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CORPORATE INFORMATION

BOARD OF DIRECTORS

Mr. V Venkataramanan
Mr. R Kalyanaraman
Mr. C V Ravi
Mrs. V N Parvathy

Whole time Director cum CFO
Director
Additional Director
Additional Director

COMPLIANCE OFFICER

Mr. V Venkataraman
Whole time Director cum CFO

AUDITORS

M/s. Babu Peram & Associates
Chartered Accountants
Firm Registration No.012721S
No.6, 2nd Street, V.O.C. Nagar,
Kodambakkam, Chennai - 600 024.
Email : babuperamca@yahoo.co.in

INTERNAL AUDITORS

M/s. Anand & Madhan,
Chartered Accountants
Firm Reg. No.009671S
No.7/2, 15th Cross Street,
Adyar, Chennai - 600020

BANKERS

Oriental Bank of Commerce
State Bank of India
Andhra Bank

SECRETARIAL AUDITORS

M/s. J Anusuya & Associates
Company Secretaries in Practice
CP No. 19510

REGISTRAR & TRANSFER AGENTS

M/s. Cameo Corporate Services Limited
Unit : "Pentamedia Graphics Ltd."
"Subramaniam Buiding"
No.1, Club House Road,
Anna Salai, Chennai - 600 002.
Tel.: 044-28460390 (5 Lines),
Fax : 044-28460129,
Email : investor@cameoindia.com,
www.cameoindia.com

REGISTERED OFFICE

No.30-A, Akbarabad 1st Street,
Kodambakkam, Chennai - 600024
Telephone no: 044 -24803898
Fax: 044 - 24726042
Email : info@pentamedia.in
Website : www.pentamedia.in

PENTAMEDIA GRAPHICS LIMITED

CIN: L74210TN1976PLC007142

Regd Office: No.30-A, Akbarabad 1st Street, Kodambakkam, Chennai -600024
Ph No: 044-24833067, Fax No: 044-24726042, E-Mail ID: shares@pentamedia.in,
website: www.pentamedia.in

NOTICE CONVENING THE FORTY SECOND ANNUAL GENERAL MEETING

NOTICE is hereby given that the Forty Second Annual General Meeting of the members of M/s. **PENTAMEDIA GRAPHICS LIMITED** will be held on Thursday the 27th day of September 2018, at 03.00 P.M at Studio, Liberty park Hotel, No. 9 First main Road, United India colony, Kodambakkam, Chennai – 600024, to transact the following business:

ORDINARY BUSINESS

1. To consider and adopt Audited Financial Statements of the Company for the Financial Year ended 31st March, 2018, the Reports of the Board of Directors and Auditors thereon and in this regard, pass the following resolution as **Ordinary Resolution**:

“**RESOLVED THAT** the Audited Financial Statements of the Company for the Financial Year ended on 31st March 2018, together with the Reports of the Board of Directors and Auditors thereon, as circulated to the Members, be and the same are hereby considered and adopted.”

SPECIAL BUSINESS

2. **Appointment of Mr. C.V. Ravi as Independent Director:**

To consider and if thought it, to pass, with or without modification(s), the following resolution as **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and pursuant to the applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any modification or amendment thereof, Mr. Chakravarthi Varadachari Ravi (DIN 01655748), who was appointed as an Additional Director of the Company with effect from 01/12/2017 under Section 161 of the Act, be and is hereby appointed as an Independent Director of the Company to hold office for a term upto five consecutive years commencing from 01/12/2017.

3. **Appointment of Mrs. V.N.Parvathy (DIN 07134810) as Director:**

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

“**RESOLVED THAT** Mrs. V. N. Parvathy, who was appointed as an Additional Director with effect from 12th January 2018 on the Board of the Company in terms of Section 161 of the Companies Act, 2013 and who holds office up to the date of this Annual General Meeting and in respect of whom a notice has been received from a member in writing, under Section 160 of the Companies Act, 2013 along with requisite deposit, proposing her candidature for the office of a Director, be and is hereby appointed as a director of the company.”

4. **Approval of appointment of Mr. V. Venkataramanan (DIN 00162091) as Whole Time director:**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”), read with Schedule V to the Act, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, the Company hereby approves the appointment and terms of remuneration of Mr. V. Venkataramanan (DIN 00162091) as Whole Time Director and Chief Financial Officer of the Company for a period of five years with effect from November 1, 2017 upon the terms and conditions as set out in the Explanatory Statement annexed to the Notice with authority to the Board of Directors to alter and vary the terms and conditions of the said appointment in such manner as may be agreed to between the Board of Directors and Mr.V. Venkataramanan.”

BY THE ORDER OF THE BOARD

V. Venkataramanan

Whole Time Director & CFO

(DIN: 00162091)

Place: Chennai
Date: 10/08/2018

NOTES:

1. As per the provisions of Section 152 (6) (d), Directors are liable to retire by rotation at every annual general meeting. As the present Board of Directors consists of one Whole-time Director cum CFO (Mr. V. Venkataramanan) and one Independent Director (Mr. Kalyanaraman Rajagopal) they are not liable to retire by rotation. The other Two Directors (Mr. C.V.Ravi and Mrs.V.N.Parvathy) were appointed as additional directors on the board, their term of office expires on the ensuing Annual General Meeting. Hence, none of the Directors are liable to retire by rotation, during the year under review. No resolution is proposed in this regard.
2. A Member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself/herself and such a proxy need not be a member of the company. Proxies in order to be effective should be lodged with the company not later than 48 hours before the commencement of the Meeting.
3. The Register of Members and Share Transfer Books of the company will remain Closed from 21st September, 2018 to 27th September, 2018 (Both days inclusive).
4. Members/proxies are requested to bring the Attendance slip duly filled in for attending the Meeting.
5. All documents referred to in the above notice/explanatory statement are open for inspection by any members at the Registered Office of the Company during business hours of the Company on any working day up to the last date of the AGM.
6. The facility for voting, through ballot paper, will be made available at the AGM and the members attending the AGM who have not already cast their votes by e-voting shall exercise their rights at the AGM through ballot papers.
7. In line with the Green Initiative of the Ministry of Corporate Affairs, your Company has decided to send all correspondence like notices of general meetings, abstracts, audited financial statements (Annual Reports) through electronic means to the registered e-mail addresses of the Shareholders. Shareholders are requested to note that the said documents would also be available on the Company's website www.pentamedia.in from where it can be downloaded. In case any Shareholder desires to receive the above document(s) in physical form, such Shareholder is required to send an e-mail investor@pentamedia.in quoting DP Id and Client Id Number in case the shares are held in electronic form and Folio Number in case the shares are held in physical form. Members, who have not registered their e-mail addresses, are requested to register their e-mail addresses with (i) the Depository Participant(s) if the shares are held in electronic form and (ii) with the Company / Registrar & Share Transfer Agent of the Company, if the shares are held in physical form.
8. Voting through electronic means-
 - a. In compliance with the provisions of Regulation 44 of SEBI (LODR) Regulations, 2015, Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide the members facility to exercise their right to vote at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services (India) Limited (CDSL).
 - b. The e-voting period commences on Monday, 24th September, 2018 at 9.00 a.m. and ends on Wednesday 26th September, 2018 at 05.00 p.m. The cut-off date for determining the eligibility of members for e-voting and poll is Thursday, 20th day of September, 2018. The e-voting module shall be disabled by CDSL for voting thereafter.
 - c. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

The instructions for shareholders voting electronically are as under:

- i. The shareholders should log on to the e-voting website www.evotingindia.com
- ii. Click on Shareholders.
- iii. 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.
- iv. Next enter the Image Verification as displayed and Click on Login.

- v. If you are holding shares in Demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- vi. If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	<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"> 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. 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. E.g. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your Demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> If both 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 (iv).

- vii. After entering these details appropriately, click on "SUBMIT" tab.
- viii. 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.
- ix. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- x. Click on the EVSN of PENTAMEDIA GRAPHICS LIMITED on which you choose to vote.
- xi. 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.
- xii. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xiii. 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.
- xiv. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xv. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- xvi. If a Demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xvii. Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- xviii. Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporate.

- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s)/folio numbers for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to 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.
- xix. 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, under help section or write an email to helpdesk.evoting@cdslindia.com
10. The Board of Directors has appointed Mr. G. Porselvam, Practicing Company Secretary as the Scrutinizer for conducting remote e-voting process in a fair and transparent manner.
 11. The Scrutinizer shall within a period not exceeding three working days from the conclusion of the e-voting period unblock the votes in the presence of at least two witnesses not in the employment of the Company and make a Scrutinizers Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
 12. The Results declared along with the Scrutinizers Report shall be placed on the Company's website <http://pentamedia.in> and on the website of CDSL and the same can be communicated to the Stock Exchanges.

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

ITEM NO.2

The Board of Directors of the Company, on the recommendation of the Nomination, Remuneration and Compensation Committee, have appointed Mr. C V Ravi as Additional Director (Independent) of the Company on 01/12/2017 to hold office for a period of five consecutive years, not liable to retire by rotation, subject to consent by the Members of the Company at the ensuing Annual General Meeting ("AGM").

Additional Director, Mr. C V Ravi holds office till the date of the AGM and is eligible for being appointed as an Independent Director. The Company has received a notice pursuant to Section 160 of the Companies Act, 2013 (the "Act") signifying his intention to propose the appointment of Mr. C V Ravi as a Director of the Company. The Company has also received a declaration from Mr. C V Ravi confirming that he meets the criteria of independence as prescribed under the Act and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). Mr. C V Ravi is also not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director of the Company. In the opinion of the Board, Mr. C V Ravi fulfils the conditions for his appointment as an Independent Director as specified in the Act and the Listing Regulations and he is independent of the management.

A brief profile along with other details of Mr. C V Ravi is as follows:-

NAME	Mr. C V Ravi
DIN	01655748
ADDRESS	9, Raja Street, Flat No 7, Sivakami Apartments, T. Nagar, Chennai - 600017
Date of Birth, Age	03/08/1951; age 67
Date of Appointment	01/12/2017
Educational Qualification	Post Graduate in Economics from University of Madras and Diploma in Marketing from Loyola Institute of Management
Experience	More than 18 years of Experience in Sanmar Engineering Corporation and also had brief stint of 3 years with Sanguine Media. Now is working a consultant to the Media Industry
No. of Shares held by him	Nil

A copy of the draft letter of appointment for Independent Directors, setting out the terms and conditions for appointment of Independent Directors is available for inspection by the Members at the registered office of the Company during business hours on any working day and is also available on the website of the Company www.pentamedia.in. Mr. C V Ravi is not related to any other Director and Key Managerial Personnel of the Company.

The board recommends passing of the resolution as set out in item No. 2 of this Notice in the best interest of the company.

Memorandum of Interest:-

None of the Directors or Key Managerial Personnel of the Company or their relatives are in any way concerned or interested in passing of the resolution.

ITEM NO.3:

To comply with the requirement of Companies Act, 2013 and SEBI (LODR) Regulation, 2015, with respect to appointment of Women director, the board has appointed Mrs. V.N.Parvathy as an Additional Director with effect from 12th January 2018 in terms of Section 161 of the Companies Act, 2013 and who holds office up to the date of this Annual General Meeting. In this respect the company has received request from a member in writing, under Section 160 of the Companies Act, 2013 along with requisite deposit, proposing her candidature for appointment as Director of the Company.

Considering the knowledge, experience and efforts of Mrs. V.N.Parvathy, the Board feels that presence of her on the board is desirable and would be beneficial to the company and hence recommend resolution for adoption.

A brief profile along with other details of Mrs. V.N.Parvathy is as follows:-

NAME	V N PARVATHY
DIN	07134870
ADDRESS	No.3C, Sagas Manor 1A 3rd Street, B.N.Road, T.Nagar, Chennai 600017
Date of Birth, Age	27/07/1955; age 63
Date of Appointment	12/01/2018
Educational Qualification	She is a graduate from Osmania University and also has Diploma in Finance from IIM Ahmedabad,
Experience	She took over the Franchisee of leading Stock Broking Company and have in "excellence of performance" award during the 2003-04 and now. She presently in the portfolio management
No. of Shares held by her	NIL

Your approval is required for the appointment of Mrs. V.N.Parvathy as Director of the company

The board recommend passing of the resolution as set out in Item No. 3 of this notice

Memorandum of Interest:-

None of the Directors or Key Managerial Personnel of the Company or their relatives is in any way concerned or interested in passing of the resolution.

ITEM NO.4

Mr. V Venkataramanan was associated with the company as Chief Financial Officer for past 3 years. In appreciation of his services and to utilize his expertise and knowledge, Board has appointed him as Whole time Director on 01/11/2017 on following terms:

A. Period:

Effective from 1st November, 2017 till 31st October, 2020 with the liberty to either party to terminate the appointment on three months' notice in writing to the other.

B. Remuneration:

A Consolidated pay of Rs. 75000/- per month will be paid

A brief profile along with other details of Mr. V Venkataramanan is as follows:-

NAME	V Venkataraman
DIN	00162091
ADDRESS	No.3B, 51st Street 9th Sector, K.K.Nagar, Chennai- 600078
Date of Birth, Age	22/07/1955; age 63
Date of Appointment	01/11/2017
Educational Qualification	Graduate in Economics from University of Madras & Cost Accountant
Experience	Around 12 years of experience M/s. W.S. Industries Limited and have been in the Software\,Media and Entertainment Industry for more than 20 years
No. of Shares held by him	400

As per provisions of Section 196(4), appointment of Whole time director has to be approved by the members at the next general meeting.

Board recommends passing of this resolution as set out Item no 4 of said notice.

Memorandum of Interest:-

Except Mr. V. Venkataramanan, None of the Directors or Key Managerial Personnel of the Company or their relatives is in any way concerned or interested in passing of the resolution.

DIRECTOR'S REPORT & MANAGEMENT DISCUSSION AND ANALYSIS

DEAR MEMBERS,

Your Board of Directors we are presenting herewith the Forty Second Annual Report on the business and operations of your company together with the Audited Financial Statements for the year ended 31st March, 2018. The Management Discussion and Analysis is given as part of this Report

FINANCIAL PERFORMANCE:

(Rs. In Crores)

PARTICULARS	Year Ended 31 st March 2018	Year Ended 31 st March 2017
Revenue from Operations	3.24	4.24
Other Income	0.00	5.74
Total Income	3.24	9.98
Total Expenses	3.30	9.54
Exceptional Items	Nil	Nil
Profit Before Tax	(.06)	0.44
Provision for Taxation (net) / Deferred Tax	0.17	0.41
Profit after Tax	0.11	0.85

The board of directors have taken note that company performance has not been to the desired level. This is mainly due to the adverse condition prevailing in animation film industry in India. The board is working on restructuring the business in order to substantially improve the performance of the company

BUSINESS OVERVIEW:

The Company was mainly into System Integration and Training for Corporates. It also conducted seminars and workshop imparting hands on training for various colleges, institutions and schools. The Company also developed APP for leading Multiplexes to sell their Food and Beverages.

The Company is vigorously working for the marketing of its animation film "Mustafa & the Magician in the overseas market. The Company is also in talks with the Netflix and Amazon Prime for streaming film through internet.

DIVIDEND:

Taking into account overall financial performances of the Company Your Directors do not recommend any dividend for the financial year 2017-18. Consequently, no amount is transferred to General Reserve Account.

SHARE CAPITAL:

The paid-up equity share capital of the Company as on 31st March 2018 stood at Rs.41.50 Crore. During the year under review, the Company has not raised its issued capital with different voting rights nor has granted any stock options or sweat equity and none of the directors hold instruments is to be converted as equity shares as on 31st March 2018.

DEPOSITS

During the year under review, Your Company has not accepted any Deposits within the meaning of provisions of Chapter V of the Companies Act 2013 (Acceptance of Deposits by Companies) read with the Companies (Acceptance of Deposits) Rules, 2014.

RISK MANAGEMENT

Your Company has a robust Risk Management Policy, the Company through a steering committee oversees the Risk Management process including risk identification, impact assessment, effective implementation of the mitigation plans and risk reporting. A detailed Risk Management policy of the Company to have good Corporate Governance is hosted in the Company's official website www.pentamedia.in

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY:

Your Company has adequate internal control systems combined with Delegation of Powers and periodical review of the process. The control system is also supported by internal audits and management reviews of documented policies and procedures.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

The Management of the Company was carried out by:

1. Mr.R. Kalyanaraman
2. Mr. V. Venkataramanan
3. Mr. C. V. Ravi
4. Mrs. Parvathy

During the year under review following Appointment/Resignations has taken place,

Name	Appointment /resignation	Designation	Date
Mr. V. Chandrasekaran	Resigned	Managing Director	31/10/2017
Mr. V.Venkataramanan	Appointed	Whole-time Director	01/11/2017
Mr. R. Swaminathan	Resigned	Director	30/11/2017
Mr. B. Karthick	Resigned	Company Secretary	30/11/2017
Mr. C.V.Ravi	Appointed	Additional Director	01/12/2017
Mrs. S. Sumathi	Resigned	Director	29/12/2017
Mrs. V. N. Parvathy	Appointed	Additional Director	12/01/2018

Mr. V. Chandrasekaran's term ended as Managing Director with effect from 31st October 2017. He did not seek extension and also got relieved as Director, due to health reasons. He was involved with the company from the inception and it is his vision and relentless efforts which enabled the company grow into a renowned Global organization. During his illustrious tenure as CEO, The Company adopted pioneering Technologies in Media and won many Prestigious International and National Awards. The Management places on Record its Appreciation and Gratitude for the great service rendered by him.

Mrs. Sumathi Sridharan, resigned from the post with effect from 29th December 2017 due to personal reasons. She enabled the Company to attain leadership Position in Software and Media Technology Training. The Management places on record its appreciation for her services.

EVALUATION OF BOARD'S PERFORMANCE

As per the provisions of Section 134(3)(p) of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors carried out annual performance evaluation of the Board, the directors individually as well as evaluation of the working of its Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee. The manner in which the evaluation has been carried out is explained in the Corporate Governance Report.

MANAGEMENT DISCUSSION & ANALYSIS

Although Media industry in India is growing at a very healthy rate of about 15% CAGR, Animation film Industry continues to suffer and has negligible share in the total market. This is basically because the Animation Movies are still perceived to be Children's category in India. Foreign Animation film producers like Disney, Pixar and others are spending huge resources, which are 30 to 40 times the amount being spent by the Indian animation film producers. This makes the quality of Their Production far superior and the Indian Animation Film Industry is unable to compete with these high-quality films in the global market. In addition, substantial amount must be spent in promotion and prerelease activities for the animation films rendering them unviable.

With the advent of Cloud computing and availability of shared High cost Computer resources Individual animators and Small groups with necessary skills can produce special effects and computer graphics required for live action film industry at a very low cost making it not possible for the corporate to compete. Though quality and creativity are well appreciated by the media industry they are not well rewarded with revenues.

These aspects have been analyzed and The Management has decided to discontinue the production of animation films. The Management proposes to leverage its Brand Equity with outsourced Contents to build a resilient Business Model. The company is also in the process of entering Rights acquisition and Distribution of Live action films, with the objective reducing the turnaround period of resources and maximizing the revenue and profits. The company plans to enter streaming and broadcasting industry which are growing at a very rapid rate. The management is reasonably confident with this restructuring of the business model; they will be able to generate healthy revenue and profits with a sustained growth and bring back the Company to its past glory.

EXTRACT OF ANNUAL RETURN

The details forming part of the extract of the Annual Return in form MGT-9 is annexed herewith as “**Annexure 1**” as per section 92 of the Companies Act 2013.

NUMBER OF THE MEETINGS OF THE BOARD

The Board had met Eight (8) times during the financial year ended 31st March 2018, on 29/05/2017, 12/07/2017, 24/07/2017, 28/07/2017, 30/10/2017, 15/12/2017, 12/01/2017 and 29/03/2018. Particulars of meetings held and attended by each Director are detailed in the Corporate Governance Report, which forms part of this Report.

FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS

The details of familiarization programmes to Independent Directors with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company and related matters are put up on the website of the Company at the link: www.pentamedia.in.

DECLARATION BY INDEPENDENT DIRECTORS

The Company has received necessary declaration from each Independent Director of the Company under Section 149(7) of the Companies Act, 2013 (Act) stating that the Independent Directors of the Company met with the criteria of Independence laid down in Section 149(6) of the Act and Regulation 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:

The complete details of loans, guarantees and Investments as per the provisions of Section 186 of Companies Act 2013 are given in the notes on accounts of the financial statements.

VIGIL MECHANISM/WHISTLE BLOWER POLICY

The Company has taken steps to establish the Vigil Mechanism/Whistle Blower Policy as is stipulated in the Regulation 22 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and Pursuant to Section 177(9) & 177(10) of the Companies Act 2013. This provides a mechanism to raise concerns about actual or suspected frauds, unethical behavior, safeguards against victimization of employees, etc, and the same has been posted in the official website of the Company www.pentamedia.in.

NOMINATION AND REMUNERATION COMMITTEE

Pursuant to Section 178 of the Companies Act, 2013, the Board has constituted a Nomination and Remuneration Committee consisting of the following members

Mr. Kalyanaraman : Chairperson

Mr. C V Ravi : Member

Mr. V.N.Parvathy : Member

The said committee has been empowered and authorized to exercise powers as entrusted under the provisions of Section 178 of the Companies Act, 2013. The Company had laid out and following the policy on director's appointment and remuneration including criteria for determining qualifications, positive attributes, independence of a director and other matters provided under sub section 3 of Section 178 of the Companies Act, 2013.

Policy on Criteria for Board Nomination and Remuneration policy is available in the website of the Company link www.pentamedia.in.

RELATED PARTY TRANSACTIONS

The Audit Committee and the Board of Directors have approved the Related Party Transactions Policy and the same has been uploaded on the Company's website www.pentamedia.in. The Company has a process in place to periodically review and monitor Related Party Transactions. All the related party transactions were in the ordinary course of business and at arm's length, disclosure of the same is made in AOC 2 “**Annexure 2**” to this report. There were no materially significant related party transactions that may have conflict with interest of the Company

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS

There are no significant and material orders passed by the Regulators or Courts or Tribunals which would impact the going concern status of the Company.