

Date: September 30, 2017

To,

M/s. Bombay Stock Exchange of India Limited
PJ Towers, Dalal Street
Mumbai Samachar Marg, Mumbai - 400 001

M/s. National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex
Bandra (E), Mumbai-400051

Dear Sir/Madam,

Subject: Scrutinizer Report

Reference: Company Name: Pennar Engineered Building Systems Limited

Security ID/ Symbol: PENPEBS

Security Code: 539333

ISIN: INE455O01019

Dear Sir/Madam,

With reference captioned subject, we are hereby submitting scrutinizer report in respect of our AGM Voting.

Thanking you,

For Pennar Engineered Building Systems Limited



Gopal Ladda
Company Secretary & Compliance Officer
ACS 34522



Pennar Engineered
Building Systems Limited
9th Floor (West Wing)
DHFLVC Silicon Towers
Kondapur, Hyderabad - 500 084
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F: +91 40 4018 6992
E-mail : cs@pebspennar.com
CIN: U45400AP2008PLC057182



S. CHIDAMBARAM

B.Com., LLB., F.C.S., A.I.C.W.A

Company Secretary in Practice

#6-3-855/10/A, Flat No .4A, Sampathji Apartments,

Near Niraj Public School,

Lane Opp.to Green Park Hotel,

Ameerpet, Hyderabad - 500 016 (India)

Phone : 91-40-23413376, Fax : 040-23410449

Email : schid285@gmail.com

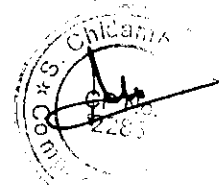
To
The Chairman
Pennar Engineered Building Systems Limited

Annual General Meeting of the Equity Shareholders of Pennar Engineered Building Systems Limited

Dear Sir,

I, S. Chidambaram, Practicing Company Secretary, at # 6-3-855/10/A, Flat No. 4A, Sampath Apartments, Near Niraj Public School, Lane Opp. To Green park Hotel, Ameerpet, Hyderabad - 500016, was appointed as Scrutinizer by the Board of Directors of **Pennar Engineered Building Systems Limited** (the Company) for the purpose of scrutinizing the e-voting process (remote e-voting) and voting by use of ballot at the meeting pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014 (Amendment Rules, 2015) in respect of the below mentioned resolutions proposed at the 09th Annual General Meeting of the Equity Shareholders of the Company held on Thursday, the 28th September, 2017 at 09.30 A.M at Hotel Radisson, Hitech city, Gachibowli, Hyderabad-500032, submit my report as under.

1. The compliance with the provisions of the Companies Act, 2013 and the Rules made there under 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 09th Annual General meeting of the Company is the responsibility of the management. My responsibility as a Scrutinizer 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 electronically for voting by use of Ballot at the meeting.
2. In accordance with the Notice of the 09th Annual 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 05th September, 2017, the remote e-voting opened at 10:00 AM on September 25th 2017 and remained open up to 5:00 PM on September 27th , 2017.
3. The Equity Shareholders holding shares as on September 22nd 2017, "cutoff date", were entitled to vote on the resolutions stated in the Notice of the 09th Annual 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 scrutinizer. 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 Annual 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 electronically.
6. The votes on remote e-voting were unblocked at around 12.30 PM on 28th September, 2017, after conclusion of voting at the AGM 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://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 AGM are as under:

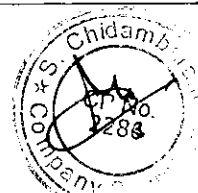
(A) RESOLUTION No.- 1– To Consider and adopt the audited financial statement of the Company for the financial year ended March 31, 2017 together with the reports of the Board of Directors and Auditors thereon.

(i) Voted in favour of the resolution:

Particulars	Number of members present and exercised voting	Number of votes cast by them	% of total number of votes cast
E-Voting	20	2,62,63,866	
Poll At AGM	3	15	
TOTAL	23	2,62,63,881	100.00

(ii) Voted against the resolution:

Particulars	Number of members present and exercised voting	Number of votes cast by them	% of total number of votes cast
E-Voting	0	0	
Poll At AGM	0	0	
TOTAL	0	0	0



(iii) Invalid votes:

Particulars	Number of members present and exercised voting	Number of votes cast by them
E-Voting	0	0
Poll At AGM	0	0
TOTAL	0	0

(B) RESOLUTION No.- 2 : To appoint a Director in place of Mr. Mukul Gulati (DIN: 00746183), who retires by rotation and being eligible, offers himself for re-appointment.

(i) Voted in favour of the resolution:

Particulars	Number of members present and exercised voting	Number of votes cast by them	% of total number of votes cast
E-Voting	20	2,62,63,866	
Poll At AGM	3	15	
TOTAL	23	2,62,63,881	100.00

(ii) Voted against the resolution:

Particulars	Number of members present and exercised voting	Number of votes cast by them	% of total number of votes cast
E-Voting	0	0	
Poll At AGM	0	0	
TOTAL	0	0	0

(iii) Invalid votes:

Particulars	Number of members present and exercised voting	Number of votes cast by them
E-Voting	0	0
Poll At AGM	0	0
TOTAL	0	0

(C) RESOLUTION No.- 3 : Appointment of M/s. B S R & Associates LLP, Chartered Accountants, as Auditors of the Company.

(i) Voted in favour of the resolution:

Particulars	Number of members present and exercised voting	Number of votes cast by them	% of total number of votes cast
E-Voting	20	2,62,63,866	
Poll At AGM	3	15	



TOTAL	23	2,62,63,881	100.00
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(ii) Voted against the resolution:

Particulars	Number of members present and exercised voting	Number of votes cast by them	% of total number of votes cast
E-Voting	0	0	
Poll At AGM	0	0	
TOTAL	0	0	0

(iii) Invalid votes:

Particulars	Number of members present and exercised voting	Number of votes cast by them
E-Voting	0	0
Poll At AGM	0	0
TOTAL	0	0

(D) RESOLUTION No.- 4: To ratify the Remuneration of Cost Auditor

(i) Voted in favour of the resolution:

Particulars	Number of members present and exercised voting	Number of votes cast by them	% of total number of votes cast
E-Voting	20	2,62,63,866	
Poll At AGM	3	15	
TOTAL	23	2,62,63,881	100.00

(ii) Voted against the resolution:

Particulars	Number of members present and exercised voting	Number of votes cast by them	% of total number of votes cast
E-Voting	0	0	
Poll At AGM	0	0	
TOTAL	0	0	0

(iii) Invalid votes:

Particulars	Number of members present and exercised voting	Number of votes cast by them
E-Voting	0	0
Poll At AGM	0	0
TOTAL	0	0



(E) RESOLUTION No.- 5: To revise the remuneration of Mr. P V Rao - Managing Director (DIN. 03157581)

(i) Voted in favour of the resolution:

Particulars	Number of members present and exercised voting	Number of votes cast by them	% of total number of votes cast
E-Voting	20	2,62,63,866	
Poll At AGM	3	15	
TOTAL	23	2,62,63,881	100.00

(ii) Voted against the resolution:

Particulars	Number of members present and exercised voting	Number of votes cast by them	% of total number of votes cast
E-Voting	0	0	
Poll At AGM	0	0	
TOTAL	0	0	0

(iii) Invalid votes:

Particulars	Number of members present and exercised voting	Number of votes cast by them
E-Voting	0	0
Poll At AGM	0	0
TOTAL	0	0

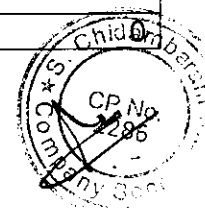
(F) RESOLUTION No. - 6: To Serve Documents on Members and in this regard.

(i) Voted in favour of the resolution:

Particulars	Number of members present and exercised voting	Number of votes cast by them	% of total number of votes cast
E-Voting	20	2,62,63,866	
Poll At AGM	3	15	
TOTAL	23	2,62,63,881	100.00

(ii) Voted against the resolution:

Particulars	Number of members present and exercised voting	Number of votes cast by them	% of total number of votes cast
E-Voting	0	0	
Poll At AGM	0	0	
TOTAL	0	0	



(iii) Invalid votes:

Particulars	Number of members present and exercised voting	Number of votes cast by them
E-Voting	0	0
Poll At AGM	0	0
TOTAL	0	0

(G) RESOLUTION No. - 7: To approve Material Related party transaction and in this regard.

(i) Voted in favour of the resolution:

Particulars	Number of members present and exercised voting	Number of votes cast by them	% of total number of votes cast
E-Voting	20	2,62,63,866	
Poll At AGM	3	15	
TOTAL	23	2,62,63,881	100.00

(ii) Voted against the resolution:

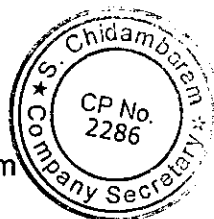
Particulars	Number of members present and exercised voting	Number of votes cast by them	% of total number of votes cast
E-Voting	0	0	
Poll At AGM	0	0	
TOTAL	0	0	0

(iii) Invalid votes:

Particulars	Number of members present and exercised voting	Number of votes cast by them
E-Voting	0	0
Poll At AGM	0	0
TOTAL	0	0

Thanking you,
Yours faithfully,

S. Chidambaram
Scrutinizer



Place: Hyderabad
Dated: 29.09.2017