Details of Voting Results in respect of the 38th Annual General Meeting of Company pursuant to Clause 35A of the Listing Agreement

I.	Date of the Annual General Meeting:	August 28, 2014
II.	Total Number of shareholders on Record date :	186745 (As on 18 th July 2014 – Cut-off / Record Date)
III.	No. of shareholders present in the meeting either in person or through proxy	
	Category	Nos.
	- Promoters and Promoter Group (By Proxy)	2
	- Public	871
IV.	No. of shareholders attending the Meeting through Video Conferencing	No video conferencing



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Sheet1
PML - PENTAMEDIA GRAPHICS LTD Ballot Pattern
(PHYSICAL AND E-VOTING)
DATE : 28-Aug-2014 19:11:49

Resolution - 1 - Ordinary Resolution

Adoption of Financial Statements

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Resolution - 2 - Ordinary Resolution

Appointment of Mrs. Sumathi Sridharan (DIN 00162055) as Director who retires by rotation

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Resolution - 3 - Ordinary Resolution

Appointment of M/s. Babu Peram & Associates as Statutory Auditors

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Resolution - 4 - Ordinary Resolution

Appointment of Mr.V.Chandrasekaran (DIN 00158019), as Managing Director

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Resolution - 5 - Ordinary Resolution

Appointment of Mr.S.D.Viswanathan (DIN 00162156) as an Independent Director

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Resolution - 6 - Ordinary Resolution

Appointment of Mr. R Kalyanaraman (DIN 00041770) as an Independent Director

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New No. 5, (Old No.12), Sivasailam Street

T.Nagar, Chennai - 600 017.

Phone: 42166988, 43502997, 42555587

Telefax: 044-42137082 email : sribhav@aryes.in sridharan.r@aryes.in

REPORT OF SCRUTINIZER - COMBINED

28th August, 2014

The Chairman Messrs. Pentamedia Graphics Limited, 'Taurus' No.25, 1st Main Road, United India Colony, Kodambakkam, Chennai - 600024.

Ref: The Thirty Eighth Annual General Meeting of the members of Messrs. Pentamedia Graphics Limited held on Thursday, 28th August, 2014 at 10.00 a.m. at Rani Seethai Hall, No - 603, Anna Salai, Chennai 600 006

Dear Sir,

We, R.Sridharan & Associates, Company Secretaries have been appointed as the Scrutinizer by:

- The Board of Directors of Messrs. Pentamedia Graphics Limited vide resolution dated 27th June, 2014 pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, to conduct the electronic voting process held between 22nd August, 2014 (9.00 A.M. IST) to 24th August, 2014 (6.00 P.M. IST).
- > The Chairman of the Annual General Meeting (AGM) on Poll under the provisions of Section 109 of the Companies Act, 2013 read with Rule 21 of the Companies (Management and Administration) Rules, 2014 on the Resolutions contained in the Notice of the 38th AGM of the members of the Company, held on 28th August, 2014 at 10.00 a.m. at Rani Seethai Hall, No - 603, Anna Salai, Chennai 600 006.

We now submit our combined Report as under:

- 1. After announcing the poll by the Chairman, one ballot box kept for polling was locked in our presence with due identification marks placed by us.
- 2. 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.

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38TH AGM - SCRUT

REPORT

PENTAMEDIA GRAPHICS LIMITED



- 3. We have scrutinized and reviewed the voting done through electronic means and by means of Poll taken at the venue of the AGM. The votes tendered therein in respect of the e voting system are based on the data downloaded from the Official website of the Central Depository Services (India) Limited [CDSL].
- 4. The combined result (E-voting and poll) of the said Resolutions are as under:

Adoption of Financial Statements (Ordinary Resolution)

(i) Votes in favour of the resolution:

votes cast				% of total number of valid votes cast
68401374	13	2076	68403450	99.986
	votes cast (Shares) – E Voting	votes cast (Shares) – E Voting	votes cast (Shares) – E Voting votes cast voted by Poll (Shares) – Poll	votes cast (Shares) – E Voting Voted by Poll (Shares) – Poll (Shares) – Poll Voting and Poll

(ii) Votes against the resolution:

Number of members voted in e- voting		members/Proxies	Number of votes cast (Shares) - Poll		% of total number of valid votes cast
3	4291	3	5610	9901	0.014

(iii) Invalid Votes:

members	Number votes (Shares) Voting	cast	2000 2000	Number of votes cast (Shares) - Poll	Total Number of votes cast through E-Voting and Poll
NIL	NI	L	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 in favour of the resolution with requisite majority.

PENTAMEDIA GRAPHICS LIMITED

38TH AGM - SCRUTINIZER S COMPINED REPORT

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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 E- Voting		members/Proxies	Number of votes cast (Shares) - Poll	200	25
23	68398274	12	1796	68400070	99.981

(ii) Votes against the resolution:

Number of members voted in e- voting	votes cast	Number of members/Proxies voted by Poll	111111111111111111111111111111111111111		% of total number of valid votes cast
5	7391	4	5890	13281	0.019

(iii) Invalid Votes:

Number of members voted in e- voting	votes cast		Number of votes cast (Shares) - Poll	Total Number of votes cast through 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. 2 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.

38TH AGM - SCRUTINIZER'S COMBINED REPORT

Appointment of M/s. Babu Peram & Associates as Statutory Auditors (Ordinary Resolution)

(i) Votes in favour of the resolution:

Number of members voted in E- Voting		members/Proxies		Total Number of votes cast through E- Voting and Poll	
25	68401374	13	2076	68403450	99.986

(ii) Votes against the resolution:

Number of members voted in e- voting	votes cast	Number of members/Proxies voted by Poll	100 TO 100 TO 100 TO 100 TO 100 TO 100 TO 100 TO 100 TO 100 TO 100 TO 100 TO 100 TO 100 TO 100 TO 100 TO 100 TO 100 TO 100 TO 100 TO 100 TO 100 TO 100 TO 100 TO 100 TO 100 TO 100 TO 100 TO 100 TO 100 TO 100 TO 100 TO 100 TO 100 TO 100 TO 100 TO 100 TO 100 TO 100 TO 100 TO 100 TO 100 TO 100 TO 100 TO 100 TO 100 TO 100 TO 100 TO 100 TO 100 TO 100 TO 100 TO 100 TO 100 TO 100 TO 100 TO 100 TO 100 TO 100 TO 100 TO 100 TO 100 TO 100 TO 100 TO 100 TO 100 TO 100 TO 100 TO 100 TO 100 TO 100 TO 100 TO 100 TO 100 TO 100 TO 100 TO 100 TO 100 TO 100 TO 100 TO 100 TO 100 TO 100 TO 100 TO 100 TO 100 TO 100 TO 100 TO 100 TO 100 TO 100 TO 100 TO 100 TO 100 TO 100 TO 100 TO 100 TO 100 TO 100 TO 100 TO 100 TO 100 TO 100 TO 100 TO 100 TO 100 TO 100 TO 100 TO 100 TO 100 TO 100 TO 100 TO 100 TO 100 TO 100 TO 100 TO 100 TO 100 TO 100 TO 100 TO 100 TO 100 TO 100 TO 100 TO 100 TO 100 TO 100 TO 100 TO 100 TO 100 TO 100 TO 100 TO 100 TO 100 TO 100 TO 100 TO 100 TO 100 TO 100 TO 100 TO 100 TO 100 TO 100 TO 100 TO 100 TO 100 TO 100 TO 100 TO 100 TO 100 TO 100 TO 100 TO 100 TO 100 TO 100 TO 100 TO 100 TO 100 TO 100 TO 100 TO 100 TO 100 TO 100 TO 100 TO 100 TO 100 TO 100 TO 100 TO 100 TO 100 TO 100 TO 100 TO 100 TO 100 TO 100 TO 100 TO 100 TO 100 TO 100 TO 100 TO 100 TO 100 TO 100 TO 100 TO 100 TO 100 TO 100 TO 100 TO 100 TO 100 TO 100 TO 100 TO 100 TO 100 TO 100 TO 100 TO 100 TO 100 TO 100 TO 100 TO 100 TO 100 TO 100 TO 100 TO 100 TO 100 TO 100 TO 100 TO 100 TO 100 TO 100 TO 100 TO 100 TO 100 TO 100 TO 100 TO 100 TO 100 TO 100 TO 100 TO 100 TO 100 TO 100 TO 100 TO 100 TO 100 TO 100 TO 100 TO 100 TO 100 TO 100 TO 100 TO 100 TO 100 TO 100 TO 100 TO 100 TO 100 TO 100 TO 100 TO 100 TO 100 TO 100 TO 100 TO 100 TO 100 TO 100 TO 100 TO 100 TO 100 TO 100 TO 100 TO 100 TO 100 TO 100 TO 100 TO 100 TO 100 TO 100 TO 100 TO 100 TO 100 TO 100 TO 100 TO 100 TO 100 TO 100 TO 100 TO 100 TO 100 TO 100 TO 100 TO 100 TO 100 TO 100 TO 100 TO 100 TO 100 TO 100 TO 100 TO 100 TO 100 TO 100 TO 100 TO 100 TO 100 TO 100 TO 100 TO 100 TO 100 TO 100 TO 100 TO 100 TO 10	Total Number of votes cast through E- Voting and Poll	valid votes
3	4291	3	5610	9901	0.014

(iii) Invalid Votes:

Number members voted in voting	Number votes (Shares) Voting	cast		Number of votes cast (Shares) - Poll	Total Number of votes cast through 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 in favour of the resolution with requisite majority.

38TH AGM - SCRUTING

PENTAMEDIA GRAPHICS LIMITED

CREPORT

Appointment of Mr.V.Chandrasekaran (DIN 00158019), as Managing Director (Ordinary Resolution)

(i) Votes in favour of the resolution:

Number of members voted in E- Voting		Number of members/Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through E- Voting and Poll	% of total number of valid votes cast
23	68398274	12	1796	68400070	99.981

(ii) Votes against the resolution:

Number of members voted in e- voting		Number of members/Proxies voted by Poll	Number of votes cast (Shares) - Poll	Number of votes cast	% of total number of valid votes cast
5	7391	4	5890	13281	0.019

(iii) Invalid Votes:

Number of members voted in e- voting	votes cast	Number of members/Proxies voted by Poll		Total Number of votes cast through 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 in favour of the resolution with requisite majority.

38TH AGM - SCRUTTINIZER

DIMBINED REPORT

PENTAMEDIA GRAPHICS LIMITED

Appointment of Mr.S.D.Viswanathan (DIN 00162156) as an Independent Director (Ordinary Resolution)

(i) Votes in favour of the resolution:

votes cast	members/Proxies			% of total number of valid votes cast
68398274	12	1796	68400070	99.981
	votes cast (Shares) – E Voting	votes cast (Shares) – E Voting	votes cast (Shares) – E Voting votes by Poll votes cast (Shares) – Poll	votes cast (Shares) – E voted by Poll (Shares) – E Voting Poll (Shares) – Poll (Shares) – Voting and Poll

(ii) Votes against the resolution:

members		Number of members/Proxies voted by Poll		Total Number of votes cast through E- Voting and Poll	valid votes
5	7391	4	5890	13281	0.019

(iii) Invalid Votes:

Number of members voted in e- voting	votes cast		Number of votes cast (Shares) - Poll	Total Number of votes cast through 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 in favour of the resolution with requisite majority.

PENTAMEDIA GRAPHICS LIMITED

38TH AGM - SCRUTINIZER'S COMBINED REPORT

6

Appointment of Mr. R Kalyanaraman (DIN 00041770) as an Independent Director (Ordinary Resolution)

(i) Votes in favour of the resolution:

Number of members voted in E- Voting		members/Proxies		Total Number of votes cast through E- Voting and Poll	
23	68398274	12	1796	68400070	99.981

(ii) Votes against the resolution:

Number of members voted in e- voting	votes cast	Number of members/Proxies voted by Poll	Number of votes cast (Shares) - Poll	Number of votes cast	% of total number of valid votes cast
5	7391	4	5890	13281	0.019

(iii) Invalid Votes:

Number of members voted in e voting		cast		Number of votes cast (Shares) - Poll	Total Number of votes cast through 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. 6 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.

38TH AGM - SCRUTINIZER'S COMBINED REPORT

- 5. There were no invalid votes recorded on the E-Voting and Poll.
- A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" for each resolution is enclosed.
- 7. The poll papers and all other relevant records were sealed and handed over to the Company Secretary / Director authorized by the Board for safe keeping.

Thanking you, Yours faithfully,

For R. Sridharan & Associates Company Secretaries

CS R. Sridharan CP No. 3239 * FCS No. 4775 (OLD No. 12)