



PENNAR INDUSTRIES LIMITED



Dated: Monday, September 09, 2019

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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Kind Attn: Listing Department/Corporate Relationship Department

Dear Sir/Madam,

Sub: Disclosure under Regulation 30 of SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015.

With reference to the subject cited above, we hereby submit the following documents with respect to our forthcoming Annual General Meeting to be held on Monday the 30th September, 2019.

1. Notice to 43rd Annual General Meeting, Attendance Slip and Proxy Form for the Financial Year 2018-19.
2. Copies of the advertisements issued in newspapers on 8th (Nava Telangana) and 9th (Business Standard) September, 2019 regarding dispatch of Notice to the members of the Company for the 43rd Annual General Meeting, the Closure of Register of Members and Share Transfer Books and e-voting and matters related thereto.

Kindly take the same on your records.

Thanking you,

Yours faithfully,

for Pennar Industries Limited

Mirza Mohammed Ali Baig

Company Secretary & Compliance Officer

ACS 29058



Manufacture of Cold Rolled Steel Strips & Formed Sections, Sheet Metal Pressed, Fabricated & Machined Components, Precision Electric Resistance Welded Tubes, Cold Drawn Electric Resistance Welded Tubes and Fabricated Components & Structures. Design, Development, Manufacture of Hydraulic Cylinders. Manufacture of Railway Coach Accessories Include under Frames using 1.1, 1.4, 7.1 and 8.1 group Materials by SMAW, GMAW & GTAW

Corporate Office & Works : IDA, Patancheru-502 319, Sangareddy District, Telangana State, INDIA

Tel: +91 8455 242184 to 242193, E-mail: corporatecommunications@pennarindia.com, 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 43rd Annual General Meeting (AGM) of members of M/s. Pennar Industries Limited will be held on Monday, the 30th September, 2019 at 10:00 A.M. at Radisson Hyderabad, HITECH City, Gachibowli, Hyderabad - 500 032, to transact the following business:

Ordinary Business

1. To receive, consider and adopt the audited financial statement (including audited consolidated financial statements) of the company for the financial year ended 31st March, 2019 together with the reports of the Board of directors and the auditors thereon and in this regard, pass the following resolutions as Ordinary Resolutions:
 - (a) "RESOLVED THAT the audited financial statement of the Company for the financial year ended 31st March, 2019 and the reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted."
 - (b) "RESOLVED THAT the audited consolidated financial statement of the Company for the financial year ended 31st March, 2019 and the report of Auditors thereon laid before this meeting, be and are hereby considered and adopted."
2. To appoint a Director in the place of Mr. Eric James Brown (DIN: 07670880) who retires by rotation and being eligible offers himself for 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, Mr. Eric James Brown (DIN: 07670880), who retires by rotation at this meeting and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."
3. To appoint a Director in the place of Mr. P V Rao (DIN: 03157581) who retires by rotation and being eligible offers himself for 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, Mr. P V Rao (DIN: 03157581), who retires by rotation at this meeting and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

Special Business

4. To confirm the appointment of Mr. Chandrasekhar Sripada (DIN: 02813923) as Director who was appointed as Additional Director and in this regard to consider and if thought fit, to pass, with or without modifications, the following resolution as Ordinary Resolution:

"RESOLVED THAT Pursuant to the provisions of Section 149, 161 of the Companies Act, 2013 and the Rules made thereunder and subject to the Articles of Association of the Company, Mr. Chandrasekhar Sripada, who was appointed as an Additional Non-Executive Independent Director by the Board of Directors with effect from 12.02.2019 and who holds office until the date of the ensuing Annual General Meeting, in terms of Section 161 of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying his intention to propose Mr. Chandrasekhar Sripada as a candidate for the office of a director of the Company, be and is hereby appointed as a director of the Company not liable to retire by rotation."

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5. To appoint Mr. Chandrasekhar Sripada (DIN: 02813923) 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 and Listing Regulations, Mr. Chandrasekhar Sripada (DIN: 02813923) who holds office up to the date of the ensuing Annual General Meeting and in respect of whom the Company has received a notice in writing from a member signifying his intention to propose Mr. Chandrasekhar Sripada as a candidate for the office of a director of the Company, who meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 be and is hereby appointed as an Independent Director of the Company for a term of five years with effect from 12.02.2019 to 11.02.2024 not liable to retirement by rotation."
6. To confirm the appointment of Mrs. Bharati Jacob (DIN: 00174865) as Director who was appointed as Additional Director and in this regard to consider and if thought fit, to pass, with or without modifications, the following resolution as Ordinary Resolution:
 "RESOLVED THAT Pursuant to the provisions of Section 149, 161 of the Companies Act, 2013 and the Rules made thereunder and subject to the Articles of Association of the Company, Mrs. Bharati Jacob, who was appointed as an Additional Non-Executive Independent Director by the Board of Directors with effect from 27.05.2019 and who holds office until the date of the ensuing Annual General Meeting, in terms of Section 161 of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying his intention to propose Mrs. Bharati Jacob as a candidate for the office of a director of the Company, be and is hereby appointed as a director of the Company not liable to retire by rotation."
7. To appoint Mrs. Bharati Jacob (DIN: 00174865) 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 and Listing Regulations, Mrs. Bharati Jacob (DIN: 00174865) who holds office up to the date of the ensuing Annual General Meeting and in respect of whom the Company has received a notice in writing from a member signifying his intention to propose Mrs. Bharati Jacob as a candidate for the office of a director of the Company, who meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 be and is hereby appointed as an Independent Director of the Company for a term of five years with effect from 27.05.2019 to 26.05.2024 not liable to retirement by rotation."
8. To re-appoint Mr. Aditya Rao (DIN: 01307343) as Vice-Chairman and Managing Director 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, 2019 to

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8th February, 2021, on such remuneration and terms & conditions as approved by the Remuneration Committee at its meeting held on 12th February, 2019, the particulars of which are annexed hereunder:

Particulars of Remuneration:

- i. Salary (including dearness and all other allowances) shall be ₹ 72,00,000/- per annum.
- ii. Special salary shall be ₹ 30,00,000/- per annum.
- iii. Perquisites and Allowances shall be ₹ 17,16,000/- per annum.
- iv. In addition to the above, company car with driver and fuel and also communication facilities will be provided to Mr. Aditya Rao. These will be treated as perquisites and will be taxed as per the perquisite tax rules.

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.

All future remuneration growth be determined by the accomplishment of market cap growth and PAT growth. The remuneration of Mr. Aditya Rao will be reviewed annually.

50% of remuneration growth should be linked to the market cap and 50% to the accomplishment of PAT growth.

Consequently if the average market cap for a year grows x% from the average the previous year, the remuneration should be increased by $\frac{1}{6}^{\text{th}}$ of x%. So a 30% increase in market cap should result in an increment of 5%. A decrease in share price should leave his remuneration flat. The increase should be capped at 5% with any increase above that being given as a one-time bonus.

If the PAT of the company in the year grows by y% over the previous year, then the remuneration should be increased by $\frac{1}{6}^{\text{th}}$ of y%. So a 30% increase in PAT should result in an increment of 5%. A decrease in PAT for the year should result in no remuneration increase for the year. The increase should be capped at 5% with any increase above that being given as a one-time bonus.

Combined if the market cap of the company and the PAT increase by 30% then Mr. Aditya Rao's remuneration should increase by $5\% + 5\% = 10\%$.

Under this mechanism the following would be the remuneration growth:

1. Scenario 1: 30% growth in average market cap and 30% growth in PAT = remuneration growth of 10%.
2. Scenario 2: 15% growth in average market cap and 15% growth in PAT = remuneration growth of 5%.
3. Scenario 3: 0% growth in average market cap and 0% growth in PAT = remuneration remains the same.
4. Scenario 4: -15% growth in average market cap and -15% growth in PAT = remuneration remains the same.
5. Scenario 5: -15% growth in average market cap and 30% growth in PAT = remuneration growth by 5%
6. Scenario 6: -15% growth in average market cap and 60% growth in PAT = remuneration growth by 5% and one time bonus of 5%

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7. Scenario 7: 60% growth in average market cap and 60% growth in PAT = remuneration growth of 10% and one time bonus of 10%.

"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."

9. To appoint Mr. P V Rao (DIN: 03157581) as Joint 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. P V Rao (DIN: 03157581) as Joint Managing Director of the Company for a period of one year with effect from 27th May, 2019 to 26th May, 2020, on such remuneration and terms & conditions as approved by the Remuneration Committee at its meeting held on 25th May, 2019, the particulars of which are annexed hereunder:

Particulars of Remuneration:

- i. Salary (including dearness and all other allowances) shall be ₹ 97,90,000/- per annum.
- ii. Special salary shall be ₹ 39,16,000/- per annum.
- iii. Perquisites and Allowances shall be ₹ 33,08,800/- per annum.
- iv. In addition to the above, company car with driver and fuel and also communication facilities will be provided to Mr. P V Rao. These will be treated as perquisites and will be taxed as per the perquisite tax rules.

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 or as may be agreed to by the Board of Directors and Mr. P V Rao.

All future remuneration growth be determined by the accomplishment of market cap growth and PAT growth. The remuneration of Mr. P V Rao will be reviewed annually. 50% of remuneration growth should be linked to the market cap and 50% to the accomplishment of PAT growth. Consequently if the average market cap for a year grows x% from the average the previous year, the remuneration should be increased by 1/6th of x%. So a 30% increase in market cap should result in an increment of 5%. A decrease in share price should leave his remuneration flat. The increase should be capped at 5% with any increase above that being given as a one-time bonus.

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If the PAT of the company for PEBS in the year grows by y% over the previous year, then the remuneration should be increased by $\frac{1}{6}^{\text{th}}$ of y%. So a 30% increase in PAT should result in an increment of 5%. A decrease in PAT for the year should result in no remuneration increase for the year. The increase should be capped at 5% with any increase above that being given as a one-time bonus.

Combined if the market cap of the company and the PAT increase by 30% then Mr. P V Rao's remuneration should increase by $5\% + 5\% = 10\%$.

Under this mechanism the following would be the remuneration growth:

1. Scenario 1: 30% growth in average market cap and 30% growth in PAT = remuneration growth of 10%.
2. Scenario 2: 15% growth in average market cap and 15% growth in PAT = remuneration growth of 5%.
3. Scenario 3: 0% growth in average market cap and 0% growth in PAT = remuneration remains the same.
4. Scenario 4: -15% growth in average market cap and -15% growth in PAT = remuneration remains the same.
5. Scenario 5: -15% growth in average market cap and 30% growth in PAT = remuneration growth by 5%
6. Scenario 6: -15% growth in average market cap and 60% growth in PAT = remuneration growth by 5% and one time bonus of 5%
7. Scenario 7: 60% growth in average market cap and 60% growth in PAT = remuneration growth of 10% and one time bonus of 10%.

"RESOLVED FURTHER THAT so long as Mr. P V Rao (DIN: 03157581) functions as the Joint 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."

10. To re-appoint Mr. B Kamalakar Rao (DIN: 00038686) as an Independent Director and in this regard, pass the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149 and 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 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. B Kamalakar Rao (DIN: 00038686), who was appointed as an Independent Director and who holds office of Independent Director up to the conclusion of this Annual General Meeting and being eligible, 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, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years on the Board of the Company."

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11. To re-appoint Mr. Manish Mahendra Sabharwal (DIN: 00969601) as an Independent Director and in this regard, pass the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149 and 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 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Manish Mahendra Sabharwal (DIN: 00969601), who was appointed as an Independent Director and who holds office of Independent Director up to the conclusion of this Annual General Meeting and being eligible, 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, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years on the Board of the Company."

12. To re-appoint Mr. Varun Chawla (DIN: 02097425) as an Independent Director and in this regard, pass the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149 and 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 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Varun Chawla (DIN: 02097425), who was appointed as an Independent Director and who holds office of Independent Director up to the conclusion of this Annual General Meeting and being eligible, 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, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years on the Board of the Company."

13. To ratify the remuneration payable to M/s. Shaik & Associates., Cost Auditors for the financial year ending 31st March, 2020 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, 2020, and also to ratify the remuneration of ₹ 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."

14. To Create Charges and in this regard to consider and, if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT in supersession of the resolution passed by the Members at their Meeting held on 28th day of September, 2018 and pursuant to Section 180(1)(a) of companies Act 2013 and other applicable provision if an, of the companies Act, 2013 & Companies Act, 1956 (including any

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statutory modification or re-enactment thereof) the consent of Members of the company be and is hereby accorded to the Board of Directors of the Company to create such charges (including but not limited to Mortgages and Hypothecations) in addition to the existing charges created by the Company, on such movable, immovable and other properties / assets or the whole or substantially the whole of the Undertaking or the Undertakings of the Company both present and future or in such manner the Board may deem fit In the best interest of the Company, together with the power to take over management and concern of the Company in certain events, so as to secure 'Fund based borrowing (including but not limited to Rupee / Foreign Currency Loans, Debenture, Bonds or other instruments)' and 'Non- fund based Facilities / Limits etc., availed from Banks / financial institutions, Companies Body Corporate and others', Corporate Guarantee etc., provided that the total amount of such Funds base borrowing, Non-fund based support, Corporate Guarantees or other together with interest, cost, charges, expenses and other monies payable by the company by whatever name called, shall not, at any time, exceed ₹ 1,500 crores (Rupees One Thousand Five Hundred Crores) and that for the implementation of this Resolution, the Board may act through any Committee / Director or any other person duly authorized in that behalf."

15. To borrow in excess of paid-up capital and free reserves and in this regard to consider and, if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT in supersession of the resolution passed by the Members at their Meeting held on 28th day of September, 2018 and pursuant to Section 180(1) (c) of Companies Act 2013 and other applicable provision if any, of the Companies Act, 2013 & Companies Act, 1956 (including any statutory modification or re-enactment thereof) the consent of Members of the Company be and is hereby accorded to the Board of Directors of the Company for borrowing from time to time, any sum or sums of money as it may deem proper notwithstanding that the money to be borrowed together with the money already borrowed by the company, if any (apart from temporary loans obtained from the company's banker in the ordinary course of business) may exceed the aggregate for the time being of the paid-up capital of the Company and its free reserves, if any, that is to say, reserves not set apart for any specific purpose, provided that the total amount of moneys to be so borrowed by the Company together with money already borrowed (apart from temporary loans obtained from the Company's bankers in ordinary course of business) shall not exceed ₹ 1,500 crores (Rupees One Thousand Five Hundred Crores only) outstanding at any one time and that for the implementation of this Resolution, the Board may act through any Committee /Director or any other person duly authorized in that behalf."

16. To alter the Articles of Association of the Company and in this regard, pass the following resolution as a Special Resolution:

"RESOLVED THAT Pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and rules made thereunder, the existing Article No. 106(i) of the Company be and is hereby replaced as under:

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Article No.	Amendment
106(i)	The existing Article replaced with the following Article: "Subject to the applicable provisions of the Act, the number of Directors of the Company shall not be less than 3(three) and not more than 15(fifteen). The Company shall also comply with the provisions of the Companies (Appointment and Qualification of Directors) Rules, 2014 and the regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Board shall have an optimum combination of executive and Independent Directors with atleast 1(one) woman Director, as may be prescribed by law from time to time."

"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 this resolution and for matters connected therewith or incidental thereto."

By Order of the Board
for Pennar Industries Limited

Place : Hyderabad
Date : 12.08.2019

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

Notes :

M/s. Deloitte Haskins & Sells LLP, Chartered Accountants, was appointed as Statutory Auditors of the Company at the 41st Annual General Meeting held on 28th August, 2017. Pursuant to Notification issued by the Ministry of Corporate Affairs on 7th May, 2018 amending section 139 of the Companies Act, 2013 and the Rules framed thereunder, the mandatory requirement for ratification of appointment of Auditors by the Members at every Annual General Meeting ("AGM") has been omitted, and hence the Company is not proposing an item on ratification of appointment of Auditors at this AGM.

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 20th September, 2019 to 21st September, 2019, both days inclusive in connection with the Annual General Meeting.

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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 Fintech Private Limited (formerly Karvy Computershare Private Limited), Karvy Selenium Tower B, Plot No. 31 & 32 Gachibowli Financial District Nanakramguda 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 2019 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 2019 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 Fintech Private Limited (formerly 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.

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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 26th September, 2019 @ 10:00 A.M. to 29th September, 2019 @ 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 23rd September, 2019, 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 Fintech 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 /FIs/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 subbok@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."

Notice

Explanatory Statement [pursuant to Section 102(1) of the Companies Act, 2013]

Item # 4&5 Appointment of Mr. Chandrasekhara Sripada as an Independent Director

The Board, at its meeting held on 12th February, 2019 appointed Mr. Chandrasekhara Sripada as an Additional Non-Executive Independent Director of the Company with effect from 12th February, 2019, pursuant to Section 161 of the Companies Act, 2013, read with Article 107 of the Articles of Association of the Company.

His induction on the Board as an Independent Director would be of immense benefit to the company. The Names of companies in which Mr. Chandrasekhara Sripada 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.

Mr. Chandrasekhara Sripada works on a portfolio of offerings in education, research, teaching, Board governance, advisory services, writing, public speaking and coaching; as his second career - after a 40 years corporate career in Human Resource Management across Public, Private and Multi-National Companies. As a CHRO, he has led Human Capital Strategies and partnered with CEOs and top teams in major companies like IBM, Capgemini, Reliance and NIIT. Starting as a Management trainee with SAIL, he retired as the Global Chief Human Resource Officer at Dr. Reddy's - a leading NYSE listed Pharma Company. Mr. Chandrasekhara Sripada is currently a Professor (OB & Human Capital) Indian School of Business, Hyderabad.

Pursuant to the provisions of Section 161 of the Companies Act, 2013, Mr. Chandrasekhara Sripada will hold office up to the date of 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 ₹ 1,00,000/- proposing the candidature of Mr. Chandrasekhara Sripada for the office of director.

The Company has received from Mr. Chandrasekhara Sripada (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. Chandrasekhara Sripada as an Independent Director of the Company up to 11.02.2024 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. Chandrasekhara Sripada, 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. Chandrasekhara Sripada 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.

Notice

The Nomination and Remuneration Committee recommended the appointment to the Board. The Board recommends the resolution set out at item no. 4&5 of the notice for your approval. No director, key managerial personnel or their relatives, except Mr. Chandrasekhar Sripada, to whom the resolution relates, is interested or concerned in the resolution.

Item # 6&7 Appointment of Mrs. Bharati Jacob as an Independent Director

The Board, at its meeting held on 27th May, 2019 appointed Mrs. Bharati Jacob as an Additional Non-Executive Independent Director of the Company with effect from 27th May, 2019, pursuant to Section 161 of the Companies Act, 2013, read with Article 107 of the Articles of Association of the Company.

Her induction on the Board as an Independent Director would be of immense benefit to the company. The Names of companies in which Mrs. Bharati Jacob 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.

Mrs. Bharati Jacob has a wide repertoire of experience spanning consumer research, financial planning and venture investing over 30 years. Mrs. Bharati Jacob is currently the co-founder and Managing Partner at Seedfund an early stage fund targeting Indian market opportunities. She has successfully raised funds from large institutions such as Commonwealth Development Corporation of UK, The welcome Trust, Danish Pension fund. Mrs. Bharati Jacob has been named business women of the year by Forbes India Business Today and Outlook business.

Pursuant to the provisions of Section 161 of the Companies Act, 2013, Mrs. Bharati Jacob will hold office up to the date of 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 ₹ 1,00,000/- proposing the candidature of Mrs. Bharati Jacob for the office of director.

The Company has received from Mrs. Bharati Jacob (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 she is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013, and (iii) a declaration to the effect that she 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 Mrs. Bharati Jacob as an Independent Director of the Company up to 26.05.2024 pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder. She is not liable to retire by rotation.

In the opinion of the Board of Directors, Mrs. Bharati Jacob, the Independent Director proposed to be appointed, fulfils the conditions specified in the Act and the Rules made thereunder and she is independent of the Management. A copy of the draft letter for the appointment of Mrs. Bharati Jacob 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. 6&7 of the notice for your approval. No director, key managerial personnel or their relatives, except Mrs. Bharati Jacob, to whom the resolution relates, is interested or concerned in the resolution.

Notice

Item # 8 Appointment of Mr. Aditya Rao as Vice-Chairman and Managing Director

The members of the Company at their Annual General Meeting held on 28th September, 2017 had 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.

The Board of Directors at its meeting held on 12.02.2019 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 09.02.2019 to 08.02.2021 including payment of remuneration. The Nomination and Remuneration Committee at its meeting at its meeting held on 12th August, 2019 recommended to the Board of Directors to link the future remuneration growth of Mr. Aditya Rao to market cap growth and PAT growth, the Board of Directors at its meeting held on 12th August, 2019 considered and approved to link the future remuneration of Mr. Aditya Rao to market cap growth and PAT growth.

Mr. Aditya Rao worked on creating and implementing the company's growth strategy, organisation structure, controls and team building. His mandate is to create a perpetual growth company with business units that continually scale revenue and profitability along with rigorous risk management controls.

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. 8 of the notice for your approval. No director, key managerial personnel or their relatives, except Mr. Aditya Rao and Mr. Nrupender Rao (being a relative), to whom the resolution relates, is interested or concerned in the resolution.

Item # 9 Appointment of Mr. P V Rao as Joint Managing Director

Mr. P V Rao was the Managing Director of Pennar Engineered Building Systems Limited, Pursuant to the Order of the Hon'ble National Company Law Tribunal, Hyderabad Bench dated 8th May, 2019 with respect to Scheme of Amalgamation of Pennar Engineered Building Systems Limited with Pennar Industries Limited, the Board of Directors at its meeting held on 27th May, 2019 has, subject to the approval of members, unanimously approved the terms of appointment of Mr. P V Rao as Joint Managing Director of the Company for a period of one year commencing from 27.05.2019 to 26.05.2020 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 27th May, 2019 to 26th May, 2020.
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. P V Rao 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.

Notice

Mr. P V Rao has been handling the day to day operations of the PEBS business unit of the Company.

Names of companies in which Mr. P V 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. P V Rao as Joint Managing Director.

The Nomination and Remuneration Committee recommended the appointment to the Board. The Board recommends the resolution set out at item no. 9 of the notice for your approval. No director, key managerial personnel or their relatives, except Mr. P V Rao, to whom the resolution relates, is interested or concerned in the resolution.

Item # 10, 11 and 12 Appointment of Independent Directors for a second term of 5 (five) consecutive years on the Board of the Company

Mr. B Kamalaker Rao (DIN: 00038686), Mr. Manish Mahendra Sabharwal (DIN: 00969601) and Mr. Varun Chawla (DIN: 02097425) were appointed as Independent Directors on the Board of the Company pursuant to the provisions of Section 149 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and the erstwhile Clause 49 of the Listing Agreement with the stock exchanges. They hold office as Independent Directors of the Company up to the conclusion / date of the ensuing Annual General Meeting of the Company ("first term" in line with the explanation to Sections 149(10) and 149(11) of the Act).

The Nomination and Remuneration Committee of the Board of Directors has recommended reappointment of Mr. B Kamalaker Rao, Mr. Manish Mahendra Sabharwal and Mr. Varun Chawla as Independent Directors for a second term of 5 (five) consecutive years on the Board of the Company.

The Board, based on the recommendation of the Nomination and Remuneration Committee, considers that, given their background and experience and contributions made by them during their tenure, the continued association of Mr. B Kamalaker Rao, Mr. Manish Mahendra Sabharwal and Mr. Varun Chawla would be beneficial to the Company and it is desirable to continue to avail their services as Independent Directors. Accordingly, it is proposed to re-appoint Mr. B Kamalaker Rao, Mr. Manish Mahendra Sabharwal and Mr. Varun Chawla as Independent Directors of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years on the Board of the Company.

Section 149 of the Act and provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") inter alia prescribe that an Independent Director of a company shall meet the criteria of independence as provided in Section 149(6) of the Act. Section 149(10) of the Act provides that an Independent Director shall hold office for a term of up to five consecutive years on the Board and shall be eligible for re-appointment on passing a special resolution by the company and disclosure of such appointment in its Board's report. Section 149(11) provides that an Independent Director may hold office for up to two consecutive terms.

Mr. B Kamalaker Rao, Mr. Manish Mahendra Sabharwal and Mr. Varun Chawla are not disqualified from being appointed as Directors in terms of Section 164 of the Act and have given their consent to act as Directors.

Notice

The Company has received notices in writing from a member along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Mr. B Kamalaker Rao, Mr. Manish Mahendra Sabharwal and Mr. Varun Chawla for the office of Independent Directors of the Company.

The Company has also received declarations from Mr. B Kamalaker Rao, Mr. Manish Mahendra Sabharwal and Mr. Varun Chawla that they meet with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under the Listing Regulations.

In the opinion of the Board, Mr. B Kamalaker Rao, Mr. Manish Mahendra Sabharwal and Mr. Varun Chawla fulfil the conditions for appointment as Independent Directors as specified in the Act and the Listing Regulations. Mr. B Kamalaker Rao, Mr. Manish Mahendra Sabharwal and Mr. Varun Chawla are independent of the management.

Names of companies in which Mr. B Kamalaker Rao, Mr. Manish Mahendra Sabharwal and Mr. Varun Chawla 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.

Copy of draft letters of appointment of Mr. B Kamalaker Rao, Mr. Manish Mahendra Sabharwal and Mr. Varun Chawla setting out the terms and conditions of appointment are available for inspection by the members at the registered office of the Company.

The Nomination and Remuneration Committee recommended the appointment to the Board. The Board recommends the resolution set out at item no. 10,11 and 12 of the notice for your approval. No director, key managerial personnel or their relatives, except Mr. B Kamalaker Rao, Mr. Manish Mahendra Sabharwal and Mr. Varun Chawla to whom the resolution relates, is interested or concerned in the resolution.

Item # 13 Approval for payment of remuneration to the Cost Auditors for the financial year ending 31st March, 2020

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, 2020 at a remuneration of ₹ 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. 13 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending 31st March, 2020.

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 # 14 Creation of charges

The Company requires to borrow funds from time to time to meet both its short term and long terms business objectives, from various external agencies like banks, financial institutions, bodies corporate, individuals or other kind of lenders. According to section 180 (1) (c) of the Companies Act, 2013, the

Notice

total amount of such borrowings as well as the outstanding at any time cannot exceed the aggregate of paid up capital and free reserves of the Company, except with the consent of the members. The company felt that the said limit is not adequate and needs enhancement, accordingly the resolution having no. 14 has been proposed to increase the limits of borrowing to ₹ 1,500 Crore.

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 # 15 Authority to borrow in excess of paid-up capital and free reserves

Through the proposed resolution it is sought to grant authority to the Board of Directors to secure the borrowings, if required, by creating charge/mortgage on the assets of the Company. The existing authority is derived from the earlier resolution. Since it is not practical to seek general meeting's approval every time a loan is sanctioned, it is proposed to obtain a blanket approval to secure the properties for the loans sanctioned within the limits of ₹ 1,500 Crore, as stated in the previous item. Even though section 180 (1) (a) refers to sale, lease or disposal of the whole or substantially whole of the undertaking of the Company, creating mortgage or charge on the assets give a right to the lender to take possession of or own the said properties in certain events, such creation of charge/mortgage in way constitutes sale or disposal of the undertaking of the Company. Therefore a resolution under Section 180 (1) (a) is required for this purpose.

The Board recommends the resolution having no. 15 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 # 16 Alteration of Articles of Association

Pursuant to Section 149 of the Companies Act, 2013 and rules made there under, it is proposed to amend the existing Article 106(i) of the Articles of Association with respect to increase in number of Directors to a maximum limit of 15 (Fifteen). Since the alteration of the Articles of Association requires the approval of the shareholders in their meeting. Therefore, your Directors recommend the resolution as special resolution for your approval. None of the Directors, key managerial personnel or their relatives may be deemed to be concerned or interested in the resolution except to the extent of his shareholding in the Company.

By Order of the Board
for Pennar Industries Limited

Place : Hyderabad
Date : 12.08.2019

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

Notice

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, 2019	Chairman of the Committee of other companies on which he/she is a director as on 31 st March, 2019	Member of the Committee of other companies on which he/she is a director as on 31 st March, 2019	No of Shares held by them in the Company as on 31 st March, 2019
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 Holdings Private Limited * Amalgamated with Pennar Industries Limited pursuant to Order of NCLT dated 8 th May, 2019.	Nil	Nil	50,26,508 Equity Shares of ₹ 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 * Amalgamated with Pennar Industries Limited pursuant to Order of NCLT dated 8 th May, 2019.	Nil	Nil	36,920 Equity Shares of ₹ 5/- each.
Chandrasekhar Sripada	12.07.1957	12.02.2019	MA, MBA, Ph. D	Organizational & Team	Nil	Nil	Nil	Nil
Bharati Jacob	07.12.1960	27.05.2019	Masters degrees from The Wharton School of University Pennsylvania and XLRJ Jamshedpur	Leadership Venture investing, marketing and financial services.	M/s. Voonik Technologies Private Limited M/s. Oorja Finance Advisors Services India Private Limited M/s. Oorja Finance advisors Services India (Trustee) Private Limited M/s. Chumbak Design Private Limited M/s. Absolute Sports Private Limited M/s. Seed Advisors Private Limited	Nil	Nil	Nil

Notice

Particulars	Date of Birth	Date of appointment	Qualification	Expertise	List of Companies in which outside directorship held on 31 st March, 2019	Chairman of the Committee of other companies on which he/she is a director as on 31 st March, 2019	Member of the Committee of other companies on which he/she is a director as on 31 st March, 2019	No of Shares held by them in the Company as on 31 st March, 2019
B Kamalaker Rao	27.03.1949	30.01.2009	IIT Delhi	Experience in the field of management.	M/s. Aiswarya Holding Private Limited	M/s. Fenoplast Limited	M/s. Fenoplast Limited	Nil
Varun Chawla	03.03.1981	09.11.2012	Magna Cum Laude from Cornell University and BS, Applied Economic and Management from Cornell University	Experience in the field of Management	M/s. Fenoplast Limited M/s. Sidharth Travels Private Limited. M/s. Springboard Solutions Private Limited	Nil	Nil	Nil
Manish Mahindra Sabharwal	29.12.1969	22.04.2011	MBA from Wharton School	Experience in the field of Management	M/s. Pennar Engineered Building Systems Limited* M/s. ICAP IL India Private Limited (Formerly ICAP India Private Limited) M/s. TeamLease Services Private Limited M/s. Lupin Ventures Private Limited M/s. SKMM Schools Private Limited (Formerly Neev Schools Private Limited) * Amalgamated with Pennar Industries Limited pursuant to Order of NCLT dated 8 th May, 2019.	Nil	M/s. TeamLease Services Private Limited	Nil
Eric James Brown	21.11.1957	10.11.2017	Graduate from University of Hawaii, Management Information System Department; Service	Experience in the field of management	M/s. Pennar Engineered Building Systems Limited* * Amalgamated with Pennar Industries Limited pursuant to Order of NCLT dated 8 th May, 2019.	Nil	Nil	Nil



Pennar

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. L27109TS1975PLC001919

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 43rd Annual General Meeting held on Monday, the 30th September, 2019 at 10.00A.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
- ii. 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

Pennar Industries Limited

[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 43rd Annual General Meeting of the Company to be held on Monday, the 30th September, 2019 at 10.00 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:

Item No.	Description	No. of Equity Shares	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
	ORDINARY BUSINESS			
1.	To receive, consider and adopt the audited financial statement (including audited consolidated financial statements) of the company for the financial year ended 31st March, 2019 together with the reports of the Board of directors and the auditors thereon.			
2.	To appoint a Director in the place of Mr. Eric James Brown (DIN: 07670880) who retires by rotation and being eligible offers himself for re-appointment as a Director.			

Item No.	Description	No. of Equity Shares	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
3.	To appoint a Director in the place of Mr. P V Rao (DIN: 03157581) who retires by rotation and being eligible offers himself for re-appointment as a Director.			
	SPECIAL BUSINESS			
4.	To confirm the appointment of Mr. Chandrasekhar Sripada (DIN: 02813923) as Director.			
5.	To appoint Mr. Chandrasekhar Sripada (DIN: 02813923) as an Independent Director.			
6.	To confirm the appointment of Mrs. Bharati Jacob (DIN: 00174865) as Director.			
7.	To appoint Mrs. Bharati Jacob (DIN: 00174865) as an Independent Director.			
8.	To re-appoint Mr. Aditya Rao (DIN: 01307343) as Vice-Chairman and Managing Director.			
9.	To appoint Mr. P V Rao (DIN: 03157581) as Joint Managing Director, liable to retire by rotation.			
10.	To re-appoint Mr. B Kamalakar Rao (DIN: 00038686) as an Independent Director.			
11.	To re-appoint Mr. Manish Mahendra Sabharwal (DIN: 00969601) as an Independent Director.			
12.	To re-appoint Mr. Varun Chawla (DIN: 02097425) as an Independent Director.			
13.	To ratify the remuneration payable to M/s. Shaik & Associates., Cost Auditors for the financial year ending 31st March, 2020.			
14.	To Create Charges.			
15.	To borrow in excess of paid-up capital and free reserves.			
16.	To alter the Articles of Association of the Company.			

Signed this _____ day of _____ 2019.

Signature of the Member

Signature of the Proxy Holder(s)

Affixing
Revenue
Stamp

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.
- Please complete all details including detail of member(s) in above box before submission.



VAMSHI RUBBER LIMITED
CIN: L25100TG1993PLC016634
Regd. Office: 'VAMSHI HOUSE', Plot No. 41,
Jayabheri Enclave, Gachibowli, Hyderabad-500032, Telangana
E-Mail: info@vamshirubber.org, Website: www.vamshirubber.org

ISO 9001:2018
COMPANY

NOTICE
Notice of the 25th Annual General Meeting and Remote E-Voting Information
NOTICE is hereby given that the 25th Annual General Meeting of the Vamshi Rubber Limited will be held on Saturday, 28th day of September, 2019 at 10.30 A.M. at J.S. Krishna Murthy Auditorium, FTAPCC, Red Hills, Hyderabad, Telangana to transact the business as set out in the Notice of the AGM.
Electronic copies of the Notice of the 25th AGM and Annual Report for the financial year 2018-19 have been sent to all the shareholders whose email IDs are registered with the Company's Registrar & Share Transfer Agents, CL Securities Limited. Physical copies of the Notice of the 25th AGM and Annual Report for Financial year 2018-19 have been sent to all other Shareholders at their registered addresses in the permitted mode. The Notice of the 25th AGM and the Annual report for financial year 2018-19 are also available on the Company's website: www.vamshirubber.org and the website of BSE Ltd. at www.bseindia.com.
As per Section 108 of the Companies Act, 2013 read with rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (LODR) Regulations, 2015, the Company is pleased to provide its Shareholders the facility to cast their vote by electronic means on all the resolutions set forth in the Notice. The details pursuant to the provisions of the Companies Act, 2013 and the Rules are given here under:
(i) Date of completion of sending of Notices: 04th September, 2019;
(ii) Date and time of commencement of voting through electronic voting: Wednesday, 25th September, 2019 at 9.00 A.M.
(iii) Date and time of end of voting through electronic voting: Friday, 27th September, 2019 at 5.00 P.M.
(iv) Voting through electronic means shall not be allowed after 5.00 P.M. of Friday, 27th September, 2019.
(v) Members holding share either in physical or dematerialized form, as on the cut-off date of 20.09.2019, may cast their vote electronically on the Ordinary & Special Businesses as set out in the Notice of the 25th AGM through electronic voting system of Central Depository Services Limited.
(vi) Persons who have acquired shares and has become member of the company after dispatch of notice may obtain the login ID and password from the Company's Registrar & Share Transfer Agents **CIL Securities Limited**.
(vii) The members present at the meeting will be provided facility for poll to cast their votes. However, a member may participate in general meeting even after exercising his right to vote through remote e-voting but shall not be allowed to vote again in the meeting.
(viii) A person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting in the general meeting.
(ix) For electronic voting instructions, Shareholders may go through the instructions in the Notice of 25th AGM and in case of any queries / grievances connected with electronic voting, Shareholders may refer the Frequently Asked Questions (FAQs) and e-voting User Manual for Shareholders available at the download section of www.evotingindia.co.in or write an email to helpdesk.evoting@cdslindia.com who will address the grievances connected with the electronic voting.
For and on behalf of the Board of Directors
For Vamshi Rubber Limited
Sd/-
R. Surender Reddy
Managing Director
DIN: 00294240

Place: Hyderabad
Date: 05-09-2019



YUVRAAJ HYGIENE PRODUCTS LIMITED
CIN: L74999MH1995PLC220253
Reg. Off. Plot No: 650, 1st Floor, TTC Industrial Estate, MIDC, Pawane Village, Mahape, Navi Mumbai- 400 705. Tel : 022-27784491, Email: yhp@hic.in, Website: www.hic.in

NOTICE

NOTICE is hereby given that the 24th (Twenty Fourth) Annual General Meeting ("AGM") of the Members of Company will be held on Monday, 30th September, 2019 at 12.30 p.m. at O2 Banquets, Satra Plaza, Palm Beach Rd, Phase 2, Sector 19D, Vashi, Navi Mumbai-400703, Maharashtra to transact the business as set out in the Notice of 24th AGM. The same is available on the website of the company viz. www.hic.in and on website of CDSL www.evotingindia.com. The Company has completed the dispatch of said Notice and the Annual Report for the financial year ended 31st March, 2019 to the members through permitted modes by Friday, 6th September, 2019, whose names appear on Register of members as on Friday, 23rd August, 2019. Pursuant to the provisions of Section 91 of the Companies Act, 2013, the Register of Members and Share Transfer Books of the Company will remain closed from Tuesday, 24th September, 2019 to Monday, 30th September, 2019 (both days inclusive) for the purpose of 24th AGM. In compliance with Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and as per Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (ICSI), the Company has provided e-voting facility to its members to cast their votes electronically, on all the resolutions as set forth in the Notice of the 24th AGM, from a place other than the venue of the AGM. The Company has engaged the services of CDSL for providing E-voting facility.
All the members are hereby informed that:-
1. The business as set forth in the Notice of AGM may be transacted through electronic means.
2. The cut- off date for determining the eligibility to vote through electronic means shall be Monday, 23rd September, 2019. Persons whose name is recorded in the register of members or in the register of beneficial owners maintained as on cut-off date, only shall be entitled to avail the facility of e-voting as well as voting in the general meeting.
3. E-voting is optional and the portal will remain opens from Friday, 27th September, 2019 (09:00 am) and ends on Sunday, 29th September, 2019 (5:00 p.m). The e-voting module shall be disabled by CDSL thereafter and voting shall not be allowed beyond said time.
4. Any person, who acquires shares and becomes a member of the Company after the dispatch of the notice and hold shares as on cut-off date i.e. Monday, 23rd September, 2019, may obtain login ID and password by sending a request on www.evotingindia.com, to cast their vote electronically.
5. The facility for voting through Polling papers shall also be made available to the members attending the AGM, who have not cast their vote through e-voting facility.
6. The members who have cast their vote by e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
7. Shareholders who do not receive the Annual Report may apply to the Company and obtain a duplicate thereof.
M/s. Manish Gha & Associates, Company Secretaries, Mumbai, have been appointed as the Scrutinizer for scrutinizing the e-voting process and voting through poll in a fair and transparent manner. The results declared along with the Scrutinizer's Report within the prescribed period shall be displayed on the Company's website, CDSL website and also communicated to the Stock Exchange.
For detailed instructions of e-voting, members may refer to the Section 'E-voting Process' in the Notice of 24th AGM. In case of queries or grievances pertaining to e-voting procedure, members may refer the Frequently Asked Questions (FAQs) and e-voting manual available at www.evotingindia.com or write and email to helpdesk.evoting@cdslindia.com. Members may also write to the Company Secretary & Compliance Officer of the Company at yhp@hic.in or at the Registered Office Address given above.
For Yuvraaj Hygiene Products Limited
Sd/-
Vishal Kampani
Managing Director
DIN: 03335717

Place: Navi Mumbai
Date: 7th September, 2019



DSJ COMMUNICATIONS LIMITED
CIN: L22120MH1989PLC054329
Regd. Off.: 31-A, Noble Chambers, 4th Floor, Jannabhoomi Marg, Fort, Mumbai – 400 001
Tel: 022 43476012/13, E-mail: compliance.ds@gmail.com,
Website: www.dscommunication.com

NOTICE

NOTICE is hereby given that the 29th (Twenty Ninth) Annual General Meeting ("AGM") of the Members of Company will be held on Monday, 30th September, 2019 at 11.00 a.m. at Maharashtra Chamber of Commerce, Industry & Agriculture at Kasliwal Board Room, Orion House, 6th Floor, 12, K. Dubhash Marg, Kala Ghoda, Fort, Mumbai – 400 001, to transact the business as set out in the Notice of 29th AGM. The same is available on the website of the company viz. www.dscommunication.com and on website of CDSL www.evotingindia.com. The Company has completed the dispatch of said Notice and the Annual Report for the financial year ended 31st March, 2019 to the members through permitted modes by Friday, 6th September, 2019, whose names appear on Register of members as on Friday, 30th August, 2019. Pursuant to the provisions of Section 91 of the Companies Act, 2013, the Register of Members and Share Transfer Books of the Company will remain closed from Tuesday, 24th September, 2019 to Monday, 30th September, 2019 (both days inclusive) for the purpose of 29th AGM. In compliance with Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and as per Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (ICSI), the Company has provided e-voting facility to its members to cast their votes electronically, on all the resolutions as set forth in the Notice of the 29th AGM, from a place other than the venue of the AGM. The Company has engaged the services of CDSL for providing E-voting facility.
All the members are hereby informed that:-
1. The business as set forth in the Notice of 29th AGM may be transacted through electronic means.
2. The cut-off date for determining the eligibility to vote through electronic means shall be Monday, 23rd September, 2019. Persons whose name is recorded in the register of members or in the register of beneficial owners maintained as on cut-off date, only shall be entitled to avail the facility of e-voting as well as voting in the general meeting.
3. E-voting is optional and the portal will remain open from Friday, 27th September, 2019 (09:00 am) and ends on Sunday, 29th September, 2019 (5:00 p.m). The e-voting module shall be disabled by CDSL thereafter and voting shall not be allowed beyond said time.
4. Any person, who acquires shares and becomes a member of the Company after the dispatch of the notice and hold shares as on cut-off date i.e. Monday, 23rd September, 2019, may obtain login ID and password by sending a request on www.evotingindia.com, to cast their vote electronically.
5. The facility for voting through polling papers shall also be made available to the members attending the AGM, who have not cast their vote through e-voting facility.
6. The members who have cast their vote by e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
7. Shareholders who do not receive the Annual Report may apply to the Company and obtain a duplicate thereof.
M/s. Manish Gha & Associates, Company Secretaries, Mumbai, have been appointed as the Scrutinizer for scrutinizing the e-voting process and voting through poll paper in a fair and transparent manner. The results declared along with the Scrutinizer's Report within the prescribed period shall be displayed on the Company's website and shall also be communicated for detailed instructions of e-voting, members may refer to the Section 'E-voting Process' in the Notice of 29th AGM. In case of queries or grievances pertaining to e-voting procedure, members may refer the Frequently Asked Questions (FAQs) and e-voting manual available at www.evotingindia.com or write and email to helpdesk.evoting@cdslindia.com. Members may also write to the Compliance Officer of the Company at compliance.ds@gmail.com or at the Registered Office Address given above.
For DSJ Communications Limited
Sd/-
Sanjay Padode
Chairman & Managing Director
DIN: 00338514

Place: Mumbai
Date: 7th September, 2019



पंजाब नैशनल बैंक
...the name you can BANK upon!
SASTRA Division, Corporate Office, Sector-10, Dwarka, New Delhi-110075
Tel: 11-28044555, email: horecovery@pnb.co.in, vp_singh@pnb.co.in

Annexure III

SHOW CAUSE NOTICE TO THE BORROWER/GUARANTOR(S)/NON- GROUP CORPORATE GUARANTOR(S)/ GROUP CORPORATE GUARANTOR(S)
To,
1. Sh. Sujay U Desai (Director & CEO) 34/90, Azad Nagar, Kanpur 208002.
2. Sh. Sunil Verma (Director) 3A/217, Azada Nagar, Kanpur 208002.
3. Sh. Sujay Desai (Director) D-954, New friends Colony, New Delhi 110065.
4. Sh. Uday Desai (Director) S-297, 2nd floor, Panchsheel Park, New Delhi 110017
5. M/s Frost International Ltd. 402-403, Kalpana Plaza, 24/147-B, Birlana road, Kanpur 208001, U.P.
6. M/s Frost International Ltd. 907-910, meadows share plaza, near hotel Kohinoor Continental Andheri (east), Andheri Kurla road, JB nagar, Mumbai, Maharastra.
Dear Sirs,
REG:- Identification of default in the loan account of M/s Frost International Ltd. with the Bank, as "Willful" - Consequently disclosing and publishing your name/s as "Willful Defaulters".
Please refer to our notice dated 08.01.2019 vide which we had pointed out event(s) of willful default in the loan account. You vide letter dated 02.02.2019 made representation on the event(s) of willful default. The same were examined at ours, but explanation was not found convincing.
The facts of the matter were placed before the Committee on Willful Defaulters, who after going through facts of the matter, evidence on record and your representation made, has found that there is/are event(s) of willful default committed by you.
Accordingly, the "Committee on Willful Defaulters" set up by the bank, has identified the default, as Willful to classify you (Borrower) & Directors/Partners/etc as "Willful Defaulter", interalia for the following reasons:
• **Diversion of funds**
• **Transferring funds to the subsidiaries/Group companies**
In case you feel aggrieved by the conclusion of the "Committee on Willful Defaulters", you may make a submission/representation, if you so desire, to the "Committee on Willful Defaulters" and show cause as to why you should not be classified as "willful defaulter". Your submission/representation must reach us within 15 days of the receipt hereof and be sent to us on the Postal Address viz. Dy. General Manager, SASTRA Division, 3rd Floor, Punjab National Bank, Head Office, Plot No.4, Sector-10, Dwarka, New Delhi-110075.
If we do not receive any submission/representation of yours, it would be deemed that you have nothing to say in your defence (against the conclusion of the "Committee on Willful Defaulters") and Bank may publish your name or the name/s of your company/firm/ unit and your Director/s/Partner/s/Proprietor as "Willful Defaulters" to RBI/CIBIL/other credit information Companies and in such manner and through such medium as the bank in their absolute discretion may think fit.
(V.P. Singh) Chief Manager,
Punjab National Bank
Date: 07.09.2019



VAARAD VENTURES LIMITED
CIN: L65990MH1993PLC074306
Regd. Off.: 2F Court Chambers, 35 New Marine Lines, Mumbai 400020; Tel. No.022-22007001; Email: cs.dept@vaaradventures.com
Website: www.vaaradventures.com

PUBLIC NOTICE

NOTICE is hereby given that the 25th Annual General Meeting (AGM) of the Company is scheduled to be held on Monday, September 30, 2019 at 09.00 A.M. at 2F Court Chambers, 35 New Marine Lines, Mumbai 400020, to transact the business as set forth in the Notice of the AGM.
The Annual Report of the Company for the financial year ended March 31, 2019, including the Notice of AGM, Attendance Slip and Proxy Form have been sent via email to those members whose email-IDs have been registered with the Company or the Depositories, as the case may be, and through other permitted modes to all other members at their registered addresses. The physical copy of the Annual Report shall also be sent to those members who specifically request for the same. The Annual Report is also available on the website of the Company at www.vaaradventures.com/annual-report. The documents pertaining to the businesses to be transacted at the AGM are available for inspection at the Registered Office of the Company.
Pursuant to Section 91 of the Companies Act, 2013 read with applicable Rules thereunder, the Register of Members and Share Transfer Books of the Company will remain closed from Monday, September 23, 2019 to Monday, September 30, 2019 (both days inclusive) for the 25th AGM of the members of the Company.
In compliance with the provisions of Section 108 of the Companies Act, 2013 read with applicable Rules thereunder and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide e-voting ("remote e-voting") facility to the members and the business set out in the notice may be transacted through remote e-voting. The Company has engaged NSDL for facilitating the remote e-voting process.
Members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date, i.e. September 23, 2019, only shall be entitled to avail the facility of remote e-voting or voting at the AGM.
The remote e-voting period commences on Thursday, September 26, 2019 at 09:00 a.m., and concludes on Sunday, September 29, 2019 at 05:00 p.m. Members will not be allowed to vote electronically beyond the said timeline.
Any person, who acquires the shares of the Company after the dispatch of the Notice of the AGM and becomes a member as on the cut-off date, i.e. September 23, 2019 can view the notice of the AGM on the Company's website as mentioned above. Such members may obtain the login ID and password by sending a request to evoting@nsdl.co.in. They may also refer to the voting instructions on the NSDL website. However, if a person is already registered with NSDL for e-voting then existing IDEAS user ID and password can be used for casting the vote.
Members may note that: a) Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently; b) the facility for voting through ballot paper shall be made available at the AGM; c) the members who have cast their vote by e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again; and d) a person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail facility of e-voting as well as voting at the AGM through ballot paper. Complete details as regards remote e-voting have been provided in the notice.
For Vaarad Ventures Limited
Sd/-
Rustom Deboo
Company Secretary
Place : Mumbai
Date : 08/09/2019



GANESH BENZOPLAST LIMITED
CIN L24200MH1986PLC039836
Regd. Office: Dina Building, First Floor, 53 Maharshi Karve Road, Marine Lines, Mumbai-400 002 Website: www.gblinfra.com,
E-mail: investors@gblinfra.com, Phone: 022-2200 1928/6140 6000,
Fax No. 022-6140 6033

NOTICE OF 32nd ANNUAL GENERAL MEETING-REMOTE E-VOTING INFORMATION AND BOOK CLOSURE

Notice is hereby given that the 32nd Annual General Meeting of the Company will be held at Vishal Hall, Metro Highway Inn., Sir M. V. Road (Andheri Kurla Road), Near Andheri Metro Railway Station, Andheri (East), Mumbai-400 059 on **Monday, 30th September, 2019 at 11.00 a.m** to transact the business as set out in the Notice of the AGM.
The Notice of the AGM and Annual Report for the financial year 2018-19 have been sent in electronic mode to all the members whose E-mail IDs are registered with the Company or the Depository Participant(s). Physical copies of Notice of AGM and Annual Report for 2018-19 have been sent to those members who have not registered their e-mail IDs with the Company or the Depository Participant(s), at their registered address in the permitted mode. Further, Pursuant to Section 108 of the Companies Act, 2013 and the rules made thereunder and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is providing remote e-voting facility to its members in respect of the business set out in the Notice of AGM of the Company provided by Central Depository Services (India) Ltd. (CDSL). The detailed instructions for the remote e-voting facility are contained in the Notice of the AGM which has been sent to the members. All the members are informed that:
(i) The remote e-voting period commences on **Friday, 27th September, 2019 (10.00 a.m. IST)** and ends on **Sunday, 29th September, 2019 (5.00 p.m. IST)**. The remote e-voting module shall be disabled by CDSL for voting thereafter.
(ii) Members of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date of **Monday, 23rd September, 2019**, only, shall be entitled to avail the facility of remote e-voting as well as voting at the AGM.
(iii) Members who have acquired the shares of the Company after the dispatch of the AGM notice and holds shares as on the cut-off date, i.e. **Monday, 23rd September, 2019** should follow the instructions for e-voting as mentioned in the AGM Notice for First Time User.
(iv) The Company shall provide voting for members present at the AGM by way of Ballot/ Polling Paper. A member, who has cast his vote by remote e-voting, may attend the AGM but shall not be entitled to cast his vote again.
(v) The Notice of the AGM and Annual Report for 2018-19 is also available on the website of the Company at www.gblinfra.com and on the website of Central Depository Services (India) Ltd. at www.evotingindia.com.
(vi) In case of any query pertaining to e-voting, please refer to the Frequently Asked Questions (FAQs) and e-voting manual available at www.evotingindia.com, under help section or write an e-mail to helpdesk.evoting@cdslindia.com or may contact the Company, E-mail: investors@gblinfra.com, Phone: 022-2200 1928/222-6140 6000.
Notice is also hereby given pursuant to Section 91 of the Companies Act, 2013 and the rules made thereunder and Regulation 42 of the SEBI (LODR) Regulations, 2015, that the Register of Members and Share Transfer Books of the Company will remain closed from **Tuesday, 24th September, 2019 to Monday, 30th September, 2019** (both days inclusive) for the purpose of the forthcoming AGM.
By order of the Board
For Ganesh Benzoplast Limited
Sd/-
Ekta Dhandha
Company Secretary
Place : Mumbai
Date : September 9, 2019



SUNRAJ DIAMOND EXPORTS LIMITED
(CIN: L36912MH1990PLC057803)
Registered Office: 1412-1414, Prasad Chambers, Opera House, Mumbai - 400004

NOTICE TO MEMBERS

Notice is hereby given that the 29th Annual General Meeting (AGM) of Sunraj Diamond Exports Limited ("the Company") is scheduled to be held on Monday 30th September, 2019 at 3.00 P.M. at Seva Sadan Society Hall, Pandita Ramabai Road, Gamdevi, Mumbai, 400007 to transact the business set out in the Notice of the AGM dated 13th August, 2019.
The Register of Members and Share Transfer Books of the Company will remain closed from Wednesday 25th September, 2019 to Monday 30th September, 2019 (both days inclusive) for the purpose of 29th AGM. The business of 29th AGM may be transacted by remote electronic voting in terms of Section 108 of the Companies Act, 2013 read with rule 20 of the Companies (Management and Administration) Rules, 2015 as amended and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Company has engaged the services of Central Depository Services (India) Limited (CDSL) for providing e-voting facility. The remote e-voting commences on Friday 27th September, 2019 at 9.00 a.m. and ends on Sunday 29th September, 2019 at 5.00 p.m. The remote e-voting shall not be allowed beyond the said date and time. A person whose name appears in the register of members /beneficial owners as on cut-off date i.e. Monday 23rd September, 2019, shall be entitled to avail the facility of remote e-voting as well as voting at the meeting.
Any person who has become the member of the Company after dispatch of the notice of AGM and holding shares as on cut-off date i.e. Monday 23rd September, 2019, may obtain the User ID and password by sending a request at service@adroitcorporate.com. The detailed procedure for obtaining the User ID and Password is also provided in the Notice of the AGM which is available on the Company's website. If a member is already registered with CDSL for e-voting then he can use his existing User ID and password for casting his vote through remote e-voting.
The members who have cast their vote by remote e-voting may attend the meeting but shall not be entitled to cast vote again. The facility for voting through ballot paper shall be made available at the meeting and the members attending the meeting who have not cast their vote by remote e-voting shall be able to vote at the Meeting.
In case of queries/grievances connected with remote e-voting, the members may write to Adroit Corporate Services Private Limited at service@adroitcorporate.com. Specific queries for e-voting process may also be made to helpdesk.evoting@cdslindia.com. Members may also refer frequently asked questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section for their queries pertaining to e-voting.
By Order of the Board of Directors
For Sunraj Diamond Exports Limited
Sd/-
Anshul Garg
Company Secretary
Place : Mumbai
Date : 8th September, 2019



PUBLIC ANNOUNCEMENT
PURSUANT TO SECURITIES AND EXCHANGE BOARD OF INDIA ("SEBI") CIRCULAR NO. SEBI/HO/MRD/DSA/IR/P/2016/110 DATED OCTOBER 10, 2016 READ WITH SEBI LETTER MRD/OW/DSA/2017/174631 DATED JULY 25, 2017 (Together referred to as the "SEBI CIRCULARS")
FOR THE IMMEDIATE ATTENTION OF THE PUBLIC SHAREHOLDERS OF BHARAT NIDHI LIMITED ("THE COMPANY")
Regd. Off: First Floor, Express Building, 9-10, Bahadur Shah Zafar Marg, New Delhi-110002 | Phone No.: 011-43562982 | Email: bharatnidhi1@gmail.com,
Website: www.bharatnidhi.com

This follow up public announcement ("Second PA") is being made by the Company for providing an exit opportunity to the Remaining Public Shareholders (as defined later) through a buy-back of its shares in compliance with the SEBI Circulars. The Second PA is issued in furtherance to the public announcement published in: (i) Business Standard - All editions on June 17, 2019; and (ii) Sukhabang Bangla - Kolkata edition on July 17, 2019 (collectively, the "Original PA").
As mentioned in the Original PA, the Company had received undertakings from certain public shareholders holding approximately 74.03% of the share capital of the Company, expressing their willingness to remain the shareholders of the Company. Thereafter, pursuant to the Original PA, the Company has received similar undertakings from few more shareholders holding 3.32% of the share capital of the Company. Therefore, this exit opportunity is being provided to the remaining public shareholders of the Company holding 22.65% of the Company's share capital representing 6,61,253 shares of the Company, who have not provided such undertakings ("Remaining Public Shareholders").
The Original PA was made by the Company, for the proposed buy back of shares of the Company, subject to the approval of the shareholders of the Company by way of a special resolution. The Company has now received the approval of its shareholders by way of special resolution for the buyback of its equity shares.
Pursuant to the resolution passed by the board of directors of the Company and the special resolution passed by the shareholders of the Company, the Company hereby announces the buy-back of up to 21,791 (Twenty One Thousand Seven Hundred Ninety One) equity shares of the Company, aggregating up to 0.746% of the paid up equity share capital of the Company, and constituting nearly 25% of the paid-up share capital and free reserves of the Company (the maximum permissible limit, as provided under Section 68 of the Companies Act 2013), as per the provisional financials statements of the Company dated March 31, 2019 with limited review report issued by Company's auditors, at the Exit Price (as defined below), on proportionate basis, for cash aggregating up to Rs. 24,46,91,139/- (Rupees Twenty Four Crores Forty Six Lacs Ninety One Thousand One Hundred Thirty Nine Only) from the Remaining Public Shareholders of the Company, in accordance with the relevant provisions of the Companies Act, 2013 and the rules made thereunder ("Buy-back Offer").
Corporate Professionals Capital Private Limited, an independent valuer from the list of independent valuers empanelled with NSE, has computed the fair value of the equity shares of the Company. Based on their valuation report dated June 6, 2019, the Company has decided to undertake the Buy-back Offer at a price of Rs. 11,229/- (Rupees Eleven Thousand Two Hundred and Twenty Nine only) per equity share of the Company ("Exit Price"). The Buy-back Offer will open on September 16, 2019 and will close on October 4, 2019 ("Buy-back Offer Period"). In due course, the shareholders will receive a letter of offer, which will contain the detailed procedure for tendering shares in the Buy-back Offer.
Upon receipt of complete documents (as set out in the letter of offer) and checking their genuineness, which shall be done within fifteen days from the date of closure of the Buy-back Offer, the Company shall buyback the tendered equity shares, which have been accepted, from the Remaining Public Shareholders at the Exit Price on a proportionate basis and payment shall be made within seven working days of completion of verification of offers received by the Company.
For Bharat Nidhi Limited
Sd/-
Amita Gola
(Company Secretary)
Place: New Delhi
Date: September 8, 2019



Pennar Industries Limited
Registered Office: Floor No. 3, DHFLVC Silicon Towers, Konjara, Hyderabad - 500 084
CIN: L27109AP1975PLC001919 Tel: +91 40 4006 1623
e-Mail ID: corporatecommunications@pennarindia.com; Website: <http://www.pennarindia.com>

NOTICE OF THE 43rd ANNUAL GENERAL MEETING, E-VOTING INFORMATION AND BOOK CLOSURE

Notice is hereby given that the 43rd Annual General Meeting (AGM) of PENNAR INDUSTRIES LIMITED (the Company) will be held on Monday the 30th September 2019, at 10.00 a.m., at Radisson (Hyderabad),HITECH City, Gachibowli, Hyderabad - 500 032 to transact the ordinary and special business as set out in the Notice dated 12th August, 2019 convening the AGM.
Electronic copies of the Notice of the AGM and Annual Report for the financial year 2018-19 have been sent to all the members whose email IDs are registered with the Company / Depository Participant(s). Physical copies of the Notice of the AGM and Annual Report for 2018-19 have been sent to all other members at their registered address in the permitted mode. The Notice of AGM and Annual Report for 2018-19 are also available on the Company's website www.pennarindia.com
Pursuant to the provisions of Section 108 of the Companies Act, 2013 (the Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, members are provided with the facility to cast their vote electronically on all the resolutions set forth in the said Notice through e-voting facility services being provided by Karvy Fintech Private Limited, the Registrar and Share Transfer Agents of the Company.
All members are informed that:
1. User IDs & Passwords for exercising e-voting facility have been sent to the members holding shares in dematerialized form through their email address registered with their Depository Participant or available with Company's Registrar and Share Transfer Agents and to all other members by permitted mode at their usual address registered with the Company.
2. Date and time of commencement of e-voting: Thursday, 26th September, 2019 at 10.00 a.m. (IST)
3. Date and time of end of e-voting: Sunday, 29th September, 2019 at 5.30 p.m. (IST)
4. Cut-off date: Monday 23rd September, 2019
5. e-voting shall not be allowed beyond 5.30 p.m. (IST) on Sunday 29th September, 2019.
6. The Notice of the AGM is available on the Company's website www.pennarindia.com.
7. In case a person becomes the member of the Company after dispatch of the AGM Notice but on or before the cut-off date i.e. Monday 23rd September, 2019, may write to the Company on the e-Mail ID corporatecommunications@pennarindia.com or to our Registrar and Transfer Agents, M/s. Karvy Fintech Private Limited by sending an email to evoting@karvy.com. Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032, requesting for the User ID and Password.
8. The Company will provide voting through poll to the members present at the AGM.
9. The member may participate in the AGM even after exercising his/her right to vote through remote e-voting but shall not be allowed to vote again in the meeting.
10. The persons whose names are recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of e-voting or voting in the AGM.
11. For e-voting instructions, members may go through the instructions sent along with the Notice of the AGM of the Company and in case of any queries / grievances connected with the e-voting, members may refer the Frequently Asked Questions (FAQs) and e-voting user manual for members available at the download section of evoting.karvy.com Karvy Fintech Private Limited, Unit: Pennar Industries Limited, Karvy Selenium Tower B, Plot No.31-32, Gachibowli, Nanakramguda, Hyderabad - 500032, Toll Free No: 1-800-3454-001.
Notice pursuant to Section 91 of the Companies Act, 2013 read with Rule 10 of the Companies (Management and Administration) Rules, 2014 and Regulation 42 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, is also hereby given that the Register of Members and Share Transfer books of the Company will remain closed from Friday 20th September, 2019 to Saturday 21st September, 2019 (both the days inclusive) for the 43rd Annual General Meeting of the Company.
for Pennar Industries Limited
Sd/-
Mirza Mohammed Ali Baig
Company Secretary & Compliance Officer
M. No. ACS 29058
Place : Hyderabad
Date : 07.09.2019



INNOVATIVE TECH PACK LIMITED
CIN: L74999HR1989PLC032412
Registered Office: Plot No. - 51, Roz Ka Meo Industrial Area, Sohna, Distt. Gurgaon-122011 (Haryana) | Tele. No. : 0120-719526-739
Website: www.itplgroup.com Email: grievence@itplgroup.com

NOTICE OF THE 30th ANNUAL GENERAL MEETING, E-VOTING INFORMATION AND BOOK CLOSURE

NOTICE is hereby given that the 30th Annual General Meeting (AGM) of Innovative Tech Pack Limited will be held at 09:00 AM on Monday, 30th September, 2019 at Hakimji Ki Choupal, Opp. Batra Hospital, Vill. Ujina, Police Station Nuh, Sohna, Haryana-122103 to transact such business as set out in the Notice of AGM ("Notice"). Notice alongwith Annual Report for 2018-19 have been sent through electronic mode to all the members whose email ids are registered with company/ Depository Participants and physical copies of Notice of AGM along with the Annual Report have been sent to all other members at their registered address in permitted mode. The dispatch of Notice and Annual Report (both physical and electronic) was completed on 07th September, 2019. Pursuant to Section 91 of the Companies Act, 2