) Retained Earnings		
Opening Balance	(2,479.28)	(3,299.80)
Add: Net profit for the year	4,776.75	820.52
Total of A	2,297.47	(2,479.28)
(B) Other Reserves		
Items of Other comprehensive Income		
Re-measurement gains (losses) on defined benefit plans		
Opening Balance	35.87	(22.69)
Addition during the year	35.49	58.56
	71.36	35.87

Notes to the Consolidated Financial Statements

for the year ended 31st March 2023

Particulars	(₹ in Lacs)	
	As at 31st March 2023	As at 31st March 2022
General Reserve		
Opening Balance	254.03	254.03
	254.03	254.03
Capital Reserve		
Opening Balance	30.31	30.31
	30.31	30.31
Security Premium		
Opening Balance	18,449.64	18,449.64
	18,449.64	18,449.64
Equity component of financial instruments (advance against equity share warrant)		
Opening Balance	-	-
Addition during the year	4,521.69	-
	4,521.69	-
Total of B	23,327.03	18,769.85
Total (A+B)	25,624.50	16,290.57

Retained Earnings represent the undistributed profits of the Company. Debit/negative balance represents remaining accumulated losses.

Other Comprehensive Income Reserve represent the balance in equity for items to be accounted in other comprehensive income. OCI is classified into (i). Items that will not be reclassified to profit and loss. (ii). Items that will be reclassified to profit and loss.

General reserve represents the statutory reserve, this is in accordance with Indian corporate law wherein a portion of profit is apportioned to General Reserve. Under Companies Act 1956 it was mandatory to transfer amount before a company can declare dividend. However under Companies Act 2013 transfer of any amount to General Reserve is at the discretion of the company.

Securities Premium represents the amount received in excess of par value of securities (equity share, preference shares and debentures). Premium on redemption of securities is accounted in security premium available. Where security premium is not available, premium on redemption of securities is accounted in statement of Profit and Loss. section 52 of Companies Act 2013 specify restriction and utilisation of security premium.

Capital Reserve represents project subsidy from State Government.

Equity component of financial instruments represents the amount received against issue of convertible equity warrants during the year. The Company has allotted 2,90,00,000 equity warrants at a price of ₹15.50 each to its Promoter Group Entity entitling them for conversion of equivalent number of Equity Shares of ₹2 each at a premium of ₹13.50 per equity share and 6,23,25,925 equity warrants at a price of ₹21.57 each to Non-Promoters Entities on preferential basis entitling them for conversion of equivalent number of Equity Shares of ₹2 each at a premium of ₹19.57 per equity share in accordance with SEBI (Issue of Capital & Disclosure Requirements) Regulations, 2018. The company has received 25 % upfront payment against the said equity warrants. In respect of 2,00,000 equity warrants, the allottee has made full payment of ₹ 21.57 per warrant. Thus total amount received against warrants issued is ₹ 4521.69 lakhs (i.e. 4489.35 Lakhs representing 25% upfront payment and ₹32.34 Lakhs advance payment received on 2,00,000 equity warrants). The equity warrants shall be converted within the specified time limit as per SEBI (Issue of Capital & Disclosure Requirements) Regulations, 2018.

Notes to the Consolidated Financial Statements

for the year ended 31st March 2023

As per offer document, proceeds against issue of 2,90,00,000 equity warrants to promoter group entity on preferential basis can be utilised for the purpose of capital expenditure and working capital requirement. Out of total proceeds of ₹ 1123.75 Lacs, ₹ 494.78 was utilised for capital expenditure purpose and balance ₹ 628.97 Lacs was utilised for working capital purpose.

The details of utilisation of proceeds against issue of 6,23,25,925 equity warrants to Non-Promoters Entities on preferential basis is summarised as below:

(₹ in Lacs)

Particulars	Amount to be utilised as per offer document (25%)	Amount utilised upto 31st March, 2023	Amount unutilised as on 31st March, 2023
Capital Expenditure	499.30	-	499.30
Working Capital	2,047.13	2,026.57	20.56
General Corporate Purpose	819.17	809.58	9.59
Total	3,365.60	2,836.15	529.45

Net proceeds which were unutilised as at 31st March, 2023 were temporarily invested in mutual funds amounting to ₹ 500.00 Lakhs and ₹ 29.45 Lakhs is kept in issue monitoring account with scheduled bank. Further the advance payment of ₹ 32.34 Lakhs received on 2,00,000 equity warrants is also kept in escrow account separately.

23. BORROWINGS

(At amortised cost)

(₹ in Lacs)

Particulars	As at 31st March 2023		As at 31st March 2022	
	Current	Non Current	Current	Non Current
Secured				
Term Loans				
From Banks	11.35	12.90	10.53	23.80
From Securitisation and Assets Reconstruction Company (ARC)	4,528.00	10,050.00	1,700.00	14,578.00
From Financial Institution	-	1,131.75	-	1,131.75
From Non Banking Financial Company	18.21	37.31	-	-
Total	4,557.56	11,231.96	1,710.53	15,733.55

Nature of Security :-

From Banks

Loan from banks are secured against hypothecation of vehicles and carries rate of interest ranging from 9.5% to 12.5%, loan is repayable as monthly installments. Last installment is due in June 2026.

Term Loan from Securitisation and Assets Reconstruction Company (ARC)

Term loans from Securitisation and Assets Reconstruction Company (ARC) are secured by 1st pari-passu charge on present and future fixed assets of the company, 1st pari-passu charge on land and building situated at Plot No. 37, Industrial Estate, Dharuhera, District Rewari, Haryana, 1st pari-passu charge on land and building situated at Plot No M4, Bahubali Plot No 17, Block 59, Municipal No. 1353/153 New Rohtak Road Delhi 110005, 1st pari-passu charge on land and building situated at SP-30A, SP-30B & E-31 RIICO Industrial Area, Village Karoli, PO Khushkhera District Alwar Rajasthan, 1st pari-passu charge on land and building situated at 45/14 & 45/17

Notes to the Consolidated Financial Statements

for the year ended 31st March 2023

Prahladpur, Bawana Road New Delhi and 2nd pari-passu charge on present and future current assets of the Company. Further they are secured through personal guarantees of Mr. Sanjay Aggarwal and Mr. Sandeep Aggarwal, Directors of the Company and pledge of 39,674,457 equity shares out of 12,06,18,303 equity shares of the company held by Promoters/ Promoters Group Companies. The rate of interest is NIL. The remaining outstanding amount payable as at the year end is repayable in unequal 14 quarterly installments with last installment being payable in September 2025.

Term Loan from Financial Institution

Loan from Financial Institution is secured against surrender value/ maturity value of keyman insurance policy of Mr. Sanjay Aggarwal and Mr. Sandeep Aggarwal, Directors of the Company. The rate of interest is 9.5%. This loan is repayable at time of surrender of policy in Financial Year 2025-26.

Term Loan from Non Banking Financial Company

Loan from Non Banking Financial Company is secured against hypothecation of vehicles and carries rate of interest 8.0% , loan is repayable as monthly installments. Last installment is due in January 2026.

Maturity Profile and rate of interest of Secured Borrowings are as set out below:-

(₹ in Lacs)

Class of loans	Rate of Interest	Maturity Profile			
		1-2 Years	2-3 Years	3-4 Years	Beyond 4 Years
Term loan from banks	7.5%	3.37	3.63	1.27	-
Term loan from banks	12.5%	4.63	-	-	-
Term loan from Non Banking Financial Company	8.0%	19.73	17.58	-	-
From Securitisation and Assets Reconstruction Company (ARC)	0.0%	9,855.00	195.00	-	-
From Financial Institution	9.5%	-	1,131.75	-	-
Total		9,882.73	1,347.96	1.27	-

24. LEASE LIABILITIES

(₹ in Lacs)

Particulars	As at	As at
	31st March 2023	31st March 2022
Lease Liability towards right of use assets *	225.85	1,027.62
	225.85	1,027.62

* Refer note no 50 of Notes to Financial Statements

25. PROVISIONS

(₹ in Lacs)

Particulars	As at	As at
	31st March 2023	31st March 2022
Provisions for employee benefits		
Provision for Gratuity	23.06	34.30
Provision for Leave Encashment	36.77	70.82
	59.83	105.12

Notes to the Consolidated Financial Statements

for the year ended 31st March 2023

25.1 Movement in provisions

(₹ in Lacs)

Particulars	As at 31st March 2023		As at 31st March 2022	
	Gratuity (funded)	Leave Encashment (unfunded)	Gratuity (funded)	Leave Encashment (unfunded)
Opening balance	102.14	85.48	121.33	65.05
Add: Provision created/(reversed) during the year	25.92	(33.02)	(19.19)	48.33
Less: Paid during the year	(105.00)	(7.27)	-	(27.90)
Closing Balance	23.06	45.19	102.14	85.48
of which, current Provision (Refer Note no 31)	-	8.42	67.84	14.66

26. BORROWINGS

(₹ in Lacs)

Particulars	As at 31st March 2023	As at 31st March 2022
Secured		
Current maturities of long term debts (Refer Note No 23)		
- From Securitisation and Assets Reconstruction Company (ARC)	4,528.00	1,700.00
- From Banks	11.35	10.53
- From Non Banking Financial Company	18.21	-
Unsecured		
From Related Parties		
Loan From Directors (Repayable on demand, rate of interest @12 % Per annum)	-	30.00
	4,557.56	1,740.53

27. LEASE LIABILITIES

(₹ in Lacs)

Particulars	As at 31st March 2023	As at 31st March 2022
Lease Liability towards right of use lease assets	8.12	165.98
	8.12	165.98

28. TRADE PAYABLES

(₹ in Lacs)

Particulars	As at 31st March 2023	As at 31st March 2022
Total outstanding dues of Micro and Small Enterprises*	733.75	271.17
Total outstanding dues of creditors other than Micro and Small Enterprises	3,247.74	8,079.26
Total	3,981.49	8,350.43

For disclosure of ageing of Trade Payables refer note no 40.

28.1 According to information available with the Management, on the basis of intimation received from suppliers regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006 ('MSMED Act'), the Company has amounts due to Micro, Small and Medium Enterprises under the said Act as follows :

Notes to the Consolidated Financial Statements

for the year ended 31st March 2023

(₹ in Lacs)

Particulars	As at 31st March 2023	As at 31st March 2022
Principal Amount remaining unpaid at the end of the year	733.75	271.17
Interest Amount remaining unpaid at the end of the year	-	-
Amount of Interest paid in terms of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006	-	-
Amount of Interest due and payable for the period of delay in making payment (in addition to the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006	-	-
Amount of Interest accrued and remained unpaid at the end of the year	-	-
Amount of further Interest remaining due and paid in the succeeding year	-	-
Total	733.75	271.17

29. OTHER CURRENT FINANCIAL LIABILITIES

(₹ in Lacs)

Particulars	As at 31st March 2023	As at 31st March 2022
Other Financial Liabilities (Includes Expenses payable, salary & bonus payable)	408.44	382.06
Interest accrued	27.37	54.12
Total	435.81	436.18

30. OTHER CURRENT LIABILITIES

(₹ in Lacs)

Particulars	As at 31st March 2023	As at 31st March 2022
Advance from customers	273.27	179.35
Statutory Dues Payable	89.88	103.35
Unamortised Portion of Government Grant	10.64	-
Total	373.79	282.70

31. PROVISIONS

(₹ in Lacs)

Particulars	As at 31st March 2023	As at 31st March 2022
Provisions for employee benefits *		
Provision for Gratuity	-	67.84
Provision for Leave Encashment	8.42	14.66
Total	8.42	82.50

* Movement in provisions Refer Note No 25.1

Notes to the Consolidated Financial Statements

for the year ended 31st March 2023

32. REVENUE FROM OPERATIONS

(₹ in Lacs)

Particulars	For the year ended 31st March 2023	For the year ended 31st March 2022
a) Sale of Products /Services		
Revenue from contacts with customers		
Sales of Products: -Manufactured goods	76,106.53	53,951.32
Sales of Services :- Job Work & EPC Contracts	2,218.12	3,466.49
Other Revenue :- Sales of Scrap	643.98	469.75
b) Other Operating Revenue		
Export Incentives	678.02	206.05
	79,646.65	58,093.61

32.1 Geographical Market -All sales are point in time

(₹ in Lacs)

Particulars	For the year ended 31st March 2023	For the year ended 31st March 2022
India	38,939.41	44,866.25
Outside India	40,029.22	13,021.31
Total Revenue Sale of Products /Services	78,968.63	57,887.56

32.2 Reconciliation of revenue recognized with Contract Price

(₹ in Lacs)

Particulars	For the year ended 31st March 2023	For the year ended 31st March 2022
Gross revenue recognized during the year	78,990.03	57,923.54
Less: Discount paid/payable to Customers	(21.40)	(35.98)
Net revenue recognized during the year	78,968.63	57,887.56

33. OTHER INCOME

(₹ in Lacs)

Particulars	For the year ended 31st March 2023	For the year ended 31st March 2022
Interest on income tax refund	24.44	15.64
Interest on Bank Deposit	120.16	154.56
Interest Income - Others	5.00	31.04
Net Gain on Fair Valuation of Current Investment	2.02	-
Profit on sales of Investment	1.11	-
Lease Liability Written Back **	245.96	-
Exchange Rate Variation (Net)*	1,209.49	173.04
Net Gain on Derivatives	17.09	-
Miscellaneous Income	0.05	0.05
	1,625.32	374.33

* Refer Note No 40

**Lease Liability written back consequent upon cessation of lease liability

Notes to the Consolidated Financial Statements

for the year ended 31st March 2023

34. COST OF MATERIALS CONSUMED

(₹ in Lacs)

Particulars	For the year ended 31st March 2023	For the year ended 31st March 2022
Raw Material consumed		
Opening stock	3,720.60	2,911.98
Add: Purchases	58,174.58	46,736.11
Less: Closing stock	3,283.40	3,720.60
Raw Material consumed	58,611.78	45,927.49

35. CHANGE IN INVENTORIES OF FINISHED GOODS, WORK-IN-PROGRESS AND SCRAP

(₹ in Lacs)

Particulars	For the year ended 31st March 2023	For the year ended 31st March 2022
Opening Stock		
- Finished Stock	4,067.68	3,745.38
- Work in Progress	3,156.03	2,907.21
- Scrap	21.19	22.04
	7,244.90	6,674.63
Less: Closing Stock		
-Finished Stock	5,072.04	4,067.68
-Work in Progress	2,399.29	3,156.03
-Scrap	38.76	21.19
	7,510.09	7,244.90
Net (Increase)/Decrease in Inventories of finished goods, work-in-progress and scrap	(265.19)	(570.27)

36. EMPLOYEE BENEFITS EXPENSES

(₹ in Lacs)

Particulars	For the year ended 31st March 2023	For the year ended 31st March 2022
Salaries and wages	1,984.06	2,129.02
Contribution to provident and other funds	107.64	117.39
Staff Welfare	57.56	47.69
Total	2,149.26	2,294.10

Notes to the Consolidated Financial Statements

for the year ended 31st March 2023

37. FINANCE COST

(₹ in Lacs)

Particulars	For the year ended 31st March 2023	For the year ended 31st March 2022
Interest on Loans	108.05	149.34
Interest on Bills Discounting & others	377.70	353.70
Interest on lease liability	90.82	105.87
Other Borrowing Cost	141.11	30.64
Loan Processing Fees amortized	-	1.33
Total	717.68	640.88

38. DEPRECIATION AND AMORTIZATION EXPENSES

(₹ in Lacs)

Particulars	For the year ended 31st March 2023	For the year ended 31st March 2022
Depreciation on Property Plant and Equipment	650.06	662.37
Amortization on Intangible Assets	42.33	61.99
Depreciation on Right of use assets	233.41	230.10
Total	925.80	954.46

39. OTHER EXPENSES

(₹ in Lacs)

Particulars	For the year ended 31st March 2023	For the year ended 31st March 2022
Stores , Spares & Consumables	379.23	376.71
Packing Expenses	2,091.16	1,373.24
Power and Fuel	1,134.33	1,234.58
Rent	27.34	27.20
Repair and Maintenance		
- Plant and Machinery	413.61	335.18
- Building	48.53	74.02
- Others	26.66	24.94
Insurance	223.34	116.34
Rates and Taxes	21.15	9.10
Auditor's Remuneration	25.00	18.04
Conversion Charges	72.05	143.10
Labour Charges	1,082.29	1,170.92
Commission and Brokrage	138.34	182.36
Rebate and Discount	294.38	103.83
Freight & cartage	6,894.79	2,089.98
Provision for doubtful debts	90.68	-
Bad Debts	18.46	3.26
Less:Provision for doubtful debts written back	(19.21)	-

Notes to the Consolidated Financial Statements

for the year ended 31st March 2023

(₹ in Lacs)

Particulars	For the year ended 31st March 2023	For the year ended 31st March 2022
Travelling and Conveyance	345.32	195.72
Advertisement and Publicity	15.99	10.94
Communication Expenses	59.72	61.14
Loss on sale/disposal of Fixed Assets	7.48	-
Donation	11.73	22.23
Professional Charges	312.33	307.59
Business Promotion	287.07	127.03
Printing and Stationary	34.31	26.21
Security Charges	75.56	77.83
Testing Charges	64.38	69.89
Directors Meeting Fee	27.00	26.40
Miscellaneous Expenses	152.87	192.98
Total	14,355.89	8,400.76

40. FINANCIAL RISK MANAGEMENT

Financial risk factors

The Company's principal financial liabilities, comprise borrowings, trade and other payables. The main purpose of these financial liabilities is to manage finances for the Company's operations. The Company has short term trade receivable and bank deposits which are under lien with banks for availing credit facilities. The Company's activities expose it to a variety of financial risks:

i) Market risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market prices comprise three types of risk: currency rate risk, interest rate risk and other price risks, such as equity price risk and commodity risk. Financial instruments affected by market risk include loans and borrowings, deposits and investments. Foreign currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. This is based on the financial assets and financial liabilities held as of March 31, 2022, and March 31, 2023.

ii) Credit risk

Credit risk is the risk that a counter party will not meet its obligations under a financial instrument or customer contract, leading to a financial loss.

iii) Liquidity risk

Liquidity risk is the risk that the Company may not be able to meet its present and future cash and collateral obligations without incurring unacceptable losses.

The Company's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Company's financial performance.

Notes to the Consolidated Financial Statements

for the year ended 31st March 2023

Market Risk

The sensitivity analysis excludes the impact of movements in market variables on the carrying value of post-employment benefit obligations provisions and on the non-financial assets and liabilities. The sensitivity of the relevant Statement of Profit and Loss item is the effect of the assumed changes in the respective market risks. The Company's activities expose it to a variety of financial risks, including the effects of changes in foreign currency exchange rates and interest rates. However, such effect is not material.

(a) Foreign exchange risk and sensitivity

The Company transacts business primarily in Indian Rupee. However, the Company has transactions in USD, Euro, and GBP. The Company has foreign currency trade payables and receivables and is therefore, exposed to foreign exchange risk, though not material.

The following table demonstrates the sensitivity in the USD, Euro & GBP to the Indian Rupee with all other variables held constant. The impact on the Company's profit before tax and other comprehensive income due to changes in the fair value of monetary assets and liabilities is given below:

The assumed movement in exchange rate sensitivity analysis is based on the currently observable market environment.

Foreign Currency Sensitivity

Particulars	Net monetary items in respective currency outstanding on reporting date	Change in currency exchange rate	(₹ in Lacs)
			Effect on profit/(loss) before tax (₹ in Lacs)
For the year ended March 31, 2023			
USD- Receivable	83,36,258	+ 5%	341.11
		-5%	(341.11)
USD-Payable	15,170	+ 5%	(0.63)
		-5%	0.63
EURO - Receivable	434	+ 5%	0.02
		-5%	(0.02)
For the year ended March 31, 2022			
USD- Receivable	70,47,935	+ 5%	265.57
		-5%	(265.57)
USD-Payable	9,025	+ 5%	(0.34)
		-5%	0.34
GBP- Receivable	1,19,536	+ 5%	5.91
		-5%	(5.91)
EURO - Receivable	9,996	+ 5%	0.42
		-0.05	(0.42)

Notes to the Consolidated Financial Statements

for the year ended 31st March 2023

Summary of exchange difference accounted in Statement of Profit and Loss:

(₹ in Lacs)		
Particulars	For the year ended 31st March 2023	For the year ended 31st March 2022
Net Foreign Exchange gain shown as other income	1,209.49	173.04

(b) Interest rate risk and sensitivity

The Company's exposure to the risk of changes in market interest rates relates primarily to long term debt. All borrowings are at fixed rate and hence, there is no interest risk sensitivity. Weighted average cost of borrowing is 9.50 % for the year ended 31st March,2023 (10.75% for the year ended 31st March,2022) excluding borrowings which are assigned/negotiated with banks with no interest liability.

Credit risk

The Company is exposed to credit risk from its operating activities (primarily trade receivables) and from its financing activities, including deposits with banks which are under lien with banks for availing credit facilities.

• Trade Receivables

The Company extends credit to customers in normal course of business. The Company considers factors such as credit track record in the market and past dealings for extension of credit to customers. The Company monitors the payment track record of the customers. Outstanding customer receivables are regularly monitored. The Company evaluates the concentration of risk with respect to trade receivables as low, as its customers are located in several jurisdictions and industries and operate in largely independent markets.

The ageing of trade receivable is as below:

Trade Receivables ageing Schedule as on 31.03.2023

(₹ in Lacs)								
S. no	Particulars	Not Due	Less than 6 Months	6 Months-1Year	1-2 Years	2-3 Years	More than 3 years	Total
(i)	Undisputed Trade Receivables-Considerd Good	10,833.21	5,017.46	458.86	308.26	61.85	-	16,679.64
(ii)	Undisputed Trade Receivables-Which have significant increase in credit risk	-	-	-	-	-	-	-
(iii)	Undisputed Trade Receivables-Credit Impaired	-	-	-	-	-	-	-
(iv)	Disputed Trade Receivables-Considerd Good	-	-	-	87.68	109.60	-	197.28
(v)	Disputed Trade Receivables-Which have significant increase in credit risk	-	-	-	-	88.85	528.94	617.79
(vi)	Disputed Trade Receivables-Credit Impaired	-	-	-	-	-	-	-
	Less: Allowance for credit losses	-	-	-	-	(88.85)	(528.94)	(617.79)
	Total	10,833.21	5,017.46	458.86	395.94	171.45	-	16,876.92

Notes to the Consolidated Financial Statements

for the year ended 31st March 2023

Trade Receivables ageing Schedule as on 31.03.2022

(₹ in Lacs)

S. no	Particulars	Not Due	Less than 6 Months	6 Months-1Year	1-2 Years	2-3 Years	More than 3 years	Total
(i)	Undisputed Trade Receivables-Considerd Good	11,462.28	4,521.37	779.09	318.75	100.82	-	17,182.31
(ii)	Undisputed Trade Receivables-Which have significant increase in credit risk	-	-	-	-	-	-	-
(iii)	Undisputed Trade Receivables-Credit Impaired	-	-	-	-	-	-	-
(iv)	Disputed Trade Receivables-Considerd Good	-	-	-	178.71	-	-	178.71
(V)	Disputed Trade Receivables-Which have significant increase in credit risk	-	-	-	-	41.63	504.69	546.32
(Vi)	Disputed Trade Receivables-Credit Impaired	-	-	-	-	-	-	-
	Less: Allowance for credit losses	-	-	-	-	(41.63)	(504.69)	(546.32)
	Total	11,462.28	4,521.37	779.09	497.46	100.82	-	17,361.02

Liquidity risk

The Company's objective is to maintain optimum levels of liquidity to meet its cash and collateral requirements.. In case of temporary short fall in liquidity to repay the bank borrowing/operational short fall , promoters envisage to infuse capital and loans.

The table below provides undiscounted cash flows towards non-derivative financial liabilities into relevant maturity based on the remaining period at the balance sheet to the contractual maturity date.

(₹ in Lacs)

Particulars	Carrying Amount	On demand	Ageing as on 31st March 2023			Total
			< 6 months	6-12 months	> 1 years	
Borrowings	15,789.52	-	1,239.44	3,318.12	11,231.96	15,789.52
Trade payable	3,981.49	228.95	3,752.54	-	-	3,981.49
Other liabilities	809.61	-	809.61	-	-	809.61
Total	20,580.62	228.95	5,801.59	3,318.12	11,231.96	20,580.62

Notes to the Consolidated Financial Statements

for the year ended 31st March 2023

(₹ in Lacs)

Particulars	Carrying Amount	On demand	Ageing as on 31st March 2022			Total
			< 6 months	6-12 months	> 1 years	
Borrowings	17,474.08	-	884.94	855.59	15,733.55	17,474.08
Trade payable	8,350.43	494.11	7,856.32	-	-	8,350.43
Other liabilities	718.88	-	718.88	-	-	718.88
Total	26,543.39	494.11	9,460.14	855.59	15,733.55	26,543.39

Trade Payables ageing Schedule as on 31.03.2023

(₹ in Lacs)

S. no	Particulars	Not Due	Less than 1 Years	1-2 Years	2-3 Years	More than 3 years	Total
(i)	MSME	733.75	-	-	-	-	733.75
(ii)	Others	3,018.79	228.95	-	-	-	3,247.74
(iii)	Disputed dues-MSME	-	-	-	-	-	-
(iv)	Disputed dues-Others	-	-	-	-	-	-

Trade Payables ageing Schedule as on 31.03.2022

(₹ in Lacs)

S. no	Particulars	Not Due	Less than 1 Years	1-2 Years	2-3 Years	More than 3 years	Total
(i)	MSME	271.17	-	-	-	-	271.17
(ii)	Others	7,585.15	494.11	-	-	-	8,079.26
(iii)	Disputed dues-MSME	-	-	-	-	-	-
(iv)	Disputed dues-Others	-	-	-	-	-	-

Capital risk management

The Company aim to manage its capital efficiently so as to safeguard its ability to continue as a going concern and to optimise returns to shareholders.

The capital structure of the Company is based on management's judgement of the appropriate balance of key elements in order to meet its strategic and day-to-day needs. The Company's primary objective when managing capital is to ensure the amount of capital in proportion to risk and manage the capital structure in light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, the Company may adjust the amount of dividends paid to shareholders, return capital to shareholders or issue new shares.

The Company's policy is to maintain a stable and strong capital structure with a focus on total equity so as to maintain investor, creditors and market confidence and to sustain future development and growth of its business. The Company will take appropriate steps in order to maintain, or if necessary, adjust, its capital structure.

The Company monitors capital using a gearing ratio, which is net debt divided by total capital. Net debt is calculated as loans and borrowings less cash and cash equivalents.

Notes to the Consolidated Financial Statements

for the year ended 31st March 2023

The Gearing ratio for FY 2022-23 and 2021-22 is an under.

Particulars	(₹ in Lacs)	
	As of March 31, 2023	As of March 31, 2022
Loans and borrowings	15,789.52	17,474.08
Less: cash and cash equivalents	1,797.41	138.68
Net debt	13,992.11	17,335.40
Equity	29,508.18	20,174.25
Total capital	43,500.29	37,509.65
Gearing ratio	32.17%	46.22%

The Company envisage healthy gearing ratio in forthcoming year/s.

41. FAIR VALUE OF FINANCIAL ASSETS AND LIABILITIES

Set out below is a comparison by class of the carrying amounts and fair value of the Company's financial instruments that are recognised in the financial statements.

Fair Value Hierarchy

The Company measures financial instruments at fair value in accordance with the accounting policies mentioned above. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

Fair values are categorised into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows:

- Level 1: Quoted prices/NAV for identical instruments in an active market;
- Level 2: Directly or indirectly observable market inputs, other than Level 1 inputs; and
- Level 3: Inputs which are not based on observable market data.

When measuring the fair value of an asset or a liability, the Company uses observable market data as far as possible. If the inputs used to measure the fair value of an asset or a liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorised in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement. The Company recognises transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred.

Notes to the Consolidated Financial Statements

for the year ended 31st March 2023

The following table provides the fair value measurement hierarchy of Company's asset and liabilities, grouped into Level 1 to Level 2 as described below:

(₹ in Lacs)

Particulars	As at 31st March 2023		As at 31st March 2022	
	Carrying amount	Fair Value	Carrying amount	Fair Value
Financial assets designated at amortised cost				
Fixed deposits with banks	1,978.89	1,978.89	2,386.44	2,386.44
Cash and bank balances	1,797.41	1,797.41	138.68	138.68
Investment	1,002.02	1,002.02	0.00	0.00
Trade and other receivables	16,923.35	16,923.35	17,384.91	17,384.91
Other financial assets	511.40	511.40	676.69	676.69
	22,213.07	22,213.07	20,586.72	20,586.72
Financial liabilities designated at amortised cost				
Borrowings- fixed rate	15,789.52	15,789.52	17,474.08	17,474.08
Trade & other payables	3,981.49	3,981.49	8,350.43	8,350.43
Other financial liabilities	435.81	435.81	436.18	436.18
	20,206.82	20,206.82	26,260.69	26,260.69

Assets / Liabilities for which fair value is disclosed at amortised cost.

(₹ in Lacs)

Particulars	As at March 31, 2023		
	Level 1	Level 2	Level 3
Financial liabilities			
Borrowings- fixed rate		15,789.52	
Other financial liabilities		435.81	

(₹ in Lacs)

Particulars	As at March 31, 2022		
	Level 1	Level 2	Level 3
Financial liabilities			
Borrowings- fixed rate		17,474.08	
Other financial liabilities		436.18	

During the year ended March 31, 2022 and March 31, 2023, there were no transfers between Level 1 and Level 2 fair value measurements, and no transfer into and out of Level 3 fair value measurements.

Following table describes the valuation techniques used and key inputs to valuation for level 2

March 31, 2022 and March 31, 2023, respectively:

Notes to the Consolidated Financial Statements

for the year ended 31st March 2023

a) Assets / Liabilities for which fair value is disclosed at amortised cost.

Particulars	Fair value hierarchy	Valuation technique	Inputs used
Financial liabilities			
Other borrowings- fixed rate	Level 2	Discounted Cash Flow	Prevailing interest rates in market, Future payouts
Other financial liabilities	Level 2	Discounted Cash Flow	Prevailing interest rates to discount future cash flows

42. SEGMENT INFORMATION

Information about primary segment

The Company operates in a Single Primary Segment (Business Segment) i.e. Wire and Cables comprising of power cables, telecom cables, railway cables and specialised cables.

Information about Geographical Segment – Secondary

The Company's operations are located in India.

The segment information about geographical segment is given in note 32.1.

43. DEFINED CONTRIBUTION PLAN

(a) Expense recognised for Defined Contribution plan

Particulars	(₹ in Lacs)	
	Year ended March 31, 2023	Year ended March 31, 2022
Company's contribution to provident fund	107.64	117.39
Total	107.64	117.39

(b) Defined Benefit Plan

It consists of Gratuity and leave encashment.

Below tables sets forth the changes in the projected benefit obligation and plan assets and amounts recognized in the Balance Sheet as of March 31, 2022, and March 31, 2023, being the respective measurement dates:

(c) Movement in obligation

Particulars	(₹ in Lacs)	
	Gratuity (funded)	leave encashment (unfunded)
Present value of obligation - April 1, 2021	458.39	65.05
Current service cost	31.11	8.56
Interest cost	28.03	4.10
Benefits paid	(93.56)	(27.90)
Remeasurements - actuarial loss/ (gain)	(58.14)	35.67
Present value of obligation - March 31, 2022	365.83	85.48
Present value of obligation - April 1, 2022	365.83	85.48
Current service cost	55.91	6.07
Past Service Cost	2.18	-

Notes to the Consolidated Financial Statements

for the year ended 31st March 2023

Particulars	(₹ in Lacs)	
	Gratuity (funded)	leave encashment (unfunded)
Interest cost	24.44	5.56
Benefits paid	-	(7.28)
Remeasurements - actuarial loss/ (gain)	(28.01)	(44.64)
Present value of obligation - March 31, 2023	420.35	45.19

(d) Movement in Plan Assets – Gratuity

Particulars	(₹ in Lacs)	
	For the year ended 31st March 2023	For the year ended 31st March 2022
Fair value of plan assets at beginning of year	263.69	337.06
Expected return on plan assets	21.12	19.77
Employer contributions	105.00	-
Benefits paid	-	(93.56)
Actuarial gain / (loss)	7.48	0.42
Fair value of plan assets at end of year	397.29	263.69
Present value of obligation	(420.35)	(365.83)
Net funded status of plan	397.29	263.69
Actual return on plan assets	(23.06)	(102.14)

The components of the gratuity & leave encashment cost are as follows:

(e) Recognised in profit and loss

Particulars	(₹ in Lacs)	
	Gratuity	Leave encashment
Current Service cost	31.11	8.56
Interest cost	8.26	4.10
Remeasurement - Actuarial loss/(gain)	(58.56)	35.67
For the year ended March 31, 2022	(19.19)	48.33
Current Service cost	58.08	6.07
Interest cost	3.32	5.56
Remeasurement - Actuarial loss/(gain)	(35.48)	(44.64)
For the year ended March 31, 2023	25.92	(33.01)

Notes to the Consolidated Financial Statements

for the year ended 31st March 2023

(f) Recognised in other comprehensive income.

Particulars	Gratuity
Remeasurement - Actuarial loss/(gain) For the year ended March 31, 2022	(58.56)
Remeasurement - Actuarial loss/(gain) For the year ended March 31, 2023	(35.49)

(₹ in Lacs)

(g) The principal actuarial assumptions used for estimating the Company's defined benefit obligations are set out below:

Weighted average actuarial assumptions	As at March 31, 2023	As at March 31, 2022
Attrition rate	0% PA	0% PA
Discount Rate	7.16% PA	6.68% PA
Expected Rate of increase in salary	7.50% PA	7.50% PA
Expected Rate of Return on Plan Assets	5.86 % PA	5.86 % PA
Mortality rate	IALM 2012-14 Ultimate	IALM 2012-14 Ultimate

(₹ in Lacs)

The assumption of future salary increase takes into account the inflation, seniority, promotion and other relevant factors such as supply and demand in employment market.

(h) Sensitivity analysis:

The above sensitivity analysis is based on a change in an assumption while holding all other assumptions constant. In practice, this is unlikely to occur, and changes in some of the assumptions may be correlated. When calculating the sensitivity of the defined benefit obligation to significant actuarial assumptions the same method (projected unit credit method) has been applied as when calculating the defined benefit obligation recognised within the Balance Sheet.

For the year ended March 31, 2023

Particulars	change in Assumption	Effect on Gratuity obligation	change in Assumption	Effect on leave encashment obligation
Discount rate	+ 0.5%	376.68	+ 1%	43.24
	- 0.5%	393.44	- 1%	47.31
Salary Growth rate	+ 0.5%	393.79	+ 1%	47.25
	- 0.5%	376.26	- 1%	43.25
Attrition Rate	+ 1%	384.34	+ 1%	
	- 1%	385.42	- 1%	

(₹ in Lacs)

For the year ended March 31, 2022

Particulars	change in Assumption	Effect on Gratuity obligation	change in Assumption	Effect on leave encashment obligation
Discount rate	+ 0.5%	357.67	+ 1%	82.05
	- 0.5%	374.39	- 1%	89.21
Salary Growth rate	+ 0.5%	372.32	+ 1%	89.09
	- 0.5%	355.35	- 1%	82.09
Attrition Rate	+ 1%	362.98	+ 1%	
	- 1%	364.40	- 1%	

(₹ in Lacs)

Notes to the Consolidated Financial Statements

for the year ended 31st March 2023

(i) Estimate of expected benefit payments (In absolute terms i.e. undiscounted)

(₹ in Lacs)	
Particulars	Gratuity
01 Apr 2023 to 31 Mar 2024	41.87
01 Apr 2024 to 31 Mar 2025	84.32
01 Apr 2025 to 31 Mar 2026	39.80
01 Apr 2026 to 31 Mar 2027	46.91
01 Apr 2027 to 31 Mar 2028	42.89
01 Apr 2028 Onwards	186.20

(j) Statement of Employee benefit provision

(₹ in Lacs)		
Particulars	Year ended March 31, 2023	Year ended March 31, 2022
Gratuity	420.35	365.83
Leave encashment	45.19	85.48
Total	465.53	451.31

The following table sets out the funded status of the plan and the amounts recognised in the Company's balance sheet.

(k) Current and non-current provision for Gratuity and leave encashment.
For the year ended March 31, 2023

(₹ in Lacs)		
Particulars	Gratuity	Leave Encashment
Current provision	-	8.42
Non current provision	23.06	36.77
Total Provision	23.06	45.19

For the year ended March 31, 2022

(₹ in Lacs)		
Particulars	Gratuity	Leave Encashment
Current provision	67.84	14.66
Non current provision	34.30	70.82
Total Provision	102.14	85.48

(l) Employee benefit expenses

(₹ in Lacs)		
Particulars	Year ended March 31, 2023	Year ended March 31, 2022
Salaries and Wages	1,984.06	2,129.02
Costs-defined contribution plan	107.64	117.39
Welfare expenses	57.56	47.69
Total	2,149.26	2,294.10

Notes to the Consolidated Financial Statements

for the year ended 31st March 2023

Other Comprehensive Income presentation of defined benefit plan

- Gratuity is defined benefit plan, Re-measurement gains/(losses) on defined benefit plans is shown under Other Comprehensive Income as Items that will not be reclassified to profit or loss and the income tax effect on the same.
- Leave encashment cost is in the nature of short term employee benefits.

Presentation in Statement of Profit & Loss and Balance Sheet

Expense for service cost, net interest on net defined benefit liability (asset) is charged to Statement of Profit & Loss.

IND AS 19 do not require segregation of provision in current and non-current, however net defined liability (Assets) is shown as current and non-current provision in balance sheet as per IND AS 1.

Actuarial liability for short term benefits (leave encashment cost) is shown as current and non-current provision in balance sheet.

The Company assesses these assumptions with its projected long-term plans of growth and prevalent industry standards. The mortality rates used are as published by one of the leading life insurance companies in India.

44. OTHER DISCLOSURES

(a) Auditors Remuneration (Excluding applicable taxes i.e. GST)

Particulars	(₹ in Lacs)	
	Year ended March 31, 2023	Year ended March 31, 2022
Auditors Remuneration		
Audit Fee	20.00	15.50
Tax Audit Fee	2.00	1.50
Taxation Matters	2.00	0.50
Certification	1.00	0.50
Out of Pocket Expenses	-	0.04
Total	25.00	18.04

Disclosure U/S 186(4) of the Companies Act 2013.

- Details of Investment made are given in Note No 8 & 13 of financial statements.
- No loans and guarantees are given u/s 186 (4) of the Companies Act 2013

(b) Corporate Social Responsibility Expenses Provision

In view of earlier years accumulated losses, company was not required to spend any amount on Corporate social responsibility activities during the current and previous year.

Notes to the Consolidated Financial Statements

for the year ended 31st March 2023

45. CONTINGENT LIABILITIES

i) Guarantees

Particulars	(₹ in Lacs)	
	As at March 31, 2023	As at March 31, 2022
Financial Bank Guarantees outstanding	42.00	227.00
Performance Bank Guarantees outstanding	1,603.57	1,970.84
	1,645.57	2,197.84

ii) Duties & Taxes

Particulars	(₹ in Lacs)	
	As at March 31, 2023	As at March 31, 2022
Income Tax		
-Demands under appeal	107.53	107.53
Custom duty demand due to denial of concessional custom duty, under	13.13	13.13
Service Tax demands under appeal	24.58	24.58
	145.24	145.24

iii) Other contingent liabilities

Particulars	(₹ in Lacs)	
	As at March 31, 2023	As at March 31, 2022
Outstanding Bill discounted	881.54	4,003.78

It is not possible to predict the outcome of the pending litigations with accuracy, the Company believes, based on legal opinions received, that it has meritorious defences to the claims. The management believe the pending actions will not require outflow of resources embodying economic benefits and will not have a material adverse effect upon the results of the operations, cash flows or financial condition of the Company.

46. ESTIMATED AMOUNT OF CONTRACT REMAINING TO BE EXECUTED ON CAPITAL ACCOUNT AND NOT PROVIDED FOR (NET OF ADVANCES)

Particulars	(₹ in Lacs)	
	As at March 31, 2023	As at March 31, 2022
Property, Plant & Equipment	88.98	107.34

Notes to the Consolidated Financial Statements

for the year ended 31st March 2023

47. TAXATION

- (i) As a matter of prudence, Deferred Tax Assets has not been recognized on brought forwarded losses and other timing differences. Further there is no reasonable certainty to set off the same within the period allowable under tax laws.
- (ii) Current tax: In view of brought forwarded losses as per Income Tax Act, 1961, no provision for current tax is required to be made.

48. RELATED PARTY TRANSACTIONS

In accordance with the requirements of IND AS 24, on related party disclosures, name of the related party, related party relationship, transactions and outstanding balances including commitments where control exists and with whom transactions have taken place during reported periods, are:

Related party name and relationship

a) Other related parties in the Group where common control exists:

Paramount Telecables Limited

b) Key Management Personnel

Shri Sanjay Aggarwal, Chairman and CEO

Shri Sandeep Aggrawal, Managing Director

Shri Shambhu Kumar Agarwal, Chief Financial Officer

Mrs. Rashi Goel, Company Secretary

c) Relatives of Key Managerial Personnel with whom transactions have taken place:

Parth Aggarwal

S S Aggarwal & Sons HUF

d) Enterprises where Key Managerial Personnel or their relative exercise significant influence and with whom transactions have taken place:

Valens Technologies Private Limited

Notes to the Consolidated Financial Statements

for the year ended 31st March 2023

Related Party Transactions:

Description	Current Year 2022-23				Current Year 2021-22			
	Other related parties in the Group where common control exists	Key Management Personnel	Relatives of Key Managerial Personnel with whom transactions have taken place	Enterprises where Relatives of Key Managerial Personnel with whom transactions have taken place	Other related parties in the Group where common control exists	Key Management Personnel	Relatives of Key Managerial Personnel with whom transactions have taken place	Enterprises where Relatives of Key Managerial Personnel with whom transactions have taken place
Lease Liabilities Repayments								
Paramount Telecables Limited	79.87	-	-	-	151.74	-	-	-
Lease Rent Payment								
Valens Technologies Private Limited	-	-	-	15.00	-	-	-	11.25
S S Aggarwal & Sons HUF	-	-	6.00	-	-	-	4.50	-
Lease Interest Cost								
Paramount Telecables Limited	87.10	-	-	-	105.87	-	-	-
Loan received								
Mr. Sanjay Aggarwal	-	-	-	-	-	5.00	-	-
Mr. Sandeep Aggarwal	-	8.00	-	-	-	25.00	-	-
Paramount Telecables Limited	400.00	-	-	-	-	-	-	-
Loan Repaid								
Mr. Sanjay Aggarwal	-	5.00	-	-	-	-	-	-
Mr. Sandeep Aggarwal	-	33.00	-	-	-	-	-	-
Paramount Telecables Limited	400.00	-	-	-	-	-	-	-
Interest paid on Loans								
Mr. Sanjay Aggarwal	-	0.25	-	-	-	0.05	-	-
Mr. Sandeep Aggarwal	-	3.57	-	-	-	0.81	-	-
Paramount Telecables Limited	3.63	-	-	-	-	-	-	-
Refund of Security Deposit								
Paramount Telecables Limited	180.00	-	-	-	-	-	-	-
Purchases								
Valens Technologies Private Limited	-	-	-	5.40	-	-	-	89.37
Sales & Job work Charges								
Valens Technologies Private Limited	-	-	-	53.04	-	-	-	49.77
Remuneration to Key Managerial Personnel (KMP)								
Mr. Sanjay Aggarwal, Chairman and CEO	-	178.25	-	-	-	179.05	-	-
Mr. Sandeep Aggarwal, Managing Director	-	177.16	-	-	-	178.84	-	-
Mr. Shambhu Kumar Agarwal, Chief Financial Officer	-	36.64	-	-	-	32.83	-	-
Mrs. Rashi Goel, Company Secretary	-	12.96	-	-	-	10.49	-	-

Notes to the Consolidated Financial Statements

for the year ended 31st March 2023

Related Party Balances:

Description	Current Year 2022-23			Current Year 2021-22			
	Other related parties in the Group where common control exists	Key Management Personnel	Relatives of Key Managerial Personnel with whom transactions have taken place	Other related parties in the Group where common control exists	Key Management Personnel	Relatives of Key Managerial Personnel with whom transactions have taken place	Enterprises where Relatives of Key Managerial Personnel with whom transactions have taken place
Lease Liabilities/Finance Lease Obligations	-	-	-	-	-	-	-
Paramount Telecables Limited	-	-	-	1,193.60	-	-	-
Payable outstanding at the year end	-	-	-	-	-	-	6.14
S S Aggarwal & Sons HUF	-	-	-	-	-	-	-
Security Deposit given balance outstanding as at year end	-	-	-	-	-	-	-
Paramount Telecables Limited	-	-	-	92.28	-	-	-

Remuneration to Key Managerial Personnel (KMP)

Particulars	Year ended March 31, 2023		Year ended March 31, 2022	
Short-Term employee benefits*		353.62		349.92
Post-Employment benefits				
- Defined contribution plan\$		36.00		36.00
- Defined benefit plan#		15.39		15.28
Total		405.01		401.20

(₹ in Lacs)

* Including bonus and commission on accrual basis and value of perquisites

\$ including PF and any other benefit

including leave encashment, gratuity and any other benefit

Notes to the Consolidated Financial Statements

for the year ended 31st March 2023

49. EARNINGS PER SHARE

The following is a reconciliation of the equity shares used in the computation of basic and diluted earnings per equity share:

Particulars	Number of shares	
	Year ended March 31, 2023	Year ended March 31, 2022
Number of Equity Shares at the beginning of the year	19,41,83,965	19,41,83,965
Add: Weighted average number of equity shares issued during the year	49,40,129	-
Weighted average number of Equity shares for Basic EPS (A)	19,91,24,094	19,41,83,965
Add: Weighted average number of Potential equity share for outstanding convertible share warrants	-	-
Weighted average number of equity shares for Diluted EPS (B)	19,91,24,094	19,41,83,965

Net profit available to equity holders of the Company used in the basic and diluted earnings per share was determined as follows:

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
Net Profit after Taxation (₹ lacs)	4,776.75	820.52
Basic Earnings per Share (₹)	2.40	0.42
Diluted Earnings per Share (₹)	2.40	0.42
Par Value of each Equity Share (₹)	2	2

The number of shares used in computing basic EPS is the weighted average number of shares outstanding during the year.

The diluted EPS is calculated on the same basis as basic EPS, after adjusting for the effects of potential dilutive equity.

50. IMPAIRMENT REVIEW

Assets are tested for impairment whenever there are any internal or external indicators of impairment.

Impairment test is performed at the level of each Cash Generating Unit ('CGU') or groups of CGUs within the Company at which the goodwill or other assets are monitored for internal management purposes, within an operating segment.

The impairment assessment is based on higher of value in use and value from sale calculations.

During the year, the testing did not result in any impairment in the carrying amount of goodwill and other assets.

The measurement of the cash generating units' value in use is determined based on financial plans that have been used by management for internal purposes. The planning horizon reflects the assumptions for short to- midterm market conditions.

Key assumptions used in value-in-use calculations:

- Operating margins (Earnings before interest and taxes)
- Discount rate
- Growth rates
- Capital expenditures

Notes to the Consolidated Financial Statements

for the year ended 31st March 2023

Operating margins: Operating margins have been estimated based on past experience after considering incremental revenue arising out of adoption of valued added and data services from the existing and new customers, though these benefits are partially offset by decline in tariffs in a hyper competitive scenario. Margins will be positively impacted from the efficiencies and initiatives driven by the Company; at the same time, factors like higher churn, increased cost of operations may impact the margins negatively.

Discount rate: Discount rate reflects the current market assessment of the risks specific to a CGU or group of CGUs. The discount rate is estimated based on the weighted average cost of capital for respective CGU or group of CGUs.

Growth rates: The growth rates used are in line with the long term average growth rates of the respective industry and country in which the Company operates and are consistent with the forecasts included in the industry reports.

Capital expenditures: The cash flow forecasts of capital expenditure are based on past experience coupled with additional capital expenditure required

51. ADDITIONAL REGULATORY INFORMATION

- (i) Disclosure of title deeds of Immovable Properties not held in the name of Company

Relevant line item in the Balance Sheet	Description of item of Property	Gross Carrying Value (₹ Lacs) Current Year	Gross Carrying Value (₹ Lacs) Previous Year	Title deeds held in the name of	Whether the title deed holder is a promoter,director or relative of Promoter/director or employee of Promoter/director	Property held since which date	Reason for not being held in the name of the company
Property, Plant & Equipment	Land	604.18	604.18	Erstwhile partnership firm i.e. Paramount Cable Corporation	NO	1981	Land was in the name of erstwhile partnership firm i.e. Paramount Cable Corporation which was converted into this company , name change is yet to be transferred.

- (ii) The Company has not revalued its Property, Plant and Equipment as defined under rule 2 of the Companies (Registered Valuers and Valuation) Rules, 2017 during the year 2022-23 and 2021-22.
- (iii) The company has not granted any loan to promoters, directors, KMPs and the related parties (as defined under Companies Act, 2013), either severally or jointly with any other person.
- (iv) Company does not have any Capital-Work-in Progress (CWIP)
- (v) The company does not have any pending proceeding for holding benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and the rules made thereunder.
- (vi) The Company does not have any working capital loan from banks or financial institutions on the basis of security of current assets.
- (vii) Company has not been declared as wilful defaulter by any bank or financial Institution or other lender.

Notes to the Consolidated Financial Statements

for the year ended 31st March 2023

- (viii) The company have the followings transactions with companies struck off under section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956. The details of which are as under

Name of Struck off Company	Nature of transactions with Struck off Company	Balance Outstanding (₹ Lacs)	Relationship with the Struck off Company, if any, to be disclosed
Pyrotech Electronics Pvt Ltd	Receivables	4.38	None
Aargee Contracts (P) Ltd.	Receivables	17.95	None
M Global Finance Ltd	Shares held by struck off Company	0.06	None
Protect Finvest Pvt Ltd	Shares held by struck off Company	0.01	None
Vaishak Shares Limited	Shares held by struck off Company	0.00	None
Koyal Commercial Private Limited	Shares held by struck off Company	0.00	None
Rokad Investments Private Limited.	Shares held by struck off Company	0.03	None
Home Trade Limited	Shares held by struck off Company	0.02	None
Aggarwal Securities Private Limited	Shares held by struck off Company	0.00	None
Beriwal Finance And Holdings Pvt. Ltd.	Shares held by struck off Company	0.00	None

- (ix) The company do not have any charges or satisfaction yet to be registered with Registrar of Companies beyond the statutory period.
- (x) The company has not advanced/ loaned/ invested funds (borrowed/share premium/any other sources of kind of funds) to any other person(s) or entity(ies), including foreign entities (intermediaries), with the understanding (whether recorded in writing or otherwise) that the intermediary shall (a) directly/ indirectly lend or invest in other persons or entities identified in any manner by or on behalf of the company (ultimate beneficiaries) or (b) provide any guarantee, security or the like to or on behalf of the ultimate beneficiaries.
- (xi) The company has not received any funds from any other person(s) or entity(ies), including foreign entities (Funding Party), with the understanding (whether recorded in writing or otherwise) that the company shall (a) directly/ indirectly lend or invest in other persons or entities identified in any manner by or on behalf of the Funding Party (Ultimate beneficiaries) or (b) provide any guarantee, security or the like to or on behalf of the Ultimate beneficiaries.
- (xii) The Company has complied with number of layers prescribed under clause (87) of section 2 of the Act read with Companies (Restriction on number of Layers) Rules, 2017. are not applicable on the company.
- (xiii) No income has been surrendered or disclosed for which transaction was not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).
- (xiv) There is no transaction related to Crypto Currency or Virtual Currency. Hence, not applicable.

Notes to the Consolidated Financial Statements

for the year ended 31st March 2023

52. PREVIOUS YEAR FIGURES HAVE BEEN REGROUPED/ REARRANGED, WHEREVER CONSIDERED NECESSARY TO CONFORM TO CURRENT YEAR'S CLASSIFICATION.

As per our Report of even date attached

For P. Bholusaria & Co.

Chartered Accountants

Firm Registration No. : 000468N

Pawan Bholusaria

Partner (M.No.: 080691)

Place : New Delhi

Date: 19.05.2023

For and on behalf of the Board

(Sanjay Aggarwal)

Chairman & CEO

DIN No: 00001788

(S K Aggarwal)

Chief Financial Officer

Mem No: 053595

(Sandeep Aggarwal)

Managing Director

DIN No: 00002646

(Rashi Goel)

Company Secretary

Mem No: FCS 9577

Notice

NOTICE IS HEREBY GIVEN THAT THE TWENTY NINTH ANNUAL GENERAL MEETING (“AGM”) OF PARAMOUNT COMMUNICATIONS LIMITED will be held on THURSDAY, 28th SEPTEMBER 2023 at 11.30 a.m., Indian Standard Time (“IST”), through Video Conferencing/ Other Audio-Visual Means (“VC/OAVM”) facility. The proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company situated at KH-433, Maulsari Avenue, Westend Greens, Rangpuri, New Delhi-110037, which shall be the deemed venue of the AGM, to transact following businesses:

ORDINARY BUSINESS:

- To consider and adopt the audited financial statement of the Company for the financial year ended March 31, 2023 and the reports of the Board of Directors and Auditors thereon, and the audited consolidated financial statement of the Company for the financial year ended March 31, 2023 and the report of Auditors thereon and, in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolutions as **Ordinary Resolutions**:

- “RESOLVED THAT** the audited financial statement of the Company for the financial year ended March 31, 2023, and the reports of the Board of Directors and Auditors thereon, as circulated to the Members, be and are hereby considered and adopted.”
- “RESOLVED THAT** the audited consolidated financial statement of the Company for the financial year ended March 31, 2023, and the report of Auditors thereon, as circulated to the Members, be and are hereby considered and adopted.”

- To appoint Sh. Sanjay Aggarwal (**DIN: 00001788**), who retires by rotation as a director and, in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Sh. Sanjay Aggarwal (DIN: 00001788), who retires by rotation at this meeting, be and is hereby appointed as a Director of the Company.”

SPECIAL BUSINESSES:

- Re-appointment of Mr. Vijay Maheshwari (DIN: 00216687) as an Independent Director of the Company**

To consider and if thought fit, to pass the following Resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, read along with Schedule IV to the Companies Act, 2013 (‘the Act’) [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Regulation 17 and any other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations’), as amended from time to time, Mr. Vijay Maheshwari (DIN: 00216687), who was appointed as an Independent Director of the Company for a term of 5 (five) consecutive years commencing from April 1, 2019 upto March 31, 2024 (both days inclusive) and who being eligible for re-appointment as an Independent Director has given his consent along with a declaration that he meets the criteria for independence under Section 149(6) of the Act and the rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director and based on the recommendation of the Nomination & Remuneration Committee and the Board of Directors of the Company, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of 5 (five) consecutive years on the Board of the Company commencing from April 1, 2024 upto March 31, 2029 (both days inclusive).

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

- Re-appointment of Mr. Sanjay Aggarwal (DIN: 00001788) as Whole Time Director of the Company**

To consider and if thought fit, to pass the following Resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, read along with Schedule V to the Companies Act, 2013 (‘the Act’) [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and the Companies (Appointment and Remuneration of Managerial Personnel)

Rules, 2014, as amended from time to time, consent of the Company be and is hereby accorded for the re-appointment of Mr. Sanjay Aggarwal (DIN: 00001788) as Whole Time Director of the Company for a period of 5 (five) years with effect from March 1, 2024 upto February 28, 2029 (both days inclusive), as recommended by the Nomination & Remuneration Committee and approved by the Board of Directors, upon the terms and conditions including remuneration as set out in the Explanatory Statement annexed to the Notice convening this meeting, with authority to the Board of Directors (which shall be deemed to include a Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and remuneration in such manner as may be agreed to between the Board of Directors and Mr. Sanjay Aggarwal.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

5. **Re-appointment of Mr. Sandeep Aggarwal (DIN: 00002646) as Managing Director of the Company.**

To consider and if thought fit, to pass the following Resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, read along with Schedule V to the Companies Act, 2013 (‘the Act’) [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, consent of the Company be and is hereby accorded for the re-appointment of Mr. Sandeep Aggarwal (DIN: 00002646) as Managing Director of the Company for a period of 5 (five) years with effect from March 1, 2024 upto February 28, 2029 (both days inclusive), as recommended by the Nomination & Remuneration Committee and approved by the Board of Directors, upon the terms and conditions including remuneration as set out in the Explanatory Statement annexed to the Notice convening this meeting, with authority to the Board of Directors (which shall be deemed to include a Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and remuneration in such manner as may be agreed to between the Board of Directors and Mr. Sandeep Aggarwal.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things as

may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

6. **Approval of Paramount Communications Limited Stock Incentive Plan, 2023 and grant of employee stock options to the eligible employees of the Company(ies).**

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 Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), read with the rules framed thereunder, including the Companies (Share Capital and Debentures) Rules, 2014, and in accordance with the provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (referred to as the “**SEBI SBEB Regulations**”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “**SEBI LODR Regulations**”), the Foreign Exchange Management Act, 1999, read with the relevant rules, regulations, directions, notifications and clarifications issued thereunder (“**FEMA**”), and other applicable laws, rules and regulations, including in each case any modifications thereof or supplements thereto (collectively, “**Applicable Laws**”), and the provisions of the Memorandum and Articles of Association of the Company and subject to such approvals, permissions and sanctions of any regulatory or other authorities as may be necessary from time to time and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, 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, including the Nomination and Remuneration Committee, which the Board has constituted or may hereafter constitute to act as the “**Compensation Committee**” under the SEBI SBEB Regulations, to exercise its powers including the powers conferred by this Resolution), the consent and approval of the members of the Company be and is hereby accorded to the Board to introduce and implement the “Paramount Communications Limited Stock Incentive Plan 2023” (“**PCL SIP 2023**”), the salient features of which are detailed in the Explanatory Statement to this resolution, and to create, grant, offer, issue and allot at any time, in one or more tranches, to or for the benefit of such person(s) who are permanent employees of the Company, whether working in India or outside India, and/or directors

of the Company, whether whole-time or otherwise, and to such other person(s) as may be decided by the Board and/or permitted under the SEBI SBEB Regulations and other Applicable Laws (other than employees/directors who are promoters or persons belonging to the promoter group of the Company, independent directors and directors holding directly or indirectly more than 10% of the outstanding equity shares of the Company) selected on the basis of criteria decided by the Board in terms of the PCL SIP 2023 (hereinafter collectively referred to as the “**Eligible Employees**”), up to 75,00,000 (Seventy Five Lakhs only) stock options exercisable into equity shares of the Company (such stock options, the “**Options**”), in one or more tranches, not exceeding 75,00,000 (Seventy Five Lakhs only) equity shares of face value of ₹ 2/- (Rupees Two only) each of the Company, at such price or prices, payment of applicable taxes and on such terms and conditions as may be fixed or determined by the Board in accordance with the PCL SIP 2023 and in compliance with the SEBI SBEB Regulations and other Applicable Laws.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to issue and allot equity shares of the Company directly to the Eligible Employees upon exercise of Options from time to time in accordance with the PCL SIP 2023 and such equity shares shall rank pari-passu in all respects with the then existing equity shares of the Company.”

“RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, merger and sale of division or other re-organization of the capital structure of the Company, as applicable from time to time, the number, class and kind of equity shares and/or the number of Options and/or the exercise price under the PCL SIP 2023 shall be appropriately adjusted by the Board, along with such approvals as may be necessary to preserve the benefits or potential benefits intended to be made available under the PCL SIP 2023 or with respect to any outstanding Options or otherwise necessary to reflect any such change, in a manner that the Board deems fit and accordingly, if any additional Options are granted by the Company for the purpose of making a fair and reasonable adjustment to the Options granted earlier, the above ceiling of 75,00,000 (Seventy Five Lakhs only) shall be deemed to be increased to the extent of such additional number of Options granted.”

“RESOLVED FURTHER THAT in case the equity shares of the Company are either sub-divided or consolidated, then the number of equity shares to be issued and allotted on exercise of Options granted under the PCL SIP 2023 and the exercise price of Options granted under the PCL SIP 2023 shall automatically stand augmented or reduced, as the

case may be, in the same proportion as the present face value of ₹ 2 per equity share bears to their revised face value of the equity shares of the Company after such sub-division or consolidation, without affecting any other rights or obligations of the Eligible Employees who have been granted Options under the PCL SIP 2023.”

“RESOLVED FURTHER THAT without prejudice to the generality of the above, the Board be and is hereby authorized on behalf of the Company, to formulate, evolve, decide upon and implement the PCL SIP 2023, determine the detailed terms and conditions of the PCL SIP 2023 including but not limited to the quantum of the Options to be granted per Eligible Employee, the number of Options to be granted in each tranche, the terms or combination of terms subject to which the said Options are to be granted, the exercise period, the vesting period, the vesting conditions, instances where such Options shall lapse and to grant such number of Options, to such Eligible Employees of the Company, at such price, at such time and on such terms and conditions as set out in the PCL SIP 2023 and as the Board may in its absolute discretion think fit.”

“RESOLVED FURTHER THAT the Nomination and Remuneration Committee be designated as the Compensation Committee in accordance with Regulation 5(1) of the SEBI SBEB Regulations for the purposes of administration of PCL SIP 2023.”

“RESOLVED FURTHER THAT the Board shall take necessary steps for listing of the equity shares allotted under the PCL SIP 2023 on the stock exchanges where the equity shares of the Company are listed in accordance with the provisions of the SEBI SBEB Regulations, the SEBI LODR Regulations and other Applicable Laws.”

“RESOLVED FURTHER THAT the Company shall conform to the accounting policies prescribed from time to time under SEBI SBEB Regulations and any other Applicable Laws to the extent relevant and applicable to the PCL SIP 2023.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized at any time to modify, change, vary, alter, amend, suspend, withdraw, terminate or revive the PCL SIP 2023, subject to compliance with Applicable Laws and to do all such acts, deeds, matters and things, as it may deem fit at its absolute discretion, for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard without being required to seek any further consent or approval of the members and further to execute all such documents, writings and to give such directions and/or instructions as may be necessary or expedient to give

effect to such modification, change, variation, alteration, amendment, suspension, withdrawal, termination or revival of the PCL SIP 2023 and to do all other things incidental and ancillary thereof in conformity with the provisions of the Companies Act, the Memorandum and Articles of Association of the Company, the SEBI SBEB Regulations, the SEBI LODR Regulations and any other Applicable Laws in force.”

“**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds and things, as it may, at its absolute discretion, deems necessary to give effect to this Resolution without being required to seek any further consent or approval of the members, including authorizing or directing the appointment of intermediaries, professionals, experts, independent agencies, any other advisors, consultants or representatives, being incidental to the effective implementation and administration of the PCL SIP 2023, as also to make applications to the appropriate authorities, parties and institutions for their requisite approvals and all other documents required to be filed in connection with the above, further to settle all such questions, difficulties or doubts whatsoever which may arise, to give such directions and/or instructions as may be necessary or expedient and to delegate all or any of its powers herein conferred to the Nomination and Remuneration Committee and/or any other Committee of directors and/or any director(s) and/or officer(s) of the Company.”

7. **Approval of Paramount Communications Limited Stock Incentive Plan, 2023 and grant of employee stock options to the eligible employees of the Subsidiary Company(ies)**

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 Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), read with the rules framed thereunder, including the Companies (Share Capital and Debentures) Rules, 2014, and in accordance with the provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (referred to as the “**SEBI SBEB Regulations**”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “**SEBI LODR Regulations**”), the Foreign Exchange Management Act, 1999, read with the relevant rules, regulations, directions, notifications and clarifications issued thereunder (“**FEMA**”), and other applicable laws, rules

and regulations, including in each case any modifications thereof or supplements thereto (collectively, “**Applicable Laws**”), and the provisions of the Memorandum and Articles of Association of the Company and subject to such approvals, permissions and sanctions of any regulatory or other authorities as may be necessary from time to time and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, 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, including the Nomination and Remuneration Committee, which the Board has constituted or may hereafter constitute to act as the “**Compensation Committee**” under the SEBI SBEB Regulations, to exercise its powers including the powers conferred by this Resolution), the consent and approval of the members of the Company be and is hereby accorded to the Board to introduce and implement the “**Paramount Communications Limited Stock Incentive Plan 2023**” (“**PCL SIP 2023**”), the salient features of which are detailed in the Explanatory Statement to this resolution, and to create, grant, offer, issue and allot at any time, in one or more tranches, to or for the benefit of such person(s) who are permanent employees of the Subsidiary Company(ies), present or future, whether working in India or outside India, and/or directors of the Company, whether whole-time or otherwise, and to such other person(s) as may be decided by the Board and/or permitted under the SEBI SBEB Regulations and other Applicable Laws (other than employees / directors who are promoters or persons belonging to the promoter group of the Company, independent directors and directors holding directly or indirectly more than 10% of the outstanding equity shares of the Company) selected on the basis of criteria decided by the Board in terms of the PCL SIP 2023 (hereinafter collectively referred to as the “**Eligible Employees**”), up to 75,00,000 (Seventy Five Lakhs only) stock options exercisable into equity shares of the Company (such stock options, the “**Options**”), in one or more tranches, not exceeding 75,00,000 (Seventy Five Lakhs only) equity shares of face value of ₹ 2 /- (Rupees Two only) each of the Company, at such price or prices, payment of applicable taxes and on such terms and conditions as may be fixed or determined by the Board in accordance with the PCL SIP 2023 and in compliance with the SEBI SBEB Regulations and other Applicable Laws.”

“**RESOLVED FURTHER THAT** the Board be and is hereby authorized to issue and allot equity shares of the Company directly to the Eligible Employees upon exercise of Options from time to time in accordance with the PCL SIP 2023 and such equity shares shall rank pari-passu in all respects with the then existing equity shares of the Company.”

“RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, merger and sale of division or other re-organization of the capital structure of the Company, as applicable from time to time, the number, class and kind of equity shares and/or the number of Options and/or the exercise price under the PCL SIP 2023 shall be appropriately adjusted by the Board, along with such approvals as may be necessary to preserve the benefits or potential benefits intended to be made available under the PCL SIP 2023 or with respect to any outstanding Options or otherwise necessary to reflect any such change, in a manner that the Board deems fit and accordingly, if any additional Options are granted by the Company for the purpose of making a fair and reasonable adjustment to the Options granted earlier, the above ceiling of 75,00,000 (Seventy Five Lakhs only) shall be deemed to be increased to the extent of such additional number of Options granted.”

“RESOLVED FURTHER THAT in case the equity shares of the Company are either sub-divided or consolidated, then the number of equity shares to be issued and allotted on exercise of Options granted under the PCL SIP 2023 and the exercise price of Options granted under the PCL SIP 2023 shall automatically stand augmented or reduced, as the case may be, in the same proportion as the present face value of ₹ 2 per equity share bears to their revised face value of the equity shares of the Company after such sub-division or consolidation, without affecting any other rights or obligations of the Eligible Employees who have been granted Options under the PCL SIP 2023.”

“RESOLVED FURTHER THAT without prejudice to the generality of the above, the Board be and is hereby authorized on behalf of the Company, to formulate, evolve, decide upon and implement the PCL SIP 2023, determine the detailed terms and conditions of the PCL SIP 2023 including but not limited to the quantum of the Options to be granted per Eligible Employee, the number of Options to be granted in each tranche, the terms or combination of terms subject to which the said Options are to be granted, the exercise period, the vesting period, the vesting conditions, instances where such Options shall lapse and to grant such number of Options, to such Eligible Employees of the Company, at such price, at such time and on such terms and conditions as set out in the PCL SIP 2023 and as the Board may in its absolute discretion think fit.”

“RESOLVED FURTHER THAT the Nomination and Remuneration Committee be designated as the Compensation Committee in accordance with Regulation

5(1) of the SEBI SBEB Regulations for the purposes of administration of PCL SIP 2023.”

“RESOLVED FURTHER THAT the Board shall take necessary steps for listing of the equity shares allotted under the PCL SIP 2023 on the stock exchanges where the equity shares of the Company are listed in accordance with the provisions of the SEBI SBEB Regulations, the SEBI LODR Regulations and other Applicable Laws.”

“RESOLVED FURTHER THAT the Company shall conform to the accounting policies prescribed from time to time under SEBI SBEB Regulations and any other Applicable Laws to the extent relevant and applicable to the PCL SIP 2023.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized at any time to modify, change, vary, alter, amend, suspend, withdraw, terminate or revive the PCL SIP 2023, subject to compliance with Applicable Laws and to do all such acts, deeds, matters and things, as it may deem fit at its absolute discretion, for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard without being required to seek any further consent or approval of the members and further to execute all such documents, writings and to give such directions and/or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension, withdrawal, termination or revival of the PCL SIP 2023 and to do all other things incidental and ancillary thereof in conformity with the provisions of the Companies Act, the Memorandum and Articles of Association of the Company, the SEBI SBEB Regulations, the SEBI LODR Regulations and any other Applicable Laws in force.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things, as it may, at its absolute discretion, deems necessary to give effect to this Resolution without being required to seek any further consent or approval of the members, including authorizing or directing the appointment of intermediaries, professionals, experts, independent agencies, any other advisors, consultants or representatives, being incidental to the effective implementation and administration of the PCL SIP 2023, as also to make applications to the appropriate authorities, parties and institutions for their requisite approvals and all other documents required to be filed in connection with the above, further to settle all such questions, difficulties or doubts whatsoever which may arise, to give such directions and/or instructions as may be necessary or expedient and to delegate all or any of its powers herein conferred to the Nomination and Remuneration Committee and/or any

other Committee of directors and/or any director(s) and/or officer(s) of the Company.”

8. **Ratification of Remuneration payable to the Cost Auditors for the financial year ending March 31, 2024**

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** in accordance with the provisions of Section 148 and other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the members of the Company hereby ratify the remuneration of ₹ 60,000/- (Rupees Sixty Thousand only), plus applicable taxes and out of pocket expenses at actuals, if any, payable to M/s Jain Sharma & Associates, Cost Accountants (Firm

Registration No. : 000270) who have been appointed by the Board of Directors on the recommendation of the Audit Committee, as Cost Auditors of the Company to conduct the Audit of the Cost Records maintained by the Company as prescribed under the Companies (Cost Record and Audit) Rules, 2014, as amended, for the financial year ending 31 March 2024.”

By Order of the Board of Directors
For Paramount Communications Limited

Sd/-

(Rashi Goel)

Company Secretary

M. No.: FCS9577

CIN: L74899DL1994PLC061295

Regd. Office: KH-433, Maulsari Avenue,
Westend Greens, Rangpuri, New Delhi-110037

Place: New Delhi

Dated: 10.08.2023

NOTES:

1. Pursuant to Circular Nos. 14/2020, 17/2020, 20/2020, 02/2021, 19/2021, 21/2021 2/2022 dated April 08, 2020, April 13, 2020, May 05, 2020, January 13, 2021, December 08, 2021, December 14, 2021 and May 05, 2022 followed by General Circular No. 10/2022 dated December 28, 2022 issued by the Ministry of Corporate Affairs (hereinafter collectively referred to as “MCA Circulars”) and ‘SEBI’ Circular No. SEBI/ HO/CFD/PoD-2/P/ CIR/2023/4 dated January 05, 2023 (hereinafter referred to as “SEBI Circulars”) physical attendance of the Members to the AGM venue is not required and Annual General Meeting (AGM) be held through Video Conferencing (VC) or Other Audio Visual Means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/ OAVM. The Registered office of the Company shall be deemed to be the venue for the AGM.
2. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA and SEBI Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form, Attendance Slip and route map of AGM are not annexed to this Notice.
3. Institutional / Corporate Members are required to send a scanned copy (pdf/jpg format) of its Board or governing body resolution / Authorisation letter etc. authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting. The said resolution / authorisation shall be sent to the scrutinizer at his E-mail ID -abhishekcs21@gmail.com
4. 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 at the AGM.
5. The Register of Members and Share Transfer Books will remain closed from September 22, 2023 to September 28, 2023 (both days inclusive).
6. Pursuant to Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of Listing Regulations, the Company is pleased to provide the facility to Members to exercise their right to vote on the resolutions proposed to be passed at AGM by electronic means. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on September 21, 2023, i.e., the date prior to the commencement of book closure, being the cut-off date, are entitled to vote on the resolutions set forth in this Notice.
7. The Board of Directors of the Company has appointed Mr. Abhishek Mittal, Practicing Company Secretary, M/s Abhishek Mittal & Associates, as the Scrutinizer to scrutinize the remote e-voting and voting at AGM in a fair and transparent manner.
8. Any person who acquires shares of the Company and becomes a Member of the Company after sending 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.
9. In compliance with the aforesaid MCA Circulars and SEBI Circular dated December 28, 2022 and January 05, 2023 respectively, Notice of the AGM along with the Annual Report 2022-23 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories. Members may note that the Notice and Annual Report 2022-23 will also be available on the Company’s website www.paramountcables.com under Investor Relations Section, websites of the Stock Exchanges i.e., BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of Company’s Registrar and Share Transfer Agent, Link Intime India Private Limited <https://instavote.linkintime.co.in>.
10. In terms of the provisions of Section 152 of the Companies Act, 2013, Mr. Sanjay Aggarwal (Holding DIN: 00001788) retire by rotation at the ensuing Annual General Meeting and being eligible offers himself for re-appointment.
11. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the special businesses specified under Item No. 3 to Item No. 8 is annexed hereto. The relevant details, pursuant to Regulations 36(3) of the SEBI Listing Regulations and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director(s) seeking reappointment at this AGM is annexed.
12. All documents referred to in the Notice and accompanying Explanatory Statement, as well as the Annual Report, is open for inspection at the Registered Office of the Company on all working days during normal business hours up to the date of the Meeting.
13. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

14. Members who have not registered their e-mail address so far are requested to register their e-mail address for receiving all communication(s) including Annual Report, Notices and Circulars etc. from the Company electronically. Members holding shares in physical form are requested to notify any change of address, bank mandates, if any, to the 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 or to their respective depository participants if the shares are held in electronic form.
15. SEBI vide its latest Circular dated March 16, 2023, in supersession of earlier Circulars, has reiterated that it is mandatory for all holders of physical securities to furnish their PAN as well as KYC Documents to the RTA (Registrar and Share Transfer Agent) of the Company in respect of all concerned Folios. The Folios wherein even any one of the PAN, Address with PIN Code, Email address, Mobile Number, Bank Account details, Specimen Signature and Nomination by holders of physical securities are not available on or after October 01, 2023, such Folios shall be frozen by the RTA. SEBI has introduced Form ISR - 1 alongwith other relevant forms to lodge any request for registering PAN, KYC details or any change/ updation thereof. In terms of the aforesaid SEBI Circular, effective from January 01, 2022, any service requests or complaints received from the member, are not processed by RTA till the aforesaid details/ documents are provided to RTA.

Members may also note that SEBI vide its Circular dated January 25, 2022 has mandated 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. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization, Members are advised to dematerialize the shares held by them in physical form. 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 www.linkintime.co.in. It may be noted that any service request can be processed only after the folio is KYC Compliant. You are requested to kindly take note of the same and update your particulars timely.
16. Pursuant to Section 72 of the Companies Act, 2013 read with Rule 19(1) of the Rules made thereunder, Shareholders are entitled to make nomination in respect of shares held by them in physical form. Shareholders desirous of making nominations are requested to send their requests in Form SH.13, which is available on the website of the Company. Further, SEBI vide its Circular dated March 16, 2023 has mandated to furnish Form ISR-3 for opting out of Nomination by physical shareholders in case the shareholder do not wish to register for the Nomination.
17. 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.
18. 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 holding shares in physical form are requested to take necessary steps with their respective Depository Participants to dematerialize their physical shares.
19. Members desiring any information on the accounts at the AGM are requested to write to the Company at least 7 days in advance through E-mail at investors@paramountcables.com. The same shall be replied by the Company accordingly.
20. The remote e-voting period will commence at 9.00 a.m. on Monday, September 25, 2023 and will end at 5.00 p.m. on Wednesday, September 27, 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.
21. The Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or arrangements in which Directors are interested under Section 189 of the Companies Act, 2013 will be available for inspection in electronic mode will be made available electronically for inspection by Members of the Company during the meeting.
22. Adhering to the various requirements set out in the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended, the Members,

whose unclaimed dividend/shares have been transferred to IEPF, may claim the same by making an online application to the IEPF Authority in web form No. IEPF-5 available on www.iepf.gov.in. For details, please refer to the Corporate Governance Report which is a part of this report.

23. The Scrutinizer will, after the conclusion of e-voting at the Meeting, scrutinize the votes cast at the Meeting (Insta Poll) and votes cast through remote e-voting, make a consolidated Scrutinizer's Report and submit the same to the Chairman. The result of e-voting will be declared within two working days of the conclusion of the Meeting and the same, along with the consolidated Scrutinizer's Report, will be placed on the website of the Company: 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.
24. Subject to receipt of requisite number of votes, the Resolutions proposed in the Notice shall be deemed to be passed on the date of the Meeting, that is, Thursday, September 28, 2023.
25. The Members who have cast their vote by remote e-voting prior to the AGM may also attend/ participate in the AGM through VC / OAVM but shall not be entitled to cast their vote again.

(A) Instructions for Members to attend the Annual General Meeting through InstaMeet (VC/OAVM) are as under:

- i) Members are entitled to attend the Annual General Meeting through VC/OAVM platform "InstaMeet" provided by the Registrar and Share Transfer Agent, Link Intime India Private Limited by following the below mentioned process. Facility for joining the Annual General Meeting through VC/OAVM shall open 15 minutes before the time scheduled for the Annual General Meeting and will be available to the Members on first come first serve basis. Members are requested to participate on first come first serve basis as participation through VC/OAVM will be closed on expiry of 15 (Fifteen) minutes from the scheduled time of the Annual General Meeting.

Members holding more than 2% equity shares, Promoters, Institutional Investors, Directors, KMPs, Chairpersons of Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee and Auditors etc. may

be allowed to the meeting without restrictions on account of first-come-first serve basis. Members can log in and join at 11:15 A.M. IST i.e., 15 (fifteen) minutes prior to the schedule time of the meeting and window for joining shall be kept open till the expiry of 15 (Fifteen) minutes after the schedule time.

ii) The details of the process to register and attend the AGM are as under:

- a) Open the internet browser and launch the URL: <https://instameet.linkintime.co.in> & Click on "Login".
 - ▶ Select the "Company" and 'Event Date' and register with your following details:-
 - A. **Demat Account No. or Folio No:** Enter your 16 digit Demat Account No. or Folio No
 - Shareholders/ members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID
 - Shareholders/ members holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID
 - Shareholders/ members holding shares in physical form shall provide Folio Number registered with the Company
 - B. **PAN:** Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.
 - C. **Mobile No.:** Enter your mobile number.
 - D. **Email ID:** Enter your email id, as recorded with your DP/Company.
 - ▶ Click "Go to Meeting" (You are now registered for InstaMeet and your attendance is marked for the meeting).

(B) Instructions for Shareholders/ Members to Speak during the Annual General Meeting through InstaMeet:

1. Shareholders who would like to speak during the meeting must register their request at least 3 days in advance with the company on E-mail ID- investors@paramountcables.com.
2. Shareholders will get confirmation on first cum first basis depending upon the provision made by the client.
3. Shareholders will receive “speaking serial number” once they mark attendance for the meeting.
4. Other shareholder may ask questions to the panellist, via active chat-board during the meeting.
5. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.

Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.

(C) Instructions for Shareholders/ Members to Vote during the Annual General Meeting through InstaMeet:

Once the electronic voting is activated by the scrutinizer during the meeting, shareholders/ members who have not exercised their vote through the remote e-voting can cast the vote as under:

1. On the Shareholders VC page, click on the link for e-Voting “Cast your vote”
2. Enter your 16 digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMEET and click on ‘Submit’.
3. After successful login, you will see “Resolution Description” and against the same the option “Favour/ Against” for voting.

4. Cast your vote by selecting appropriate option i.e. “Favour/Against” as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under ‘Favour/Against’.
5. After selecting the appropriate option i.e. Favour/ Against as desired and you have decided to vote, click on “Save”. A confirmation box will be displayed. If you wish to confirm your vote, click on “Confirm”, else to change your vote, click on “Back” and accordingly modify your vote.
6. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note: Shareholders/ Members, who will be present in the Annual General Meeting through InstaMeet facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting. Shareholders/ Members who have voted through Remote e-Voting prior to the Annual General Meeting will be eligible to attend/ participate in the Annual General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/ Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

In case shareholders/ members have any queries regarding login/ e-voting, they may send an email to instameet@linkintime.co.in or contact on: - Tel: 022-49186175.

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.nsdl.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.nsdl.com> Select «Register Online for IDeAS Portal» or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.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. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. The option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password.
 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by the company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider i.e. LINKINTIME for casting your vote during the remote e-Voting period. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.
 3. If the user is not registered for Easi/Easiest, the option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.
 4. Alternatively, the user can directly access the e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on 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, the user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
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. After Successful login, you will be able to see e-Voting option. Once you 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 the company name or e-Voting service provider name i.e. **LinkIntime** and you will be redirected to e-Voting service provider 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 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 evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000
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 helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

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>

- o Click on 'Login' under 'SHARE HOLDER' tab and further Click 'forgot password?'
- o 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".

By Order of the Board of Directors
For Paramount Communications Limited

Sd/-

(Rashi Goel)

Company Secretary

M. No.: FCS9577

CIN: L74899DL1994PLC061295

Regd. Office: KH-433, Maulsari Avenue,
Westend Greens, Rangpuri, New Delhi-110037

Place: New Delhi

Dated: 10.08.2023

EXPLANATORY STATEMENT

As required by Section 102 of the Companies Act, 2013 ("Act"), the following explanatory statement sets out all material facts relating to the business mentioned under Item Nos. 3 to 8 of the accompanying Notice:

Item No. 3

Mr. Vijay Maheshwari (DIN: 00216687) is currently an Independent Director of the Company, Chairperson of the Audit Committee and Member of the Nomination and Remuneration Committee, Stakeholder Relationship Committee and Corporate Social Responsibility Committee. Mr. Vijay Maheshwari was appointed as an Independent Director of the Company by the Members at the 25th Annual General Meeting of the Company held on September 24, 2019 for a period of 5 (five) consecutive years commencing from April 1, 2019 upto March 31, 2024 (both days inclusive) and is eligible for re-appointment for a second term on the Board of the Company.

Based on the recommendation of the Nomination & Remuneration Committee ('NRC'), the Board of Directors at its meeting held on August 10, 2023, proposed the re-appointment of Mr. Vijay Maheshwari as an Independent Director of the Company for a second term of 5 (five) consecutive years commencing from April 1, 2024 upto March 31, 2029 (both days inclusive), not liable to retire by rotation, for the approval of the Members by way of a Special Resolution.

Mr. Vijay Maheshwari is a Chartered Accountant from the Institute of Chartered Accountants of India. He has over 45 years of experience in Finance, Audit and Taxation and financial restructuring. He is actively involved in the promotion of trade and commerce being the Mentor and past Chairman - CII-ER Banking Core Committee

The NRC taking into consideration the skills, expertise and competencies required for the Board in the context of the business and sectors of the Company and based on the performance evaluation, concluded and recommended to the Board that Mr. Vijay Maheshwari's qualifications and the rich experience of over four decades in the abovementioned areas meets the skills and capabilities required for the role of Independent Director of the Company.

The Board is of the opinion that Mr. Vijay Maheshwari continues to possess the identified core skills, expertise and competencies fundamental for effective functioning in his role as an Independent Director of the Company and his continued association would be of immense benefit to the Company.

The Company has in terms of Section 160(1) of the Companies Act, 2013 ('the Act') received a notice from a Member proposing his candidature for the office of Director. The Company has received a

declaration from Mr. Vijay Maheshwari confirming that he continues to meet the criteria of independence as prescribed under Section 149(6) of the Act, read with the rules framed thereunder and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations').

In terms of Regulation 25(8) of the SEBI Listing Regulations, Mr. Vijay Maheshwari has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties.

Mr. Vijay Maheshwari has also confirmed that he is not debarred from holding the office of Director by virtue of any SEBI Order or any such authority pursuant to circulars dated June 20, 2018, issued by BSE Limited and the National Stock Exchange of India Limited pertaining to enforcement of SEBI Orders regarding appointment of Directors by the listed companies. Further, Mr. Vijay Maheshwari has confirmed that he is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director in terms of Section 152 of the Act, subject to re-appointment by the Members.

Mr. Vijay Maheshwari has also confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualifications of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs ('IICA').

Mr. Vijay Maheshwari is exempt from the requirement to undertake online proficiency self-assessment test conducted by IICA.

In the opinion of the Board, Mr. Vijay Maheshwari fulfils the conditions specified in the Act, rules thereunder and the SEBI Listing Regulations for re-appointment as an Independent Director and that he is independent of the Management.

The terms and conditions of the appointment of Independent Directors is uploaded on the website of the Company at www.paramountcables.com. In compliance with the provisions of Section 149 read with Schedule IV to the Act, Regulation 17 of the SEBI Listing Regulations and other applicable provisions of the Act and SEBI Listing Regulations, the re-appointment of Mr. Vijay Maheshwari as an Independent Director is now placed for the approval of the Members by a Special Resolution.

The Board commends the Special Resolution set out in Item No. 3 of the accompanying Notice for approval of the Members. None of the Directors or Key Managerial Personnel ('KMP') of the Company or their respective relatives, except Mr. Vijay Maheshwari and his relatives, are concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of the accompanying Notice.

Disclosures as required under Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India are annexed to this Notice.

Item No. 4

Mr. Sanjay Aggarwal (DIN: 00001788) is currently a Whole Time Director, designated as Chairman & CEO of the Company, and a Member of the Stakeholders Relationship Committee and Corporate Social Responsibility Committee.

The Board of Directors, at its meeting held on July 14, 2020, had re-appointed Mr. Sanjay Aggarwal as Whole Time Director of the Company, designated as Chairman & CEO of the Company for a period of 3 (three) years with effect from March 1, 2021 to February 29, 2024. Subsequently, at the 28th Annual General Meeting of the Company held on September 29, 2022, the Members, in accordance with Section II of Part II of Schedule V of the Companies Act, 2013, had approved the revision in maximum remuneration limit of Mr. Sanjay Aggarwal, Whole Time Director of the Company. However, there was no change in the actual remuneration to be paid. Based on the recommendation of the NRC, the Board of Directors, at its meeting held on August 10, 2023, re-appointed Mr. Sanjay Aggarwal as Whole Time Director of the Company for a further period effective March 1, 2024 up to February 28, 2029 subject to the approval of the Members.

Mr. Sanjay Aggarwal, visionary guidance has been instrumental in driving company's remarkable growth. During the challenging times presented by the COVID-19 pandemic, he has exhibited exceptional leadership skills and a steadfast commitment towards the Company's progress. Under his astute leadership, the Company has achieved steady growth, marked by strategic initiatives and a relentless pursuit of excellence. It would be therefore in the interest of the Company to re-appoint Mr. Sanjay Aggarwal as Whole Time Director of the Company

The principal terms and conditions of Mr. Sanjay Aggarwal re-appointment as the Whole Time Director are as follows:

- i) Period of Re-appointment:** From March 1, 2024 upto February 28, 2029 (both days inclusive).
- ii) Remuneration:**
 - A. Fixed Compensation:** Fixed Compensation shall include Basic Salary. The Basic Salary shall be ₹ 12.50 lakhs per month.
 - B. Flexible Compensation:** In addition to the Fixed Compensation, the abovementioned Director shall be entitled to the perquisites on an actual basis i.e., Car with driver, Electricity, club membership up to 3 clubs and other perquisites.

- C. Subject to the maximum of ₹ 2.50 Crore per annum apart from Company's Contribution to Provident Fund, leave encashment (if any) in accordance with the rules and regulations of the Company and gratuity at rate not exceeding 15 days's salary for each completed year of service.
- iii) Where in any financial year during his tenure as Whole Time Director, if the Company has no profit or its profits are inadequate, the Company will pay remuneration by way of salary and perquisites/ allowances as aforesaid.
- iv) No sitting fees shall be payable to him for attending the meeting of the Board of Directors or Committee thereof.

Mr. Sanjay Aggarwal has also confirmed that he is not debarred from holding the office of Director by virtue of any SEBI Order or any such authority pursuant to circulars dated June 20, 2018 issued by the BSE Limited and the National Stock Exchange of India Limited pertaining to enforcement of SEBI Orders regarding appointment of Directors by the listed companies.

Mr. Sanjay Aggarwal, pursuant to Section 152 of the Act, has given his consent to act as a Director of the Company, subject to the approval of the Members. Mr. Sanjay Aggarwal satisfies all the conditions set out in Part I of Schedule V to the Act and also the conditions set out under Section 196(3) of the Act, for being eligible for his re-appointment.

In terms of Section 164 of the Act, he is not disqualified from being re-appointed as Director.

Having regard to the qualifications, experience and knowledge, the Board is of the view that the re-appointment of Mr. Sanjay Aggarwal as Whole Time Director will be beneficial to the functioning and growth of the Company.

Accordingly, the Board commends the Special Resolution as set out at Item No. 4 of the accompanying Notice in relation to the re-appointment of Mr. Sanjay Aggarwal as Whole Time Director w.e.f. March 1, 2024 upto February 28, 2029 (both days inclusive) for approval of the Members pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V of the Act and Regulation 17 of SEBI Listing Regulations.

Mr. Sanjay Aggarwal is interested in the said resolution as it pertains to his own re-appointment. Mr. Sandeep Aggarwal is deemed to be interested in the said resolution as he is related to Mr. Sanjay Aggarwal. The other relatives of Mr. Sanjay Aggarwal may be deemed to be interested in the said resolution at Item No. 4 of the Notice to the extent of their shareholding, if any, in the Company.

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

Disclosures as required under Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India are annexed to this Notice.

Item No. 5

Mr. Sandeep Aggarwal (DIN: 00002646) is currently a Managing Director of the Company, and a Member of the Stakeholders Relationship Committee and Corporate Social Responsibility Committee.

The Board of Directors, at its meeting held on July 14, 2020, had re-appointed Mr. Sandeep Aggarwal as Managing Director of the Company for a period of 3 (three) years with effect from March 1, 2021 to February 29, 2024. Subsequently, at the 28th Annual General Meeting of the Company held on September 29, 2022, the Members, in accordance with Section II of Part II of Schedule V of the Companies Act, 2013, had approved the revision in maximum remuneration limit of Mr. Sandeep Aggarwal, Managing Director of the Company. However, there was no change in the actual remuneration to be paid. Based on the recommendation of the NRC, the Board of Directors, at its meeting held on August 10, 2023, re-appointed Mr. Sandeep Aggarwal as Managing Director of the Company for a further period effective March 1, 2024 up to February 28, 2029 subject to the approval of the Members.

Under Mr. Sandeep Aggarwal's visionary guidance, the company achieved significant milestones and garnered a prominent position in the wires and cable industry. It would be therefore in the interest of the Company to re-appoint Mr. Sandeep Aggarwal as Managing Director of the Company.

The principal terms and conditions of Mr. Sandeep Aggarwal re-appointment as the Managing Director are as follows:

- i) **Period of Re-appointment:** From March 1, 2024 upto February 28, 2029 (both days inclusive).
- ii) **Remuneration :**
 - A. **Fixed Compensation:** Fixed Compensation shall include Basic Salary. The Basic Salary shall be ₹ 12.50 lakhs per month.
 - B. **Flexible Compensation:** In addition to the Fixed Compensation, the abovementioned Director shall be entitled to the perquisites on an actual basis i.e., Car with driver, Electricity, club membership up to 3 clubs and other perquisites.

- C. Subject to the maximum of ₹ 2.50 Crore per annum apart from Company's Contribution to Provident Fund, leave encashment (if any) in accordance with the rules and regulations of the Company and gratuity at rate not exceeding 15 days's salary for each completed year of service.
- iii) Where in any financial year during his tenure as Managing Director, if the Company has no profit or its profits are inadequate, the Company will pay remuneration by way of salary and perquisites/ allowances as aforesaid.
- iv) No sitting fees shall be payable to him for attending the meeting of the Board of Directors or Committee thereof.

Mr. Sandeep Aggarwal has also confirmed that he is not debarred from holding the office of Director by virtue of any SEBI Order or any such authority pursuant to circulars dated June 20, 2018 issued by the BSE Limited and the National Stock Exchange of India Limited pertaining to enforcement of SEBI Orders regarding appointment of Directors by the listed companies.

Mr. Sandeep Aggarwal, pursuant to Section 152 of the Act, has given his consent to act as a Director of the Company, subject to the approval of the Members. Mr. Sandeep Aggarwal satisfies all the conditions set out in Part I of Schedule V to the Act and also the conditions set out under Section 196(3) of the Act, for being eligible for his re-appointment.

In terms of Section 164 of the Act, he is not disqualified from being re-appointed as Director.

Having regard to the qualifications, experience and knowledge, the Board is of the view that the re-appointment of Mr. Sandeep Aggarwal as Managing Director will be beneficial to the functioning and growth of the Company.

Accordingly, the Board commends the Special Resolution as set out at Item No.5 of the accompanying Notice in relation to the re-appointment of Mr. Sandeep Aggarwal as Managing Director w.e.f. March 1, 2024 upto February 28, 2029 (both days inclusive) for approval of the Members pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V of the Act and Regulation 17 of SEBI Listing Regulations.

Mr. Sandeep Aggarwal is interested in the said resolution as it pertains to his own re-appointment. Mr. Sanjay Aggarwal is deemed to be interested in the said resolution as he is related to Mr. Sandeep Aggarwal. The other relatives of Mr. Sandeep Aggarwal may be deemed to be interested in the said resolution at Item No. 5 of the Notice to the extent of their shareholding, if any, in the Company.

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

Disclosures as required under Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India are annexed to this Notice.

Item No.6 & 7

To Approve Implementation of "Paramount Communications Limited Stock Incentive Plan, 2023" and grant of employee stock options to the eligible employees of the Company and the Company's Subsidiary Company".

Equity based compensation in the form of stock options have long been recognized as an effective instrument to attract and retain the best talent and also serves to attract, incentivize and motivate professionals and reward exceptional performance. Equity based compensation is considered to be an integral part of employee compensation across sectors which enables alignment of personal goals of the employees with organizational objectives by participating in the ownership of the Company through stock based compensation scheme.

Accordingly, the Company intends to reward, attract, motivate and retain employees and directors of the Company, and its existing or future subsidiary companies, in or outside India, for their high level of individual performance and for their efforts to improve the overall performance of the Company with the objective of achieving sustained growth of the Company and creation of shareholder's value by aligning the interests of the eligible employees/ directors with the long-term interests of the Company.

With the above objective, the Board of Directors of the Company (hereinafter referred to as the "**Board**", which term shall be deemed to include any Committee, including the Nomination and Remuneration Committee ("NRC"), which the Board has constituted or may hereafter constitute to act as the "Compensation Committee" under Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended (the "**SEBI SBEB Regulations**") intend to implement an employee stock option plan namely "**Paramount Communications Limited Stock Incentive Plan, 2023**" ("**PCL SIP 2023**")/ "**Plan**") seeking to cover eligible employees/directors of the Company and its existing or future subsidiary companies, in or outside India, under the Scheme.

Keeping in line with the above, the PCL SIP 2023 has been formulated by the Company, which is to be implemented by the NRC constituted under Section 178 of the Companies Act, 2013, as amended (the "**Companies Act**") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements)

Regulations, 2015, as amended (the “SEBI Listing Regulations”) and in accordance with the requirements of SEBI SBEB Regulations issued by the SEBI and other applicable laws. Accordingly, the NRC and the Board at their respective meetings held on August 10, 2023 have approved the introduction of the PCL SIP 2023, subject to approval of members of the Company. The Scheme will be operated and administered under the superintendence of the NRC.

The salient features of the Paramount Communications Limited Stock Incentive Plan, 2023 are set out below:

(a) Brief description of the PCL SIP 2023:

The PCL SIP 2023 contemplates grant of stock options to the employees / directors of the Company, and its existing or future subsidiary company(ies) in or outside India, that are eligible under the PCL SIP 2023 (“Eligible Employees”).

After vesting of options, the Eligible Employees earn a right, but not an obligation, to exercise the vested options within the exercise period and subscribe to equity shares of the Company subject to compliance with the requirements of the PCL SIP 2023, including payment of exercise price and satisfaction of any tax obligation arising thereon.

(b) Total number of stock options to be granted

The total number of options to be granted under the PCL SIP 2023 shall not exceed 75,00,000 (Seventy-Five Lakhs) representing 2.63% (approx.) of the fully diluted capital of the Company as on August 10, 2023. Each option when exercised would be converted into one equity share of ₹ 2 (Indian Rupees Two) each fully paid-up.

Further, the SEBI SBEB Regulations require that in case of any corporate action(s) such as rights issue, bonus issue, merger, sale of division etc., a fair and reasonable adjustment needs to be made to the options granted. In this regard, the Company shall adjust the number, class and kind of equity shares, the number of stock options and/or the exercise price of the options granted in such a manner that the total value of the options granted under the PCL SIP 2023 remains the same after any such corporate action. Accordingly, if any additional options are granted by the Company to the option grantees for making such fair and reasonable adjustment, the ceiling of 75,00,000 (Seventy Five Lakhs), shall be deemed to be increased to the extent of such additional options issued.

Vested options and unvested options that have lapsed due to non-exercise, forfeited, surrendered and / or cancelled under the PCL SIP 2023, would be available for being re-granted at a future date in accordance with the provisions of PCL SIP 2023.

(c) Implementation and administration of the PCL SIP 2023

The existing NRC shall act as Compensation Committee for the administration and implementation of PCL SIP 2023 in terms of SEBI SBEB Regulations.

All questions of interpretation of the PCL SIP 2023 or any option under the Scheme shall be determined by the NRC and such determination shall be final and binding upon all persons having an interest in the PCL SIP 2023 or in any option issued thereunder.

(d) Identification of classes of employees entitled to participate and be beneficiaries in PCL SIP 2023

The options may be granted by the Board / NRC to the Eligible Employees as may be decided by the Board at its own discretion. For the purpose of PCL SIP 2023, “Eligible Employee” mean the following employees:

- (i) all permanent employees, present and / or future of Paramount Communications Limited and / or its Subsidiary(ies), working in or out of India;
- (ii) all Directors, whether whole time or not of Paramount Communications Limited and / or its Subsidiary(ies), but does not include independent director;

Provided that an Eligible Employee who is a Promoter or forms part of the Promoter Group of the Company shall not be eligible to participate in the Plan.

Provided further that a Director who either by himself or through his relative or through any body corporate, directly or indirectly, holds more than 10% of the outstanding Equity Shares of the Company shall not be eligible to participate in the Plan.

(e) Requirements of vesting and period of vesting

There should be a minimum period of one year between the grant of options and vesting of options and such maximum period as may be determined by the Board, but not exceeding seven years.

Options shall vest essentially based on continuation of employment / service with the Company or its subsidiary company(ies), as applicable, and as per requirement of the SEBI SBEB Regulations. Apart from that the NRC may prescribe achievement of any performance condition(s) or other criteria for vesting.

Further, if the Committee may decide, Options shall vest with the Participant over such period and in such a manner, provided the Employee meets the additional vesting conditions pertaining to the KPIs set by the Committee at

the time of grant of respective option. The vesting schedule may be varied by the Committee for the benefit of the Employees. Special provisions would apply in case of the death, permanent incapacitation, retirement, termination or resignation of the Employee.

(f) Maximum period within which the options shall be vested

All the options granted on any date shall vest not later than the maximum period of 7 (seven) years from the date of grant.

(g) Exercise price or pricing Formula

The Options granted to the Employees under this Plan shall carry an Exercise Price, which may be equivalent to the market price or at such discount to the Market Price of the Shares of the Company as may be determined by the Committee at the time of grant of options. However, in any case the Exercise Price shall not be less than the par value of the Shares of the Company.

In case of a fall in market value of Shares between the Offer Date and the date of Exercise, the Committee may re-price the Options that have not been vested while ensuring such re-pricing is not detrimental to the interest of the Grantees.

(h) Exercise period and exercise Process

The Exercise period will commence from the date of vesting and extend up to not later than five years from the date of the vesting of the Options or such lesser period as may be decided by the Committee, from time to time.

The vested option shall be exercisable by the option grantees by submitting a written exercise notice specifying the number of options to be exercised to the Company in such format as may be prescribed by the NRC from time to time.

Exercise of options shall be considered only after payment of requisite exercise price and satisfaction of applicable taxes by the option grantee. The options shall lapse if not exercised within the specified exercise period.

The Participant can exercise the Vested Options within the Exercise Period by paying the Exercise Price to the Company alongwith the notice of exercise as under:

- (a) At any point in time, the exercise shall not be made for less than 5,000 option in one point in time
- (b) If the number of Vested Options held at any point in time is less than 5,000, all options shall be exercised in one single tranche.
- (c) The allotment for shares exercised shall be made by the Company four times a year, i.e. (a) for all options vested

during the period from April 01 to June 30, allotment shall be made in the first Board Meeting to be held after June 30 of the respective block of three months; and (b) in the similar manner thereafter for each quarter.

(i) Appraisal process for determining the eligibility of employees for the PCL SIP 2023

The options may be granted by the Board / NRC to the Eligible Employees as may be decided by the Board at its own discretion, including, but not limited to the date of joining of the Eligible Employee with the Company or the Subsidiary(ies), performance evaluation, current compensation, criticality or any other criteria, future potential, such Eligible Employees, as determined by the Board, may participate in the Plan. Employees joining the Company after the date of implementation of the Plan will be entitled to participate in the Plan, on a case to case basis and subject to such criteria as may be decided solely by the Board.

(j) Maximum number of options to be issued per employee and in aggregate

The NRC shall decide the number of options /equity shares that may be granted / issued to any specific employee / director of the Company or its subsidiary(ies) under the PCL SIP 2023, in any financial year and in aggregate, but the same shall not exceed 1% of the issued capital in any one financial year.

(k) Maximum quantum of benefits to be provided per employee under the PCL SIP 2023

The maximum quantum of benefits underlying the options issued to an eligible employee shall depend upon the market price of the equity shares as on the date of allotment of equity shares arising out of exercise of options vis-à-vis the exercise price at which options were granted.

(l) Whether the PCL SIP 2023 is to be implemented and administered directly or through a trust

The PCL SIP 2023 shall be implemented and administered directly by the Company, under the superintendence of the NRC.

(m) Whether the PCL SIP 2023 involves new issue of equity shares or secondary acquisition of equity shares or both

The PCL SIP 2023 contemplates issue of fresh equity shares by the Company.

(n) Lock-in Period

The equity shares arising out of exercise of vested options shall not be subject to any lock-in period from the date of

allotment of such equity shares under the PCL SIP 2023, provided that the sale or transfer of equity shares allotted on such exercise will be subject to the provisions of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (as amended from time to time) and the Code of Conduct to Regulate, Monitor and Report Trading by Designated Persons of the Company framed thereunder.

(o) Transferability of Stock Options

The options granted to an employee shall not be transferable to any person and shall not be assigned, alienated, pledged, attached, hypothecated, sold, or otherwise transferred or encumbered or otherwise alienated in any manner.

However, in the event of the death of the employee while in employment, all the stock options granted to him/her till such date shall forthwith vest in his/her designated nominee or nominees (who may be named contingently or successively), or such employee's legal heir, and can be exercisable by them within the time period as may be prescribed under the PCL SIP 2023.

(p) Amount of loan to be provided for implementation of the scheme(s) by the Company to the trust, its tenure, utilization, repayment terms, etc.

This is currently not contemplated under the present PCL SIP 2023.

(q) Maximum percentage of secondary acquisition that can be made by the trust for purposes of the PCL SIP 2023

Not applicable

(r) Accounting and Disclosure Policies

The Company shall follow the IND AS 102 on Share based Payments, Guidance note on Accounting for employee share based payments and/ or any relevant Accounting Standards as may be prescribed by the Institute of Chartered Accountants of India (ICAI) from time to time, including the disclosure requirements prescribed therein.

In case, the existing guidance note or accounting standards do not prescribe accounting treatment or disclosure requirements, any other Accounting Standard that may be issued by ICAI or any other competent authority shall be adhered to in compliance with the requirements of Regulation 15 of the SEBI SBEB Regulations.

(s) Method of option valuation

The Company shall use the fair value method or such valuation method as may be prescribed from time to time in

accordance with applicable laws for valuation of the Stock Options granted, to calculate the employee compensation cost.

(t) Variation of terms of Scheme

Subject to compliance with the requirements of the SEBI SBEB Regulations and other applicable laws, the Company may, from time to time, amend or vary the Scheme or any terms and conditions in the Scheme or alter any options granted in such respects as the NRC may deem necessary or desirable, provided that approval of the shareholders of the Company is taken by way of a special resolution in a general meeting for effecting such change, if such approval is required under applicable law and such change is not detrimental or prejudicial to the interests of the grantees, provided that the Company shall be entitled to vary the terms of the Scheme to meet any regulatory requirements.

(u) Declaration

The Company shall adopt fair valuation for the purpose of computation of employee compensation cost and therefore no difference between intrinsic value and fair value is required to be disclosed in the Directors Report.

(v) Certificate from the Secretarial Auditor

The Board of Directors shall at each annual general meeting place before the members a certificate from the Secretarial auditor of the Company that the Scheme(s) has been implemented in accordance with the prescribed regulations and in accordance with the resolution of the Company in the general meeting.

(w) Terms & conditions for buyback, if any, of specified securities covered under these regulations.

Not Applicable

(x) Rights of the option holder

The option holder shall not have right to receive any dividend or to vote or in any manner enjoy the benefits of a shareholder in respect of option granted to him/her, till equity shares are allotted upon exercise of such option.

Regulation 6(1) of the SEBI SBEB Regulations requires that every employee stock option scheme shall be approved by the members of the Company by passing a special resolution in a general meeting. Further, Regulation 6(3)(c) of the SEBI SBEB Regulations requires that every employee stock option scheme extended to the employees of the subsidiary company(ies) shall be approved by the members of the Company by passing a special resolution in a general meeting.

Further, as the PCL SIP 2023 will entail further issue of equity shares, consent of the members is required by way of a special resolution pursuant to Section 62(1)(b) of the Companies Act. Accordingly, the Special Resolution set out at Item No. 6 & 7 of this Notice is proposed for approval by the members.

A copy of the draft PCL SIP 2023 is placed at the website of the Company at www.paramountcables.com till the conclusion of the ensuing Annual General Meeting, and the same will be available for inspection as mentioned in notes to AGM Notice.

The Board, accordingly, recommends passing of the Special Resolutions as set out at Item No. 6 & 7 of this Notice, for the approval of the members.

None of the Directors, Promoters, Key Managerial Persons of the Company or any of their relatives, shall be considered to be concerned or interested, financially or otherwise, in the proposed Special Resolutions at Item No. 6 & 7, except to the extent of their respective shareholding, if any, in the Company and number of options which may be granted to them, if any, pursuant to the PCL SIP 2023.

Item No.8

The Board of Directors has on the recommendation of the Audit Committee, approved the appointment and remuneration of M/s Jain Sharma & Associates, Cost Auditors to conduct the audit of the cost records of the Company, for the financial year ending March 31, 2024.

In accordance with the provisions of Section 148 of the Companies Act, 2013 ("the Act") read with the Companies (Audit and Auditors) Rules, 2014, the remuneration of ₹ 60,000/- (Rupees Sixty Thousand) payable to the Cost Auditors as recommended by the Audit Committee and approved by the Board, has to be ratified by the Members of the Company.

Accordingly, ratification by the Members is sought for the remuneration payable to the Cost Auditors for the financial year ending March 31, 2024 by passing an Ordinary Resolution as set out at Item No. 8 of the Notice.

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

The Board commends the Ordinary Resolution set out at Item No. 8 of the Notice for ratification by the Members.

By Order of the Board of Directors
For Paramount Communications Limited

Sd/-
(Rashi Goel)

Company Secretary
M. No.: FCS9577

CIN: L74899DL1994PLC061295

Regd. Office: KH-433, Maulsari Avenue,
Westend Greens, Rangpuri, New Delhi-110037

Place: New Delhi

Dated: 10.08.2023

PURSUANT TO REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENT) REGULATIONS, 2015 AND SECRETARIAL STANDARD - 2 ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA (ICSI), INFORMATION ABOUT THE DIRECTOR PROPOSED TO BE RE- APPOINTED/ APPOINTED UNDER ITEM NO.3 TO 5 IS FURNISHED AS BELOW:

Name of the Director & DIN	Mr. Sanjay Aggarwal (DIN:00001788)	Mr. Sandeep Aggarwal (DIN:00002646)	Mr. Vijay Maheshwari (DIN:00216687)
Nationality	Indian	Indian	Indian
Designation/category of the Director	Chairman & CEO Whole Time Director	Managing Director	Non-Executive Independent Director
Date of Birth	21-10-1962	08-05-1964	03-01-1951
Date of re-appointment	With effect from March 01, 2024 for the period of Five (05) years	With effect from March 01, 2024 for the period of Five (05) years	With effect from April 01, 2024 for the period of Five (05) years
Date of first appointment in the current designation	01.11.1994	01.11.1994	01.04.2019
Qualification	B. Com (Hons.) from Shri Ram College of Commerce, Delhi University	B.A. Hons (Economics)	Fellow Member of Institute of Chartered Accountant of India
Brief Profile	Mr. Sanjay Aggarwal is the Chairman & CEO of the Company and joined the Company after completing his bachelor's degree from Sri Ram College of Commerce in 1983. He has been an integral part of the growth story of the Company, from a small-scale industrial unit to one of the largest cable manufacturers in India. Mr. Sanjay Aggarwal has personally led various key initiatives for the Group including the first public issue on BSE in 1994, the transformation of the Company into a medium scale enterprise with the launch of its PIJF Telecom Cable plant and further expansion and diversification into Optical Fiber Cables in 2001 and High Voltage Cables in 2007.	Mr. Sandeep Aggarwal, Managing Director of the Company, has rich experience of more than 3 decades in the cables and wires industry. He has been conferred the Honorary Professorship on Industry Excellence in ICT, Cables, and Telecom Infra by Hemchandracharya North Gujarat University. He is associated with various technical, industrial and social bodies including 'Industrial Training Institute, Reni', Telecom Equipment Manufacturers Association of India and PHD Chamber of Commerce and Industry.	Mr. Vijay Maheshwari is a fellow member of the Institute of Chartered Accountants of India and has over 45 years of experience in finance. He is acclaimed for his vision and dynamism. He is actively involved in the promotion of trade and commerce being the Mentor and past Chairman - CII-ER Banking Core Committee. He has actively travelled within India and abroad and been speaker on related subject.
Nature of Expertise in Specific Functional Areas;	Business Leadership, Strategy & Planning, Finance, Operations, and overall support services	Strategy Planning & Implementation, Business Leadership, Sales & Marketing	Risk & Governance, Finance & Law
Terms and conditions of re-appointment	Mr. Sanjay Aggarwal will serve for a term of 5 (Five) consecutive years commencing from March 01, 2024 to February 28, 2029.	Mr. Sandeep Aggarwal will serve for a term of 5 (Five) consecutive years commencing from March 01, 2024 to February 28, 2029.	Mr. Vijay Maheshwari will serve for a second term of 5 (Five) consecutive years commencing from April 01, 2024 to March 31, 2029.
Names of Listed Entities in which Director also holds the Directorship and the Membership of Committees of the Board	None	None	Sumedha Fiscal Services Ltd

Name of the Director & DIN	Mr. Sanjay Aggarwal (DIN:00001788)	Mr. Sandeep Aggarwal (DIN:00002646)	Mr. Vijay Maheshwari (DIN:00216687)
Name of Committee(s) of Paramount Communications Limited in which Director is Chairman/ Member	Stakeholder Relationship Committee – Member Corporate Social Responsibility Committee- Chairman Share Allotment Committee- Chairman	Stakeholder Relationship Committee – Member Corporate Social Responsibility Committee- Member Share Allotment Committee- Member	Audit Committee- Chairman Nomination and Remuneration Committee-Member Stakeholder Relationship Committee – Member Corporate Social Responsibility Committee- Member
Listed Entities from which Director has resigned as Director in past three years.	None	None	None
Number of Shares held in the Company	1,40,61,013 Equity shares of face value of ₹ 2/- each	1,40,03,533 Equity shares of face value of ₹ 2/- each	NIL
Number of Board Meetings attended during the year	During the financial year ending March 31, 2023, the Board met five times. Mr. Sanjay Aggarwal attended all the five Board Meetings.	During the financial year ending March 31, 2023, the Board met five times. Mr. Sandeep Aggarwal attended all the five Board Meetings.	During the financial year ending March 31, 2023, the Board met five times. Mr. Vijay Maheshwari attended all the five Board Meetings.
Remuneration Last Drawn (per annum)	₹ 178.25 Lakhs	₹ 177.16 Lakhs	Being an Independent Director, he was paid sitting of ₹ 60,000/- for each Board and Committee Meeting and conveyance as actual incurred.
Inter-se relationship between Directors and other Key Managerial Personnel	Brother of Mr. Sandeep Aggarwal	Brother of Mr. Sanjay Aggarwal	He is not related with any Director and Key Managerial Personnel of the Company.

By Order of the Board of Directors
For Paramount Communications Limited

Sd/-
(Rashi Goel)

Company Secretary

M. No.: FCS9577

CIN: L74899DL1994PLC061295

Regd. Office: KH-433, Mauisari Avenue,
Westend Greens, Rangpuri, New Delhi-110037

Place: New Delhi
Dated: 10.08.2023



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