

Date: September 07, 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: Notice of Annual General Meeting, Attendance Slip, Proxy Form for the financial year 2015-16**

**Reference: Company Name: Pennar Engineered Building Systems Limited**  
**Security ID/ Symbol: PENPEBS**  
**Security Code: 539333**  
**ISIN: INE455O01019**

With respect to the captioned Issue, please find attach/enclose the Notice of Annual General Meeting, Attendance Slip, Proxy Form for the financial year 2015-16 in respect of AGM of the Company scheduled to be held on Friday, the 30th day of September, 2016 at 09:30 A.M. at Hotel Radisson Hyderabad, HITECH City, Gachibowli, Hyderabad - 500 032.

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  
T: +91 40 4021 0525 / 26  
F: +91 40 4018 6992  
E-mail : cs@pebspennar.com  
CIN: U45400AP2008PLC057182

# Notice

NOTICE is hereby given that the 8th Annual General Meeting (AGM) of members of M/s. Pennar Engineered Building Systems Limited will be held on Friday, the 30th day of September, 2016 at 09:30 A.M. at Hotel 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 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. Nrupender Rao (DIN: 00089922) who retires by rotation and being eligible offers himself for re-appointment.
3. 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.
4. Ratification of appointment of Auditors

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 139, 142 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, as amended from time to time, the Company hereby ratifies the appointment of M/s. Deloitte Haskins & Sells, Chartered Accountants (Firm Registration No. 008072S), as the Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the 9th Annual General Meeting of the Company to be held in year 2017 to examine and audit the accounts of the Company for the Financial Year 2016-17 at such remuneration plus service tax, out-of-pocket, travelling and living expenses etc., as may be mutually agreed between the Board of Directors and the Auditors.”

## Special Business:

### 5. Ratification of Remuneration to Cost Auditor

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(3) and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the remuneration payable during the year 2016-17, to Kandikonda & Associates, Cost Accountants having Firm Registration No. 101361 appointed by

the Board of Directors of the Company to conduct the audit of the cost records of the Company for the financial year 31st March 2017, amounting to ₹70,000/- (Rupees Seventy Thousand Only) as also the payment of service tax as applicable and re-imburement of out of pocket expenses incurred by them in connection with the aforesaid audit be and is hereby ratified and confirmed.”

6. **To confirm the appointment of Mr. C Parthasarathy (DIN: 00079232) as Director who was appointed as an 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.”

7. **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 SEBI (LODR) Regulations 2015, 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.”

8. **To confirm the appointment of Mr. Mukul Gulati (DIN: 00746183) as Director who was appointed as an 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. Mukul Gulati, who was appointed as an Additional Non-Executive Director by the Board of Directors with effect from 09.11.2016 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, signifying his intention to propose Mr. Mukul Gulati 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.”

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

“RESOLVED THAT pursuant to provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 read with applicable Rules under Companies (Meetings of Board and its Powers) Rules, 2014 and to the extent applicable Regulations of SEBI (LODR) Regulations 2015, consent of the members of the Company be and is hereby accorded for entering into the Related Party

Transaction by the Company with its holding Company, Pennar Industries Limited for the financial year 2016-2017, up to the maximum per annum amounts as appended in table below :

S. No.	Name of the related party	Nature of Transactions	Salient features of the transaction	Amount of Transaction (₹ in Crores)
1.	M/s. Pennar Industries Limited (PIL) (Holding Company)	Purchase of goods	As per the sale/ purchase orders to be entered into between the Company and PIL at the time of entering in to transaction	100.00
		Sale of Goods		
		Purchase of Fixed Assets		
		Other Services Received		
		Other Services Rendered		
		Receipt of Rent and Other Expenses		
		Others, if any incidental thereto		
	<b>Total</b>			<b>100.00</b>

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to do all 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 Engineered Building Systems Limited

Place : Hyderabad

Date : 04.08.2016

Registered Office: 9th Floor, DHFLVC Silicon Tower (Westwing)  
Kondapur, Hyderabad -500084

**Subhash Kishan Kandrapu**  
Company Secretary & Compliance Officer  
ACS No. 32743

## Notes :

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE IN THE MEETING 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 (on or before Wednesday, September 28, 2016 at 9.30 AM IST). A proxy form for the Annual General Meeting is enclosed.
3. Corporate Members intending to send their authorised representatives to attend the Meeting are requested to send a certified copy of the Board resolution authorising their representative to attend and vote on their behalf at the meeting.
4. Members / proxies / authorised representatives should bring the duly filled Attendance Slip enclosed herewith to attend the meeting.
5. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company
6. Relevant documents and registers will be available for inspection by the members at the registered office of the Company.

7. Members are requested to address all correspondence 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 Seriligampalli Hyderabad - 500008.
8. With a view to using natural resources responsibly, we request shareholders to update their email address with their Depository Participants to enable the Company to send communications electronically.
9. The Register of Members and the Share Transfer Books of the company will be closed from 23rd September, 2016 to 24th September, 2016 (both days inclusive) in connection with the Annual General Meeting.
10. 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.
11. 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.
12. 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.
13. Members may also note that the Notice of the 8th AGM and the Annual Report 2015-16 will be available on the Company's website, [www.pebspennar.com](http://www.pebspennar.com). The physical copies of the documents will also be available at the Company's registered office for inspection during normal business hours on working days. Members who require communication in physical form in addition to e-communication, or have any other queries, may write to us at: [cs@pebspennar.com](mailto:cs@pebspennar.com)
14. Additional information, pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in respect of the directors seeking appointment / re-appointment at the AGM, is furnished as annexure to the Notice. The directors have furnished consent / declaration for their appointment / re-appointment as required under the Companies Act, 2013 and the Rules thereunder.
15. 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 Registrar and Share Transfer Agents, M/s. Karvy Computershare Private Limited, Karvy Selenium Tower B, Plot No. 31 & 32 Gachibowli Financial District Nanakramguda Seriligampalli Hyderabad - 500008.
16. Members/Proxies are requested to bring their copy of the Annual Report to the AGM.
17. 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 exercise 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. S. Chidambaram, Practicing Company Secretary (Membership No: 2286) has been appointed as the Scrutiniser to scrutinise the e-voting process in a fair and transparent manner. The facility for voting through ballot paper or any other mode permitted will also be made available at the AGM and members attending the AGM, who have not already cast their votes by remote e-voting shall be able to exercise their right at the AGM through ballot paper. Members who have cast their votes by remote e-voting prior to the AGM may attend the AGM but shall not be entitled to cast their votes again.

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 Ballot Form or via email. 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 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 27th September, 2016 @ 10:00 A.M. to 29th September, 2016 @ 5.00 P.M. During this period, shareholders of the company holding shares either in dematerialised 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: Then Vote accordingly, but the total number of shares voted taken should not exceed your total shareholding. If the shareholder do not wants to cast, select 'ABSTAIN'
- i) 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.
- k) Once you 'CONFIRM' your vote on the resolution, you will not be allowed to modify your vote.
- l) 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 Scrutiniser through e-mail to schid285@gmail.com or manishcs31@gmail.com with copy to evoting@karvy.com and cs@pebspennar.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 - Ratification of Remuneration to Cost Auditor

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of the M/s. Kandikonda & 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 ₹70,000/- (Rupees Seventy Thousand Only) as audit fee, Service tax as may be applicable at the time of payment.

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. 5 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 # 6&7 - Appointment of Mr. C Parthasarathy (DIN: 00079232) 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 44 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 organisations. He oversees the group's 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. 6&7 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 # 8 - Appointment of Mr. Mukul Gulati (DIN: 00746183) as Non-Executive Director**

The Board, at its meeting held on 9th November, 2015 appointed Mr. Mukul Gulati as an Additional Non-Executive Director of the Company, pursuant to Section 161 of the Companies Act, 2013, read with Article 44 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. Mukul Gulati 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.

Mukul Gulati is a cum laude graduate of the University of Maryland, where he was a Dean's Scholar at the Department of Economics and also holds masters of business administration degree from Columbia University in the City of New York. He is the co-founder and managing partner of Zephyr Peacock India. He has over 18 years of experience in the field of investment

management including private equity, investment research and general management. Mukul Gulati is responsible for overall leadership of Zephyr's business activities in South Asia. Mukul Gulati was previously associated with Multex.com, where he was involved in setting up and managing the firm's quantitative equity research business. He is also a charter member of the Bangalore chapter of The Indus Entrepreneurs (TiE) Global, member of Young Presidents' Organisation (YPO) and serves on the Asia Council of Emerging Markets Private Equity Association (EMPEA).

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

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. Mukul Gulati, to whom the resolution relates, is interested or concerned in the resolution.

#### Item # 9 - Approval of material related party transactions

Section 188 of the Companies Act, 2013 read with rules 15 and 16 of Companies (Meetings of Board and its Powers) Rules, 2014 prescribe certain procedure for approval of related party transactions. The proviso to section 188 also states that nothing in section 188(1) will apply to any transaction entered into by the company in its ordinary course of business and at arm's length basis. All the proposed transactions put up for approval are in ordinary course of business and at arm's length. Pursuant to the applicable provisions of SEBI (LODR) Regulations, 2015, the following contracts / arrangements / transactions are material in nature and require the approval of the unrelated shareholders of the Company by a special resolution:

S. No.	Name of the related party	Nature of Transactions	Salient features of the transaction	Amount of Transaction (₹ in Crores)
1.	M/s. Pennar Industries Limited (PIL) (Holding Company)	Purchase of goods	As per the sale/ purchase orders to be entered into between the Company and PIL at the time of entering in to transaction	100.00
		Sale of Goods		
		Purchase of Fixed Assets		
		Other Services Received		
		Other Services Rendered		
		Receipt of Rent and Other Expenses		
		Others, if any incidental thereto		
	<b>Total</b>			<b>100.00</b>

The Board recommends the resolution for your approval. No director, key managerial personnel or their relatives, except Mr. Nrupender Rao (being a Chairman and promoter group), Mr. Aditya Rao (being a Vice Chairman and Managing Director and promoter group) holding more than 2 % of shareholding in Pennar Industries Limited and to which the resolution relates, is interested or concerned in the resolution in the capacity stated above.

By Order of the Board  
for **Pennar Engineered Building Systems Limited**

Place : Hyderabad  
Date : 04.08.2016  
Registered Office: 9th Floor, DHFLVC Silicon Tower (Westwing)  
Kondapur, Hyderabad -500084

**Subhash Kishan Kandrapu**  
Company Secretary & Compliance Officer  
ACS No. 32743



## Annexure to items 2 and 3 of the Notice

Details of Directors seeking re-appointment at the Annual General Meeting

Name of the Director	Mr. Nrupender Rao	Mr. Aditya Rao	Mr. C Parthasarathy	Mr. Mukul Gulati
Director Identification Number (DIN)	00089922	01307343	00079232	00746183
Date of Birth	23/06/1945	06/12/1981	07/07/1955	06/09/1973
Nationality	Indian	Indian	Indian	USA
Date of Appointment on Board	Since Incorporation	Since Incorporation	09th November 2015	09th November 2015
Qualification	B.Tech, M.S.	B.S, M.Eng	BSC, LLB, ICSI, ICAI	MBA
Shareholding in the Company	516000 equity shares	772498 equity shares	NIL	NIL
List of Directorships held in other Companies (excluding foreign, private and Section 8 Companies)	Pennar Industries Limited Saven Technologies Limited Pennar Enviro Limited Pennar Solar Limited	Pennar Industries Limited Pennar Enviro Limited Pennar Solar Limited	Karvy Stock Broking Limited Karvy Comtrade Limited Karvy Consultants Limited Karvy Investment Advisory Services Limited Karvy Investor Services Limited Karvy Data Management Services Limited Ocean Sparkle Limited Granules India Limited	NIL
Memberships / Chairmanships of Audit and Stakeholders' Relationship Committees across Public Companies	NIL	Pennar Industries Limited	NIL	NIL

Apart from Mr. Nrupender Rao and Mr. Aditya Rao who are related to each other as father and son, none of the other Board Members are related to each other.



## Pennar Engineered Building Systems Limited

**Registered Office:** 9th Floor (West Wing), DHFLVC Silicon Towers, Kondapur, Hyderabad - 500 084

**Tel No.:** 040 4021 0525/26, **Fax:** 040 4018 6992, **E-Mail id:** cs@pebspennar.com

**Website:** www.pebspennar.com, **Corporate Identification No.:** L45400TG2008PLC057182

### 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 8th Annual General Meeting held on Friday, the 30th September, 2016 at 09.30 a. m. at Hotel Radisson, Hitech City, Gachibowli, Hyderabad - 500 032.

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

**Note :**

- i. 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.
- iii. 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 Engineered Building Systems Limited

**Registered Office:** 9th Floor (West Wing), DHFLVC Silicon Towers, Kondapur, Hyderabad - 500 084

**Tel No.:** 040 4021 0525/26, **Fax:** 040 4018 6992, **E-Mail id:** cs@pebspennar.com

**Website:** www.pebspennar.com, **Corporate Identification No.:** L45400TG2008PLC057182

## E-Mail Communication Registration Form

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.

1.	Registered Folio No. / DP ID No. & Client ID No. (applicable to investors holding shares in electronic form)	
2.	Name & Address of the Sole/ First named Shareholder as registered with the Company	
3.	Name(s) of the joint Shareholder(s), if any, registered with the Company	
4.	Registered Address	
5.	Email Id (to be registered)	

I/We shareholder(s) of Pennar Engineered Building Systems Limited agree to receive communication from the Company in electronic mode. Please register my above e-mail id in your records for sending communication through e-mail. This form can also be downloaded from the official website of the Company viz [www.pebspennar.com](http://www.pebspennar.com)

Date: .....

Signature:.....

**Note:**

Shareholder(s) are requested to keep the Company informed as and when there is any change in the e-mail address



# Form No. MGT 11

## Proxy Form

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



### Pennar Engineered Building Systems Limited

**Registered Office:** 9th Floor (West Wing), DHFLVC Silicon Towers, Kondapur, Hyderabad - 500 084

**Tel No.:** 040 4021 0525/26, **Fax:** 040 4018 6992, **E-Mail id:** cs@pebspennar.com

**Website:** www.pebspennar.com, **Corporate Identification No.:** L45400TG2008PLC057182

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 8th Annual General Meeting of the Company to be held on Friday, the 30th September, 2016 at 09.30 a. m. at Hotel 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
<b>Ordinary Business:</b>			
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.		
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.		
3.	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		
4.	Ratification of appointment of Auditors.		
<b>Special Business:</b>			
5.	Ratification of Remuneration to Cost Auditor		
6.	To confirm the appointment of Mr. C Parthasarathy (DIN: 00079232) as Director who was appointed as an Additional Director		
7.	To appoint Mr. C Parthasarathy (DIN: 00079232) as an Independent Director		
8.	To confirm the appointment of Mr. Mukul Gulati (DIN: 00746183) as Director who was appointed as an Additional Director		
9.	To approve material related party transaction.		

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.
- vi. A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights.
- vii. For the Resolutions, Statement setting out material facts thereon and notes please refer to the Notice of the 8th Annual General Meeting.