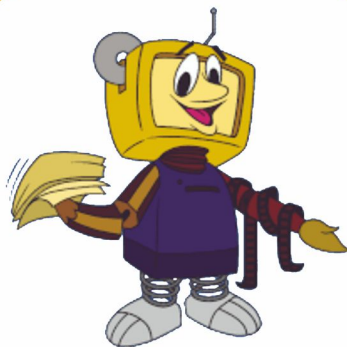


43rd
Annual Report
2018-2019



PENTAMEDIA
GRAPHICS LIMITED



CONTENTS

Company information	01
Notice to the shareholder	02
Directors' Report & Management Discussion and Analysis Report	08
Annexure To Board's Report	14
Report on Corporate Governance	21
Independent Auditor's Report	36
Balance Sheet	41
Statement of Profit & Loss Account.....	42
Cash flow statement.....	43
Notes Forming Part of Financial Statements	44
Attendance and Proxy Form	55

CORPORATE INFORMATION

BOARD OF DIRECTORS

Mr. V Venkataramanan	Whole time Director cum CFO
Mr. R Kalyanaraman	Director upto 14/08/2019
Mrs. V N Parvathy	Director
Mr. C V Ravi	Director upto 30/05/2019
Mr. A Nagarajan	Director w.e.f 14/08/2019
Mr. T S Srinivasan	Director w.e.f. 14/08/2019

COMPANY SECRETARY

Mr.ARAVI
Company Secretary & Compliance Officer

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. R S M & Associates,
Chartered Accountants
Firm Reg. No. 2813S
No.1. Bharathi Street, West Mambalam,
Chennai - 600033

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

REGISTERED OFFICE

No.73, Arcot Road, Nu-Tech Plaza,
T-2, Third Floor, Kodambakkam, Chennai - 600024
Telephone no: 044 -24833067
Fax: 044 - 24726042
Email :info@pentamedia.in
Website : www.pentamedia.in

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

PENTAMEDIA GRAPHICS LIMITED

CIN: L74210TN1976PLC007142

Regd Office: No.73, Arcot Road, Nu-Tech Plaza, T-2, Third Floor, Kodambakkam,
Chennai - 600024, Telephone no: 044 -24833067, Fax: 044 - 24726042
Email :info@pentamedia.in Website : www.pentamedia.in

NOTICE CONVENING THE FORTY SECOND ANNUAL GENERAL MEETING

NOTICE is hereby given that the Forty Third Annual General Meeting of the members of M/s.**PENTAMEDIA GRAPHICS LIMITED** will be held on Friday the 27th day of September 2019, at 10.15 A.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, 2019, 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 2019, 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."

2. To appoint a Director in place of Mrs. Parvathy (07134870), who retires by rotation and, being eligible, seeks re-appointment as a Director and in this regard, pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, Mrs. Parvathy (07134870), who retires by rotation at this Meeting and being eligible, has offered herself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.

3. To appoint Auditors to hold office from the conclusion of this Annual General Meeting until the conclusion of the 48th Annual General Meeting and to fix their remuneration and 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 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, as may be applicable (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and pursuant to the recommendations of the Audit Committee and the Board, Mr. K.Nandhiswaran -FCA Chartered Accountants(No. 207644), be appointed as Statutory Auditor of the Company, in place of the retiring Auditors, M/s. Babu Peram & Associates, Chartered Accountants (Firm Registration No. 012721S), to hold office from the conclusion of this 43rd Annual General Meeting until the conclusion of the 48th Annual General Meeting, subject to ratification by the Members every year at the Annual General Meeting, at such remuneration and out of pocket expenses, as may be decided by the Board of Directors of the Company."

SPECIAL BUSINESS

4. Appointment of Mr. A. Nagarajan 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 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactments thereof for the time being in force) and Regulation 17 and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (Listing Regulations) as amended and based on the recommendations of the Nomination and Remuneration Committee and the Board of Directors, A. Nagarajan (DIN: 02165730), a Non-executive Independent Director of the Company, who was appointed as an Additional Director by the Board of Directors on 14/08/2019 and whose term of office expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a Member proposing his candidature for the office of Director of the Company and who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and Listing Regulations and who is eligible for appointment as an Independent Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 consecutive years from 14/08/2019 to 13/08/2024 and that she shall not be liable to retire by rotation

5. Appointment of Mr. T S Srinivasan as 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 Section 152 and any other applicable provisions of the Companies Act, 2013 ("Act") and the Rules made there under (including any statutory modification(s) or re-enactments thereof for the time being in force), Mr. T S Srinivasan (DIN 07044410) who was appointed as an Additional Director of the Company by the Board of Directors with effect from 14/08/2019 and who holds the said office pursuant to the provisions of Section 161 of the Companies Act, 2013 upto the date of this Annual General Meeting ('AGM') and who is eligible for appointment under the relevant provisions 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 proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation

BY THE ORDER OF THE BOARD

Place: Chennai
Date: 10/08/2019

A Ravi
(Company Secretary)

NOTES:

1. 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.
2. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out the material facts pertaining to the Resolutions is annexed hereto.
3. Corporate Members intending to send their authorised representatives to attend the AGM, pursuant to Section 113 of the Companies Act, 2013, are requested to send to the Company, a certified copy of relevant Board Resolution together with the respective specimen signatures of those representative(s) authorised under the said resolution to attend and vote on their behalf at the meeting.
4. The Register of Members and Share Transfer Books of the company will remain Closed from 21st September, 2019 to 27th September, 2019 (Both days inclusive).
5. Members/proxies are requested to bring the Attendance slip duly filled in for attending the Meeting.
6. 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.
7. 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.
8. Details pursuant to Regulation 26 of SEBI (LODR) Regulations, 2015 in respect of Directors seeking appointment / re-appointment at the Annual General Meeting are annexed hereto.
9. 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.
10. 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 Tuesday, 24th September, 2019 at 9.00 a.m. and ends on Thursday

26th September, 2019 at 05.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in Dematerialized form, may cast their vote electronically. The cut-off date for determining the eligibility of members for e-voting and poll is Friday, 20th day of September, 2019. 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. 4

The Board of Directors of the Company, on the recommendation of the Nomination and Remuneration Committee, have appointed Mr. A. Nagarajan (DIN: 02165730) as Additional Director (Independent) of the Company on 14/08/2019 to hold office for a period of five consecutive years, not liable to retire by rotation, subject to approval of the Members at the ensuing Annual General Meeting ("AGM").

As per section 161 of Companies Act, 2013 Additional Director, Mr. A. Nagarajan will holds office up to the date of the AGM. Mr. A Nagarajan is eligible for being appointed as an Independent Director in terms of Section 149(4) and has given a declaration to the Board that he meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1) (b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations).

In terms of Section 149 and other applicable provisions, if any, of the Companies Act, 2013, Mr. A Nagarajan is proposed to be appointed as Independent Director for a term of 5 consecutive years from 14/08/2019 to 13/08/2024.

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. A Nagarajan as a Director of the

Company. In the opinion of the Board, Mr. A Nagarajan 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.

The disclosure containing the profile and other details of Mr. A Nagarajan as required under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS2) is annexed to the Notice.

Interest of Directors and Key Managerial Personnel:

None of the Directors except Mr. A Nagarajan and none of key managerial personnel of the Company or their relatives is directly or indirectly concerned or interested, financially or otherwise, in this resolution.

Item No. 5

As per provision of Section 161 of the companies Act, 2013 Mr. T S Srinivasan will hold office upto the date of 43rd Annual general meeting. Notice in writing under section 160 of the Companies Act, 2013 has been received along with necessary deposit from a member signifying his intention to propose the appointment of MR. T S Srinivasan, as a director of the company at the 43rd Annual general meeting.

The board recommends the Ordinary resolution as set out in Item No.5 of the notice for approval of members. The disclosure containing the profile and other details of Mr. A Nagarajan as required under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS2) is annexed to the Notice.

Interest of Directors and Key Managerial Personnel:

None of the Directors except Mr. T S Srinivasan and none of key managerial personnel of the Company or their relatives is directly or indirectly concerned or interested, financially or otherwise, in this resolution.

Additional information on Directors recommended for appointment /re-appointment pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and under Secretarial Standards on General Meeting (SS-2):

Item No. 2.

Information of Mrs. V N PARVATHY

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 64
Date of Appointment	12/01/2018
Educational Qualification	She is a graduate from Osmania University and also has Diploma in Finance from IIM Ahemadabad,
Experience	She took over the Franchisee of leading Stock Broking Company and have in excellence of performance award during the 2003-04. She presently in the portfolio management
No. of Shares held by her	NIL
List of outside Directorships held in Public Companies	WELLWIN INDUSTRY LIMITED
Chairman / Member of the Committees of Board of Directors of the Company	Audit committee - Member Stakeholders Relationship Committee - Member Nomination and remuneration committee -- Member
Chairman / Member of the Committees of Board of Directors of other Companies in which she is a Director	Nil
Relationships between directors inter-se	Nil
Relationship with Key Managerial Personnel	Nil

Item No. 4 of Mr. A. Nagarajan

NAME	Mr. A. Nagarajan
DIN	02165730
ADDRESS	B 3-A Parsan Nagar 36 V.G.P Road Saidapet, Chennai 600015
Date of Birth, Age	25/05/1954; age 65
Date of Appointment	14/08/2019
Educational Qualification	B.Sc and Chartered Accountants
Experience	Fellow member of Institute of Chartered Accountants of India with experience of nearly 4 decades. Worked as Financial Controller in Tamil Nadu Cements Corporation Ltd (an Tamilnadu Govt. undertaking) for 15 years. He also worked as Divisional Manager Maxworth Orchards for 2 years. Presently a partner in Arockiaswamy & Raj Chartered Accounts.
No. of Shares held by him	NIL
List of outside Directorships held in Public Companies	Nil
Chairman / Member of the Committees of Board of Directors of the Company	
Chairman / Member of the Committees of Board of Directors of other Companies in which he is a Director	Nil
Relationships between directors inter-se	Nil
Relationship with Key Managerial Personnel	Nil

Item No. 5 of Mr. T S Srinivasan

NAME	Mrs. T S Srinivasan
DIN	07044410
ADDRESS	Flat NO A2, Ashirvad Apartments NO 11, Raman Street, Thyagarayanagar, Chennai 600017
Date of Birth, Age	08/10/1951; age 68
Date of Appointment	14/08/2019
Educational Qualification	B.Sc and CA, CS, CMA
Experience	Has an experience of over 40 years in the Field of Finance, Accounts and Secretarial. Worked in M/s. Fraser and Ross (Chartered Accounts) and moved over to M/s. United India Insurance Company. He is also worked as financial controller in M/s. Sreelekhq Intercontinental and as Company Secretary in M/s. Amaravathy Chemicals Limited.
No. of Shares held by him	NIL
List of outside Directorships held in Public Companies	Nil
Chairman / Member of the Committees of Board of Directors of the Company	
Chairman / Member of the Committees of Board of Directors of other Companies in which he is a Director	Nil
Relationships between directors inter-se	Nil
Relationship with Key Managerial Personnel	Nil

DIRECTOR'S REPORT & MANAGEMENT DISCUSSION AND ANALYSIS

DEAR MEMBERS,

Your Board of Directors are presenting herewith the Forty Third Annual Report on the business and operations of your company together with the Audited Financial Statements for the year ended 31st March, 2019. The Management Discussion and Analysis is given as part of this Report

FINANCIAL PERFORMANCE:

(Rs. In Crores)

PARTICULARS	Year Ended 31 st March 2019	Year Ended 31 st March 2018
Revenue from Operations	3.87	3.24
Other Income	0.00	0.00
Total Income	3.87	3.24
Total Expenses	9.54	3.30
Exceptional Items	Nil	Nil
Profit Before Tax	(5.67)	(.06)
Provision for Taxation (net) / Deferred Tax	0.21	0.17
Profit after Tax	(5.46)	0.11

During the year under review, the Company's total revenue stood as Rs.3.87 Crore against Rs.3.24 Crore of the previous year and the net profit stood at Rs. (5.46) crores from Rs. 0.11 crores of previous year. The board of directors have taken note that company performance has not been to the desired level. This mainly due to the turbulent condition prevailing in both live/animation film industry in India. The board is working on the business strategies and the business structure in order to substantially improve the performance of the company

BUSINESS OVERVIEW:

As stated last year started 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 also purchased the rights of three South Indian films but because certain problems in the industry the performance was not up to the mark during the year.

The Company 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 2018-19. Consequently, no amount is transferred to General Reserve Account.

SHARE CAPITAL:

The paid-up equity share capital of the Company as on 31st March 2019 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 2019.

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: