

Date: 16 December 2018.

The Listing Department
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street, Fort
Mumbai – 400001
Scrip code - 539333

The Listing Department
National Stock Exchange of India Limited
Exchange Plaza
Bandra Kurla Complex
Bandra East, Mumbai - 400051
Scrip code - PENPEBS

Dear Sirs,

Sub: Disclosure of:

- I. Combined voting Results of the business transacted at the National Company Law Tribunal convened meeting of the equity shareholders of Pennar Engineered Building Systems Limited ("the Company") held on Friday, 14th December 2018 and
- II. Combined voting result pursuant to Securities and Exchange Board of India circular No. CFD/DIL3/CIR/2017/21 dated 10th March 2017 ("SEBI Circular")
- III. Summary of proceedings of the meeting as required under Regulation 30, Para A of the Listing Regulations.

Ref: Regulation 30 and 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Pursuant to order dated 1st November 2018 passed by the National Company Law Tribunal Bench at Hyderabad ("NCLT Order"), a meeting of equity shareholders of the Company was held on Friday, 14th December 2018 at 11.00 a.m at Hotel Raddison, Gachibowli-Miyapur Road, Chhota Anjaiah Nagar, Gachibowli, Hyderabad – 500032.

Further, pursuant to the provisions of Section 230(4) and 232(1) of the Companies Act, 2013 read with Rules 5 and 6 of Companies (Compromises, Arrangements and Amalgamations) Rules 2016 and Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and 22 of Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has also provided facility of postal ballot and e-voting to its equity shareholders for approval of the Scheme of Amalgamation of Pennar Engineered Building Systems Limited and Pennar Enviro Limited with Pennar Industries Limited and their respective shareholders under section 230-232 of Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 and rules framed thereunder ("the Scheme").

Accordingly, voting by equity shareholders of the Company for approval of the Scheme has been carried out through (i) Postal Ballot; (ii) e-voting; and (iii) physical voting at the venue of meeting which was held on Friday, 14th December 2018.



Corporate Office:
Pennar Engineered
Building Systems Limited
9th Floor (West Wing),
DHFLVC Silicon Towers,
Kondapur, Hyderabad - 500084
T: +91 40 4021 0525 / 26
F: +91 40 4018 6992
E-mail: cs@pebspennar.com
CIN: U45400AP2008PLC057182



Further in terms of the SEBI Circular, the Scheme is also required to be approved by the Public Shareholders of the Company and accordingly, voting by Public Shareholders of the Company has been carried out through (i) Postal Ballot; (ii) e-voting; and (iii) physical voting at the venue of meeting which was held on Friday, 14th December 2018.

As per Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Please find enclosed the following disclosures:

- a. Voting results of the business transacted through (i) Postal Ballot; (ii) e-voting; and (iii) physical voting at the venue of the meeting along with the Scrutinizer's Report- Annexure A
- b. Voting Results of the Public Shareholders, along with a separate Scrutinizer's Report- Annexure B

As per Regulation 30, Para A of Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Please find enclosed the Summary of proceedings of the meeting as Annexure C.

The proposed resolution approving the Scheme was passed with requisite majority by Equity Shareholders of the Company (including Public Shareholders), as required by the Companies Act, 2013 and the SEBI Circular.

The above is for your information and dissemination to the public.

Thank you,

Yours faithfully,

For Pennar Engineered Building Systems Limited



Mirza Mohammed Ali Baig

Company Secretary and Compliance Officer





P. SRIKANT KUMAR
B.A, A.C.S
Practicing Company Secretary

Flat No.301, 3rd Floor, Metro Residency,
Raj Bhavan Road, Hyderabad - 500 082.
Contact No.: +91-9885618898
E-mail: srikantkumarp@gmail.com

Report of Scrutinizer(s)

To

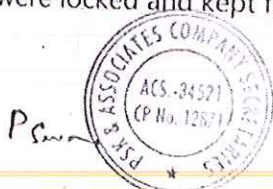
The Chairman appointed by Hon'ble National Company Law Tribunal, Hyderabad
PENNAR ENGINEERED BUILDING SYSTEMS LIMITED

**Meeting of the equity Shareholders of Pennar Engineered Building Systems Limited
Convened pursuant to the order dated 01st day of November, 2018 passed by the
National Company Law Tribunal, Hyderabad Bench at Hyderabad**

Dear Sir,

I, P. Srikanth Kumar, who was appointed as Scrutinizers by the Hon'ble National Company Law Tribunal, Hyderabad for the purpose of the convening the meetings of Equity Shareholders of Pennar Engineered Building Systems Limited do hereby confirm that a Meeting of the Equity Shareholders of Pennar Engineered Building Systems Limited was convened and as per the directions of the Hon'ble National Company Law Tribunal, Bench at Hyderabad, held on Friday, 14th December, 2018 at 11.00 A.M at Hotel Raddison, Gachibowli-iyapur Road, Chhota Anjaiah Nagar, Gachibowli, Hyderabad - 500032, Telangana, India, submit my report as under:

1. The compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder relating to voting through electronic means (by remote e-voting) and voting by use of Ballot by the shareholders on the resolutions proposed in the Notice of the Extra Ordinary General meeting of the Company is the responsibility of the management. My responsibility as a scrutineer is to ensure that the voting process both through electronic means and by use of Ballot at the meeting are conducted in a fair and transparent manner and render consolidated Scrutineer's Report of the total votes cast in favour or against if any, to the Chairman on the resolutions, based on the reports generated from the electronic voting system provided by Karvy Computershare Private Limited and the report generated for voting by use of Ballot at the meeting.
2. In accordance with the Notice of the Extra Ordinary General Meeting sent to the shareholders and the 'Advertisement' published pursuant to Rule 20(4)(V) of the Companies (Management and Administration) Rules, 2014 (Amendment Rules 2015) on 13th November, 2018 the remote e-voting opened at 9:00 AM on 14th November, 2018 and remained open up to 5:00 PM on 13th December, 2018.
3. The Equity Shareholders holding shares as on 2nd November, 2018, "cutoff date", were entitled to vote on the resolutions stated in the Notice of the Extra Ordinary General Meeting of the Company.
4. After declaration of voting by use of ballot by the Chairman at the meeting, ballot boxes were locked and kept for voting duly marked by identification mark placed on them.



The ballot boxes subsequently on close of voting hours were opened in the presence of two witnesses who are not the employees of the company, and ballots received were serially numbered, sorted, signatures verified and were scrutinized and initialed by the scrutineer. The ballots were reconciled with the records maintained by the Company/Registrar and Transfer Agents (R&TA) of the Company and the authorizations / proxies lodged with the Company. The voters were also scrutinized for the purpose of eliminating duplicate voting i.e. on remote e-voting as well as by use of ballot. As per the information given by the Company the names of the shareholders who had voted on e-voting through Karvy Computershare Private Limited facility had been blocked and ballots duly numbered serially by print were issued only to those members who were present at the Extra-Ordinary General Meeting and who had not voted on remote e-voting.

5. The ballots, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately. The votes cast by use of ballots at the meeting were first counted.
6. The votes on remote e-voting were unblocked at around 3.44 pm, after conclusion of voting at the EGM in the presence of two witnesses who are not the employees of the Company and the e-voting results/list of equity shareholders who have voted for and against were downloaded from the e-voting website of Karvy Computershare Private Limited (<https://www.evoting.karvy.com>) and the same are being handed over to the Chairman.
7. The total votes cast in favour or against all the resolutions proposed in the Notice of the EGM are as under:

RESOLUTION - To Approve the Amalgamation embodied in the Scheme of Pennar Engineered Building Systems Limited (First Transferor Company) and Pennar Enviro Limited (Second Transferor Company) With Pennar Industries Limited (Transferee Company) and their respective shareholders and creditors.

(i) Voted in favour of the resolution:

Particulars	Number of members present and voting	Number of votes cast by them	% of total number of valid votes cast
Remote E-Voting	60	4900642	
Ballot At EGM	44	22046810	
Postal Ballots	0	0	
TOTAL	104	26947452	99.99



(ii) Voted against the resolution:

Particulars	Number of members present and voting	Number of votes cast by them	% of total number of valid votes cast
Remote E-Voting	2	2157	
Ballot At EGM	2	37	
Postal Ballots	0	0	
TOTAL	4	2194	0.01

(iii) Invalid votes:

Particulars	Number of members present and voting	Number of votes cast by them
Remote E-Voting	0	0
Ballot At EGM	1	10
Postal Ballots	0	0
TOTAL	1	10

Place: Hyderabad
Dated: 15-12-2018

P. Srinivas
Scrutinizer



Date of the NCLT		PENNAR ENGINEERED BUILDING SYSTEMS LIMITED						
Total number of shareholders on record date		14-12-2018						
No. of shareholders present in the meeting either in person or through proxy:		7441						
Promoters and Promoter Group:								
Public:		8						
No. of Shareholders attended the meeting through Video Conferencing		40						
Promoters and Promoter Group:								
Public:		Not Applicable						
Resolution No.		1						
Resolution required: (Ordinary/ Special)		SPECIAL - Approval of Scheme of Amalgamation of Pennar Engineered Building Systems Limited ('First Transferor Company') and Pennar Enviro Limited ('Second Transferor Company') with Pennar Industries Limited ('Transferee Company') and their respective shareholders.						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	2,17,50,357	5,09,399	2.3443	5,09,399	0	100.0000	0.0000
	Poll		2,12,40,458	97.6557	2,12,40,458	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000				
	Total		2,17,50,357	100.0000	2,17,50,357	0	0.0000	0.0000
Public- Institutions	E-Voting	44,60,987	41,57,964	93.2073	41,57,964	0	100.0000	0.0000
	Poll		0	0.0000		0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000		0	0.0000	0.0000
	Total		44,60,987	41,57,964	93.2073	41,57,964	0	0.0000
Public- Non Institutions	E-Voting	80,63,567	2,33,736	2.8987	2,31,579	2,157	99.0771	0.9228
	Poll		8,06,389	10.0004	8,06,352	37	99.9954	0.0045
	Postal Ballot (if applicable)		1,200	0.0149	1,200	0	100.0000	0.0000
	Total		80,63,567	10,41,325	12.914	10,39,131	2,194	99.7893
			3,42,74,911	2,69,49,645	78,6279	2,69,47,452	2,194	99.9919
								0.0081





P. SRIKANT KUMAR
B.A, A.C.S
Practicing Company Secretary

Flat No.301, 3rd Floor, Metro Residency,
Raj Bhavan Road, Hyderabad - 500 082.
Contact No.: +91-9885618898
E-mail: srikantkumar@gmail.com

Report of Scrutinizer(s)

To
The Chairman appointed by Hon'ble National Company Law Tribunal, Hyderabad
PENNAR ENGINEERED BUILDING SYSTEMS LIMITED

**Meeting of the equity Shareholders of Pennar Engineered Building Systems Limited
Convened pursuant to the order dated 01st day of November, 2018 passed by the
National Company Law Tribunal, Hyderabad Bench at Hyderabad**

Dear Sir,

I, P. Srikanth Kumar, who was appointed as Scrutinizers by the Hon'ble National Company Law Tribunal, Hyderabad for the purpose of the convening the meetings of Equity Shareholders of Pennar Engineered Building Systems Limited do hereby confirm that a Meeting of the Equity Shareholders of Pennar Engineered Building Systems Limited was convened and as per the directions of the Hon'ble National Company Law Tribunal, Bench at Hyderabad, held on Friday, 14th December, 2018 at 11.00 A.M at Hotel Raddison, Gachibowli-iyapur Road, Chhota Anjaiah Nagar, Gachibowli, Hyderabad - 500032, Telangana, India, submit my report as under:

1. The compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder relating to voting through electronic means (by remote e-voting) and voting by use of Ballot by the shareholders on the resolutions proposed in the Notice of the Extra Ordinary General meeting of the Company is the responsibility of the management. My responsibility as a scrutineer is to ensure that the voting process both through electronic means and by use of Ballot at the meeting are conducted in a fair and transparent manner and render consolidated Scrutineer's Report of the total votes cast in favour or against if any, to the Chairman on the resolutions, based on the reports generated from the electronic voting system provided by Karvy Computershare Private Limited and the report generated for voting by use of Ballot at the meeting.
2. In accordance with the Notice of the Extra Ordinary General Meeting sent to the shareholders and the 'Advertisement' published pursuant to Rule 20(4)(V) of the Companies (Management and Administration) Rules, 2014 (Amendment Rules 2015) on 13th November, 2018 the remote e-voting opened at 9:00 AM on 14th November, 2018 and remained open up to 5:00 PM on 13th December, 2018.
3. The Equity Shareholders holding shares as on 2nd November, 2018, "cutoff date", were entitled to vote on the resolutions stated in the Notice of the Extra Ordinary General Meeting of the Company.
4. After declaration of voting by use of ballot by the Chairman at the meeting, ballot boxes were locked and kept for voting duly marked by identification mark placed on them.

P.S.

The ballot boxes subsequently on close of voting hours were opened in the presence of two witnesses who are not the employees of the company, and ballots received were serially numbered, sorted, signatures verified and were scrutinized and initialed by the scrutineer. The ballots were reconciled with the records maintained by the Company/Registrar and Transfer Agents (R&TA) of the Company and the authorizations / proxies lodged with the Company. The voters were also scrutinized for the purpose of eliminating duplicate voting i.e. on remote e-voting as well as by use of ballot. As per the information given by the Company the names of the shareholders who had voted on e-voting through Karvy Computershare Private Limited facility had been blocked and ballots duly numbered serially by print were issued only to those members who were present at the Extra-Ordinary General Meeting and who had not voted on remote e-voting.

5. The ballots, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately. The votes cast by use of ballots at the meeting were first counted.
6. The votes on remote e-voting were unblocked at around 3.44 pm, after conclusion of voting at the EGM in the presence of two witnesses who are not the employees of the Company and the e-voting results/list of equity shareholders who have voted for and against were downloaded from the e-voting website of Karvy Computershare Private Limited (<https://www.evoting.karvy.com>) and the same are being handed over to the Chairman.
7. The result of the voting seeking approval of the public shareholders of the Company to the Scheme is as under:

RESOLUTION - To Approve the Amalgamation embodied in the Scheme of Pennar Engineered Building Systems Limited (First Transferor Company) and Pennar Enviro Limited (Second Transferor Company) With Pennar Industries Limited (Transferee Company) and their respective shareholders and creditors.

(i) Voted in favour by the public Shareholders of the resolution:

Particulars	Number of members present and voting	Number of votes cast by them	% of total number of valid votes cast
Remote E-Voting	59	43,90,743	
Ballot At EGM	36	8,06,352	
Postal Ballots	0	0	
TOTAL	95	51,97,095	99.96



(ii) Voted against by the Public Shareholders the resolution:

Particulars	Number of members present and voting	Number of votes cast by them	% of total number of valid votes cast
Remote E-Voting	2	2157	
Ballot At EGM	2	37	
Postal Ballots	0	0	
TOTAL	4	2194	0.04

(iii) Invalid votes by the Public Shareholders:

Particulars	Number of members present and voting	Number of votes cast by them
Remote E-Voting	0	0
Ballot At EGM	1	10
Postal Ballots	0	0
TOTAL	1	10

Place: Hyderabad
Dated: 15-12-2018

P. Srinivas
Scrutinizer



Date of the NCLT		PENNAR ENGINEERED BUILDING SYSTEMS LIMITED															
Total number of shareholders on record date		14-12-2018															
No. of shareholders present in the meeting either in person or through proxy:		7441															
Promoters and Promoter Group:		8															
Public:		40															
No. of Shareholders attended the meeting through Video Conferencing																	
Promoters and Promoter Group:		Not Applicable															
Public:		Not Applicable															
Resolution No.		1															
Resolution required: (Ordinary/ Special)		SPECIAL - Approval of Scheme of Amalgamation of Pennar Engineered Building Systems Limited ('First Transferor Company') and Pennar Enviro Limited ('Second Transferor Company') with Pennar Industries Limited ('Transferee Company') and their respective shareholders.															
Whether promoter/ promoter group are interested in the agenda/resolution?		No															
Category		Mode of Voting		No. of shares held (1)		No. of votes polled (2)		% of Votes Polled on outstanding shares (3)=[(2)/((1))* 100		No. of Votes – in favour (4)		No. of Votes – against (5)		% of Votes in favour on votes polled (6)=[(4)/((2))*100		% of Votes against on votes polled (7)=[(5)/((2))*100	
Promoter and Promoter Group		E-Voting															
		Poll															
		Postal Ballot (if applicable)															
		Total															
Public- Institutions		E-Voting				41,57,964		93.2073		41,57,964		0		100.0000		0.0000	
		Poll				0		0.0000		0		0		0.0000		0.0000	
		Postal Ballot (if applicable)															
		Total															
Public- Non Institutions		E-Voting				41,57,964		93.2073		41,57,964		0		100.0000		0.0000	
		Poll				2,33,736		2.8987		2,31,579		2,157		99.0771		0.9228	
		Postal Ballot (if applicable)				8,06,389		10.0004		8,06,352		37		99.9954		0.0045	
		Total				1,200		0.0149		1,200		0		100.0000		0.0000	
Total				10,41,325		12.914		10,39,131		2,194		99.7893		0.2107			
Total				3,42,74,911		51,99,289		15.1694		51,97,095		2,194		99.9578		0.0422	

Promoter and Promoter Group holding 2,17,50,357 Shares have not been considered in voting process



SUMMARY OF PROCEEDINGS OF THE MEETING OF EQUITY SHAREHOLDERS OF PENNAR ENGINEERED BUILDING SYSTEMS LIMITED CONVENED PURSUANT TO THE ORDER OF THE HON'BLE NATIONAL COMPANY LAW TRIBUNAL, HYDERABAD BENCH

The meeting of Equity Shareholders of Pennar Engineered Building Systems Limited convened pursuant to the order of the Hon'ble National Company Law Tribunal ("NCLT"), Hyderabad Bench dated 1st November, 2018 was held on Friday, 14th December, 2018 at 11:00 A.M. at Hotel Raddison, Gachibowli-Miyapur Road, Chhota Anjaiah Nagar, Gachibowli, Hyderabad - 500 032, India.

The following were in attendance:

- | | | |
|--------------------------------|---|-------------------------|
| 1. Mr. V Venkata Rami Reddy | - | Chairman of the Meeting |
| 2. Mr. Aditya Rao | - | Vice-Chairman |
| 4. Mr. P V Rao | - | Managing Director |
| 5. Mr. Shrikant Bhakkad | - | Chief Financial Officer |
| 6. Mr. Mirza Mohammed Ali Baig | - | Company Secretary |

Mr. V Venkata Rami Reddy, who was appointed as the Chairman of the meeting pursuant to the order of Hon'ble NCLT, Hyderabad Bench dated 1st November, 2018, took the chair. With the requisite quorum being present, the Chairman called the meeting to order and conducted the proceedings of the Meeting.

The Chairman briefed the Members about the background and the agenda of the meeting and informed that the meeting is being held to consider the scheme of amalgamation for merger of Pennar Engineered Building Systems Limited and Pennar Enviro Limited with Pennar Industries Limited and their respective shareholders under section 230-232 of Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 and rules framed thereunder. The Chairman also briefly explained rationale of the scheme of amalgamation.

The Chairman informed that the Hon'ble NCLT has appointed Mr. P Srikant Kumar, Practicing Company Secretary as the Scrutiniser for the meeting.

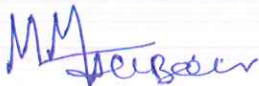
The Chairman informed the Members that pursuant to the provisions of Companies Act, 2013 and order of the Hon'ble NCLT, all Members had been provided the facility to vote by e-Voting or postal ballot. He further informed that those Members who could not vote by e-voting or through postal ballot may cast vote by way of poll through the physical poll paper made available at the venue of the Meeting. With the permission of the members, the Chairman considered the notice of the meeting as read. Subsequently, queries raised by the members were addressed.

The following item of business as per the notice of the meeting was transacted-

1. To approve amalgamation of Pennar Engineered Building Systems Limited and Pennar Enviro Limited with Pennar Industries Limited.

The Chairman requested the Members to vote on the resolution by way of poll through the physical poll paper made available at the meeting. Thereafter, the Chairman thanked the Members for participating in the meeting and informed that the combined results of e-voting, postal ballot and voting at the meeting will be announced and displayed on the website of the Company and will also be submitted to the stock exchanges as per the requirements under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

for Pennar Engineered Building Systems Limited



Mirza Mohammed Ali Baig
Company secretary



Dated: 16.12.2018
Place: Hyderabad