



September 4, 2015

**BSE Limited**  
**Floor No. 25, Phiroze Jeejeebhoy Towers**  
**Dalal Street, Mumbai - 400 001**

Kind Attn: Ms. Bhuvana Sriram, Deputy Manager (CRD)  
Fax No: 022 - 22723121/3719 , Email : [corp.compliance@bseindia.com](mailto:corp.compliance@bseindia.com)  
Dear Sir,

Sub: **Voting Results under Clause 35A of the Listing Agreement**

We wish to inform you that the 39<sup>th</sup> Annual General Meeting (AGM) of the Company was held on 3<sup>rd</sup> September, 2015 at 10.00 a.m. at Rani Seethai Hall, No - 603, Anna Salai, Chennai 600 006.

Pursuant to Clause 35A of the listing agreement and as per Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, all the shareholders of the Company were given an opportunity to exercise their right to vote on all the resolutions set out in the Notice of the AGM through electronic voting (remote e-voting) during the period commencing from 31<sup>st</sup> August, 2015 (10.00 a.m. IST) to 2<sup>nd</sup> September, 2015 (5.00 p.m. IST).

Further, the Company provided voting facility at the AGM venue through a physical ballot for those who had not exercised remote e-voting.

All the resolutions contained in the Notice of the above AGM were approved by requisite majority of shareholders through remote e-voting and ballot voting at the venue of the AGM. Accordingly all the resolutions were declared to be passed on September 3, 2015 which is the date of the Annual General Meeting.

In accordance with the Clause 35A of the listing agreement, we enclose the voting results in the prescribed format along with the consolidated Scrutiniser's report for remote e-voting and poll conducted physically through ballot forms at the AGM venue.

Kindly take the above information on record and acknowledge receipt.

Thanking you,

Yours faithfully,

For **Pentamedia Graphics Limited**

**T S Srinivasan**  
**Company Secretary**  
Encl.: As above

**PENTAMEDIA GRAPHICS LIMITED**

Regd. Off.: 'Taurus' No.25, First Main Road, United India Colony, Kodambakkam, Chennai - 600024

Tel: 044-24833067; Fax: 044-24726042

E-mail : shares@penta-media.com ; Website : www.pentamedia.in

CIN: L74210TN1976PLC007142

( REMOTE E-VOTING AND POLL AT THE VENUE OF THE AGM )

DATE OF AGM : 3-SEPTEMBER-2015

**DETAILS OF VOTING RESULTS**

Date of Annual General Meeting (AGM)	03-Sep-15
Total No. of Shareholders on Record Date (Cut-off date for voting purpose - August 27, 2015)	1075
No. of Shareholders present in Promoters and Promoter Group: Public:	2
No. of Shareholders attended the Promoters and Promoter Group: Public:	Not Arranged

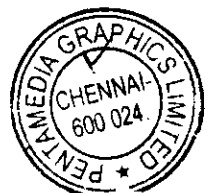
**Agenda Vise**

The mode of voting for all resolutions was through remote e-Voting and Poll at the venue of AGM

**Resolution No. 1.**

**Adoption of Financial Statements, Reports of Board of Directors & Auditors (Ordinary Resolution)**

DESCRIPTION	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	60239891	60239891	100.0000	60239891	0	100.0000	0.0000
Public - Institutional Holders	61086959	0	0.0000	0	0	0.0000	0.0000
Public - Others	293699318	7909235	2.6930	7904094	5141	99.9350	0.0650
<b>TOTAL</b>	<b>415026168</b>	<b>68149126</b>	<b>16.4204</b>	<b>68143985</b>	<b>5141</b>	<b>99.9925</b>	<b>0.0075</b>



**Resolution No. 2****Appointment of Mrs. Sumathi Sridharan, (DIN: 00162055) as Director who retires by rotation. (Ordinary Resolution)**

DESCRIPTION	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	60239891	60239891	100.0000	60239891	0	100.0000	0.0000
Public - Institutional Holders	61086959	0	0.0000	0	0	0.0000	0.0000
Public - Others	293699318	7909235	2.6930	7903814	5421	99.9315	0.0685
<b>TOTAL</b>	<b>415026168</b>	<b>68149126</b>	<b>16.4204</b>	<b>68143705</b>	<b>5421</b>	<b>99.9920</b>	<b>0.0080</b>

**Resolution No. 3****Ratification of the appointment of M/s. Babu Peram & Associates, Chartered Accountants, Chennai as Statutory Auditors (Ordinary Resolution)**

DESCRIPTION	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	60239891	60239891	100.0000	60239891	0	100.0000	0.0000
Public - Institutional Holders	61086959	0	0.0000	0	0	0.0000	0.0000
Public - Others	293699318	7909235	2.6930	7904094	5141	99.9350	0.0650
<b>TOTAL</b>	<b>415026168</b>	<b>68149126</b>	<b>16.4204</b>	<b>68143985</b>	<b>5141</b>	<b>99.9925</b>	<b>0.0075</b>



**Resolution No. 4****Appointment of Mr. V . Chandrasekaran (DIN: 00158019) as the Managing Director for a period of three years. (Ordinary Resolution)**

DESCRIPTION	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	60239891	60239891	100.0000	60239891	0	100.0000	0.0000
Public - Institutional Holders	61086959	0	0.0000	0	0	0.0000	0.0000
Public - Others	293699318	7909235	2.6930	7903813	5422	0.9993	0.0007
<b>TOTAL</b>	<b>415026168</b>	<b>68149126</b>	<b>16.4204</b>	<b>68143704</b>	<b>5422</b>	<b>99.9920</b>	<b>0.0080</b>

**Resolution No. 5****Appointment of Mr. R. Swaminathan (DIN: 02052310) as an Independent Director for a period up to May 28th, 2020. (Ordinary Resolution)**

DESCRIPTION	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promo	60239891	60239891	100.0000	60239891	0	100.0000	0.0000
Public - Institutional	61086959	0	0.0000	0	0	0.0000	0.0000
Public - Others	293699318	7909235	2.6930	7903813	5422	99.9314	0.0686
<b>TOTAL</b>	<b>415026168</b>	<b>68149126</b>	<b>16.4204</b>	<b>68143704</b>	<b>5422</b>	<b>99.9920</b>	<b>0.0080</b>

**All the aforesaid resolutions have been passed with requisite majority.****For Pentamedia Graphics Limited**

  
**T.S. Srinivasan**  
 Company Secretary



### Consolidated Scrutinizer's Report

4<sup>th</sup> September, 2015

The Chairman

**Messrs. Pentamedia Graphics Limited,**  
'TAURUS' NO.25, First Main Road,  
United India Colony, Kodambakkam,  
Chennai - 600024.

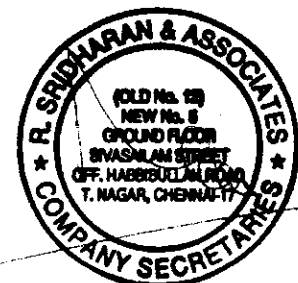
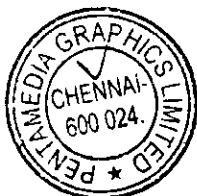
**Ref: The 39<sup>th</sup> Annual General Meeting of the members of Messrs. Pentamedia Graphics Limited.**

Dear Sir,

The Board of Directors of **Messrs. Pentamedia Graphics Limited** vide resolution dated 24.07.2015 pursuant to Section 108 and 109 of the Companies Act, 2013 read with Rule 20 (as amended) and 21 of the Companies (Management and Administration) Rules, 2014 have appointed us viz. M/s. R.Sridharan & Associates, Company Secretaries, as the Scrutinizer to conduct the remote e-voting process for the period commencing from Monday, August 31<sup>st</sup>, 2015 (10.00 AM) (IST) to Wednesday, September 2<sup>nd</sup>, 2015 (5.00 PM) (IST) and to conduct the Polling process relating to the 39<sup>th</sup> AGM of the members of the Company, held on Thursday, 3<sup>rd</sup> September, 2015 at 10.00 a.m. at Rani Seethai Hall, No. 603, Anna Salai, Chennai- 600 006.

We now submit our consolidated Report as under:

1. After the announcement of the poll by the Chairman, one ballot box kept for polling was locked in our presence with due identification marks placed by us.
2. After the time fixed for closing of the poll, the locked ballot box was subsequently opened in our presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.





3. Neither were there any invalid polling papers nor were any invalid votes on remote e-voting.

4. We have scrutinized and reviewed the voting at the conclusion of AGM. Subsequently, we have unblocked the votes cast through remote e-voting in the presence of Mr K Satheesh and Ms A Deepika, who are the witnesses and not in the employment of the company. The votes tendered therein in respect of the remote e-voting system are based on the data downloaded from the Official website of the Central Depository Services (India) Limited [CDSL].

5. The consolidated result (Remote E-voting and poll) of the said Resolutions are as under:

**Item No. 1 - Adoption of Financial Statements, Reports of Board of Directors & Auditors (Ordinary Resolution)**

(i) Votes in **favour** of the resolution:

Number of members voted in Remote E-Voting	Number of votes cast (Shares) - Remote E-Voting	Number of members/ Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through Remote E-Voting and Poll	% of total number of valid votes cast
16	41882084	12	26261901	68143985	99.9925

(ii) Votes **against** the resolution:

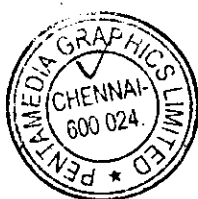
Number of members voted in Remote E-Voting	Number of votes cast (Shares) - Remote E-Voting	Number of members/ Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through Remote E-Voting and Poll	% of total number of valid votes cast
3	5041	1	100	5141	0.0075

(iii) **Invalid** Votes:

Number of members voted in Remote E-Voting	Number of votes cast (Shares) - Remote E-Voting	Number of members/Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through Remote E-Voting and Poll
NIL	NIL	NIL	NIL	NIL

**RESULT:**

As the number of votes cast in favour of the resolution was more than the number of votes cast against, we report that the Ordinary Resolution with regard to Item no. 1 as set out in the Notice of the AGM is passed with requisite majority.



**Item No. 2 – Appointment of Mrs. Sumathi Sridharan, (DIN: 00162055) as Director who retires by rotation. (Ordinary Resolution)**

(i) Votes in **favour** of the resolution:

Number of members voted in Remote E- Voting	Number of votes cast (Shares) - Remote E-Voting	Number of members/ Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through Remote E-Voting and Poll	% of total number of valid votes cast
<b>16</b>	<b>41882084</b>	<b>11</b>	<b>26261621</b>	<b>68143705</b>	<b>99.9920</b>

(ii) Votes **against** the resolution:

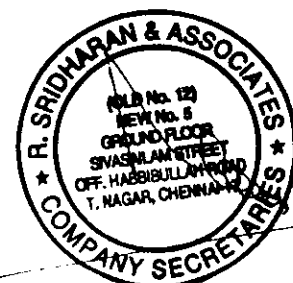
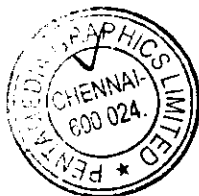
Number of members voted in Remote E- Voting	Number of votes cast (Shares) - Remote E-Voting	Number of members/ Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through Remote E-Voting and Poll	% of total number of valid votes cast
<b>3</b>	<b>5041</b>	<b>2</b>	<b>380</b>	<b>5421</b>	<b>0.0080</b>

(iii) **Invalid** Votes:

Number of members voted in Remote E- Voting	Number of votes cast (Shares) - Remote E- Voting	Number of members/Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through Remote E- Voting and Poll
<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>

**RESULT:**

As the number of votes cast in favour of the resolution was more than the number of votes cast against, we report that the Ordinary Resolution with regard to Item no.2as set out in the Notice of the AGM is passed with requisite majority.





**Item No. 3 – Ratification of the appointment of M/s. Babu Peram & Associates, Chartered Accountants, Chennai as Statutory Auditors (Ordinary Resolution)**

(i) Votes in **favour** of the resolution:

Number of members voted in Remote E- Voting	Number of votes cast (Shares) - Remote E-Voting	Number of members/ Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through Remote E-Voting and Poll	% of total number of valid votes cast
16	41882084	12	26261901	68143985	99.9925

(ii) Votes **against** the resolution:

Number of members voted in Remote E- Voting	Number of votes cast (Shares) - Remote E-Voting	Number of members/ Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through Remote E-Voting and Poll	% of total number of valid votes cast
3	5041	1	100	5141	0.0075

(iii) **Invalid** Votes:

Number of members voted in Remote E- Voting	Number of votes cast (Shares) - Remote E- Voting	Number of members/Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through Remote E- Voting and Poll
NIL	NIL	NIL	NIL	NIL

**RESULT:**

As the number of votes cast in favour of the resolution was more than the number of votes cast against, we report that the Ordinary Resolution with regard to Item no. 3 as set out in the Notice of the AGM is passed with requisite majority.







**Item No. 4 – Appointment of Mr. V. Chandrasekaran (DIN: 00158019) as the Managing Director for a period of three years. (Ordinary Resolution)**

(i) Votes in **favour** of the resolution:

Number of members voted in Remote E- Voting	Number of votes cast (Shares) - Remote E-Voting	Number of members/ Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through Remote E-Voting and Poll	% of total number of valid votes cast
16	41882084	10	26261620	68143704	99.9920

(ii) Votes **against** the resolution:

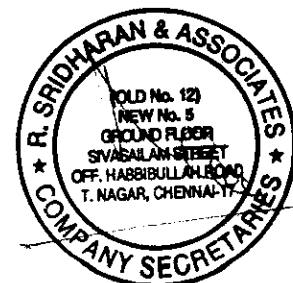
Number of members voted in Remote E- Voting	Number of votes cast (Shares) - Remote E-Voting	Number of members/ Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through Remote E-Voting and Poll	% of total number of valid votes cast
3	5041	3	381	5422	0.0080

(iii) **Invalid** Votes:

Number of members voted in Remote E- Voting	Number of votes cast (Shares) - Remote E- Voting	Number of members/Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through Remote E- Voting and Poll
NIL	NIL	NIL	NIL	NIL

**RESULT:**

As the number of votes cast in favour of the resolution was more than the number of votes cast against, we report that the Ordinary Resolution with regard to Item no. 4 as set out in the Notice of the AGM is passed with requisite majority.





**Item No. 5 – Appointment of Mr. R Swaminathan (DIN: 02052310) as an Independent Director for a period up to May 28<sup>th</sup>, 2020. (Ordinary Resolution)**

(i) Votes in **favour** of the resolution:

Number of members voted in Remote E- Voting	Number of votes cast (Shares) - Remote E-Voting	Number of members/ Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through Remote E-Voting and Poll	% of total number of valid votes cast
16	41882084	10	26261620	68143704	99.9920

(ii) Votes **against** the resolution:

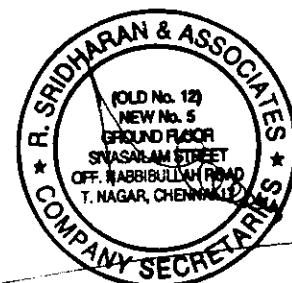
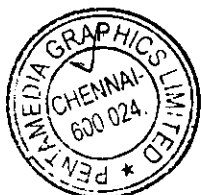
Number of members voted in Remote E- Voting	Number of votes cast (Shares) - Remote E-Voting	Number of members/ Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through Remote E-Voting and Poll	% of total number of valid votes cast
3	5041	3	381	5422	0.0080

(iii) **Invalid** Votes:

Number of members voted in Remote E- Voting	Number of votes cast (Shares) - Remote E- Voting	Number of members/Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through Remote E- Voting and Poll
NIL	NIL	NIL	NIL	NIL

**RESULT:**

As the number of votes cast in favour of the resolution was more than the number of votes cast against, we report that the Ordinary Resolution with regard to Item no. 5 as set out in the Notice of the AGM is passed with requisite majority.






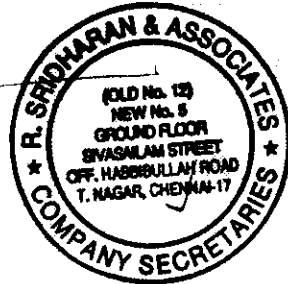
6. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST", if any, for each resolution is enclosed.

7. The electronic data relating to remote e-voting, poll papers and all other relevant records is under our safe custody and will be handed over to the Company Secretary of the Company for preserving safely after the Chairman considers, approves and signs the minutes of the Annual General Meeting.


Thanking you,  
Yours faithfully,

For R. Sridharan & Associates  
Company Secretaries

  
CS R. Sridharan  
CP No. 3239  
FCS No. 4775



For PENTAMEDIA GRAPHICS LIMITED,

  
Company Secretary.