



**Registered Office: 'TAURUS', No. 25, 1st Main Road, United India Colony,
Kodambakkam, Chennai – 600 024**

**ABSTRACT AND MEMORANDUM OF CONCERN OR INTEREST UNDER SECTION
302 OF THE COMPANIES ACT, 1956**

To,
The Members of Pentamedia Graphics Limited,

Your Board of Directors at its meeting held on February 10, 2012, on the recommendation of the Remuneration Committee, has approved and appointed Mr. Krish Narayanan as an Additional Director and Director & CEO of the Company pursuant to Sections 260, 269, 198, 309 read with Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956 with effect from February 1, 2012 for a period of 3 years (three years) on the following terms and conditions subject to the approval of members at the general meeting.

Mr. Krish Narayanan is a Qualified Cost Accountant, Company Secretary and holds a Masters in Business Administration.

Mr. Krish Narayanan is having more than twenty five years experience in various fields including software, insurance and finance. He has anchored the implementation of insurance software in Oracle Platform in Nigeria. He served leading organizations which include Oriental Insurance, IndusInd Bank, Zeeta Business Solutions, First Apex Software Services, Blend Financial Services, IL&FS Group.

In compliance with the requirements of section 302(7) of the Companies Act, 1956, an abstract of the terms of appointment of Mr. Krish Narayanan as Director& CEO and the remuneration payable to him together with the Memorandum of Concern or Interest are set out herein below:-

A) TENURE OF APPOINTMENT:

For the period of 3 years commenced from 1st February, 2012 to 31st January, 2015.

B) REMUNERATION:-

- a) Salary of Rs. 50,000/- per month subject to statutory deductions as applicable. Increments to be decided by the Remuneration Committee.
- b) House Rent Allowance of Rs.20,000/- Per month.
- c) Reimbursement of Car, Petrol & Medical Expenses to the limit of Rs.15,000/- per month.

C) OVERALL REMUNERATION:

The aggregate of salary, performance bonus and perquisites in any one financial year shall not exceed the limits subject to the requirements as contained in Sections 198,309 and 310 read with Section II of Part II of Schedule XIII of the Companies Act, 1956 (including any statutory modification(s) or re- enactment thereof for the time being in force)

The Company shall not pay to Mr. Krish Narayanan any sitting fees for attending the meeting of the Board or Committee thereof so long as he functions as a Director & CEO.

MEMORANDUM OF INTEREST:

Except Mr. Krish Narayanan, no other Director of the Company is interested / concerned in the above appointment.

INSPECTION:

Copy of the Resolution passed by the Board of Directors at its meeting held on February 10, 2012 in respect of the above may be inspected at the Registered Office of the Company between 11: 00 A.M. and 1:00 P.M. on any working day except Saturday and public holidays.

By Order of the Board
For Pentamedia Graphics Limited
Sd/
G.Swaminathan
Company Secretary

February 25, 2012
Chennai

BOOK POST

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PENTAMEDIA GRAPHICS LIMITED
"TAURUS", No.25, 1st Main Road,United India Colony
Kodambakkam,Chennai-600 024, India