

The background features a collage of various icons and illustrations. At the top left is a smartphone displaying the Mayamail.in website. Next to it are several circular icons representing different technologies like a globe, a magnifying glass, a gear, and a percentage sign. To the right is a 3D printer with the text '3D Printing' on its front. Below the printer is a stylized illustration of a person wearing a traditional conical hat, with the text 'Animated 2D Series' below it. In the bottom left, there's a cloud icon with the text 'Cloud Computing' and a network diagram below it. In the bottom right, there's a stylized illustration of a man's face with the text 'Digital 3D' below it. The entire background is decorated with large, flowing, curved lines in shades of gray.

# 39<sup>th</sup> Annual Report 2014-2015

PENTAMEDIA  
GRAPHICS LIMITED 



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<p style="text-align: center;"><b>BOARD OF DIRECTORS</b></p> <p>Mr.V.Chandrasekaran - Managing Director Mrs.Sumathi Sridharan - Director Mr.S.D.Viswanathan - Director Mr. R. Kalyanaraman - Director Mr. R. Swaminathan - Director</p>	<p style="text-align: center;"><b>COMPANY SECRETARY &amp; COMPLIANCE OFFICER</b></p> <p style="text-align: center;">Mr. T.S. Srinivasan</p>	<p style="text-align: center;"><b>AUDITORS</b></p> <p>M/s. Babu Peram &amp; Associates Chartered Accountants Firm Registration No.012721S No.6, 2<sup>nd</sup> Street, V.O.C. Nagar, Kodambakkam, Chennai - 600 024 Email: babuperamca@yahoo.co.in</p>	<p style="text-align: center;"><b>BANKERS</b></p> <p>Oriental Bank of Commerce State Bank of India</p>
<p style="text-align: center;"><b>REGISTERED OFFICE</b></p> <p>No. 25, "Taurus", 1<sup>st</sup> Main Road, U.I.Colony, Kodambakkam, Chennai-600024 Tel.: 044-24833067, Fax:044-24726042, Email : investor@pentamedia.in / shares@pentamedia.in, www.pentamedia.in</p>		<p style="text-align: center;"><b>REGISTRAR &amp; TRANSFER AGENT</b></p> <p>M/s. Cameo Corporate Services Limited Unit : "Pentamedia Graphics Ltd." "Subramaniam Building", No.1 Club House Road, Anna Salai, Chennai - 600 002. Tel.: 044-2846 0390 (5 Lines), Fax : 044-28460129, Email: investor@cameoindia.com www.cameoindia.com</p>	

## **DIRECTORS – A BRIEF PROFILE**

### **Mr . V. Chandrasekaran - Managing Director**

Mr. V. Chandrasekaran aged about 64 years is an M.E. in computer science from the Regional Engineering College, Trichy. He has worked in the field of computer software for well over two decades and held positions both in India and abroad. He began his career with Bharath Heavy Electricals Ltd (BHEL) and served company for over 10 years in various capacities and had managed the design, development and maintenance of software and systems. Mr Chandrasekaran was with Systems & Applied Sciences Corporation, Washington, USA, where he was involved in design, development and implementation of software for enterprising and media services.

### **Mr. R. Kalyanaramann - Non-Executive Independent Director**

Mr. R. Kalyanaraman aged about 64 years is an Electrical Engineer and worked with BHEL, R&D, Hyderabad & Ranipet, as in charge of vendor development and served there nearly a decade in that Company over a period of 10 years. He also played the role of Financial & Business promotional adviser for various organizations including Media & Software.

### **Mrs. Sumathi Sridharan Non-Executive Director**

Mrs.Sumathi Sridharan aged about 54 years, is an M.E in Computer Science and worked with NIT [REC], Trichy as a faculty in Department of Computer Science. She served in our group from 1993 to 2004 and her corporate professional experience spans over 25 years in various fields such as software development, education and training.

### **Mr. S. D. Viswanathan Non-Executive Independent Director**

Mr. S. D. Viswanathan aged about 80 years, and has 40 years of professional corporate experience in executing projects and in corporate planning. He is an Honours Graduate in Electronics and Electrical Engineering and commenced his career with Indian Railways for more than two decades, where he finally held the position of Director of Inspection, Integral Coach Factory, Chennai. He held several positions in leading private sector companies and has been a Techno Consultant

### **Mr. R. Swaminathan - Non-Executive Independent Director**

Mr. R. Swaminathan aged about 53 is a Qualified Chartered Accountant, Cost and Management Accountant and Company Secretary and also Life Member of Indian Institute of Banking and Finance, Fellow of Institute of Chartered Shipbrokers London, Qualified Licensed International Financial Analyst. He is a Cross-functional and Cross-industry expertise in the areas of – Banking, Global Shipping, Auditing, Finance and Taxation and possess over 25 years of experience. Part of various professional institutes and trade bodies/associations, His proven ability as a banker, ability to develop strategies to turnaround the company is vital for corporate sector. He is specialized in International financing, Attracting Global Investment, Corporate Governance and GRC techniques.

## PENTAMEDIA GRAPHICS LIMITED

CIN: L74210TN1976PLC007142

Regd Office: "Taurus" No. 25, 1st Main Road, United India Colony, Kodambakkam, Chennai – 600 024.

Ph No: 044-24833067 Fax No:044-24726042, E-Mail ID: shares@pentamedia.in website: www.pentamedia.in

### NOTICE CONVENING THE THIRTY NINTH ANNUAL GENERAL MEETING

**NOTICE** is hereby given that the **THIRTY NINTH** Annual General Meeting of the members of **PENTAMEDIA GRAPHICS LIMITED** will be held on Thursday, the 03rd of September, 2015 at 10.00 A.M at RANI SEETHAI HALL, No.603, ANNA SALAI, CHENNAI - 600 006, to transact the following business:

#### ORDINARY BUSINESS

1. To receive, consider and adopt the Directors' Report and the Audited Statement of Profit and Loss for the year ended 31st March, 2015 and the Balance Sheet as at that date and the Report of the Auditors thereon.
2. To appoint a Director in the Place of Mrs. Sumathi Sridharan, (DIN: 00162055) who retires by rotation and being eligible, offers herself for re-appointment.
3. To ratify the appointment of Statutory Auditors to hold office from the conclusion of this Annual General Meeting till the conclusion of the Forty Third Annual General Meeting and in this connection, to consider and if deemed fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**.

**"RESOLVED THAT** pursuant to the provisions of Section 139,142 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), pursuant to the recommendations of the Audit Committee of the Board of Directors and pursuant to the resolution passed by members at the AGM held on 28th August,2014, the appointment of M/s. Babu Peram & Associates, Chartered Accountants, Chennai bearing Firm Reg. No. 012721S as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of Forty third Annual General Meeting to be held in the year 2019 (subject to ratification of the appointment by the members at every Annual General Meeting held after this Annual General Meeting) on a remuneration as may be decided by the Board in consultation with the Auditors."

#### SPECIAL BUSINESS:

4. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** in accordance with the provisions of Sections 196, 197 and other applicable provisions of the Companies Act, 2013, the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule V of the Companies Act, 2013, approval of the Company be and is hereby accorded for the appointment of Mr. V. Chandrasekaran (DIN: 00158019) as the Managing Director of the Company with effect from 1st November, 2014 for a period of three years on the following terms and conditions:

##### a) Salary

Rs.2,00,000/-per month in the scale of Rs.2,00,000/- to Rs. 4,00,000/- Increments to be decided by the Nomination & Remuneration Committee.

- b) In terms of the provisions of Article 37 of the Articles of Association of the Company, Mr. V. Chandrasekaran shall not be subject to retirement by rotation during his tenure as Managing Director.
- c) Perquisites (evaluated as per Income-Tax Rules, wherever applicable, and at actual cost to the Company in other cases) like the benefit of gas, electricity, water, club fees, personal insurance, use of car and telephone at residence or reimbursement of expenses in lieu thereof, medical reimbursement, leave and leave travel concession, education benefits and other benefits in accordance with the scheme(s) and rule(s) applicable to the members of the staff from time to time, for the aforesaid benefits.
- d) Mr. V. Chandrasekaran shall not be entitled to any sitting fee for the meeting of the Board or of any committee thereof.
- e) Mr. V. Chandrasekaran will be subject to all other service conditions as applicable to any other employee of the company.

In the event of absence or inadequacy of profits in any financial year, Mr. V. Chandrasekaran will be paid remuneration including the perquisites and other amenities as aforesaid subject to the limits specified under Part II of Schedule V of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force).

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts and deeds as it may consider necessary, expedient or desirable, in order to give effect to this resolution or otherwise as considered by the Board to be in the best interest of the Company".

5. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

**"Resolved that,** pursuant to Section 149, 152, Schedule IV and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, Mr. R Swaminathan (DIN: 02052310) who was appointed as an Additional Director of the Company by the Board of Directors with effect from May 29, 2015 and who holds office till the date of the AGM, in terms of Section 161 of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying his intention to propose Mr.R Swaminathan as a candidate for the office of a Director of the Company, be and is hereby appointed as an Independent Director of the Company for a period up to May, 28, 2020, not liable to retire by rotation."

By Order of the Board

**T.S. Srinivasan**  
Company Secretary

**Place: Chennai**  
**Date: 24.07.2015**

**NOTES:**

1. **A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and Vote on a poll only instead of Him / Her. The proxy need not be a member of the Company. A blank form of proxy is enclosed herewith and if intended to be used, it should be returned duly completed at the Registered Office of the Company not later than forty eight hours before the scheduled time of the commencement of 39th Annual General Meeting.**
2. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the company carrying voting rights. A member holding more than 10% of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.
3. The statement under Section 102 of the Companies Act, 2013, relating to the Special Business is annexed herewith.
4. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided not less than three days of notice in writing is given to the Company.
5. Members / proxies should bring the duly filled Attendance Slip enclosed herewith to attend the meeting.
6. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, and Register of contracts or arrangements in which Directors are interested maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the members at the AGM
7. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representatives to attend and vote on their behalf at the Meeting.
8. Brief resume of Directors including those proposed to be appointed / re-appointed, nature of their expertise in specific functional areas, names of companies in which they hold directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Clause 49 of the Listing Agreement with the Stock exchanges, are provided in the Statement forming part of the notice.
9. The Register of Members and the Share Transfer Books of the Company shall remain closed from Friday 28th August 2015 to Thursday 03rd September 2015, (both days inclusive), for the purpose of Annual General Meeting.
10. Members are requested to notify the change in their address, if any, immediately, so that all communications can be sent to the latest address. In case of members holding shares in physical form, all intimations regarding change of address and change of bank account details are to be sent to M/s Cameo Corporate Services Limited, (CCSL) Unit: Pentamedia Graphics Limited, "Subramaniam Building" No.1 Club House Road, Anna Salai, Chennai – 600002. those who hold shares in electronic form, are requested to notify any change in their particulars like change in address, bank particulars etc. to their Depository Participants immediately.
11. The Securities and Exchange Board of India (SEBI) vide circular ref no. MRD/Dop/CIR 05/2007 dated April 27, 2007 made PAN the sole identification number for all participants transacting in the securities market, irrespective of the amount of such transaction. In continuation of the said circular, it is hereby clarified that for securities market transactions and off-market/private transactions involving transfer of shares in listed companies in physical form, it shall be mandatory for the transferee(s) to furnish a copy of the PAN card to the Company / RTA for registration of such transfer of shares.

12. Copies of the Annual Report 2015 are being sent by electronic mode only to all the members whose email IDs are registered with the Company/Depository Participants for communication purposes unless any member has requested for a hard copy of the same. In the case of members holding shares in physical mode whose email IDs are registered with the Company/ Registrars M/s. Cameo Corporate Services Limited , and have given consent for receiving communication electronically, copies of the Annual Report 2015 are being sent by electronic mode only. For members who have not registered their email addresses, physical copies of the Annual Report 2015 are being sent by the permitted mode.
13. The Notice of the 39th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form, is being sent by electronic mode to all the members whose email addresses are registered with the Company/Depository Participants unless any member has requested for a hard copy of the same. In the case of members holding shares in physical mode whose email IDs are registered with the Company/ Registrars M/s. Cameo Corporate Services Limited, and have given consent for receiving communication electronically, the Notice of the 39th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form, is being sent by electronic mode. For members who have not registered their email addresses, physical copies of the aforesaid documents are being sent by the permitted mode.
14. Members may also note that the Notice of the 39th Annual General Meeting and the Annual Report 2015 will also be available on the Company's website for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office in Chennai for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's Registrars M/s Cameo Corporate Services Limited at: [www.cameoindia.com](http://www.cameoindia.com).
15. All documents referred to in the Notice will be available for inspection at the Company's registered office during normal business hours on working days up to the date of the AGM.
16. **Voting through electronic means:**
  - i. Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Clause 35B of the Listing Agreement, the Company is pleased to provide to the members the facility to exercise their right to vote at the 39th Annual General Meeting (AGM) by electronic means. The members may cast their votes using an electronic voting system from a place other than the venue of the Meeting ('remote e-voting').
  - ii. The members attending the Meeting who have not cast their vote by remote e-voting shall be able to vote at the Meeting.
  - iii. The members who have cast their vote by remote e-voting may also attend the Meeting, but shall not be entitled to cast their vote again.
  - iv. The Company has engaged the services of Cameo Corporate Services Limited as the Agency to provide remote e-voting facility.
  - v. The Board of Directors of the Company has appointed Mr. R Sridharan, Practising Company Secretary (Membership No. FCS 4775) of R. Sridharan & Associates, Company Secretaries as the Scrutinizer to scrutinize the remote e-voting process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for the same purpose.
  - vi. Voting rights shall be reckoned on the paid up value of shares registered in the name of the member / beneficial owner (in case of electronic shareholding) as on the cut-off date i.e. August 27, 2015.
  - vii. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date, i.e. August 27, 2015 only shall be entitled to avail the facility of remote e-voting.
  - viii. Any person who becomes member of the Company after dispatch of Notice of AGM and holding shares of the Company as on cut -off date, may obtain the user ID and password by sending a request at [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or [investor@cameoindia.com](mailto:investor@cameoindia.com)

**The Instructions for members for voting electronically are as under:**

**A. IN CASE OF MEMBERS RECEIVING E-MAIL**

- i. The remote e-voting period commences on Monday, 31st August 2015 at 10.00 a.m (IST) and ends on Wednesday 02nd September 2015 at 5.00 p.m (IST). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 27th August 2015, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- ii. The Members should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- iii. Click on Shareholders.

- iv. Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- v. Next enter the Image Verification as displayed and Click on Login.
- vi. If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- vii. If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
<b>PAN</b>	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</li> <li>In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>
<b>DOB</b>	<p>Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.</p>
<b>Bank Details</b>	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> <li>Please enter the DOB or Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iii).</li> </ul>

- viii. After entering these details appropriately, click on "SUBMIT" tab.
- ix. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential
- x. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xi. Click on the EVSN of Pentamedia Graphics Limited.
- xii. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xiii. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xiv. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- xv. Corporate/Institutional members (i.e. other than individuals, HUF, NRI, etc.) are also required to send a scanned certified true copy (PDF Format) of the Board Resolution/ Power of Attorney/Authority letter etc. together with attested specimen signature(s) of the duly authorized representative(s) to the Scrutinizer through e-mail at [rsaevoting@gmail.com](mailto:rsaevoting@gmail.com). They may also upload the same in their e-voting module in their login. The scanned image of the above mentioned documents should be in the naming format 'Corporate Name\_EVENT NO.'
- xvi. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xvii. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- xviii. If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xix. Note for Non-Individual Shareholders & Custodians:



- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates and Custodians respectively.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details they should create compliance user using the admin login and password. The Compliance user would be able to link the depository account(s) / folio numbers on which they wish to vote.
- The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

**A. In case of members receiving the physical copy:**

Please follow all steps SI.NO (i) to (xviii) in point A above to cast vote.

- In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- The Chairman shall at the AGM, at the end of discussion on the resolution on which voting is to be held, allow voting with the assistance of scrutinizer, by use of ballot papers for all those members who are present at the AGM but have not casted their votes by availing the remote e-voting facility.
- The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the company and shall make not later than 48 hours of the conclusion of the AGM, a consolidated Scrutinizer's report of the Chairman or a person authorized by him in writing, who shall counter sign the same and declare the result of the voting forthwith.
- The result declared along with the Scrutinizer Report shall be placed on the company's website [www.pentamedia.in](http://www.pentamedia.in) and on the website of CDSL immediately after the results are declared and communicated to the Stock Exchange where the shares of the Company are listed.
- Subjected to receipt of requisite number of votes, the resolutions shall be deemed to be passed on the date of AGM i.e. September 03, 2015.

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## ANNEXURE TO THE NOTICE

### STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

**ITEM NO. 4**

The Board of Directors of the Company (the 'Board'), at their meeting held on 30th October, 2014 has, subject to the approval of members, re-appointed Mr. V. Chandrasekaran as the Managing Director under the Companies Act, 2013 for a period of 1 year from the expiry of his present term, which expired on 31st October, 2014 at the remuneration recommended by the Nomination & Remuneration Committee of the Board. Hence, Mr. V. Chandrasekaran has been proposed to be appointed as the Managing Director of the Company subject to the approval of the shareholders in the General Meeting of the Company.

The Board of Directors recommends the resolution at item No.4 of the Notice for approval of the shareholders.

Except Mr. V. Chandrasekaran being an appointee, none of the other Directors or their relatives or Key Managerial Personnel of the company or their relatives is concerned or interested, financial or otherwise in the resolution set out under item No.4.

**ITEM NO. 5**

The Board of Directors, at its meeting held on May 29, 2015, appointed Mr. R. Swaminathan as an Additional Director of the Company, pursuant to Section 161 of the Companies Act, 2013.

Pursuant to the provisions of Section 161 of the Companies Act, 2013, Mr. R. Swaminathan will hold office up to the date of the ensuing AGM. The Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013, from a member, along with a deposit of Rs. 1,00,000/- proposing the candidature of Mr. R. Swaminathan for the office of Independent Director, to be appointed as such under the provisions of Section 149 of the Companies Act, 2013.

The Company has received from Mr. R. Swaminathan (i) consent in writing to act as director in Form DIR 2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014, (ii) intimation in Form DIR 8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Sub-section (2) of Section 164 of the Companies Act, 2013, and (iii) a declaration to the effect that he meets the criteria of independence as provided in Sub-section (6) of Section 149 of the Companies Act, 2013.

The resolution seeks the approval of members for the appointment of Mr. R. Swaminathan as an Independent Director of the Company for a period up to May 28, 2020 pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder. He will not be liable to retire by rotation.

In the opinion of the Board, Mr. R. Swaminathan, the Independent Director proposed to be appointed, fulfills the conditions specified in the Companies Act, 2013 and the Rules made thereunder and he is independent of the Management. A copy of the draft letter for the appointment of Mr. R. Swaminathan as an Independent Director setting out the terms and conditions is available for inspection without any fee by the members at the Company's registered office during normal business hours on working days up to the date of the AGM.

No director, key managerial personnel or their relatives, except Mr. R. Swaminathan, to whom the resolution relates, are interested or concerned in the resolution. The Board recommends the resolution set forth in Item no. 5 for the approval of the members.

## Annexure

(For item No. 2, 4 and 5)

### INFORMATION AS REQUIRED UNDER CLAUSE 49 OF THE LISTING AGREEMENT:

Name	Mrs. Sumathi Sridharan	Mr.V.Chandrasekaran	Mr. R.Swaminathan
Age	54	64	53
Date of Appointment	15/05/2006	20/08/1991	29/05/2015
Qualifications	M.E. Computer Science	M.E. in computer science from the Regional Engineering College, Trichy	Qualified Chartered Accountant, Cost and Management Accountant and Company Secretary
Expertise in functional area	She has 25 years of professional corporate experience in various fields such as software development (Penta Bank & CBT/CD Titles), education and training (IBM AS/400, ES/9000 & E-Business solution)	He has worked in the field of computer software for over two decades in positions both in India and Abroad. He began his career with Bharath Heavy Electric Ltd (BHEL) and served that company for over 10 years in various positions in software system. Later In USA worked for designing software system for Radio and TV stations. He has a doctorate in Multimedia systems.	He is a Cross-functional and Cross-industry expertise in the areas of – Banking, Global Shipping, Auditing, Finance and Taxation and possess over a period 25 years of experience. Part of various professional institutes and trade bodies/associations, His proven ability as a banker, ability to develop strategies to turnaround the company is vital for corporate sector. He is specialized, International financing, Attracting Global Investment, Corporate Governance and GRC techniques.
Directorships held in other public Companies (excluding foreign companies)	NIL	NIL	Indo-Latin American Chamber Of Commerce & Industry
Membership / Chairmanships of Committees of other public companies (includes only Audit Committee (AC) and Stakeholders Relationship Committee(SRC))	NIL	NIL	NIL
Shareholding in the Company (No. of Shares)	10,000 Equity shares of Re. 1/- each	NIL	NIL
Inter-se relationship with any director	NIL	NIL	NIL

By Order of the Board

**T S Srinivasan**  
Company Secretary

Place: Chennai  
Date: 24.07.2015