

J ANUSUYA, M.Com., ACS
Practising Company Secretary

Annex-A

Secretarial Compliance report of PENTAMEDIA GRAPHICS LIMITED for the year ended 31st MARCH 2019

I, CS J ANUSUYA, have examined

- (a) all the documents and records made available to us and explanation provided by PENTAMEDIA GRAPHICS LIMITED,
(b) the filings/ submissions made by the listed entity to the stock exchanges,
(c) website of the listed entity,
(d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,
for the year ended 31st MARCH 2019 in respect of compliance with the provisions of

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and Regulations, circulars, guidelines issued thereunder; and
(b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
(b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
(c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
(d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
(e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
(f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
(g) Securities and Exchange Board of India (Issue and Listing of Non- Convertible and Redeemable Preference Shares) Regulations, 2013;
(h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
(i) other regulations as applicable and circulars/ guidelines issued thereunder;
(Note: The aforesaid list of Regulations is only illustrative. The list of all SEBI Regulations, as may be relevant and applicable to the listed entity for the review period, shall be added.)

and based on the above examination, I hereby report that, during the Review Period ;

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

<i>Sr. No.</i>	<i>Compliance Requirement (Regulations/circulars/ guidelines including • specific clause)</i>	<i>Deviations</i>	<i>Observations/Remarks of the Practicing Company Secretary</i>
1	SEBI LODR 40(9) for Q4	Not filed within time	Liable to Penalty
2	SEBI LODR 31 for Q4	Not filed within time	Liable to Penalty
3	SEBI LODR 13(3) for Q4	Not filed within time	Liable to Penalty
4	SEBI LODR 6(1)	Not filed within time	Uable to Penalty

- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my/our examination of those records.

- (c) The following are the details of actions taken against the listed entity/its promoters/directors/material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/Regulations and circulars/guidelines issued thereunder:

Continuation Sheet

<i>Sr. No.</i>	<i>Action taken by</i>	<i>Details of violation</i>	<i>Details of action taken E.g. fines, warning letter, debarment, etc.</i>	<i>Observations/Remarks of the Practicing Company Secretary</i>
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DURING THE REVIEW PERIOD, NO ACTIONS WERE TAKEN

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(d) The listed entity has taken the following actions to comply with the observations made in previous reports:

<i>Sr. No.</i>	<i>Observations of the Practicing Company Secretary in the previous reports</i>	<i>Observations made in the secretarial compliance report for the year ended (The years are to be mentioned)</i>	<i>Actions taken by the listed entity, if any</i>	<i>Comments of the Practicing Company Secretary on the actions taken by the listed entity</i>
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NIL

Note: Most of the periodical Compliances not done within the stipulated timeframe.

Place: Chennai-92

Date: 30.05.2019

J ANUSUYA
Practicing Company Seer
ACS No.:52923
C P No.:19510

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