

**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





Resolution - 1 - Ordinary Resolution

Adoption of Financial Statements

SL	STCODE	DESCRIPTION	FOLIOS	SHARES HELD	For	Voted_shr	Against	Voted_shr	Count	Rejections	Shr_Held
					Res 1						
1	0101	Resident Ordinary	35	145297	29	135396	6	9901	00	00	00
2	0103	Resident HUF	1	55	1	55	0	0	00	00	00
3	0204	FI Others	1	199312	1	199312	0	0	00	00	00
4	0501	Corporate Body Domestic	3	7828796	3	7828796	0	0	00	00	00
5	0517	Corporate Body Domestic - Promoter	4	60239891	4	60239891	0	0	00	00	00
	Total		44	68413351	38	68403450	6	9901	0	0	0

Resolution - 2 - Ordinary Resolution

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

SL	STCODE	DESCRIPTION	FOLIOS	SHARES HELD	For	Voted_shr	Against	Voted_shr	Count	Rejections	Shr_Held
					Res 2						
1	0101	Resident Ordinary	35	145297	26	132016	9	13281	00	00	00
2	0103	Resident HUF	1	55	1	55	0	0	00	00	00
3	0204	FI Others	1	199312	1	199312	0	0	00	00	00
4	0501	Corporate Body Domestic	3	7828796	3	7828796	0	0	00	00	00
5	0517	Corporate Body Domestic - Promoter	4	60239891	4	60239891	0	0	00	00	00
	Total		44	68413351	35	68400070	9	13281	0	0	0

Resolution - 3 - Ordinary Resolution

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

SL	STCODE	DESCRIPTION	FOLIOS	SHARES HELD	For	Voted_shr	Against	Voted_shr	Count	Rejections	Shr_Held
					Res 3						
1	0101	Resident Ordinary	35	145297	29	135396	6	9901	00	00	00
2	0103	Resident HUF	1	55	1	55	0	0	00	00	00
3	0204	FI Others	1	199312	1	199312	0	0	00	00	00
4	0501	Corporate Body Domestic	3	7828796	3	7828796	0	0	00	00	00
5	0517	Corporate Body Domestic - Promoter	4	60239891	4	60239891	0	0	00	00	00
	Total		44	68413351	38	68403450	6	9901	0	0	0

Sheet 1

Resolution - 4 - Ordinary Resolution

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

SL	STCODE	DESCRIPTION	FOLIOS	SHARES HELD	For	Voted_shr	Against	Res 4	Voted_shr	Rejections	Shr_Held
1	0101	Resident Ordinary	35	145297	26	132016	9	13281	00	00	00
2	0103	Resident HUF	1	55	1	55	0	0	00	00	00
3	0204	FI Others	1	199312	1	199312	0	0	00	00	00
4	0501	Corporate Body Domestic	3	7828796	3	7828796	0	0	00	00	00
5	0517	Corporate Body Domestic - Promoter	4	60239891	4	60239891	0	0	00	00	00
	Total		44	68413351	35	68400070	9	13281	0	0	0

Resolution - 5 - Ordinary Resolution

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

SL	STCODE	DESCRIPTION	FOLIOS	SHARES HELD	For	Voted_shr	Against	Res 5	Voted_shr	Rejections	Shr_Held
1	0101	Resident Ordinary	35	145297	26	132016	9	13281	00	00	00
2	0103	Resident HUF	1	55	1	55	0	0	00	00	00
3	0204	FI Others	1	199312	1	199312	0	0	00	00	00
4	0501	Corporate Body Domestic	3	7828796	3	7828796	0	0	00	00	00
5	0517	Corporate Body Domestic - Promoter	4	60239891	4	60239891	0	0	00	00	00
	Total		44	68413351	35	68400070	9	13281	0	0	0

Resolution - 6 - Ordinary Resolution

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

SL	STCODE	DESCRIPTION	FOLIOS	SHARES HELD	For	Voted_shr	Against	Res 6	Voted_shr	Rejections	Shr_Held
1	0101	Resident Ordinary	35	145297	26	132016	9	13281	00	00	00
2	0103	Resident HUF	1	55	1	55	0	0	00	00	00
3	0204	FI Others	1	199312	1	199312	0	0	00	00	00
4	0501	Corporate Body Domestic	3	7828796	3	7828796	0	0	00	00	00
5	0517	Corporate Body Domestic - Promoter	4	60239891	4	60239891	0	0	00	00	00
	Total		44	68413351	35	68400070	9	13281	0	0	0



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.

PENTAMEDIA GRAPHICS LIMITED

1

38TH AGM - SCRUTINIZER'S COMBINED REPORT



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:

Item No. 1

Adoption of Financial Statements (Ordinary Resolution)

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

Number of members voted in E-Voting	Number of votes cast (Shares) - 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
25	68401374	13	2076	68403450	99.986

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

Number of members voted in e-voting	Number of votes cast (Shares) - 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
3	4291	3	5610	9901	0.014

(iii) **Invalid** Votes:

Number of members voted in e-voting	Number of votes cast (Shares) - 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
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 in favour of the resolution 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 E-Voting	Number of votes cast (Shares) - 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:

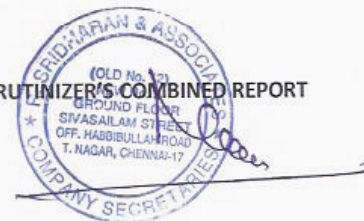
Number of members voted in e-voting	Number of votes cast (Shares) - E Voting	Number of members/Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through E-Voting and Poll	% of total number of valid votes cast
5	7391	4	5890	13281	0.019

(iii) **Invalid** Votes:

Number of members voted in e-voting	Number of votes cast (Shares) - 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
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.



Item No. 3

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	Number of votes cast (Shares) - 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
25	68401374	13	2076	68403450	99.986

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

Number of members voted in e-voting	Number of votes cast (Shares) - 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
3	4291	3	5610	9901	0.014

(iii) **Invalid** Votes:

Number of members voted in e-voting	Number of votes cast (Shares) - 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
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.



Item No. 4

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 votes cast (Shares) - 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:

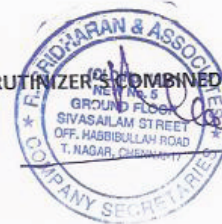
Number of members voted in e-voting	Number of votes cast (Shares) - E Voting	Number of members/Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through E-Voting and Poll	% of total number of valid votes cast
5	7391	4	5890	13281	0.019

(iii) **Invalid** Votes:

Number of members voted in e-voting	Number of votes cast (Shares) - 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
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.



Item No. 5

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

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

Number of members voted in E-Voting	Number of votes cast (Shares) – 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 votes cast (Shares) – 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
5	7391	4	5890	13281	0.019

(iii) **Invalid** Votes:

Number of members voted in e-voting	Number of votes cast (Shares) – 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
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.



Item No. 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	Number of votes cast (Shares) – 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 votes cast (Shares) – 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
5	7391	4	5890	13281	0.019

(iii) **Invalid** Votes:

Number of members voted in e-voting	Number of votes cast (Shares) – 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
NIL	NIL	NIL	NIL	NIL

RESULT:

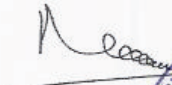
As the number of votes cast in favour of the resolution was more than the number of votes cast against, we report that the Ordinary Resolution with regard to Item No. 6 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.



5. There were no invalid votes recorded on the E-Voting and Poll.
6. 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

