

Date: October 01, 2016

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



Subhash Kishan Kandrapu
Company Secretary & Compliance Officer
ACS 32743



Pennar Engineered
Building Systems Limited
9th Floor (West Wing)
DHFLVC Silicon Towers
Kondapur, Hyderabad - 500 084
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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

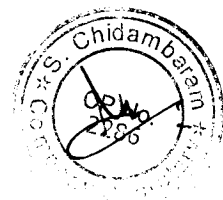
Chairman
PENNAR ENGINEERED BUILDING SYSTEMS LIMITED
Hyderabad

8th Annual General Meeting of the Equity Shareholders of PENNAR ENGINEERED BUILDING SYSTEMS LIMITED Held on Friday 30th September, 2016 at 09.30 A.M at Hotel Radisson Hyderabad, Hitech City, Gachibowli, Hyderabad - 500 032, Telangana.

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 08th Annual General Meeting of the Equity Shareholders of the Company held on Friday 30th September, 2016 at 09.30 A.M at Hotel Radisson Hyderabad, Hitech City, Gachibowli, Hyderabad - 500 032, Telangana, 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 8th 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 08th 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 September 8, 2016, the remote e-voting opened at 10:00 AM on 27.09.2016 and remained open up to 5:00 PM on 29.09.2016.
3. The Equity Shareholders holding shares as on September 23, 2016, "cutoff date", were entitled to vote on the resolutions stated in the Notice of the 8th Annual General Meeting of the Company.
4. After declaration of voting by use of Ballot by the Chairman at the meeting, the Voting by electronic means ie. Ballot was carried out. The Ballot records 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 voting was 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 remote e-voting through by Karvy Computershare Private Limited facility had been blocked and Passwords for Ballot 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 votes cast by use of Ballot at the meeting were first counted electronically.
6. The votes on remote e-voting were unblocked at 10.39 am, 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 by Karvy Computershare Private Limited 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 receive, consider and adopt the Audited 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.

(i) Voted in favour of the resolution:

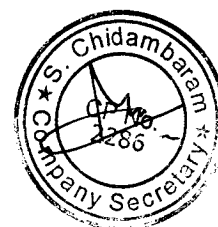
Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
32	2,80,74,847	100.00

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	9	0.00

(iii) Invalid votes:

Number of members present and voting (in person or by proxy)	Number of votes cast by them
0	0



(B) **RESOLUTION No. 2** - To appoint a Director in the place of Mr. Nrupender Rao (DIN: 00089922) who retires by rotation and being eligible offers himself for re-appointment.

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
32	2,80,74,847	100.00

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	9	0.00

(iii) Invalid votes:

Number of members present and voting (in person or by proxy)	Number of votes cast by them
0	0

(C) **RESOLUTION No. 3** -To appoint a Director in place of Mr. Aditya Rao (DIN.01307343), who retires by rotation and being eligible, offer himself for re-appointment.

(i) Voted in favour of the resolution:

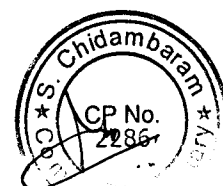
Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
32	2,80,74,847	100.00

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	9	0.00

(iii) Invalid votes:

Number of members present and voting (in person or by proxy)	Number of votes cast by them
0	0



(D) **RESOLUTION No. 4** - To ratify the appointment of M/s. Deloitte Haskins & Sells, Chartered Accountants (Firm Registration No. 008072S) as Statutory Auditors of the Company and fix their remuneration.

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
32	2,80,74,847	100.00

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	9	0.00

(iii) Invalid votes:

Number of members present and voting (in person or by proxy)	Number of votes cast by them
0	0

(E) **RESOLUTION No. 5** – Ratification of Remuneration to Cost Auditor.

(i) Voted in favour of the resolution:

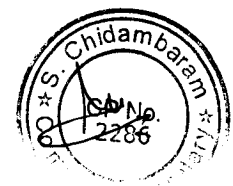
Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
32	2,80,74,847	100.00

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	9	0.00

(iii) Invalid votes:

Number of members present and voting (in person or by proxy)	Number of votes cast by them
0	0



(F) **RESOLUTION No. 6** – To confirm the appointment of Mr. C. Parthasarathy (DIN: 00079232) as Director who was appointed as an additional Director.

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
32	2,80,74,856	100.00

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) Invalid votes:

Number of members present and voting (in person or by proxy)	Number of votes cast by them
0	0

(G) **RESOLUTION No. 7** – To Appoint Mr. C. Parthasarathy (DIN: 00079232) as an Independent Director.

(i) Voted in favour of the resolution:

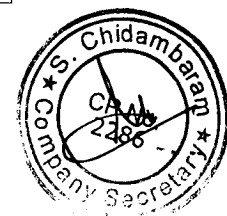
Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
32	2,80,74,856	100.00

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) Invalid votes:

Number of members present and voting (in person or by proxy)	Number of votes cast by them
0	0



(H) **RESOLUTION No. 8** – To Confirm the appointment of Mr. Mukul Gulati (DIN: 00746183) as Director who was appointed as an Additional Director.

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
32	2,80,74,847	100.00

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	9	0

(iii) Invalid votes:

Number of members present and voting (in person or by proxy)	Number of votes cast by them
0	0

(I) **RESOLUTION No. 9** – To approve material related party transaction by the Company with its holding Company, Pennar Industries Limited for the financial year 2016-2017.

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
31	2,79,94,847	100.00

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	9	0.00

(iii) Invalid votes:

Number of members present and voting (in person or by proxy)	Number of votes cast by them
1	80,000


S. Chidambaram

Place: Hyderabad

Date: 30/09/2016