



PENNAR INDUSTRIES LIMITED

Dated: 6th September, 2016

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	Metropolitan Stock Exchange Limited Exchange Square, CTS No.255 Suren Road, Andheri (East) Mumbai - 400 093 K.A.: Ms. Priyamvada Dange Scrip Symbol: PENIND
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Dear Sir/Madam,

Sub: Submission of Notice to Annual General Meeting, Attendance Slip and Proxy Form for the Financial Year 2015-16 - reg.

With reference to the subject cited above and in compliance the provisions of the Listing Agreement, we hereby submit the Notice to Annual General Meeting, Attendance Slip and Proxy Form for the Financial Year 2015-16.

Kindly take the aforesaid information on record.

Thanking you

Yours faithfully

for Pennar Industries Limited

Mirza Mohammed Ali Baig
Company Secretary & Compliance Officer
ACS 29058



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

Corp. Office & Works: IDA, Patancheru – 502 319, Medak District, Telangana State, INDIA

Tel: +91 8455 242184 to 242193, **Fax:** +91 8455 242424 / 242161, **E-mail:** pilhyd@bsnl.in, **Website:** www.pennarindia.com

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

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

CIN No: L27109AP1975PLC001919

NOTICE

NOTICE is hereby given that the 40th Annual General Meeting (AGM) of members of M/s. Pennar Industries Limited will be held on Friday, the 30th day of September, 2016 at 11:30 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 statements (including audited consolidated financial statements) of the company for the financial year ended 31st March, 2016 together with the reports of the Board of Directors and the auditors thereon.

2. To appoint a Director in the place of Mr. Aditya Rao (DIN: 01307343) who retires by rotation and being eligible offers himself for re-appointment.

3. To appoint a Director in the place of Mr. Vishal Sood (DIN: 01780814) who retires by rotation and being eligible offers himself for re-appointment.

4. To appoint Auditors and fix their remuneration 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 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, pursuant to the recommendation of Audit Committee of the Board of Directors, and pursuant to the resolution passed by the members at the Annual General Meeting held on 30.09.2014, the appointment of M/s. Rambabu & Co., Chartered Accountants (ICAI Registration No. 002976S) as the auditors of the Company to hold office till the conclusion of the Annual General Meeting to be held in the calendar year 2017 be and is hereby ratified and that the Board of Directors be and is hereby

authorized to fix the remuneration payable to them for the financial year ending 31st March, 2017 as may be determined by the audit committee in consultation with the auditors, and that such remuneration may be paid on a progressive billing basis as may be agreed upon between the auditors and the Board of Directors."

SPECIAL BUSINESS

5. To confirm the appointment of Mr. C Parthasarathy (DIN: 00079232) 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. C Parthasarathy, who was appointed as an Additional Non-Executive Independent Director by the Board of Directors with effect from 09.11.2015 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. C Parthasarathy 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."

6. To appoint Mr. C Parthasarathy (DIN: 00079232) 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 clause 49 of Listing Agreement, Mr. C Parthasarathy (DIN: 00079232) 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. C Parthasarathy 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 09.11.2015 to 08.11.2020 not liable to retirement by rotation."

7. To confirm the appointment of Mr. P V Rao (DIN: 03157581) 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 161 of the Companies Act, 2013 and the Rules made thereunder and subject to the Articles of Association of the Company, Mr. P V Rao, who was appointed as an Additional Non-Executive Director by the Board of Directors with effect from 30.03.2016 and 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 under Section 160 of the Companies Act, 2013 along with requisite deposit, signifying his intention to propose Mr. P V Rao as a candidate for the office of a director of the Company, be and is hereby appointed as a director of the Company liable to retire by rotation."

8. To ratify the remuneration payable to M/s. Shaik & Associates, Cost Auditors for the financial year ending 31st March, 2017 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, 2017, and also to ratify the remuneration of ₹80,000/- p.a. 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."

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

"RESOLVED THAT pursuant to provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Meeting of Board and its Powers) Rules, 2014 and in terms of applicable provisions of the Listing Agreement (including any statutory modification(s) or enactment thereof for the time being in force), and also pursuant to the consent of the Audit Committee and the Board of Directors vide resolutions passed in their respective meetings, the approval of the Company be and is hereby accorded to the Material Related Party Transactions as entered by the company for the Financial Year 2015-16 of a value of ₹3612 Lakhs and transactions to be entered for Financial Year 2016-17 of a value of

₹4000 Lakhs as per details as set out under item no. 9 of the Statement annexed to this Notice and that the Board of Directors be and are hereby authorized to perform and execute all such deeds, matters and things including delegate such authority as may be deemed necessary or expedient to give effect to this resolution and for the matters connected therewith or incidental thereto.

"RESOLVED FURTHER THAT consent of the members of the Company be and is hereby accorded to all acts, deeds and things which was done and documents executed in connection with such material related party transaction."

10. 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 30th day of September, 2015 and pursuant to Section 180(1)(a) 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 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 Grantees etc., provided that the total amount of such Funds base borrowing, Non-fund based support, Corporate Guarantees or other together win interest, cost, charges, expenses and other monies payable by the company by whatever name called, shall not, at any time, exceed ₹500 crores (Rupees 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."

11. 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 30th day of September, 2015 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 ₹500 crores (Rupees 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."

12. To serve documents on members and in this regard to consider and, if thought fit, to pass, with or without modification(s), the following resolution an Ordinary Resolution:

"RESOLVED THAT pursuant to Section 20 and other applicable provisions, if any, of

the Companies Act, 2013 read with rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Company may serve documents on its members, by sending the document(s) that he/ she is entitled to receive as a member under the Act by post or by registered post or by speed post or by courier or by such electronic or other mode as may be prescribed depending on event and circumstance of each case from time to time.

"RESOLVED FURTHER THAT the Board of Directors of the Company or its duly

constituted committee be and is hereby authorized to decide, in respect of any advance request for sending documents provided atleast one week in advance of the despatch of the document by the company along with requisite fee duly received by the company and that no such request shall be entertained by the company post despatch of such documents by the company to the member, the charges payable for such delivery, as prescribed below for each mode of dispatch.:

Sl. No.	Mode	Minimum Rate per document at the minimum slab of the weight of the document in each category in ₹	
		Within India	International
1.	Ordinary Post	15.00	1.2 times of the actual charges in each case
2.	Registered Post	100.00	
3.	Speed Post	100.00	
4.	Courier	100.00	
5.	Electronic mail (email)	20.00	20.00

"RESOLVED FURTHER THAT the Board of Directors of the Company or its duly constituted committee be and is hereby authorized to amend or alter such charges from time to time either keeping in view the change of charges as applicable to that mode or in any situation so warrants and to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

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

Place : Hyderabad
Date : 12.08.2016

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

Notes :

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. A person can act as a proxy on behalf of not exceeding 50 members and holding in aggregate not more than 10% of the total share capital of the Company.
2. The instrument appointing the proxy, duly completed, must be deposited at the Company's registered office not less than 48 hours before the commencement of the meeting. A proxy form for the Annual General Meeting is enclosed.
3. Corporate Members intending to send their authorized representatives to attend the Meeting are requested to send a certified copy of the Board resolution authorizing their representative to attend and vote on their behalf at the meeting.
4. The Register of Members and the Share Transfer Books of the company will remain closed from 23rd September, 2016 to 24th September, 2016, both days inclusive in connection with the Annual General Meeting.
5. An Explanatory Statement pursuant to the provisions of Section 102(1) of the Companies Act, 2013 with respect to the special business set out in the notice is annexed herewith.
6. Shareholders desirous of obtaining any information concerning the accounts and operations of the company are requested to send their queries to the registered office of the company at least seven days before

the date of the Annual General Meeting, so that the information requested may be made available.

7. Members are requested to bring duly filled in Attendance Slips sent herewith for attending the meeting
8. Relevant documents and registers will be available for inspection by the members at the registered office of the Company.
9. Members are requested to address all correspondence with regard to change of address, dividend matters to the Registrar and Share Transfer Agents, M/s. Karvy Computershare Private Limited, Karvy Selenium Tower B, Plot No. 31 & 32 Gachibowli Financial District Nanakramguda Serilogampalli 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 2016 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 2016 are being sent by the permitted mode.

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

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

14. In compliance with the provisions of section 108 of the Act, the Companies (Management and Administration) Rules, 2014 and SEBI (LODR) Regulations, 2015, shareholders are provided with the facility to cast their vote electronically, through the e-voting services provided by M/s. Karvy Computershare Private Limited, in respect of all resolutions set forth in this Notice. M/s. Mohammed Irfan & Associates, (Membership No. 32512) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

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

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

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

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

d) Members can cast their vote online from 26th September, 2016 @ 10:00 A.M. to 29th September, 2016 @ 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, 2016, may cast their vote electronically.

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

f) Members holding shares in Demat/ Physical form will now reach Password Change menu wherein they are required to mandatorily change their login password in the new password field. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character. Kindly note that this password can be used by the Demat holders for voting for resolution of any other Company on which they are eligible to vote, provided that Company opts for e-voting through M/s. Karvy Computershare Private

Limited e-Voting platform. System will prompt you to change your password and update any contact details like mobile #, email ID etc on 1st login. You may also enter the Secret Question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

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

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

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

j) On the voting page, you will see Resolution Description and against the same the option 'FOR/AGAINST/ABSTAIN' for voting. Enter the number of shares (which represents number of votes) under 'FOR/AGAINST/ABSTAIN' or alternatively you

may partially enter any number in 'FOR' and partially in 'AGAINST', but the total number in 'FOR/AGAINST' taken together should not exceed your total shareholding. If the shareholder do not wants to cast, select 'ABSTAIN'

k) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

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

m) Corporate/Institutional Members (corporate /FIs/FILs/Trust/Mutual Funds/Banks, etc) are required to send scan (PDF format) of the relevant Board resolution to the Scrutinizer through e-mail to csirfan12@gmail.com with copy to evoting@karvy.com and mirza.baig@pennarindia.com. The file scanned image of the Board Resolution should be in the naming format "Corporate Name_ Event no."

Explanatory Statement

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

Item # 5&6

Appointment of Mr. C Parthasarathy as an Independent Director

The Board, at its meeting held on 9th November, 2015 appointed Mr. C Parthasarathy as an Additional Non-Executive Independent Director of the Company with effect from 9th November, 2015, 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. C Parthasarathy 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. C. Parthasarathy is one of the founders of Karvy Group. As the Chairman of the group, he has been responsible for building Karvy as one of India's truly integrated financial services organizations. He oversees the groups operations and is responsible for the vision, business direction and technology value addition to the overall business. Mr. Parthasarathy is a fellow member of the Institute of Chartered Accountants of India and the Institute of Company Secretaries of India. He also holds graduate degrees in Science and Law. Mr. Parthasarathy

has been actively associated with various professional bodies in senior capacities over the last decade.

Pursuant to the provisions of Section 161 of the Companies Act, 2013, Mr. C Parthasarathy 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. C Parthasarathy for the office of director.

The Company has received from Mr. C Parthasarathy (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. C Parthasarathy as an Independent Director of the Company up to 08.11.2020 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. C Parthasarathy, 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. C Parthasarathy as an Independent Director setting out the terms and conditions is available for inspection without any fee by the members at the Company's registered office during normal business hours on working days up to the date of the Annual General Meeting.

The Nomination and Remuneration Committee recommended the appointment to the Board. The Board recommends the resolution set out at item no. 5&6 of the notice for your approval. No director, key managerial personnel or their relatives, except Mr. C Parthasarathy, to whom the resolution relates, is interested or concerned in the resolution.

Item # 7 Appointment of Mr. P V Rao as Non-Executive Director

Mr. P V Rao was appointed as Additional Non-Executive Director of the Company by a circular resolution w.e.f 30th March, 2016,

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 a Director would be of immense benefit to the company. The 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.

Mr. P V Rao has over three decades of experience in construction Industry. He served in important managerial positions in various distinguished organizations including Tata Bluescope, Kirby, Gannon, Dunkerely. He is well versed about construction and Engineering market.

Currently, Mr. P V Rao is Managing Director of M/s. Pennar Engineered Building Systems Limited. Under him the company achieved many milestones. He is the recipient of the prestigious "Manager of the Year" award from Hyderabad Management Association (HMA) for the year 2013. He is also a columnist in many engineering magazines and vernacular press.

Pursuant to the provisions of Section 161 of the Companies Act, 2013, Mr. P V Rao 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. P V Rao for the office of director.

The Board recommends the resolution set out at item no. 7 of the notice for your approval. No director, key managerial personnel or their relatives, except Mr. P V Rao, to whom the resolution relates, is interested or concerned in the resolution.

Item # 8 Approval for payment of

remuneration to the Cost Auditors for the financial year ending 31st March, 2017

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, 2017 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. 8 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending 31st March, 2017.

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 # 9 Approval of material related party transactions

During the Financial Year 2015-16, your Company has entered into certain business transactions with M/s. Pennar Engineered Building Systems Limited (PEBS), a Subsidiary Company, which is a "Related Party" as defined under Section 2 (76) of the Companies Act, 2013. The Company is also proposed to enter into certain business transactions with PEBS during Financial Year 2016-17. These transactions are worth 3,612 Lakhs for F.Y. 2015-16 & estimated at Rs 4,000 Lakhs for F.Y. 2016-17. The details of such transactions are given below:-

Transaction during 2015-16:

Sl. No.	Name of the related party	Salient features of the transaction	Nature of Transactions	Amount of Transaction (₹ In lakhs)
1.	Pennar Engineered Building Systems Limited (subsidiary of Pennar Industries Limited)	As per the sale/purchase orders entered into between the Company and PEBS	Purchase of Material Sale of Goods Other Services Rendered Other Services Received	3612

Transaction during 2016-17 (estimated):

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

Item # 10 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 ₹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 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 # 11 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 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. 11 has been proposed to increase the limits of borrowing to ₹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 # 12 Service of Documents on Members

Section 20 of the Companies Act, 2013 deals with service of documents by the Company, inter-alia, enables the Company to dispatch any document to a member as per his mode of request subject to deposit of such fee as determined by the members

in the annual general meeting. Accordingly, consent of the members is sought for passing an Ordinary Resolution authorizing the Board of Directors to decide the fee payable as set out at Item No. 12 of the Notice on dispatch of document as per the choice of mode selected by any member of the Company. The Board recommends the resolution for approval of the members in the best interest of the Company. The rate indicated in the resolution is minimum rate per document at the minimum slab of the weight in the respective category of each of mode dispatch as mentioned thereat.

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.

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

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

Place : Hyderabad
Date : 12.08.2016

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 31st March, 2016	Chairman of the Committee of other companies on which he is a director as on 31st March, 2016	Member of the Committee of other companies on which he is a director as on 31st March, 2016	No of Shares held by them in the Company as on 31st March, 2016
Aditya Rao	06.12.1981	30.01.2008	Master's degree in Engineering Management from Cornell University, New York, USA	Experience in Corporate Business Planning	<p>M/s. Pennar Engineered Building Systems Limited</p> <p>M/s. Pennar Enviro Limited</p> <p>M/s. Pennar Solar Limited</p> <p>M/s. New ERA Enviro Ventures (Karimnagar) Private Limited</p> <p>M/s. 135 Tech Labs Private Limited</p> <p>M/s. Mainstay Tech Solutions Private Limited</p> <p>M/s. Pennar Holdings Private Limited</p> <p>M/s. Revolution Craftbrews Private Limited</p>	Nil	M/s. Pennar Engineered Building Systems Limited	49,62,508 Equity Shares of ₹5/- each.
Vishal Sood	23.02.1972	31.01.2012	B.E. M.B.A from IIM Ahmedabad	Experience in the field of management	<p>M/s. SAIF Advisors Private Limited</p> <p>M/s. Manpasand Beverage Limited</p> <p>M/s. Zooropa foods Private Limited.</p> <p>M/s. TMA Hospitality Private Limited</p> <p>M/s. Vrinda Foods and Hospitality Private Limited</p> <p>M/s. Lighfoot consulting Private Limited</p> <p>M/s. Senco Gold Limited</p> <p>M/s. Aye Finance Private Limited</p> <p>M/s. KDDL Limited</p> <p>M/s. Fizzy Foodlabs Private Limited</p> <p>M/s. Glitterbuy Technologies Private Limited</p> <p>M/s. Light Ray Advisors LLP</p> <p>M/s. EmteX Engineering Private Limited</p>	Nil	Nil	Nil

Particulars	Date of Birth	Date of appointment	Qualification	Expertise	List of Companies in which outside directorship held on 31st March, 2016	Chairman of the Committee of other companies on which he is a director as on 31st March, 2016	Member of the Committee of other companies on which he is a director as on 31st March, 2016	No of Shares held by them in the Company as on 31st March, 2016
C Parthasarathy	07.07.1955	09.11.2015	B.SC/LLB/ FCA/FCS	Experience in the field of management.	<p>M/s. Karvy Stock Broking Limited</p> <p>M/s. Karvy Computershare Private Limited</p> <p>M/s. Karvy Comtrade Limited</p> <p>M/s. Karvy Consultants Limited</p> <p>M/s. Karvy Global Services Inc. USA</p> <p>M/s. Karvy Inc. USA</p> <p>M/s. Karvy Investment Advisory Services Limited</p> <p>M/s. Karvy Investor Services Limited</p> <p>M/s. Karvy Data Management Services Limited</p> <p>M/s. Karvy Infrastructure Resources Private Limited</p> <p>M/s. Ocean Sparkle Limited</p> <p>M/s. Granules India Limited</p> <p>M/s. TMI e2E Academy Private Limited</p>	Nil	Nil	Nil
Potluri Venkateswara Rao	15.08.1959	30.03.2016	B. Tech (Civil Engineering)	Experience in the field of management	<p>M/s. Pennar Engineered Building Systems Limited</p> <p>M/s. Pennar Enviro Limited</p> <p>M/s. Calderys India Refractories Limited</p>	Nil	Nil	6,920 Equity Shares of ₹5/- each.



Pennar Industries Limited

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

Tel No.: 40 4006 1621, **e-Mail ID:** corporatecommunications@pennarindia.com

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

ATTENDANCE SLIP

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

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

I certify that I am a registered shareholder / Proxy for the Registered Shareholder of the Company. I hereby record my presence at the 40th Annual General Meeting held on Friday, the 30th September, 2016 at 11.30 a. m. at Radisson Hyderabad, Hitech City, Gachibowli, Hyderabad - 500 032.

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

Note :

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

* Applicable for investors holding shares in electronic form.



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PROXY FORM

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

Name of the Members(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 40th Annual General Meeting of the Company to be held on Friday, the 30th September, 2016 at 11.30 a. m. at Radisson Hyderabad, Hitech City, Gachibowli, Hyderabad - 500 032 or at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolutions	Optional*	
		For	Against
	Ordinary Business:		
1.	To receive, consider and adopt the audited financial statements (including audited consolidated financial statements) of the company for the financial year ended 31st March, 2016 together with the reports of the Board of directors and the auditors thereon.		
2.	To appoint a Director in the place of Mr. Aditya Rao (DIN: 01307343) who retires by rotation and being eligible offers himself for re-appointment.		
3.	To appoint a Director in the place of Mr. Vishal Sood (DIN: 01780814) who retires by rotation and being eligible offers himself for re-appointment.		
4.	To Ratify the appointment of M/s. Rambabu & Co., as Statutory Auditors of the Company and to fix their remuneration.		

Resolution No.	Resolutions	Optional*	
		For	Against
Special Business:			
5.	To confirm the appointment of Mr. C Parthasarathy (DIN: 00079232) as Director.		
6.	To appoint Mr. C Parthasarathy (DIN: 00079232) as an Independent Director.		
7.	To confirm the appointment of Mr. P V Rao (DIN: 03157581) as Director who was appointed as Additional Director.		
8.	To ratify the remuneration payable to M/s. Shaik & Associates,, Cost Auditors for the financial year ending 31st March, 2017		
9.	To approve the material related party transactions.		
10.	To Create Charges.		
11.	To borrow in excess of paid-up capital and free reserves.		
12.	To serve documents on its members.		

Signed this _____ day of _____ 2016.

Affixing
Revenue
Stamp

Signature of the Member

Signature of the Proxy Holder(s)

Note:

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