



PENNAR INDUSTRIES LIMITED

Dated: 5th September, 2017
Place: Hyderabad

BSE Limited Phiroze Jeejeebhoy Towers Dalal Street, Fort Mumbai-400 001 K.A.: Ms Ishwari Vaidya Scrip Code: 513228	The National Stock Exchange of India Limited Bandra Kurla Complex Bandra East Mumbai – 400 051 K.A.: Ms. Snehal Scrip Symbol: PENIND
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Dear Sir/Madam,

Sub: Submission of Notice to Annual General Meeting, Attendance Slip and Proxy Form for the Financial Year 2016-17 - reg.

With reference to the subject cited above and in compliance the provisions of the Listing Regulations, we hereby submit the Notice to 41st Annual General Meeting, Attendance Slip and Proxy Form for the Financial Year 2016-17.

Kindly take the aforesaid information on record.

Thanking you

Yours faithfully

for Pennar Industries Limited

Mirza Mohammed Ali Baig
Company Secretary & Compliance Officer
ACS 29058



Manufacturers of Cold Roll Formed Sections, Cold Rolled Steel Strips, Metal Crash Barriers, Industrial Components, ERW and Precision Tubes, Solar Mounting Structures & Hydraulic Cylinders

Corp.Office & Works: IDA, Patancheru – 502 319, Medak District, Telangana State, INDIA
Tel: +91 8455 242184 to 242193, Fax: +91 8455 242424 / 242161, E-mail: pilhyd@bsnl.in, Website: www.pennarindia.com

Regd.Office: 3rd Floor, DHFLVC Silicon Towers, Kondapur, Hyderabad – 500 084.

Tel: +91 40 4006 1621 to 24, Fax: +91 40 4006 1618

CIN No: L27109AP1975PLC001919

NOTICE

NOTICE is hereby given that the 41st Annual General Meeting (AGM) of members of M/s. Pennar Industries Limited will be held on Thursday, the 28th day of September, 2017 at 11:00 A.M. at Radisson Hyderabad, HITECH City, Gachibowli, Hyderabad - 500 032, to transact the following business:

ORDINARY BUSINESS

- To receive, consider and adopt the audited financial statements (including audited consolidated financial statements) of the company for the financial year ended 31st March, 2017 together with the reports of the Board of directors and the auditors thereon.
- To appoint a Director in the place of Mr. Kondapally Lavanya Kumar Rao (DIN: 01710629) who retires by rotation and being eligible offers himself for re-appointment.
- To appoint a Director in the place of Mr. Potluri Venkateswara Rao (DIN: 03157581) who retires by rotation and being eligible offers himself for re-appointment.
- To appoint Auditors and fix their remuneration and in this regard to consider and if thought fit, to pass 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 (“the Act”) read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), M/s. Deloitte Haskins & Sells LLP, Chartered Accountants (Registration No. 117366W/W-100018), Hyderabad, be and are hereby appointed as the Statutory Auditor of the Company in place of the retiring Auditors M/s. Rambabu & Co., (FRN 002976S), to hold office for a term of five consecutive years from the conclusion of the ensuing Annual General meeting to be held in the year 2017 till the conclusion of the Annual General Meeting to be held in the year 2022 (subject to the ratification of appointment by shareholders in

SPECIAL BUSINESS

every Annual General Meeting) on such remuneration plus service tax as applicable and reimbursement of out-of pocket expenses in connection with the audit as may be mutually agreed upon by the Board of Directors and the Auditors.

5. To designate Mr. Ravi Chachra (DIN: 01298145) as an Independent Director and in this regard 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, 150, 152 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, read with Schedule IV to the Companies Act, 2013, subject to such other laws, rules and provisions as may be applicable from time to time Mr. Ravi Chachra (DIN: 01298145), who meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 and who is eligible for appointment be and is hereby appointed as Independent Director for a term of five years with effect from 14.08.2017 to 13.08.2022 not liable to retirement by rotation.”

6. To re-appoint Mr. Nrupender Rao (DIN: 00089922) as Chairman, liable to retire by rotation and in this regard to consider and if thought fit, to pass, with or without modifications, the following resolution as Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 196,197,203 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013 and subject to all necessary approvals, the consent of the members of the company be is hereby accorded to appoint Mr. Nrupender Rao (DIN: 00089922) as Chairman of the

Company for a period of two year with effect from 10th November, 2016 to 9th November, 2018, on such remuneration and terms & conditions as approved by the Remuneration Committee at its meeting held on 10th November, 2016, the particulars of which are annexed hereunder:

Particulars of Remuneration:

- Salary (including dearness and all other allowances) shall be Rs. 6,00,000/- per month.
- Special salary shall be Rs. 4,00,000/- per month.
- Perquisites and Allowances shall be Rs. 3,90,000/- per month.
- In addition to the above minimum remuneration, commission not exceeding 1.5% of the net profits of the company, computed according to the provisions of the Companies Act, 2013.

Perquisites and Allowances include accommodation (furnished or otherwise) or house rent allowance in lieu thereof, House Maintenance allowance, together with the reimbursement of expenses or allowances for utilities such as gas, electricity, water, furnishings, repairs, servants' salaries, society charges and property tax, medical reimbursement, leave travel concession for self and family, club fees, contribution to any statutory fund including superannuation fund etc and such other perquisites and allowances in accordance with the Rules of the company or as may be agreed to by the Board of Directors and Mr. Nrupender Rao.

In addition to the above, company car with driver and fuel, company's contribution to Provident Fund and Gratuity, communication facilities, medical and accident insurance will not be treated as perquisites.

“RESOLVED FURTHER THAT so long as Mr. Nrupender Rao (DIN: 00089922) functions as the Chairman of the Company, he will not be paid any fees for attending the meetings of the Board of Directors or any Committee thereof.”

“RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to alter and vary the terms and conditions of appointment and / or remuneration, subject to the same not exceeding the limits specified under Section 197, read with Schedule V of the Companies Act, 2013 and do all acts deeds and things to give effect to this appointment.”

7. To re-appoint Mr. Aditya Rao (DIN: 01307343) as Vice-Chairman and Managing Director, liable to retire by rotation and in this regard to consider and if thought fit, to pass, with or without modifications, the following resolution as Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 196,197,203 and any other applicable provisions of the Companies Act, 2013 and

the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013 and subject to all necessary approvals, the consent of the members of the company be is hereby accorded to appoint Mr. Aditya Rao (DIN: 01307343) as Vice-Chairman and Managing Director of the Company for a period of two year with effect from 9th February, 2017 to 8th February, 2019, on such remuneration and terms & conditions as approved by the Remuneration Committee at its meeting held on 8th February, 2017, the particulars of which are annexed hereunder:

Particulars of Remuneration:

- Salary (including dearness and all other allowances) of Rs 6,00,000 per month.
- Special salary shall be Rs. 2,50,000/- per month.
- Perquisites and Allowances shall be Rs. 1,43,000/- per month.
- In addition to the above minimum remuneration, commission not exceeding 1% of the net profits of the company, computed according to the provisions of the Companies Act, 2013.
- In addition to the above, company car with driver and fuel and also communication facilities will be provided to Mr. Aditya Rao. These will not be treated as perquisites.

Perquisites and Allowances include accommodation (furnished or otherwise) or house rent allowance in lieu thereof, House Maintenance allowance, together with the reimbursement of expenses or allowances for utilities such as gas, electricity, water, furnishings, repairs, servants' salaries, society charges and property tax; medical reimbursement, medical/accident insurance, leave travel concession for self and family; club fees; contribution to any statutory fund including provident fund, superannuation fund, gratuity fund etc. and such other perquisites and allowances in accordance with the Rules of the Company.

“RESOLVED FURTHER THAT so long as Mr. Aditya Rao (DIN: 01307343) functions as the Vice-Chairman and Managing Director of the Company, he will not be paid any fees for attending the meetings of the Board of Directors or any Committee thereof.”

“RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to alter and vary the terms and conditions of appointment and / or remuneration, subject to the same not exceeding the limits specified under Section 197, read with Schedule V of the Companies Act, 2013 and do all acts deeds and things to give effect to this appointment.”

8. To re-appoint Mr. K Lavanya Kumar (DIN: 01710629) as Whole-Time Director, liable to retire by rotation and in this regard to consider and if thought fit, to pass, with or without modifications, the following resolution as Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 196,197,203 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013 and subject to all necessary approvals, the consent of the members of the company be is hereby accorded to appoint Mr. K Lavanya Kumar (DIN: 01710629) as Whole-Time Director of the Company for a period of two year with effect from 10th November, 2016 to 9th November, 2018, on such remuneration and terms & conditions as approved by the Remuneration Committee at its meeting held on 10th November, 2016, the particulars of which are annexed hereunder:

Particulars of Remuneration:

- i. Salary (including dearness and all other allowances) shall be Rs. 2,00,000 per month.
- ii. Special salary shall be 60% of the salary above.
- iii. Perquisites and Allowances shall be Rs. 1,00,000 per month.

Perquisites and Allowances include accommodation (furnished or otherwise) or house rent allowance in lieu thereof, House Maintenance allowance, together with the reimbursement of expenses or allowances for utilities such as gas, electricity, water, furnishings, repairs, servants’ salaries, society charges and property tax, medical reimbursement, leave travel concession for self and family, club fees, contribution to any statutory fund including superannuation fund etc and such other perquisites and allowances in accordance with the Rules of the company or as may be agreed to by the Board of Directors and Mr. K Lavanya Kumar.

In addition to the above, company car with driver and fuel, company's contribution to Provident Fund and Gratuity, communication facilities, medical and accident insurance will not be treated as perquisites.

“RESOLVED FURTHER THAT so long as Mr. K Lavanya Kumar (DIN: 01710629) functions as the Whole-Time Director of the Company, he will not be paid any fees for attending the meetings of the Board of Directors or any Committee thereof.”

“RESOLVED FURTHER THAT the Board of Directors be and are hereby

authorized to alter and vary the terms and conditions of appointment and / or remuneration, subject to the same not exceeding the limits specified under Section 197, read with Schedule V of the Companies Act, 2013 and do all acts deeds and things to give effect to this appointment.”

9. To ratify the remuneration payable to M/s. Shaik & Associates., Cost Auditors for the financial year ending 31st March, 2018 and in this regard 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 148 and all other applicable provisions 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), the consent of the members be and is hereby accorded to ratify the appointment of M/s. Shaik & Associates., as Cost Auditors made by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2018, and also to ratify the remuneration of Rs. 80,000/- p.a. as an audit fee including all taxes and duties and out of pocket expenses.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to the aforesaid resolution.”

10. To approve material related party transaction and in this regard to consider and, if thought fit, to pass the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Meeting of Board and its Powers) Rules, 2014 and in terms of applicable provisions of the Listing Agreement (including any statutory modification(s) or enactment thereof for the time being in force), and also pursuant to the consent of the Audit Committee and the Board of Directors vide resolutions passed in their respective meetings, the approval of the Company be and is hereby accorded to the Material Related Party Transactions as entered by the company for the Financial Year 2016-17 of a value of Rs. 2,916 Lakhs and transactions to be entered for Financial Year 2017-18 of a value of Rs.4000 Lakhs as per details as set out under item no. 10 of the Statement annexed to this Notice and that the Board of Directors be and are hereby authorized to perform and execute all such deeds, matters and things including delegate such authority as may be deemed necessary or expedient to give effect to this resolution and for the matters connected therewith or incidental thereto.

**By Order of the Board
for Pennar Industries Limited**

Mirza Mohammed Ali Baig
Company Secretary & Compliance Officer
ACS No. 29058

Place : Hyderabad

Date : 14.08.2017

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 A PROXY NEED NOT BE A MEMBER OF THE COMPANY. A person can act as a proxy on behalf of not exceeding 50 members and holding in aggregate not more than 10% of the total share capital of the Company.

2. The instrument appointing the proxy, duly completed, must be deposited at the Company's registered office not less than 48 hours before the commencement of the meeting. A proxy form for the Annual General Meeting is enclosed.

3. Corporate Members intending to send their authorized representatives to attend the Meeting are requested to send a certified copy of the Board resolution authorizing their representative to attend and vote on their behalf at the meeting.

4. The Register of Members and the Share Transfer Books of the company will remain closed from 22nd September, 2017 to 23rd September, 2017, both days inclusive in connection with the Annual General Meeting.

5. An Explanatory Statement pursuant to the provisions of Section 102(1) of the Companies Act, 2013 with respect to the special business set out in the notice is annexed herewith.

6. Shareholders desirous of obtaining any information concerning the accounts and operations of the company are requested to send their queries to the registered office of the company at least seven days before the date of the Annual General Meeting, so that the information requested may be made available.

7. Members are requested to bring duly filled in Attendance Slips sent herewith for attending the meeting

8. Relevant documents and registers will be available for inspection by the members at the registered office of the Company.

9. Members are requested to address all correspondence with regard to change of address, dividend matters to the Registrar and Share Transfer Agents, M/s. Karvy Computershare Private Limited, Karvy Selenium Tower B, Plot No. 31 & 32 Gachibowli Financial District Nana-kramguda Seriligampalli Hyderabad - 500032 in respect of shares held in physical mode and to their depository participants in respect of shares held in dematerialized form.

10. Members are requested to furnish their e-mail id's to enable the Company to forward all the requisite information in electronic mode. In case of shareholders holding shares in demat form, the email IDs of the shareholders registered with the DP and made available to the Company shall be the registered email ID unless communication is received to the contrary.

11. Copies of the Annual Report 2017 are being sent by electronic mode only to all the members whose email addresses are registered with the Company / Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email addresses, physical copies of the Annual Report 2017 are being sent by the permitted mode.

12. The Securities and Exchange Board of India (SEBI) has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participant(s). Members holding shares in physical form shall submit their PAN details to the Company.

13. Members/Proxies are requested to bring their copy of the Annual Report to the meeting.

14. In compliance with the provisions of section 108 of the Act, the Companies (Management and Administration) Rules, 2014 and SEBI (LODR) Regulations, 2015, shareholders are provided with the facility to cast their vote electronically, through the e-voting services provided by M/s. Karvy Computershare Private Limited, in respect of all resolutions set forth in this Notice. Subhash Kishan Kandrapu, (Membership No. 32743) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

The procedure and instructions for e-voting are as follows:

- a) Open your web browser during the voting period and navigate to ‘https://evoting.karvy.com’
- b) Enter the login credentials (i.e., user-id & password) mentioned on the Postal Ballot Form. Your folio/DP Client ID will be your User-ID.

User – ID	For Members holding shares in Demat Form:- For NSDL :- 8 Character DP ID followed by 8 Digits Client ID For CDSL :- 16 digits beneficiary ID For Members holding shares in Physical Form:- Event no. followed by Folio Number registered with the company
Password	Your Unique password is printed on the Postal Ballot Form / via email forwarded through the electronic notice
Captcha	Enter the Verification code i.e., please enter the alphabets and numbers in the exact way as they are displayed for security reasons

c) Please contact our toll free No. 1-800-34-54-001 for any further clarifications.

d) Members can cast their vote online from 25th September, 2017 @ 10:00 A.M. to 27th September, 2017 @ 5.30 P.M. During this period, shareholders of the company holding shares either in dematerialized or physical form as on the cut-off date of 22nd September, 2017, may cast their vote electronically.

e) After entering these details appropriately, click on “LOGIN”.

f) Members holding shares in Demat/Physical form will now reach Password Change menu wherein they are required to mandatorily change their login password in the new password field. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character. Kindly note that this password can be used by the Demat holders for voting for resolution of any other Company on which they are eligible to vote, provided that Company opts for e-voting through M/s. Karvy Computershare Private Limited e-Voting platform. System will prompt you to change your password and update any contact details like mobile #, email ID etc on 1st login. You may also enter the Secret Question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not

to share your password with any other person and take utmost care to keep your password confidential.

g) You need to login again with the new credentials.

h) On successful login, system will prompt to select the ‘Event’ i.e., ‘Company Name’.

i) If you are holding shares in Demat form and had logged on to “https://evoting.karvy.com” and casted your vote earlier for any company, then your exiting login id and password are to be used.

j) On the voting page, you will see Resolution Description and against the same the option ‘FOR/AGAINST/ABSTAIN’ for voting. Enter the number of shares (which represents number of votes) under ‘FOR/AGAINST/ABSTAIN’ or alternatively you may partially enter any number in ‘FOR’ and partially in ‘AGAINST’, but the total number in ‘FOR/AGAINST’ taken together should not exceed your total shareholding. If the shareholder do not wants to cast, select ‘ABSTAIN’

k) 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.



l) Once you ‘CONFIRM’ your vote on the resolution, you will not be allowed to modify your vote.

m) Corporate/Institutional Members (corporate /Fls/Flls/Trust/Mutual Funds/Banks, etc) are required to send scan (PDF format) of the

relevant Board resolution to the Scrutinizer through e-mail to sub-bok@gmail.com with copy to evoting@karvy.com and mirza.baig@pennarindia.com. The file scanned image of the Board Resolution should be in the naming format “Corporate Name_ Event no.”

EXPLANATORY STATEMENT

[PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013]

Item # 5 To designate Mr. Ravi Chachra as an Independent Director of the Company

The Board of Directors appointed Mr. Ravi Chachra (representing the Eight Capital Master Fund Limited) as Non-Executive Director of the company at the Board meeting held on 29.07.2006. M/s. Eight Capital Master Fund Limited divested the entire stake in the company, consequent upon such disinvestment Mr. Ravi Chachra deemed to be an independent director. In view of the same, the Board at its meeting held on 14.08.2017 appointed Mr. Ravi Chachra as Non-Executive Independent Director of the company. His induction on the Board as an Independent Director would be of immense benefit to the company.

Names of companies in which Mr. Ravi Chachra holds directorship and the membership of the committees of the Board are provided in the additional information on directors seeking appointment/re-appointment at the ensuing Annual General Meeting.

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. Ravi Chachra 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. Ravi Chachra (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. Ravi Chachra as an Independent Director of the Company up to 13.08.2022 pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder. He is not liable to retire by rotation.

In the opinion of the Board of Directors, Mr. Ravi Chachra, the Independent Director proposed to be appointed, fulfils the conditions specified in the Act and the Rules made thereunder and he is independent of the Management. A copy of the draft letter for the appointment of Mr. Ravi Chachra 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 Annual General Meeting.

The Nomination and Remuneration Committee recommended the appointment to the Board. The Board recommends the resolution set out at item no. 5 of the notice for your approval. No director, key managerial personnel or their relatives, except Mr. Ravi Chachra, to whom the resolution relates, is interested or concerned in the resolution.

Item # 6 Appointment of Mr. Nrupender Rao as an Executive Chairman

The members of the Company at their Annual General Meeting held on 30th September, 2017 had approved the terms of appointment of Mr. Nrupender Rao as an Executive Chairman of the company for a period of two years commencing from 01.04.2015.

The Board of Directors at its meeting held on 10.11.2016 has, subject to the approval of members, unanimously approved the terms of appointment of Mr. Nrupender Rao as an Executive Chairman of the Company for a period of two years commencing from 10.11.2016 to 09.11.2018 including payment of remuneration.

Mr. Nrupender Rao has been guiding the company in its strategic, decision making policies and financial restructuring.

Names of companies in which Mr. Nrupender Rao holds directorship and the membership of the committees of the Board are provided in the additional information on directors seeking appointment/re-appointment at the ensuing Annual General Meeting.

Since, Mr. Nrupender Rao has attained the age of 70 years; approval of the members for his re-appointment is sought by a special resolution.

The resolution seeks the approval of the members in terms of Sections 196 and 197 read with Schedule V and other applicable provisions of the Companies Act, 2013, and the Rules made thereunder for the appointment of Mr. Nrupender Rao as an Executive Chairman.

The Nomination and Remuneration Committee recommended the appointment to the Board. The Board recommends the resolution set out at item no. 6 of the notice for your approval. No director, key managerial personnel or their relatives, except Mr. Nrupender Rao and Mr. Aditya Rao (being a relative), to whom the resolution relates, is interested or concerned in the resolution.

Item # 7 Appointment of Mr. Aditya Rao as Vice-Chairman and Managing Director

The members of the Company at their Annual General Meeting held on 30th September, 2015 had approved the terms of appointment of Mr. Aditya Rao as a Vice-Chairman and Managing Director of the company for a period of two years commencing from 01.04.2015.

The Board of Directors at its meeting held on 09.02.2017 has, subject to the approval of members, unanimously approved the terms of appointment of Mr. Aditya Rao as Vice-Chairman and Managing Director of the Company for a period of two years commencing from 09.02.2017 to 08.02.2019 including payment of remuneration.

Mr. Aditya Rao has been handling the functions of diversification, projects, various strategies, initiatives of the Company and involved in the operations of subsidiaries.

Names of companies in which Mr. Aditya Rao holds directorship and the membership of the committees of the Board are provided in the additional information on directors seeking appointment/re-appointment at the ensuing Annual General Meeting.

The resolution seeks the approval of the members in terms of Sections 196 and 197 read with Schedule V and other applicable provisions of the Companies Act, 2013, and the Rules made thereunder for the appointment of Mr. Aditya Rao as Vice-Chairman and Managing Director.

The Nomination and Remuneration Committee recommended the appointment to the Board. The Board recommends the resolution set out at item no. 7 of the notice for your approval. No director, key managerial personnel or their relatives, except Mr. Nrupender Rao and Mr. Aditya Rao (being a relative), to whom the resolution relates, is interested or concerned in the resolution.

Item # 8 Appointment of Mr. K Lavanya Kumar as Whole-Time Director

The members of the Company at their Annual General Meeting held on 30th September, 2015 had approved the terms of appointment of Mr. K Lavanya Kumar as Whole-Time Director of the company for the period commencing from 01.05.2015 to 31.03.2017.

The Board of Directors at its meeting held on 10.11.2016 has, subject to the approval of members, unanimously approved the terms of appointment of Mr. K Lavanya Kumar as Whole-Time Director of the Company for a period of two years commencing from 10.11.2016 to 09.11.2018 including payment of remuneration.

The terms and conditions of his appointment are as follows :

1. Remuneration : As provided in the resolution.
2. Period of appointment : from 10th November, 2016 to 9th November, 2018.
3. The appointment may be terminated by either party by giving six months' notice in writing of such termination or as may be mutually agreed between the parties.
4. Mr. K Lavanya Kumar shall perform such duties as shall from time to time be entrusted to him by the Board of Directors, subject to superintendence, guidance and control of the Board of Directors.

Mr. K Lavanya Kumar has been handling the day to day operations with respect to Legal, Human Resource, Personnel, Government Relations and Public Relations.

Names of companies in which Mr. K Lavanya Kumar holds directorship and the membership of the committees of the Board are provided in the additional information on directors seeking appointment/re-appointment at the ensuing Annual General Meeting.

pointment at the ensuing Annual General Meeting.

The resolution seeks the approval of the members in terms of Sections 196 and 197 read with Schedule V and other applicable provisions of the Companies Act, 2013, and the Rules made thereunder for the appointment of Mr. K Lavanya Kumar as Whole-Time Director.

The Nomination and Remuneration Committee recommended the appointment to the Board. The Board recommends the resolution set out at item no. 8 of the notice for your approval. No director, key managerial personnel or their relatives, except Mr. K Lavanya Kumar, to whom the resolution relates, is interested or concerned in the resolution.

Item # 9 Approval for payment of remuneration to the Cost Auditors for the financial year ending 31st March, 2018

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of the M/s. Shaik & Associates., Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2018 at a remuneration of Rs. 80,000/- p.a. as an audit fee including all taxes and duties and out of pocket expenses.

In accordance with the provisions of Section 148 of the Act read with

the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the shareholders of the Company.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 9 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending 31st March, 2018.

The Board recommends the resolution for your approval. None of the Directors, key managerial personnel or their relatives is, in any way, concerned or interested in the said resolution.

Item # 10 Approval of material related party transactions

During the Financial Year 2016-17, your Company has entered into certain business transactions with M/s. Pennar Engineered Building Systems Limited (PEBS), a Subsidiary Company, which is a "Related Party" as defined under Section 2 (76) of the Companies Act, 2013. The Company is also proposed to enter into certain business transactions with PEBS during Financial Year 2017-18. These transactions are worth Rs.2,916 Lakhs for Financial Year 2016-17 and estimated at Rs.4,000 Lakhs for Financial Year 2017-18. The details of such transactions are given below:-

Transaction During 2016-17:

Sl. No.	Name of the related party	Salient features of the transaction	Nature of Transactions	Amount of Transaction (Rs. In lakhs)
1.	Pennar Engineered Building Systems Limited (subsidiary of Pennar Industries Limited)	As per the sale/purchase orders entered into between the Company and PEBS	Purchase of Material	2916
			Sale of Goods	
			Other Services Rendered	
			Other Services Received	

Transaction During 2017-18:

Sl. No.	Name of the related party	Salient features of the transaction	Nature of Transactions	Amount of Transaction (Rs. In lakhs)
1.	Pennar Engineered Building Systems Limited (subsidiary of Pennar Industries Limited)	As per the sale/purchase orders to be entered into between the Company and PEBS at the time of entering in to transaction	Purchase of Material	4000
			Sale of Goods	
			Other Services Rendered	
			Other Services Received	

**By Order of the Board
for Pennar Industries Limited**

**Mirza Mohammed Ali Baig
Company Secretary & Compliance Officer
ACS No. 29058**

Place : Hyderabad

Date : 14.08.2017

Additional information on Directors seeking appointment/reappointment at the forthcoming Annual General Meeting

Particulars	Date of Birth	Date of appointment	Qualification	Expertise	List of Companies in which outside directorship held on 31 st March, 2017	Chairman of the Committee of other companies on which he is a director as on 31 st March, 2017	Member of the Committee of other companies on which he is a director as on 31 st March, 2017	No of Shares held by them in the Company as on 31 st March, 2017
Joginapally Venkata Nrupender Rao	23.06.1945	23.09.1995	B.Tech IIT Kharagpur, M.S. Operations Research & Industrial Engineering, Purdue University, USA	Experience in the various field of Management	M/s. Pennar Engineered Building Systems Limited M/s. Pennar Enviro Limited M/s. Pennar Solar Limited M/s. Pennar Holdings Private Limited M/s. Saven Technologies Limited	M/s. Saven Technologies Limited	M/s. Pennar Engineered Building Systems Limited	50,97,863 Equity Shares of Rs. 5/- each.
Aditya Rao	06.12.1981	30.01.2008	Industrial Engineering, Purdue University, USA B.S., M. Eng. From Cornell University, USA	Experience in Corporate Business Planning	M/s. Pennar Engineered Building Systems Limited M/s. Pennar Enviro Limited M/s. Pennar Renewables Private Limited M/s. Pennar Solar Limited M/s. Pennar Holdings Private Limited M/s. Mainstay Tech Solutions Private Limited	Nil	M/s. Pennar Engineered Building Systems Limited M/s. Pennar Enviro Limited	49,62,508 Equity Shares of Rs. 5/- each.
Lavanya Kumar Rao Kondapally	19.02.1959	07.05.2014	Graduated in Law from Kakatiya University	Experience in the areas of law, construction, corporate affairs and liaising with statutory authorities	M/s. Pennar Solar Limited M/s. Pennar Renewables Private Limited	Nil	Nil	82,200 Equity Shares of Rs. 5/- each.
Potluri Venkateswara Rao	15.08.1959	30.03.2016	B. Tech (Civil Engineering)	Experience in the field of management	M/s. Pennar Engineered Building Systems Limited M/s. Pennar Enviro Limited M/s. Calderys India Refractories Limited	Nil	M/s. Pennar Engineered Building Systems Limited M/s. Pennar Enviro Limited	6,920 Equity Shares of Rs. 5/- each.
Ravi Chachra	10.09.1965	29.07.2006	B.Com, M.B.A.	Portfolio Manager	M/s. Effcenter Infrastructure Private Limited M/s. Fort Kochi Hotels Private Limited M/s. Eight Asset Reconstruction Private Limited M/s. Goa Beach Estate Private Limited M/s. Beach Gate Tourism and Hospitality Services Private Limited	Nil	Nil	Nil



Pennar Industries Limited

Registered Office: Floor No. 3, DHFLVC Silicon Towers, Kondapur, Hyderabad - 500 084

Tel No: 40 4006 1623, **e-Mail ID:** corporatecommunications@pennarindia.com

Website: www.pennarindia.com, **Corporate Identification No.** L27109AP1975PLC001919

ATTENDANCE SLIP

Please fill this attendance slip and hand it over at the entrance of the meeting. Only members or their proxies are entitled to be present at the meeting.

Regd. Folio No: _____	No. of Shares held : _____
*DP. Id.: _____	*Client Id : _____

I certify that I am a registered shareholder / Proxy for the Registered Shareholder of the Company. I hereby record my presence at the 41st Annual General Meeting held on Thursday, the 28th September, 2017 at 11.00 a. m. at Radisson Hyderabad, Hitech City, Gachibowli, Hyderabad - 500 032.

Name of the Member/Proxy (in BLOCK Letters	
Signature of the Shareholder/Proxy:	

Note :

- Please complete the Folio/DP ID-Client ID No. and name, sign the Attendance Slip and hand it over at the Attendance Verification counter at the entrance of the Meeting Hall
- Electronic copy of the Annual Report along with the Attendance Slip and Proxy Form is being sent to all the members whose e-mail address is registered with the Company / Depository Participant unless any member has requested for a hard copy of the same. Members receiving electronic copy and attending the AGM can print copy of this Attendance Slip
- Physical copy of Annual Report along with Attendance Slip and Proxy Form is sent in the permitted mode(s) to all members whose email is not registered or have requested for a hard copy

* Applicable for investors holding shares in electronic form.



Pennar

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PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s):	
Registered address:	
e-Mail ID:	
Folio No. /Client ID:	
DP ID:	

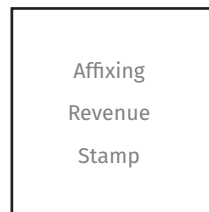
I/We, being the member (s) of _____, Shares of the above named Company, hereby appoint:

1	Name:	
	Address:	
	e-Mail ID:	
	Signature:	
Or failing him/her		
2	Name:	
	Address:	
	e-Mail ID:	
	Signature:	
Or failing him/her		
3	Name:	
	Address:	
	e-Mail ID:	
	Signature:	

as my/our proxy to vote (on a poll) for me/us on my/our behalf, at the 41st Annual General Meeting of the Company to be held on Thursday, the 28th September, 2017 at 11.00 a. m. at Radisson Hyderabad, Hitech City, Gachibowli, Hyderabad - 500 032 or at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolutions	Optional*	
	Ordinary Busyness:	For	Agains
1	To receive, consider and adopt the audited financial statements (including audited consolidated financial statements) of the company for the financial year ended 31st March, 2017 together with the reports of the Board of directors and the auditors thereon.		
2	To appoint a Director in the place of Mr. Kondapally Lavanya Kumar Rao (DIN: 01710629) who retires by rotation and being eligible offers himself for re-appointment.		
3	To appoint a Director in the place of Mr. Potluri Venkateswara Rao (DIN: 03157581) who retires by rotation and being eligible offers himself for re-appointment.		
4	To appoint Deloitte Haskins & Sells LLP as Statutory Auditors and fix their remuneration.		
	Special Busyness:		
5	To designate Mr. Ravi Chachra (DIN: 01298145) as an Independent Director.		
6	To re-appoint Mr. Nrupender Rao (DIN: 00089922) as Chairman.		
7	To re-appoint Mr. Aditya Rao (DIN: 01307343) as Vice-Chairman and Managing Director.		
8	To re-appoint Mr. K Lavanya Kumar (DIN: 01710629) as Whole-Time Director.		
9	To ratify the remuneration payable to M/s. Shaik & Associates., Cost Auditors for the financial year ending 31st March, 2018.		
10	To approve material related party transaction.		

Signed this _____ day of _____ 2017.



Signature of the Member

Signature of the Proxy Holder(s)

Note:

- The proxy form should be signed across the stamp as per the specimen signature registered with the Company.
 - The Proxy form must be deposited at the Registered Office of the Company not less than 48 hours before the time fixed for the meeting.
 - The proxy need not be a member of the Company.
- *iv. It is optional to put a 'X' in the appropriate column against the Resolution indicated in the Box. If you leave the 'For' and 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he / she think appropriate.
- v. Please complete all details including detail of member(s) in above box before submission.