

CORPORATE GOVERNANCE REPORT

I. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

The Company believes in and adheres to good corporate governance practices, implements policies and guidelines, communicates and trains all its stakeholders to develop a culture of compliance at every level of the organization. The Company's philosophy is aimed at assisting the management of the Company in the efficient conduct of the business and in meeting its obligations to all its stakeholders.

The Company is in compliance with the provisions of Corporate Governance specified in the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 (Listing Regulations).

II. BOARD OF DIRECTORS

Composition

The Board consisted of 4 (Four) members as at 31st March, 2019 with knowledge and experience in different fields. The Board has a balanced mix of Executive and Non-executive directors and one half of the Board members are Independent Directors.

Executive Director	1
Non Executive Directors	1
Non Executive and Independent Directors	2

All independent directors possess the requisite qualifications and are experienced in their own fields. Directors, other than Independent Directors are liable to retire by rotation. None of the directors are members of more than ten committees or chairman of more than five committees in public limited companies, in which they are directors. Necessary disclosures have been obtained from all the directors regarding their directorships/ committee memberships and have been taken on record by the Board.

Relationship between Directors

None of the Directors of the Company are related to each other.

Appointment of Directors

The names of the Directors and the details of other chairmanship / directorship / committee membership of each Director as on 31st March, 2019 are given below:

Name of Director	Category	No. of Directorships in other companies(a)		No. of Committee Memberships in other companies(b)	
		Chairman/ Director	Member	Chairman/ Director	Member
Mr.V.Venkataramanan	Executive, Whole-Time-Director	1	NIL	NIL	NIL
Mr. R. Kalyanaraman	Non Executive and Independent	4	4	NIL	NIL
Mrs.V.N.Parvathy	Non Executive and Non-Independent	2	2	NIL	NIL
Mr..C.V.Ravi	Non Executive and Independent	NIL	NIL	NIL	NIL

Notes:

- a. Other directorships exclude foreign companies, private limited companies and alternate directorships.
- b. Only membership in Audit Committee and Stakeholders' Relationship Committee have been reckoned for other committee memberships

Board Meetings

The Board has formal schedule of matters reserved for its consideration, discussion and decision. The agenda is circulated well in advance to the Board members. The items in the agenda are backed by comprehensive background information to enable the Board to take appropriate decisions. In addition to the information required under Part A of Schedule II of Sub- Regulation 7 of Regulation 17 of the Listing Regulations,

the Board is also kept informed of major events/items and approvals have been taken wherever necessary for making investments, ensuring adequate availability of financial resources and periodically consider the report on compliance of applicable laws and gives appropriate directions.

The Board also reviews the Board Meeting minutes and financial statements and also takes on record the Committee meeting minutes.

The Board of Directors met five times during the financial year ended 31st March, 2019 - on 30/05/2018, 10/08/2018, 13/11/2018, 07/02/2019 and 30/03/2019. The maximum gap between any two meetings was less than one hundred and twenty days.

Details Of Board Members As On 31st March, 2019 And Attendance At Board & General Meetings

Si. No	Date	Board Strength	No. of Directors present
1	30/05/2018	4	4
2	10/08/2018	4	4
3	13/11/2018	4	3
4	07/02/2019	4	2
5	30/03/2019	4	2

The company places before the Board all those details as required under Part A of Schedule II of Sub-Regulation 7 of Regulation 17 of the Listing Regulations. The dates for the board meetings are fixed well in advance after taking into account the convenience of all the directors and sufficient notice is given to them. Detailed agenda notes are sent to the directors. All the information required for decision making are incorporated in the agenda. Those that cannot be included in the agenda are tabled at the meeting. The management appraises the Board on the overall performance of the company at every board meeting. Legal issues, write-offs, provisions, purchase and disposal of capital assets are all brought to the notice of the Board. The Board reviews the performance, approves capital expenditures, sets the strategy that the company should follow and ensures financial stability. The Board reviews and takes on record the actions taken by the company on all its decisions periodically.

Attendance of each Director at Board Meetings and at the previous Annual General Meeting (AGM)

Si.No	Name	Date of appointment/ resignation	No. of Board Meetings held	No. of meetings present	Attendance at the last AGM
1	Mr.R.Kalyanaraman	14/08/2019**	5	4	Yes
2	Mr.V.Venkataramanan	Nil	5	3	Yes
3	Mrs.V.N.Parvathy	Nil	5	5	Yes
4	Mr.C.V.Ravi	30/05/2019**	5	3	NO

**Date of resignation

Board Procedure

The Directors are elected based on their qualifications and experience in varied fields as well as company's business needs. The Nomination and Remuneration Committee, recommends the appointment of Directors to the Board. At the time of induction on the Board of the Company, an invitation to join the Board of the Company is sent and a directors' handbook comprising a compendium of the role, powers and duties to be performed by a Director is given to the new Director. Presentation is also made to the new Director regarding the business and other details of the Company.

Details of directors seeking reappointment

Mrs. V N Parvathy, non executive non Independent director, being eligible seeks reappointment.

III. BOARD COMMITTEES

1. Audit Committee

Overall Purpose/ Objective

The role of Audit Committee in brief is to review the financial statements, internal controls, accounting policies and internal audit reports.

The purpose of the Audit Committee (the "Committee") is to assist the Board of Directors (the "Board") in reviewing the financial information which will be provided to the shareholders and others, reviewing the systems of internal controls which management and the Board have established, appointing, retaining and

reviewing the performance of independent accountants / internal auditors and overseeing the Company's accounting and financial reporting processes and the audits of the Company's financial statements.

Composition

Pursuant to Section 177 of the Companies Act, 2013 and Regulation 18 of the Listing Regulations, the Company has already in place an Audit Committee with Mr.R. Kalyanaraman, Director as the Chairman. The Committee consists of 2 independent Directors and 1 non-executive Director. All the members of the Committee have excellent financial & accounting knowledge.

The Chairman of the Audit Committee was present at the previous Annual General Meeting of the company held on 27th September, 2018.

Terms of Reference

The terms of reference of the audit committee covers all matters specified in Part C of Schedule II of Sub-Regulation 3 of Regulation 18 of the Listing Regulations and also those specified in section 177 of the Companies Act 2013. The terms of reference broadly include review of internal audit reports, action taken reports and assessment of the efficacy of the internal control systems/ financial reporting systems as well as reviewing the adequacy of the financial policies and practices followed by the company. The audit committee reviews the compliance with reference to legal and statutory requirements, the quarterly and annual financial statements and related party transactions and reports its findings to the Board. The committee also recommends the appointment of internal auditor, statutory auditor and cost auditor for the company.

Meetings

The Committee met four times during the financial year ended 30/05/2018, 10/08/2018, 13/11/2018 and 07/02/2019 and the time gap between the two meetings did not exceed one hundred and twenty days.

Name of the Member	Chairman / Member	No. of Meetings Attended
Mr. R. Kalyanaraman	Chairman	4
Mr. .C.V.Ravi	Member	3
Mrs.V.N.Parvathy	Member	5

2. Stakeholders relationship committee

Pursuant to Section 178 of the Companies Act, 2013 and Regulation 20 of the Listing Regulations, the Company has constituted a Stakeholders Relationship Committee with Mr.R.Kalayanaraman, Director as the Chairman. The Stakeholders Relationship Committee of the Board looks into the redressal of the investors' complaints like non receipt of annual reports, dividend payments, change or deletion of name, issue of duplicate share certificates, dematerialization, rematerialisation, transfer, transmission, transposition, sub-division, consolidation and other allied transactions. The Board has also delegated to certain executives of the Company, powers to accomplish aforesaid objectives. The Committee also looks into all the communications received from the shareholders and complaints received from the stock exchanges.

Composition & Meetings

- a) The Committee met 1 (One) time, during the financial year ended 31st March, 2019 on 30/05/2018.
- a) The Stakeholders Relationship Committee consists of 2 independent Directors and 1 non-executive Director.
- b) The composition of Stakeholders Relationship Committee and particulars of meetings attended by the members of the Committee are given below:

Name of Member	Chairman/Member	No. of meetings attended during the year 2018-19
Mr.R.Kalyanaraman	Chairman	1
Mr.C.V.Ravi	Member	1
Mrs.V.N.Parvathy	Member	1

- Mr.V.Venkataramanan, Whole-Time-Director is the Compliance Officer of the Company. Mr. A Ravi was appointed Company Secretary and compliance officer with effect from 30/05/2019.
- Details of number of complaints received during the year are given below and Status of Investor Complaints as on 31st march 2019 and reported under Regulation 13 of the Listing Regulations are as follows:

Complaints' as on April 1, 2018	NIL
Received during the year	NIL
Resolved during the year	NIL
Pending as on March 31, 2019	NIL

3. Nomination and Remuneration Committee

Nomination and Remuneration Committee was constituted on 23rd May, 2014 pursuant to Section 178 of the Companies Act, 2013 and Regulation 19 of the Listing Regulations for identifying the persons who are qualified to become directors and who may be appointed in senior management cadre, in accordance with the criteria laid down, recommend to the Board their appointments and removal and shall carry out evaluation of every director's performance

The Nomination and Remuneration Committee has framed the criteria for determining qualifications, positive attributes and independence of a director and recommended to the Board policy relating to the remuneration for the directors, key managerial personnel and other employees.

- To formulate the criteria for appointment of directors / senior management including determining their qualifications, positive attributes and other key elements to ensure independence of directors.
- To recommend to the Board, their appointments including re-appointment and removal.
- To devise a policy on Board diversity
- To Identify persons, who are qualified to become directors/for appointment in senior management cadre
- To formulate criteria for evaluation of independent directors and Board and to carry out evaluation of every director's performance.
- To recommend to the Board a policy, relating to the remuneration for the directors, key managerial personnel and other employees.
- To recommend the remuneration package of the executive directors at the time of initial appointment
- To determine the increments in the remuneration of executive directors
- To devise annual incentive package of the executive directors
- To decide the minimum remuneration of executive directors in the event of inadequacy of profits
- To recommend to the Board, the remuneration including commission payable to non-executive directors subject to the limits laid down under the Act
- To exercise all powers and authority, which are necessary for implementation, administration and superintendence of the Employees Stock Option Schemes , if applicable
- To frame suitable policies and systems to ensure that there is no violation of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; and the Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to the Securities Market) Regulations, 2003, by any employee.
- To deal any other items under the terms of reference, as may be required by the Committee to exercise pursuant to any law or changes thereof.

Composition & Meetings

- a) The Committee met on 30/05/2018, during the financial year ended 31st March, 2019
- b) The composition of Nomination and Remuneration Committee and particulars of meetings attended by the members of the Committee are given below:

Name & Category	Chairman / Member	No of meetings attended during the year 2018-2019
Mr. R. Kalyanaraman	Chairman	1
Mr. .C.V.Ravi	Member	1
Mrs.V.N.Parvathy	Member	1

Criteria for Performance Evaluation

Section 178 read with Clause VII (3 a & b) & Clause VIII of Schedule IV of the Companies Act, 2013 lays down specific requirements on performance evaluation of Board/ Chairperson/Independent Directors. As per Part D of Schedule II of Listing Regulations, the Nomination and Remuneration Committee has to lay down the criteria for the above. The Committee had discussed in detail about the criteria to be adopted and process/format to be followed for evaluation of performance of Board/Committees and Directors. Based on the same, the evaluation process was completed for the year.

Parameters adopted as criteria for evaluation were as follows:

i) Attendance ii) Preparedness for the Meeting iii) Staying updated on developments iv) Active participation at the meetings v) Constructive contribution vi) Engaging with and challenging the management team without being confrontational or obstructionist vii) Speaking one's mind and being objective viii) Protection of interest of all stakeholders

Performance Evaluation

Pursuant to the Companies Act, 2013 and the Listing Regulations, the Board has carried out the annual performance evaluation of its own performance, the Directors individually as well as the evaluation of the working of its Audit Committee, Nomination and Remuneration Committee, and Stakeholders Relationship Committee. A structured questionnaire was prepared after taking into consideration inputs received from the Directors, covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, execution and performance of specific duties, obligations and governance.

A separate exercise was carried out to evaluate the performance of individual Directors, including Chairman of the Board, who were evaluated on parameters such as level of engagement and contribution, independence of judgment and safe guarding the interest of the Company. The performance evaluation of the Independent Directors was carried out by the entire Board. The performance evaluation of the Chairman and the Non Independent Directors was carried out by the Independent Directors. The Directors expressed their satisfaction with the evaluation process.

Remuneration Policy

The Board through the Nomination and Remuneration Committee adopted Remuneration policy pursuant to Section 178 of the Companies Act, 2013. This Remuneration Policy provides the framework for remuneration of members of the Board of Directors, Key Managerial Personnel and other employees of the Company.

The Non-Executive Directors (NEDs) are entitled for remuneration by way of commission besides sitting fees. The distribution of commission amongst the NEDs is placed before the Board for its consideration and approval. The actual commission payable to Directors is restricted to fixed sum. This sum is reviewed periodically taking into consideration various factors such as performance of the company, time spent by the Directors for attending to the affairs and business of the company and extent of responsibilities cast on Directors under general law and other relevant factors.

The Non-Executive Directors are also entitled for sitting fees as per the Articles of Association of the Company for every Board / Committee meeting attended by them.

Remuneration Policy and Remuneration to Directors

Remuneration to Executive directors has been decided based on job profile, special skill requirements, number of years of experience and contribution made by the respective directors and consistent with the existing industry practice. As regard payment of sitting fees to Non -Executive Directors, the same is within the limits prescribed in the provisions of Sections 196,197 read with Schedule V of the Companies Act, 2013. The detail of remuneration paid to Executive Directors during the financial year 2018-19 is noted below:-

a. Executive Directors

Name	Salary/Allowance	Contribution to Funds	Value of Perquisites	Commission
Mr.V.Venkataramanan	3,00,000	Nil	Nil	Nil

(b) Non Executive Directors:

The Non - Executive Directors are not paid any remuneration except sitting fees for attending the meetings of the Board of Directors and / or committees thereof. The Company does not have material pecuniary relationship or transactions with its non executive directors. The details of sitting fees paid, stock options granted and shares held by the non- executive directors are as under:

Name	Sitting Fees (in Rs.)	Stock Options granted	Shareholding in the Company
Mr.V.Venkataramanan	Nil	NIL	NIL
Mr.R.Kalyanaraman	20000-	NIL	NIL
Mrs.V.N.Parvathy	15000-	NIL	NIL
Mr.C.V.Ravi	20000-	NIL	NIL

The remuneration policy applicable to the members of the Board and Key Managerial personnel/ other employees is available in the Company's website.

Details of shareholding Of Directors As On 31st March 2019

As on 31st March 2019, the company had one executive Director, one non -executive director and two non-executive Independent directors. Among the directors, Mrs.V.N.Parvathy, Non-executive director holds NIL equity shares in the company. The company has not issued any convertible instruments. Other directors do not hold any share in the Company.

IV. GENERAL BODY MEETINGS

The location, date and time of General Meetings held during the last 3 years and details of special resolutions passed are given below:

Year	Date	Time	Location	Special resolution passed
2017-18	27.09.18	03.00 P.M.	Studio, Liberty park Hotel, No. 9 First main Road, United India colony, Kodambakkam, Chennai - 600024	1. Appointment of Mr. C.V. Ravi as Independent Director. 2. Appointment of Mrs. V.N. Parvathy as Director. 3. Approval of appointment of Mr. V. Venkataramanan as Whole Time director:
2016-17	23.08.17	10.00 A.M	Rani Seethai Hall, No.603, Anna Salai, Chennai- 600 006	Nil
2015-16	14.09.16	10.00 A.M	Rani Seethai Hall, No.603, Anna Salai, Chennai- 600 006	Nil

Passing of resolutions by postal ballot:

No resolution requiring a Postal Ballot under Section 110 of the Companies Act, 2013 was placed before the last Annual General meeting.

Similarly, no resolution requiring Postal Ballot is being proposed at the ensuing annual General Meeting.

V. CODE OF CONDUCT

The Company has formulated a Code of Conduct ("The Code") for Members of the Board and Senior Management of the Company and the compliance of the same is affirmed by the Board and Senior Management personnel annually. The Code has also been posted on Company's corporate website www.pentamedia.in

A declaration to this effect is signed by Mr. V. Venkataramanan, Whole-Time Director and the same forms a part of this report.

VI. CEO AND CFO CERTIFICATION

In terms of Regulation 17(8) of the Listing Regulations, the Whole-Time Director and Chief Financial Officer have given the annual certification on financial reporting and internal controls to the Board.

The Chief Financial Officer has also given quarterly certification on financial results, while placing the financial results before the Board, in terms of Listing Regulations. Accordingly, the Chief Financial Officer has certified to the Board, inter alia, the accuracy of financial statements and adequacy of internal controls for the financial reporting purpose, for the year ended March 31, 2019.

VII. PREVENTION OF INSIDER TRADING

The Company has framed a code of conduct for prevention of insider trading based on SEBI (Insider Trading) Regulations, 2015. This code is applicable to all Directors / officers / designated employees. The code requires pre-clearance for dealing in the Company's shares and prohibits the purchase or sale of Company shares by the Directors and the designated employees while in possession of unpublished price sensitive information in relation to the Company and during the period when the trading window is closed. All the Directors and Senior Management Personnel have confirmed compliance with the code.

VIII. VIGIL MECHANISM / WHISTLE BLOWER POLICY

The Company has adopted the whistle blower mechanism, a mandatory requirement of the Listing Regulations and the Companies Act, 2013 with the objective to provide employees, customers and vendors, an avenue to raise concerns, in line with the Company's commitment to the highest possible standards of ethical, moral and legal conduct of business, its commitment to open communication and to provide necessary safeguards for protection of employees from reprisals or victimization of whistle blowing in good faith. The Audit Committee reviews periodically the functioning of whistle blower mechanism. The policy also lays down the process to be followed for dealing with complaints and in exceptional cases, also provides for direct appeal to the Chairman of the Audit Committee. The detail of establishment of such mechanism is disclosed by the Company on its website and in the Board's Report.

It is hereby affirmed that no person has been denied access to the Audit Committee.

Mr. R. Kalyanaraman, has been appointed as the Ombudsperson, who will deal with the complaints received.

IX. DISCLOSURES

1. Related Party Transactions

All transactions entered into with the Related Parties as defined under the Companies Act, 2013 and Listing Regulations during the financial year were in the ordinary course of business and on an arm's length pricing basis. There were no materially significant related party transactions with Directors/ promoters/ management, which had potential conflict with the interests of the Company at large.

Periodical disclosures from Senior Management relating to all material, financial and commercial transactions, where they had or were deemed to have had personal interests, that might have a potential conflict with the interest of the Company at large, are placed before the Board. The Company has also evolved a policy on dealing with the Related Party Transactions and necessary approval of the audit committee and Board of directors were taken, wherever required in accordance with the Policy. The details of such policies for dealing with Related Parties and the Related Party Transactions are disseminated in the website of the Company.

2. Statutory Compliances And Strictures

The Company has complied with the requirements of the Stock Exchanges / SEBI and statutory authorities on all matters related to capital markets during the last three years. No strictures or penalties have been imposed on the Company either by Stock Exchanges or by SEBI or any statutory authority.

X. COMPLIANCE WITH CORPORATE GOVERNANCE NORMS

The Company has complied with the mandatory requirements of the Code of Corporate Governance as stipulated in the Listing Regulations. The Company has submitted the compliance reports in the prescribed format to the stock exchange for every quarter during the year ended 31st March, 2019. The certificate of compliance with the conditions of corporate governance as stipulated in Regulation 34(3) of the Listing Regulations forms part of the Annual Report.

The other non-mandatory requirements of Listing Regulations to certain extent have been adopted by the Company.

XI. MEANS OF COMMUNICATION

The quarterly unaudited financial results and major announcements like notice of Board Meetings, Book Closure etc. are normally published in daily newspapers viz., Business Standard (English) and Maalaisudar (Tamil). The annual audited financial results are published in Business Standard (English) and Maalaisudar (Tamil). Further, the Code of Conduct of the Company applicable to the Board and senior management is also posted on the website of the Company

The company's website address is: www.pentamedia.in. The website contains basic information about the company and such other details as required under the listing Regulations. The company ensures periodical updation of its website. The company has designated the email-id investor@pentamedia.in to enable the shareholders to register their grievances.

The Disclosures of the compliance with Corporate Governance requirements specified in regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 are as follows:

Regulation	Particulars of Regulation	Compliance Status (Yes/No/NA)
17	Board of Directors	Yes
18	Audit Committee	Yes
19	Nomination and Remuneration Committee	Yes
20	Stakeholders Relationship Committee	Yes
21	Risk Management Committee	NA
22	Vigil Mechanism	Yes
23	Related Party Transactions	Yes
24	Corporate Governance Requirements with respect to subsidiaries of listed entity	NA
25	Obligations with respect to Independent Directors	Yes
26	Obligations with respect to Directors and Senior Management Personnel	Yes
27	Other Corporate Governance Requirements	Yes
47 (2) (b) to (i)	Disclosures on website	Yes

XII. Management Discussion and Analysis Report

Management Discussion and Analysis Report forms part of the Annual Report.

XIII. General Shareholder Information

A separate section has been annexed to the Annual Report, furnishing various details viz., AGM venue, distribution of shareholding pattern, means of communication etc., for the general information of the shareholders.

On behalf of the Board of Directors

Place : Chennai
Date : 10/08/2019

Director
V Venkataramanan

Director
V. N. Parvathy



SHAREHOLDER'S INFORMATION

Registered Office : T2 III Floor, 73 Arcot Road, Kodambakkam
Chennai - 600 024

Corporate Identification Number (CIN) : L74210TN1976PLC007142

Annual General Meeting

Day & Time : Thursday , 10.00 P.M
Date : 27th September 2019
Venue : Liberty Park Hotel, 1st Main Road, United India Colony,
Kodambakkam, Chennai – 600024

Financial Year : 1st April 2018 to 31st March 2019

Book Closure Period : 21st September 2018 to 27th September 2018
(both days inclusive).

Listing on stock exchanges and stock code : BSE Limited
Phiroz Jheejhee Bhai Towers,
Dalal Street, Fort, Mumbai – 400 001.

Luxembourg Stock Exchange : Societe te Bourse De Luxumbourg
Societe p Binyrene/Rc B8222 8P 165 1- 2011,
Luxumbourg.

Stock Code : 500329 (BSE)

ISIN No. : INE202A01022

Stock Market Data

The monthly high and low quotations and volume of shares traded on BSE for the period from April'2017 to March'2019 were as follows:

Month	High (Rs.)	Low (Rs.)	Volume of shares traded (in Lacs)
APRIL'18	0.65	0.45	25.37
MAY'18	0.47	0.40	28.29
JUNE'18	0.56	0.42	7.46
JULY'18	0.41	0.34	3.97
AUGUST'18	0.35	0.31	4.64
SEPTEMBER'18	0.35	0.30	14.26
OCTOBER'18	0.48	0.33	5.85
NOVEMBER'18	0.32	0.30	7.31
DECEMBER'18	0.44	0.34	10.84
JANUARY'19	0.43	0.34	10.36
FEBRUARY'19	0.33	0.25	19.00
MARCH'19	0.31	0.30	14.70

Registrar and Share Transfer Agents:

In due compliance with SEBI norms, the Company has entrusted the share transfer work both physical as well as electronic transfers to the transfer agents mentioned below:

M/s Cameo Corporate Services Ltd

5th Floor, Subramanian Building, No.1, Club House Road, Chennai - 600 002

Share Transfer and Investors Service System

A committee constituted for this purpose approves transfers in the physical form on fortnightly basis. The Board has also authorized its directors and executives to approve the transfer/transmission. As per the directions of SEBI, the company immediately on transfer of shares sends letters to the investors, in the prescribed format, informing them about the simultaneous transfer and dematerialization option available for the shares transferred in their names. The committee also looks into all the communications received from the shareholders and complaints received from the stock exchanges. There are no Pending Complaints as on 31.03.2019.

Share holding pattern /Distribution of shareholding

Shareholding pattern as on 31.03.2019

Category	No of shares	% of shareholding
Promoters	80239891	19.33
Indian Public	262813622	63.32
Financial Institutions & Banks	41066851	9.89
Foreign Financial Institutions	21093	0.00
NRIs	7453305	1.80
Corporate Bodies	22891184	5.51
Clearing Member	504455	0.15
Foreign Nationals	4	0.00
Mutual Funds & Trust	35663	0.00
Total	415026168	100.00

Distribution of shareholding as on 31.03.2019

Category	Number of holders	% on total	No of shares	% on total
1 100	59360	34.86	2344937	0.57
101 500	57950	34.03	15724870	3.79
501 1000	21639	12.71	17761695	4.28
1001 2000	13935	8.18	21352978	5.15
2001 3000	5316	3.12	13479909	3.25
3001 4000	2535	1.49	9058546	2.18
4001 5000	2385	1.40	11336316	2.73
5001 10000	3703	2.17	27400537	6.60
10001 and above	3450	2.03	296566380	71.46
Total	170273	100.00	415026168	100.00

Unclaimed Shares

Particulars	No of holders	No of Shares
Aggregate number of shareholders and the outstanding shares in the suspense account as at April 1, 2018	426	84036
Fresh undelivered cases during the Financial year 2018-19	Nil	Nil
Number of shareholders who approached the Company for transfer of shares from suspense account till March 31, 2019	Nil	Nil
Number of shareholders to whom shares were transferred from the Suspense account till March 31, 2019	Nil	Nil
Aggregate number of shareholders and the outstanding shares in the suspense account lying as on March 31, 2019	426	84036

The voting rights on the shares outstanding in the suspense account as on March 31, 2019 shall remain frozen till the rightful owner of such shares claims the shares. In compliance with the said requirements, these shares will be transferred into one folio in the name of 'Unclaimed Suspense Account' in due course.

DEMATERIALIZATION

The Shares of the company are compulsorily traded in dematerialization form. The code number allotted by the National Securities Depository Limited (NSDL) and Central Depository Services limited (CDSL) to Pentamedia Graphics Limited is - INE202A01022.

Number of shares held in Dematerialised and physical mode as on 31st March, 2019 are noted below:

Category	No of shares	% of total capital issued
Shares held in Dematerialised form with NSDL	324873843	78.28
Shares held in Dematerialised form with CDSL	89385153	21.53
Shares held in Physical form	767172	0.19
Total	41,50,26,168	100.00

Outstanding GDRs/Warrants or any convertible warrants

There are no outstanding convertible GDRs/Convertible warrants

Reconciliation of share capital Audit

A qualified Practising Company Secretary, Ms. J.Anusuya, Practising Company Secretary, Chennai, carried out reconciliation of share capital audit every quarter to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and the total issued capital. The audit confirms that the total issued / paid-up capital is in agreement with the aggregate total number of shares in physical form and the total number of dematerialized shares held with NSDL and CDSL.

Details of shares held by Non-Executive Directors as on 31.03.2019

SL.No.	Name of the Director	No. Shares held
1	Mr.R.Kalyanaraman	NIL
2	Mrs.V.N.Parvathy	NIL
3	Mr.C.V.Ravi	NIL

NOMINATION FACILITY

Section 72 of the Companies Act, 2013 provides the facility of nomination to shareholders. This facility is mainly useful for individuals holding shares in sole name. In the case of joint holding of shares by individuals, nomination will be effective only in the event of death of all joint holders.

Investors, especially those who are holding shares in single name, are advised to avail of the nomination facility by submitting the prescribed Form SH-13 for initial registration of nomination and Form SH-14 for cancellation and variation of nomination as per Companies Act, 2013 to the Company's R&TA.

Address for Correspondence

Registered Office: No. 34-A, Akbarabad,
1st Street, Kodambakkam, Chennai - 600 024.

E-Mail: investor@pentamedia.in, **Website :** www.pentamedia.in

For all matters relating to Shares

M/s. Cameo Corporate Services Limited

Fifth Floor, Subramaniam Building, No.1, Club House Road, Chennai - 600 002.

Tel: (044) – 28460390 (5 lines), Fax: (044) - 28460129

Email: investor@cameoindia.com, **Website :** www.cameoindia.com

Date: 10th August 2019

Place: Chennai

V .Venkataramanan
Whole-Time-Director