



Paramount Printpackaging Limited

Registered Office : A 309, MIDC, TTC Industrial Estate, Mahape,
Navi Mumbai - 400701

POSTAL BALLOT NOTICE

(Notice pursuant to section 192A of the Companies Act, 1956)

Dear Members,

NOTICE is hereby given pursuant to Section 192A of the Companies Act, 1956 ("Companies Act") read with the Companies (Passing of Resolution by Postal ballot) Rules, 2001 ("**Postal Ballot Rules**") that the Company is seeking the consent of its members by way of Postal Ballot in respect of Appointment of new Statutory Auditor of the Company.

The proposed resolution along with Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956 and a Postal Ballot form is enclosed for your consideration and the Company in Compliance with Rule 5(b) of Postal ballot Rules, appointed Mr. Jay D'souza, of Alwyn Jay & Co., Company Secretaries firm as a Scrutinizer for conducting the entire Postal Ballot process in a fair and transparent manner.

You are requested to read the instruction carefully printed on the Postal Ballot Form sent herewith and return the form duly completed in the attached self addressed postage prepaid envelope so as to reach the Scrutinizer on or before the close of Working Hours i.e. 17:00 hours on March 4, 2013. Please note that any Postal Ballot Form received after the said date will be treated as not having been received.

The Scrutinizer will submit his report addressed to the Chairman/ Managing Director of the Company after completion of the scrutiny of the Postal Ballot Forms and the result of the Postal Ballot shall be announced at 16:00 Hours at the Registered office of the Company on March 9, 2013 by the Chairman or in his absence by any other person authorized by the Chairman. The result of the postal ballot will immediately be intimated to the concerned Stock Exchanges.

The date of Declaration of Result of the Postal Ballot shall be deemed to be the date of the General Meeting and the date of passing of the proposed Resolutions.

RESOLUTION FOR POSTAL BALLOT

(Pursuant to section 192A of the Companies Act, 1956)

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to provision of Section 224 and other applicable provisions if any of the Companies Act, 1956 and further subject to such approval as may be necessary, consent and approval of the Company be and is hereby accorded for the appointment of M/s Laxmikant Kabra & Co, Chartered Accountants, Thane as the Auditors of the Company to fill the casual vacancy arose on account of the resignation received from the existing Auditors M/s M.V. Damania & Co, Chartered Accountants, Mumbai, until the conclusion of the next Annual General Meeting of the Company on the terms of remunerations to be decided by the Board of Directors from time to time."

**By order of the Board of Directors
For Paramount Printpackaging Limited**

Sd/-

**Divyesh Sukhadia
Managing Director**

Notes:

1. An explanatory statement pursuant to Section 173 (2) of the Companies Act, 1956 setting out all material facts concerning the aforesaid business and reason thereof are annexed hereto.



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2. As per requirement of the aforesaid section, resolutions in the accompanying notice require consent of the shareholders through Postal Ballot. You are, therefore, requested to communicate your assent or dissent in writing in Postal Ballot Form sent herewith in accordance with the instruction set out therein.

3. The Board of Directors at its Meeting held on 24th January, 2013 has appointed Mr. Jay D'souza of M/s. Alwyn Jay & Co., Company Secretaries a Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.

ANNEXURE TO THE NOTICE

Explanatory Statement pursuant to Section 173(2) of the Companies Act 1956

M/s M V Damania & Co, Chartered Accountants, Mumbai were appointed as Auditor of the Company at the last Annual General Meeting held on September 21, 2012 to hold the office till the conclusion of the forthcoming Annual General Meeting. The Company has received a notice from them in writing submitting their resignation as auditor of the Company with immediate effect. A copy of the resignation tendered by the Auditors and eligibility letter as referred elsewhere are available for inspection of the members till the date of the meeting during business hours.

As per proviso to Section 224(6)(a) of the Companies Act, 1956 provides that vacancy is caused by resignation of an Auditor, the Board of Directors of the Company proposed to appoint M/s Laxmikant Kabra & Co, Chartered Accountants, Thane as Auditors of the Company, subject to the approval of the Shareholders in the General Meeting, till the conclusion of the next Annual General Meeting on the terms of the remuneration to be mutually decided by the Board of Directors from time to time.

A letter has been received from M/s Laxmikant Kabra & Co, Chartered Accountants, Thane to the effect that they are qualified for appointment as Auditors of the Company and the proposed appointment if made by the Company will be within the limits specified under Section 224 (1B) of the Companies Act, 1956.

The Board recommends the resolution for the approval of the Shareholders through Postal Ballot in terms of the provision of Section 192A of the Companies Act read with Postal Ballot Rules.

None of the Directors are in anyway concerned or interested in the said resolution.

**By order of the Board of Directors
For Paramount Printpackaging Limited**

**Sd/-
Divyesh Sukhadia
Managing Director**

**Place: Navi Mumbai
Date: January 24, 2013**

**Regd. Office:
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Mahape, Navi Mumbai – 400701**

Encl.

- a) **Postal Ballot Form**
- b) **Self addressed postage prepaid envelope**