



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, 2011 ("Postal Ballot Rules") and notified provisions of the Companies Act, 2013, as applicable, that the Company is seeking the consent of its members by way of Postal Ballot in respect to vary the terms referred under section "Objects of the Issue" in the Company's Prospectus dated May 02, 2011 ("Prospectus") including revision in the utilization of the proceeds of the Initial Public Offering ("IPO") of equity shares made in pursuance of the said Prospectus for purposes other than those mentioned in the Prospectus and the explanatory statement pertaining to the said resolution setting out the material facts and the reasons thereof is being sent to you for your consideration along with the Postal Ballot Form.

The proposed resolution along with Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 and a Postal Ballot form is enclosed for your consideration and the Company in Compliance with 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 24, 2014. 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 29, 2014 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 a **Special Resolution**:

RESOLVED THAT pursuant to the provisions of Section 61 and other applicable provisions, if any, of the Companies Act, 1956, and notified provisions of the Companies Act, 2013, as may be applicable, (including any amendment(s) to or re-enactment(s) thereof), applicable provisions of the Listing Agreement, SEBI Regulations, and other statutory Guidelines as applicable and regulations and provisions of the Memorandum and Articles of Association of the Company and further subject to such approval as may be necessary, consent and approval of the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "Board") to vary and/or ratify the utilization of the proceeds of the Initial Public Offer ("IPO") made through 100% Book Building process, as stated in the prospectus dated May 02, 2011, filed by the Company with Registrar of Companies, Maharashtra at Mumbai as the Board may deem fit in the interest of the Company."

RESOLVED FURTHER THAT subject to the aforesaid, the Board be and is hereby authorized to take final decision in the best interest of the Company with respect to the actual amount utilized from IPO proceeds, within the overall limits.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any committee of Directors or any other officer(s) / authorized representative of the Company to give effect to the aforesaid resolution

RESOLVED FURTHER THAT for the purpose of giving effects to this resolution, the board be and is hereby authorized to do all such acts, deeds, matters and things, deal with such matters, take necessary steps in the matter as board may in its absolute discretion

