

## NOTICE

NOTICE is hereby given that the 45<sup>th</sup> Annual General Meeting (AGM) of members of M/s. Pennar Industries Limited will be held on Thursday, the 30<sup>th</sup> September, 2021 at 11:00 A.M. through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) to transact the following businesses:

### ORDINARY BUSINESS

1. To receive, consider and adopt the audited financial statement (including audited consolidated financial statements) of the company for the financial year ended 31<sup>st</sup> March, 2021 together with the reports of the Board of directors and the auditors thereon and in this regard, pass the following resolutions as Ordinary Resolutions:
  - (a) “RESOLVED THAT the audited financial statement of the Company for the financial year ended 31<sup>st</sup> March, 2021 and the reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted.”
  - (b) “RESOLVED THAT the audited consolidated financial statement of the Company for the financial year ended 31<sup>st</sup> March, 2021 and the report of Auditors thereon laid before this meeting, be and are hereby considered and adopted.”
2. To appoint a Director in the place of Mr. Eric James Brown (DIN: 07670880) who retires by rotation and being eligible offers himself for re-appointment as a Director and in this regard, pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Eric James Brown (DIN: 07670880), who retires by rotation at this meeting and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”
3. To appoint a Director in the place of Mr. P V Rao (DIN: 03157581) who retires by rotation and being eligible offers himself for re-appointment as a Director and in this regard, pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. P V Rao (DIN: 03157581), who retires by rotation at this meeting and being eligible has offered herself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

### SPECIAL BUSINESS:

4. **To re-appoint Mr. Nrupender Rao (DIN: 00089922) as Chairman and in this regard to consider and if thought fit, to pass, with or without modifications, the following resolution as Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 196,197,203 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013 and subject to all necessary approvals, the consent of the members of the company be is hereby accorded to appoint Mr. Nrupender Rao (DIN: 00089922) as Chairman of the Company for a period of one year with effect from 1<sup>st</sup> April, 2021 to 31<sup>st</sup> March, 2022, on such remuneration and terms & conditions as approved by the Remuneration Committee at its meeting held on 12<sup>th</sup> February, 2021, the particulars of which are annexed hereunder:

Particulars of Remuneration:

- i. Salary (including dearness and all other allowances) shall be ₹ 72,00,000/- per annum.
- ii. Special salary shall be ₹ 26,40,000/- per annum.
- iii. Perquisites and Allowances shall be ₹ 69,41,016/- per annum.
- iv. In addition to the above, company maintained vehicle(s) (excluding the expense incurred on fitting additional accessories, which does not come pre-fitted from the manufacturer) with driver and fuel and also communication facilities will be provided to Mr. Nrupender Rao. These will be treated as perquisites but will be taxed as per the perquisite tax rules.

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Perquisites and Allowances include accommodation(furnished or otherwise) or house rent allowance in lieu thereof; House Maintenance allowance, together with the reimbursement of expenses or allowances for utilities such as gas, electricity, water, furnishings, repairs, servants' salaries, society charges and property tax; medical reimbursement, medical/accident insurance, leave travel concession for self and family; club fees; contribution to any statutory fund including provident fund, superannuation fund, gratuity fund etc., and such other perquisites and allowances in accordance with the Rules of the company or as may be agreed to by the Board of Directors and Mr. Nrupender Rao.

"RESOLVED FURTHER THAT where in any financial year, the Company has no profits or inadequate profits, the remuneration as decided by the Board from time to time, shall be paid to Mr. Nrupender Rao as minimum remuneration with the approval of the Central Government, if required."

"RESOLVED FURTHER THAT so long as Mr. Nrupender Rao functions as the Chairman of the Company, he will not be paid any fees for attending the meetings of the Board of Directors or any Committee thereof."

"RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to alter and vary the terms and conditions of appointment and / or remuneration, subject to the same not exceeding the limits specified under Section 197, read with Schedule V of the Companies Act, 2013 and do all acts deeds and things to give effect to this appointment."

### **5. To re-appoint Mr. Aditya Rao (DIN: 01307343) as Vice-Chairman and Managing Director and in this regard to consider and if thought fit, to pass, with or without modifications, the following resolution as Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 196,197,203 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013 and subject to all necessary approvals, the consent of the members of the company be is hereby accorded to appoint Mr. Aditya Rao (DIN: 01307343) as Vice-Chairman and Managing Director of the Company for a period of one year with effect from 1<sup>st</sup> April, 2021 to 31<sup>st</sup> March, 2022, on such remuneration and terms & conditions as approved by the Remuneration Committee at its meeting held on 12<sup>th</sup> February, 2021, the particulars of which are annexed hereunder:

Particulars of Remuneration:

- i. Salary (including dearness and all other allowances) shall be ₹ 72,00,000/- per annum.
- ii. Special salary shall be ₹ 14,70,000/- per annum.
- iii. Perquisites and Allowances shall be ₹ 18,61,000/- per annum.
- iv. In addition to the above, company maintained vehicle(s) (excluding the expense incurred on fitting additional accessories, which does not come pre-fitted from the manufacturer) with driver and fuel and also communication facilities will be provided to Mr. Aditya Rao. These will be treated as perquisites and will be taxed as per the perquisite tax rules.

Perquisites and Allowances include accommodation (furnished or otherwise) or house rent allowance in lieu thereof, House Maintenance allowance, together with the reimbursement of expenses or allowances for utilities such as gas, electricity, water, furnishings, repairs, servants' salaries, society charges and property tax; medical reimbursement, medical/accident insurance, leave travel concession for self and family; club fees; contribution to any statutory fund including provident fund, superannuation fund, gratuity fund etc. and such other perquisites and allowances in accordance with the Rules of the company or as may be agreed to by the Board of Directors and Mr. Aditya Rao.

All future remuneration growth be determined by the accomplishment of market cap growth and PAT growth. The remuneration of Mr. Aditya Rao will be reviewed annually.

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Mr. Aditya Rao, Vice-Chairman and Managing Director will be covered under the performance Incentive plan as enumerated below:

- » PAT - 10 Lakhs per annum.
- » Market Cap - 10 Lakhs per annum.

PAT - Measured against FY 2019-20

Sl. No.	Performance Incentive Weightage	Average Performance growth over previous financial year	Payout (₹ per annum)
1.	50% of eligibility i.e. ₹10,00,000 per annum	< 15%	Nil
		15.01% to 22.5%	4,00,000
		22.51% to 27%	7,50,000
		> 27%	10,00,000

Market Cap - Measured against FY 2020-21

Sl. No.	Performance Incentive Weightage	Performance growth over previous financial year	Payout (₹ per annum)
1.	50% of eligibility i.e. ₹10,00,000 per annum	< 15%	Nil
		15.01% to 22.5%	4,00,000
		22.51% to 27%	7,50,000
		> 27%	10,00,000

“RESOLVED FURTHER THAT where in any financial year, the Company has no profits or inadequate profits, the remuneration as decided by the Board from time to time, shall be paid to Mr. Aditya Rao as minimum remuneration with the approval of the Central Government, if required.

“RESOLVED FURTHER THAT so long as Mr. Aditya Rao functions as the Vice-Chairman and Managing Director of the Company, he will not be paid any fees for attending the meetings of the Board of Directors or any Committee thereof.”

“RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to alter and vary the terms and conditions of appointment and / or remuneration, subject to the same not exceeding the limits specified under Section 197, read with Schedule V of the Companies Act, 2013 and do all acts deeds and things to give effect to this appointment.”

**6. To re-appoint Mr. K Lavanya Kumar (DIN: 01710629) as Executive Director, liable to retire by rotation and in this regard to consider and if thought fit, to pass, with or without modifications, the following resolution as Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 196,197,203 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013 and subject to all necessary approvals, the consent of the members of the company be is hereby accorded to appoint Mr. K Lavanya Kumar (DIN: 01710629) as Executive Director of the Company for a period of one year with effect from 1<sup>st</sup> April, 2021 to 31<sup>st</sup> March, 2022, on such remuneration and terms & conditions as approved by the Remuneration Committee at its meeting held on 12<sup>th</sup> February, 2021, the particulars of which are annexed hereunder:

Particulars of Remuneration:

- i. Salary (including dearness and all other allowances) shall be ₹ 40,00,000/- per annum.
- ii. Special salary shall be ₹ 29,00,000/- per annum.
- iii. Perquisites and Allowances shall be ₹ 21,00,000/- per annum.

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Perquisites and Allowances include accommodation (furnished or otherwise) or house rent allowance in lieu thereof, House Maintenance allowance, together with the reimbursement of expenses or allowances for utilities such as gas, electricity, water, furnishings, repairs, society charges and property tax, medical reimbursement, contribution to superannuation fund etc and such other perquisites and allowances in accordance with the Rules of the company or as may be agreed to by the Board of Directors and Mr. K Lavanya Kumar.

In addition to the above, company maintained vehicle(s) (excluding the expense incurred on fitting additional accessories, which does not come pre-fitted from the manufacturer) with driver, fuel and maintenance, company's contribution to Provident Fund and Gratuity, communication facilities, medical and accident insurance, club fees, servants' salaries, leave travel concession for self and family will be treated as perquisites but will be taxed as per the perquisite tax rules.

All future remuneration growth be determined by the accomplishment of market cap growth and PAT growth. The remuneration of Mr. K Lavanya Kumar will be reviewed annually.

Mr. K Lavanya Kumar, Executive Director will be covered under the performance Incentive plan as enumerated below:

- » PAT - 10 Lakhs per annum.
- » Market Cap - 10 Lakhs per annum.

PAT - Measured against FY 2019-20

Sl. No.	Performance Incentive Weightage	Average Performance growth over previous financial year	Payout (₹ per annum)
1.	50% of eligibility i.e. ₹10,00,000 per annum	< 15%	Nil
		15.01% to 22.5%	4,00,000
		22.51% to 27%	7,50,000
		> 27%	10,00,000

Market Cap - Measured against FY 2020-21

Sl. No.	Performance Incentive Weightage	Performance growth over previous financial year	Payout (₹ per annum)
1.	50% of eligibility i.e. ₹10,00,000 per annum	< 15%	Nil
		15.01% to 22.5%	4,00,000
		22.51% to 27%	7,50,000
		> 27%	10,00,000

“RESOLVED FURTHER THAT where in any financial year, the Company has no profits or inadequate profits, the remuneration as decided by the Board from time to time, shall be paid to Mr. K Lavanya Kumar as minimum remuneration with the approval of the Central Government, if required.

“RESOLVED FURTHER THAT so long as Mr. K Lavanya Kumar functions as the Executive Director of the Company, he will not be paid any fees for attending the meetings of the Board of Directors or any Committee thereof.”

“RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to alter and vary the terms and conditions of appointment and / or remuneration, subject to the same not exceeding the limits specified under Section 197, read with Schedule V of the Companies Act, 2013 and do all acts deeds and things to give effect to this appointment.”

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- 7. To confirm the appointment of Mr. RVS Ramakrishna (DIN: 00009421) 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. RVS Ramakrishna (DIN: 00009421), who was appointed as an Additional Non-Executive Independent Director by the Board of Directors with effect from 4<sup>th</sup> June, 2021 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. RVS Ramakrishna (DIN: 00009421) 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."

- 8. To appoint Mr. RVS Ramakrishna (DIN: 00009421) as Independent Director, not liable to retire by rotation and in this regard to consider and if thought fit, to pass, with or without modifications, the following resolution as Special Resolution:**

"RESOLVED THAT pursuant to Sections 149, 150 and 152 of the Companies Act, 2013 and the Rules made thereunder, read with Schedule IV to the Companies Act, 2013 including any statutory modification(s) or re-enactment thereof for time being in force, Mr. RVS Ramakrishna (DIN: 00009421), who was appointed as an Additional Director of the Company categorized as Independent, by the Board of Directors with effect from 4<sup>th</sup> June, 2021 and who holds office until the date of the AGM, in terms of Section 161 of the Companies Act, 2013, be and is hereby appointed as an Independent Director of the Company for a term of five consecutive years commencing from 4<sup>th</sup> June, 2021 to 3<sup>rd</sup> June, 2026, not liable to retire by rotation."

"RESOLVED FURTHER THAT any one of Director or the Company Secretary of the Company is authorized to share the certified copy of the extracts of this resolution to whomsoever concerned."

"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 change in designation of Mr. P V Rao (DIN: 03157581) from Joint Managing Director to Non-Executive Director, liable to retire by rotation 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 152, of the Companies Act, 2013 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and rules & regulations made there under, approval of the Members of the Company be and is hereby accorded to the change in designation of Mr. P V Rao from Joint Managing Director to Non-Executive Director of the Company being liable to retire by rotation of Directors with effect from 1<sup>st</sup> April, 2021.

"RESOLVED FURTHER THAT any one of the Directors of the Company be and are hereby jointly and/or severally authorised to file the necessary e-forms with Registrar of Companies and to do all such acts and deeds as may be required to give effect to the above resolution."

- 10. To ratify the remuneration payable to M/s. Kandikonda & Associates., Cost Accountants (Registration No. 101361) for the financial year ending 31<sup>st</sup> March, 2022 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. Kandikonda

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& associates., Cost Accountants (Registration No. 101361) 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, 2022, and also to ratify the remuneration of ₹ 80,000/- p.a. as an audit fee 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.”

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

**Mirza Mohammed Ali Baig**

Company Secretary & Compliance Officer  
e-CSIN Number: EA029058A000037330

Place : Hyderabad  
Date : 11.08.2021

### **Notes :**

M/s. Deloitte Haskins & Sells LLP, Chartered Accountants, was appointed as Statutory Auditors of the Company at the 41<sup>st</sup> Annual General Meeting held on 28<sup>th</sup> August, 2017. Pursuant to Notification issued by the Ministry of Corporate Affairs on 7<sup>th</sup> May, 2018 amending section 139 of the Companies Act, 2013 and the Rules framed thereunder, the mandatory requirement for ratification of appointment of Auditors by the Members at every Annual General Meeting (“AGM”) has been omitted, and hence the Company is not proposing an item on ratification of appointment of Auditors at this AGM.

1. Pursuant to the General Circular nos. 20/2020, 14/2020, 17/2020, 02/2021 issued by the Ministry of Corporate Affairs (“MCA”) and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 and SEBI/HO/CFD/CMD2/CIR/P/2021/11 issued by the SEBI (hereinafter collectively referred to as “the Circulars”), companies are allowed to hold AGM through VC, without the physical presence of members at a common venue. Hence, in compliance with the Circulars, the AGM of the Company is being held through VC.
2. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
3. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/ JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to subbok@gmail.com with copy to evoting@kfintech.com and mirza.baig@pennarindia.com.
4. The Register of Members and the Share Transfer Books of the company will remain closed from 17<sup>th</sup> September, 2021 to 18<sup>th</sup> September, 2021, 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 intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held

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by them in electronic form and to Registrar and Share Transfer Agent, M/s. KFin Technologies Private Limited (formerly Karvy Fintech Private Limited) in case the shares are held by them in physical form.

8. The Register of directors and key managerial personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available electronically for inspection by the members during the AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM, i.e. 30<sup>th</sup> September, 2021. Members seeking to inspect such documents can send an email to [corporatcommunications@pennarindia.com](mailto:corporatcommunications@pennarindia.com).
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. KFin Technologies Private Limited (formerly Karvy Fintech Private Limited), Selenium Tower B, Plot No. 31 & 32 Gachibowli Financial District, Nanakramguda, Seriligampalli 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 who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with the Registrar and Share Transfer Agent, M/s. KFin Technologies Private Limited (formerly Karvy Fintech Private Limited) in case the shares are held by them in physical 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. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same.
12. Members are requested to note that, dividends if not encashed for a consecutive period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund ("IEPF"). The shares in respect of such unclaimed dividends are also liable to be transferred to the demat account of the IEPF Authority. In view of this, Members are requested to claim their dividends from the Company, within the stipulated timeline. The Members, whose unclaimed dividends/shares have been transferred to IEPF, may claim the same by making an online application to the IEPF Authority in web Form No. IEPF-5 available on [www.iepf.gov.in](http://www.iepf.gov.in). For details, please refer to corporate governance report which is a part of this Annual Report.
13. In compliance with the aforesaid MCA Circulars and SEBI Circulars, Notice of the AGM along with the Annual Report 2020-21 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report 2020-21 will also be available on the Company's website [www.pennarindia.com](http://www.pennarindia.com), websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively.
14. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
15. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
16. 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.
17. Members are requested to keep their copy of the Annual Report during meeting.
18. 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. KFin Technologies Private Limited (formerly Karvy Fintech Private Limited), in respect of all resolutions set forth in this Notice. Mr. Subhash Kishan Kandrapu, (Membership No. 32743) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

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### Procedure for Remote e-Voting

- i. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI Listing Regulations and in terms of SEBI vide circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020 in relation to e-Voting Facility Provided by Listed Entities, the Members are provided with the facility to cast their vote electronically, through the e-Voting services provided by KFintech, on all the resolutions set forth in this Notice. The instructions for e-Voting are given herein below.
- ii. However, pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on “e-Voting facility provided by Listed Companies”, e-Voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts / websites of Depositories / DPs in order to increase the efficiency of the voting process.
- iii. Individual demat account holders would be able to cast their vote without having to register again with the e-Voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs to access e-Voting facility.
- iv. The remote e-Voting period commences 26.09.2021(9:00 a.m.) to 29.09.2021 (5:00 p.m.)
- v. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.
- vi. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at [evoting@Kfintech.com](mailto:evoting@Kfintech.com). However, if he / she is already registered with KFintech for remote e-Voting then he /she can use his / her existing User ID and password for casting the vote.
- vii. In case of Individual Shareholders holding securities in demat mode and who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date may follow steps mentioned below under “Login method for remote e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.”
- viii. The details of the process and manner for remote e-Voting and e-AGM are explained herein below:
  - Step 1 : Access to Depositories e-Voting system in case of individual shareholders holding shares in demat mode.
  - Step 2 : Access to KFintech e-Voting system in case of shareholders holding shares in physical and non-individual shareholders in demat mode.
  - Step 3 : Access to join virtual meetings(e-AGM) of the Company on KFin system to participate e-AGM and vote at the AGM.



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Details on Step 1 are mentioned below:

### I) Login method for remote e-Voting for Individual shareholders holding securities in demat mode.

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"><li>1. User already registered for IDeAS facility: Visit URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> Click on the "Beneficial Owner" icon under "Login" under 'IDeAS' section. On the new page, enter User ID and Password. Post successful authentication, click on "Access to e-Voting" Click on company name or e-Voting service provider and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period.</li><li>2. User not registered for IDeAS e-Services To register click on link : <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> Select "Register Online for IDeAS" or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a> Proceed with completing the required fields. Follow steps given in points 1</li><li>3. Alternatively by directly accessing the e-Voting website of NSDL Open URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> Click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen. Post successful authentication, you will requested to select the name of the company and the e-Voting Service Provider name, i.e.KFintech. On successful selection, you will be redirected to KFintech e-Voting page for casting your vote during the remote e-Voting period.</li></ol>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"><li>1. Existing user who have opted for Easi / Easiest Visit URL: <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a> Click on New System Myeasi Login with your registered user id and password. The user will see the e-Voting Menu. The Menu will have links of ESP i.e. KFintech e-Voting portal. Click on e-Voting service provider name to cast your vote.</li><li>2. User not registered for Easi/Easiest Option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a> Proceed with completing the required fields. Follow the steps given in point 1</li><li>3. Alternatively, by directly accessing the e-Voting website of CDSL Visit URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a> Provide your demat Account Number and PAN No. System will authenticate user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP, i.e KFintech where the e- Voting is in progress.</li></ol>

## NOTICE *Contd...*

Type of shareholders	Login Method
Individual Shareholder login through their demat accounts / Website of Depository Participant	<p>You can also login using the login credentials of your demat account through your DP registered with NSDL /CDSL for e-Voting facility.</p> <p>Once logged-in, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature.</p> <p>Click on options available against company name or e-Voting service provider – Kfintech and you will be redirected to e-Voting website of Kfintech for casting your vote during the remote e-Voting period without any further authentication.</p>

**Important note:** Members who are unable to retrieve User ID / Password are advised to use Forgot user ID and Forgot Password option available at respective websites.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 or 022-23058542-43

Details on Step 2 are mentioned below:

### II) Login method for e-Voting for shareholders other than Individual's shareholders holding securities in demat mode and shareholders holding securities in physical mode.

- (A) Members whose email IDs are registered with the Company/ Depository Participants (s), will receive an email from Kfintech which will include details of E-Voting Event Number (EVEN), USER ID and password. They will have to follow the following process:
- i. Launch internet browser by typing the URL: <https://emeetings.kfintech.com/>
  - ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) xxxx, followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with Kfintech for e-voting, you can use your existing User ID and password for casting the vote.
  - iii. After entering these details appropriately, click on "LOGIN".
  - iv. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc.,). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.

## NOTICE *Contd...*

- v. You need to login again with the new credentials.
  - vi. On successful login, the system will prompt you to select the "EVEN" i.e., 'Pennar Industries Limited'- AGM" and click on "Submit"
  - vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/AGAINST" taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
  - viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/ demat accounts.
  - ix. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
  - x. You may then cast your vote by selecting an appropriate option and click on "Submit".
  - xi. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution (s), you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
  - xii. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to cast its vote through remote e-voting. together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email id subbok@gmail.com with a copy marked to evoting@kfintech.com. The scanned image of the above-mentioned documents should be in the naming format "Corporate Name\_Even No."
- (B) Members whose email IDs are not registered with the Company/Depository Participants(s), and consequently the Annual Report, Notice of AGM and e-voting instructions cannot be serviced, will have to follow the following process:
- i. Members who have not registered their email address and in consequence the Annual Report, Notice of AGM and e-voting instructions cannot be serviced, may temporarily get their email address and mobile number provided with KFintech, by accessing the link: <https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx>. Members are requested to follow the process as guided to capture the email address and mobile number for sending the soft copy of the notice and e-voting instructions along with the User ID and Password. In case of any queries, member may write to einward.ris@kfintech.com.
  - ii. Alternatively, member may send an e-mail request at the email id einward.ris@kfintech.com along with scanned copy of the signed copy of the request letter providing the email address, mobile number, self-attested PAN copy and Client Master copy in case of electronic folio and copy of share certificate in case of physical folio for sending the Annual report, Notice of AGM and the e-voting instructions.
  - iii. After receiving the e-voting instructions, please follow all steps above to cast your vote by electronic means.

## NOTICE *Contd...*

### Details on Step 3 are mentioned below:

#### III) Instructions for all the shareholders, including Individual, other than Individual and Physical, for attending the AGM of the Company through VC/OAVM and e-Voting during the meeting.

- i. Member will be provided with a facility to attend the AGM through VC / OAVM platform provided by Kfintech. Members may access the same at <https://emeetings.kfintech.com/> by using the e-voting login credentials provided in the email received from the Company/Kfintech. After logging in, click on the Video Conference tab and select the EVEN of the Company. Click on the video symbol and accept the meeting etiquettes to join the meeting. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned above.
- ii. Facility for joining AGM through VC/ OAVM shall open atleast 15 minutes before the commencement of the Meeting.
- iii. Members are encouraged to join the Meeting through Laptops/ Desktops with Google Chrome (preferred browser), Safari, Internet Explorer, Microsoft Edge, Mozilla Firefox 22.
- iv. Members will be required to grant access to the webcam to enable VC / OAVM. Further, Members connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- v. As the AGM is being conducted through VC / OAVM, for the smooth conduct of proceedings of the AGM, Members are encouraged to express their views / send their queries in advance mentioning their name, demat account number / folio number, email id, mobile number at [corporatecommunications@pennarindia.com](mailto:corporatecommunications@pennarindia.com). Questions /queries received by the Company at least seven days before the date of the Annual General Meeting shall only be considered and responded during the AGM.
- vi. The Members who have not cast their vote through remote e-voting shall be eligible to cast their vote through e-voting system available during the AGM. E-voting during the AGM is integrated with the VC / OAVM platform. The Members may click on the voting icon displayed on the screen to cast their votes.
- vii. A Member can opt for only single mode of voting i.e., through Remote e-voting or voting at the AGM. If a Member casts votes by both modes, then voting done through Remote e-voting shall prevail and vote at the AGM shall be treated as invalid.
- viii. Facility of joining the AGM through VC / OAVM shall be available for atleast 2000 members on first come first served basis.
- ix. Institutional Members are encouraged to attend and vote at the AGM through VC / OAVM.

### OTHER INSTRUCTIONS

- i. Speaker Registration: The Members who wish to speak during the meeting may register themselves as speakers for the AGM to express their views. They can visit <https://emeetings.kfintech.com> and login through the user id and password provided in the mail received from Kfintech. On successful login, select 'Speaker Registration' which will opened from 26.09.2021 (9:00 a.m.) to 29.09.2021 (5:00 p.m.). Members shall be provided a 'queue number' before the meeting. The Company reserves the right to restrict the speakers at the AGM to only those Members who have registered themselves, depending on the availability of time for the AGM.
- ii. Post your Question: The Members who wish to post their questions prior to the meeting can do the same by visiting <https://emeetings.kfintech.com>. Please login through the user id and password provided in the mail received from Kfintech. On successful login, select 'Post Your Question' option which will opened from 26.09.2021 (9:00 a.m.) to 29.09.2021 (5:00 p.m.).

## NOTICE *Contd...*

- iii. In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of <https://evoting.kfintech.com> (KFintech Website) or contact Mr. Rajeev Kumar, at [evoting@kfintech.com](mailto:evoting@kfintech.com) or call KFintech's toll free No. 1-800-309-4001 for any further clarifications.
- iv. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on 23rd September, 2021, being the cut-off date, are entitled to vote on the Resolutions set forth in this Notice. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently.
- v. In case a person has become a Member of the Company after dispatch of AGM Notice but on or before the cut-off date for E-voting, he/she may obtain the User ID and Password in the manner as mentioned below:
  - i) If the mobile number of the member is registered against Folio No./ DP ID Client ID, the member may send SMS: MYEPWD <space> E-Voting Event Number+Folio No. or DP ID Client ID to 9212993399
    1. Example for NSDL:
    2. MYEPWD <SPACE> IN12345612345678
    3. Example for CDSL:
    4. MYEPWD <SPACE> 1402345612345678
    5. Example for Physical:
    6. MYEPWD <SPACE> XXXX1234567890
  - ii) If e-mail address or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.kfintech.com/> , the member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.
  - iii) Members who may require any technical assistance or support before or during the AGM are requested to contact KFintech at toll free number 1-800-309-4001 or write to them at [evoting@kfintech.com](mailto:evoting@kfintech.com) .
  - iv) The results of the electronic voting shall be declared to the Stock Exchanges after the AGM. The results along with the Scrutinizer's Report, shall also be placed on the website of the Company.

## Explanatory Statement

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

### **Item # 4 Appointment of Mr. Nrupender Rao as Chairman**

The Board of Directors upon recommendation of the Nomination and remuneration committee at its meeting held on 12.02.2021 has, subject to the approval of members, unanimously approved the terms of appointment of Mr. Nrupender Rao as Chairman of the Company for a period of one year commencing from 01.04.2021 to 31.03.2022 including payment of remuneration.

Mr. Nrupender Rao has been guiding the company in its strategic, decision making policies and financial restructuring.

Names of companies in which Mr. Nrupender 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.

Since, Mr. Nrupender Rao has attained the age of 70 years; approval of the members for his re-appointment is sought by a special resolution as required under Section 196(3) of the Companies Act, 2013.

The resolution seeks the approval of the members in terms of Sections 196 and 197 read with Schedule V and other applicable provisions of the Companies Act, 2013, and the Rules made thereunder for the appointment of Mr. Nrupender Rao as an Executive Chairman.

The Nomination and Remuneration Committee recommended the appointment to the Board. The Board recommends the resolution set out at item no. 4 of the notice for your approval. No director, key managerial personnel or their relatives, except Mr. Nrupender Rao and Mr. Aditya Rao (being a relative), to whom the resolution relates, is interested or concerned in the resolution.

### **Item # 5 Appointment of Mr. Aditya Rao as Vice-Chairman and Managing Director**

The Board of Directors upon recommendation of the Nomination and remuneration committee at its meeting held on 12.02.2021 has, subject to the approval of members, unanimously approved that the terms of appointment of Mr. Aditya Rao as Vice-Chairman and Managing of the Company for a period of one year commencing from 01.04.2021 to 31.03.2022 including payment of remuneration.

Mr. Aditya Rao worked on creating and implementing the company's growth strategy, organisation structure, controls and team building. His mandate is to create a perpetual growth company with business units that continually scale revenue and profitability along with rigorous risk management controls.

Names of companies in which Mr. Aditya 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.

The resolution seeks the approval of the members in terms of Sections 196 and 197 read with Schedule V and other applicable provisions of the Companies Act, 2013, and the Rules made thereunder for the appointment of Mr. Aditya Rao as Vice-Chairman and Managing Director.

The Nomination and Remuneration Committee recommended the appointment to the Board. The Board recommends the resolution set out at item no. 5 of the notice for your approval. No director, key managerial personnel or their relatives, except Mr. Aditya Rao and Mr. Nrupender Rao (being a relative), to whom the resolution relates, is interested or concerned in the resolution.

## NOTICE *Contd...*

### **Item # 6 Appointment of Mr. K Lavanya Kumar as Executive director**

The Board of Directors upon recommendation of the Nomination and remuneration committee at its meeting held on 12.02.2021 has, subject to the approval of members, unanimously approved that the terms of appointment of Mr. K Lavanya Kumar as Executive Director of the Company for a period of one year commencing from 01.04.2021 to 31.03.2022 including payment of remuneration.

The terms and conditions of his appointment are as follows :

1. Remuneration : As provided in the resolution.
2. Period of appointment : from 1<sup>st</sup> April, 2021 to 31<sup>st</sup> March, 2022.
3. The appointment may be terminated by either party by giving six months' notice in writing of such termination or as may be mutually agreed between the parties.
4. Mr. K Lavanya Kumar shall perform such duties as shall from time to time be entrusted to him by the Board of Directors, subject to superintendence, guidance and control of the Board of Directors.

Mr. K Lavanya Kumar has been handling the day to day operations with respect to Legal, Human Resource, Personnel, Government Relations and Public Relations.

Names of companies in which Mr. K Lavanya Kumar 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.

The resolution seeks the approval of the members in terms of Sections 196 and 197 read with Schedule V and other applicable provisions of the Companies Act, 2013, and the Rules made thereunder for the appointment of Mr. K Lavanya Kumar as Executive Director.

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

### **Item # 7 & 8 Regularization and appointment of Mr. RVS Ramakrishna (DIN: 00009421) as Independent Director**

The Board of Directors of the Company at its meeting held on 4<sup>th</sup> June, 2021, recommended for the approval of the Members, the appointment of Mr. RVS Ramakrishna (DIN: 00009421) as an Independent Director of the Company, in terms of Section 149 read with Schedule IV of the Companies Act, 2013.

Mr. RVS Ramakrishna is Graduate in Engineering in Chemical Technology from Birla Institute of Technology and Science, Pilani.

He started his career with Coromandel Fertilisers Limited, Visakhapatnam as a Graduate Engineer Trainee. He was awarded the PGDM from Indian Institute of Management, Ahmedabad in 1982 and then joined ITW Signode India Limited as Area Sales Executive based at Jamshedpur. In 1995 he was inducted on the Board as Whole-time Director to head the Steel Business.

Mr. RVS Ramakrishna was appointed as the Managing Director of the Company in June 1999 and as Group President (APAC & MEA) i.e. Signode India, China, MEA, Japan, Korea and ASEAN in 2011.

Mr. RVS Ramakrishna was also the Chairman of Indian Institute of Packaging from 2016 to 2019. He was also an active member of CII (AP & Telangana).

The Nomination and Remuneration Committee recommended the appointment to the Board. The Board recommends the resolution set out at item no. 7&8 of the notice for your approval. No director, key managerial personnel or their relatives, except Mr. RVS Ramakrishna, to whom the resolution relates, is interested or concerned in the resolution.

## NOTICE *Contd...*

### **Item # 9 Change in designation of Mr. P V Rao (DIN: 03157581) from Joint Managing Director to Non-Executive Director**

The Board of Directors upon recommendation of the Nomination and Remuneration Committee passed circular resolution on 31.03.2021 for change in designation of Mr. P V Rao from Joint Managing Director to Non-Executive Director of the Company being liable to retire by rotation of Directors with effect from 01.04.2021.

The Board recommends the resolution set out at item no. 9 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 # 10 Approval for payment of remuneration to the Cost Auditors for the financial year ending 31<sup>st</sup> March, 2022**

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of the M/s. Kandikonda & associates., Cost Accountants (Registration No. 101361) to conduct the audit of the cost records of the Company for the financial year ending 31<sup>st</sup> March, 2022 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. 10 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending 31<sup>st</sup> March, 2022.

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  
e-CSIN Number: EA029058A000037330

Place : Hyderabad  
Date : 11.08.2021



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, 2021	Chairman of the Committee of other companies on which he/she is a director as on 31st March, 2021	Member of the Committee of other companies on which he/she is a director as on 31st March, 2021	No. of Meetings attended during the year	No. of Shares held by them in the Company as on 31st March, 2021	Relationship between Directors inter-se
Joginapally Venkata Nrupender Rao	23.06.1945	23.09.1995	B. Tech IIT Kharagpur, M.S. Operations Research & Industrial Engineering, Purdue University, USA	Leadership, Business Management, Industry Experience, Finance Management, Corporate Governance, Compliance & Risk Management	M/s. Pennar Holdings Private Limited	Nil	Nil	1	60,10,786 Equity Shares of ₹ 5/- each	Mr. Nrupender Rao, Chairman is father of Mr. Aditya Rao, MD
Aditya Rao	06.12.1981	30.01.2008	B.S., M. Eng. From Cornell University, USA	Leadership/ Operations, Business Management/ Strategic Planning, Sales & Marketing, Industry Experience, Technical, Research & Development and Innovation, Global Business Development, Finance Management, Law and Government, Human Resource Management, Corporate Governance, Compliance & Risk Management	M/s. Pennar Holdings Private Limited M/s. Enertech Pennar Defense and Engineering Systems Private Limited	Nil	Nil	4	84,27,203 Equity Shares of ₹ 5/- each.	Mr. Aditya Rao, MD is son of Mr. Joginapally Venkata Nrupender Rao, Chairman
Potluri Venkateswara Rao	15.08.1959	30.03.2016	B. Tech (Civil Engineering)	Sales & Marketing, Industry Experience, Technical, Research & Development and Innovation, Global Business Development, Finance Management	M/s. Pennar Global INC, USA M/s. Seetakrishna Agriexports Private Limited	Nil	Nil	4	4,38,573 Equity Shares of ₹ 5/- each.	Not related to any other Director / Key Managerial Personnel
Lavanya Kumar Rao Kondapally	19.02.1959	07.05.2014	Graduated in Law from Kakatiya University	Law and Governance, Human Resource Management, Industry Experience	Nil	Nil	Nil	4	2,34,900 Equity Shares of ₹ 5/- each.	Not related to any other Director / Key Managerial Personnel
Eric James Brown	21.11.1957	10.11.2017	Graduate from University of Hawaii, Management Information System Department	Leadership/ Operations, Business Management/ Strategic Planning, Sales & Marketing, Industry Experience, Technical, Research & Development and Innovation, Global Business Development, Finance Management, Risk Management	M/s. Pennar Global INC, USA M/s. Pennar Global Metals, LLC, USA M/s. Ascent Buildings, LLC, USA M/s. Iradium Automobiles Private Limited	Nil	Nil	4	Nil	Not related to any other Director / Key Managerial Personnel
Ravi Venkata Siva Ramakrishna	10.03.1956	04.06.2021	Graduate in Engineering in Chemical Technology from Birla Institute of Technology and Science	Leadership/ Operations, Business Management/ Strategic Planning, Industry Experience, Technical, Research & Development and Innovation, Global Business Development, Human Resource Management, Corporate Governance, Compliance & Risk Management	Nil	Nil	Nil	*	Nil	Not related to any other Director / Key Managerial Personnel

\* Mr. Ravi Venkata Siva Ramakrishna was appointed as Additional Non-Executive Director at the Board Meeting held on 4th June, 2021.

The following additional information as required under Schedule V of the Companies Act, 2013 is given below:

<b>Particulars</b>	<b>Mr. Nrupender Rao</b>	<b>Mr. Aditya Rao</b>	<b>Mr. K Lavanya Kumar</b>		
<b>I. General Information</b>					
1. Nature of Industry:	The Company is engaged in manufacturing of cold rolled steel strips, precision tubes, cold rolled formed sections, electrostatic precipitators, profiles, Railway wagons and coach components, press steel components, hydraulics, road safety systems and galvanized products.				
2. Date or expected date of commencement of commercial production:	16th December, 1975				
3. In case of new companies expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:	Not Applicable				
Financial Performance based on given indicators:	<b>Amount in Rs. Lakhs</b>				
	<b>Particulars</b>	<b>Consolidated</b>		<b>Standalone</b>	
		<b>2020-21</b>	<b>2019-20</b>	<b>2020-21</b>	<b>2019-20</b>
	Revenue from Operations	1,52,535	2,10,655	1,51,654	2,09,766
	Operating profit (PBIDT)	13,149	18,939	12,820	18,803
	Profit before tax (PBT)	365	6,312	107	6,195
	Income Tax and Deferred Tax	81	972	18	944
	Profit after tax (PAT)	284	5,340	89	5,251
	Other Comprehensive income	-27	28	14	(39)
	Total Comprehensive income for the year	257	5,368	103	5,212
	Net profit attributable to Owners of the company	268	5,333	103	5,212
	Profit brought forward from previous year	48,915	43,650	48,622	43,410
	Surplus available for appropriation	49,183	48,915	48,725	48,622
	Appropriations				
	Dividend	0	0	0	0
	Corporate tax on proposed dividend	0	0	0	0
	Transfer to General Reserve	0	0	0	0
	Transfer to Capital Redemption Reserve	0	0	0	0
	Balance of profit carried to Balance Sheet	49,183	48,915	48,725	48,622
5. Foreign Investments and Collaborations:	The Company has made Foreign Investments in subsidiaries viz., Pennar Global INC, USA and Pennar GMBH, Germany.				

## Schedule V *Contd...*

Particulars	Mr. Nrupender Rao	Mr. Aditya Rao	Mr. K Lavanya Kumar
<b>II. Information about the Appointees:</b>			
1. Background Details:	<p>Mr. Nrupender Rao, designated as Executive Chairman of the Company. He is an Indian national and has been a Director since 1995.</p> <p>Mr. Nrupender Rao has been guiding the company in its strategic, decision making policies and financial restructuring.</p>	<p>Mr. Aditya Rao, designated as Vice-Chairman and Managing Director of the Company. He is an Indian national and has been a Director since 2008.</p> <p>Mr. Aditya Rao worked on creating and implementing the company's growth strategy, organisation structure, controls and team building. His mandate is to create a perpetual growth company with business units that continually scale revenue and profitability along with rigorous risk management controls.</p>	<p>Mr. K Lavanya Kumar, designated as Executive Director of the Company. He is an Indian national and has been a Director since 2014.</p> <p>Mr. K Lavanya Kumar has been handling the day to day operations with respect to Legal, Human Resource, Personnel, Government Relations and Public Relations.</p>
2. Past remuneration:	During the financial year ended 31st March, 2021 ₹ 1,18,92,830 was paid as remuneration to Mr. Nrupender Rao	During the financial year ended 31st March, 2021 ₹ 68,59,218 was paid as remuneration to Mr. Aditya Rao	During the financial year ended 31st March, 2021 ₹ 54,81,917 was paid as remuneration to Mr. K Lavanya Kumar
3. Recognition and Awards:	<p>Mr. Nrupender Rao has received several prestigious awards and some of them include Dr. Nayudamma Gold Medal for his contribution to the Industrial Development in the state of Andhra Pradesh, "Entrepreneur of the year" award by the Hyderabad Management Association, "Outstanding Entrepreneur Award" by the Council of State Industrial Development and Investment Corporations of India.</p> <p>Mr. Rao was the National President of the Indo American Chamber of Commerce and President of the Hyderabad Management Association. As a part of his services to the society, he is the Managing Trustee of Sri. Ramakrishna Vivekananda Service Foundation and Sri J.V. Narsing Rao Memorial Foundation.</p>		

## Schedule V *Contd...*

Particulars	Mr. Nrupender Rao	Mr. Aditya Rao	Mr. K Lavanya Kumar
4. Job profile Suitability:	Mr. Nrupender Rao has a degree in B. Tech IIT Kharagpur, M.S. Operations Research & Industrial Engineering. He has an experience of 46 Years.	Mr. Aditya Rao has a degree in BS and M. Eng. He has an experience of 16 years.	Mr. Lavanya has a degree in Law. He has an experience of 33 years.
5. Remuneration proposed:	As specified in the Notice to AGM.	As specified in the Notice to AGM.	As specified in the Notice to AGM.
6. Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin):	Taking into consideration the size of the Company, the profile, knowledge, skills and responsibilities shouldered by Mr. Nrupender Rao, the remuneration proposed to be paid is commensurate with the remuneration packages paid to their similar counterparts in other companies.	Taking into consideration the size of the Company, the profile, knowledge, skills and responsibilities shouldered by Mr. Aditya Rao, the remuneration proposed to be paid is commensurate with the remuneration packages paid to their similar counterparts in other companies.	Taking into consideration the size of the Company, the profile, knowledge, skills and responsibilities shouldered by Mr. K Lavanya Kumar, the remuneration proposed to be paid is commensurate with the remuneration packages paid to their similar counterparts in other companies.
7. Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel:	<p>Besides the remuneration proposed to be paid to Mr. Nrupender Rao, he</p> <p>do not have any other pecuniary relationship with the Company or relationships with any other managerial personnel and Directors</p> <p>except that Mr. Aditya Rao is the son of Mr. Nrupender Rao.</p>	<p>Besides the remuneration proposed to be paid to Mr. Aditya Rao, he</p> <p>do not have any other pecuniary relationship with the Company or relationships with any other managerial personnel and Directors</p> <p>except that Mr. Nrupender Rao is the father of Mr. Aditya Rao.</p>	<p>Besides the remuneration proposed to be paid to Mr. K Lavanya Kumar, he</p> <p>do not have any other pecuniary relationship with the Company or relationships with any other managerial personnel and Directors.</p>
<b>III. Other Information:</b>			
1. Reasons of loss or inadequate profits:	We experienced reduced demand for our products during the Covid-19 pandemic due to slowdown of activities with some of our clients.	We experienced reduced demand for our products during the Covid-19 pandemic due to slowdown of activities with some of our clients.	We experienced reduced demand for our products during the Covid-19 pandemic due to slowdown of activities with some of our clients.
2. Steps taken or proposed to be taken for improvement and expected increase in productivity and profits in measurable terms:	To mitigate the impacts of Covid-19 we have proactively implemented various cost reduction measures, approached new markets to increase the demand of our products. The impact of pandemic has also comparatively reduced which further helped in increasing revenue of our company.	To mitigate the impacts of Covid-19 we have proactively implemented various cost reduction measures, approached new markets to increase the demand of our products. The impact of pandemic has also comparatively reduced which further helped in increasing revenue of our company.	To mitigate the impacts of Covid-19 we have proactively implemented various cost reduction measures, approached new markets to increase the demand of our products. The impact of pandemic has also comparatively reduced which further helped in increasing revenue of our company.
<b>IV. Disclosures:</b>	The information and disclosures of the remuneration package of the managerial personnel have been mentioned in the Annual Report in the Corporate Governance Report for the year ended 31st March, 2021.		

## CORPORATE INFORMATION

### Board of Directors

**Mr. Nrupender Rao**

Executive Chairman

**Mr. RVS Ramakrishna**

Independent Director

**Mr. Manish Sabharwal**

Independent Director

**Mr. Chandrasekhara Sripada**

Independent Director

**Mr. B Kamalaker Rao**

Independent Director

**Mr. Varun Chawla**

Independent Director

**Mrs. Bharati Jacob**

Independent Director

**Mr. Eric James Brown**

Non-Executive Director

**Mr. P V Rao**

Non-Executive Director

**Mr. K Lavanya Kumar**

Executive Director

**Mr. Aditya Rao**

Vice Chairman and Managing Director

### Key Managerial Personnel

**Mr. J S Krishna Prasad**

Chief Financial Officer

**Mr. Mirza Mohammed Ali Baig**

Company Secretary & Compliance Officer

### Statutory Auditors

Deloitte Haskins & Sells LLP,

Chartered Accountants

KRB Towers, 1 to 4 & 4A, 1<sup>st</sup>, 2<sup>nd</sup>, & 3<sup>rd</sup> Floor

Jubilee Enclave, Madhapur,

Hyderabad - 500081

### Internal Auditors

M/s. R Krishna & Associates

Chartered Accountants

H. No 6-3-883/3/1 Exide Battery Lane

Beside P C Jewellers Punjagutta, Hyderabad - 500 082

### Cost Auditors

M/s. kandikonda & associates

Cost Accountants

# 2-5-114, Road no.3, Raja Lakshmi Colony,  
Nagole, Hyderabad-500068

### Plants

**Patancheru Unit:**

IDA Patancheru, Medak (Dist.), Telangana

**Isnapur Unit:**

Isnapur Village, Medak (Dist.), Telangana

**Velchal Unit:**

Survey 24, 27 to 38, Velchal (V) Mominpet Vikarabad District,  
Telangana

**Chennai Unit:**

Kannigaipair Village, Uthukottai Tq Thiruvellore Dist.,  
Tamil Nadu

**Tarapur Unit:**

J-72, MIDC, Tarapur, Maharashtra

**PEBS Unit:**

Chandapur Village, Sadasivpet Mandal, Medak (Dist.)

**Enviro Unit:**

186/A & 188/A, IDA Mallapur, RR (Dist.)

### Registered Office Address

Floor No. 3, DHFLVC Silicon Towers,

Kondapur, Hyderabad - 500 084

CIN: L27109TS1975PLC001919

e-Mail ID: corporatecommunications@pennarindia.com

### Registrar and Transfer Agents

M/s. Kfin Technologies Private Limited

Selenium Tower B, Plot No. 31 & 32 Gachibowli,

Financial District, Nanakramguda, Seriligampalli Mandal,

Hyderabad - 500 032

### Bankers

State Bank of India

Axis Bank Limited

Yes Bank Limited

HDFC Bank Limited

ICICI Bank Limited

Bandhan Bank Limited

SBM Bank India Limited

### Secretarial Auditor

Mr. Subhash Kishan Kandrapu

Practicing Company Secretary

Flat No. 203, 2<sup>nd</sup> Floor, Nara Paradise Building,

Dinakar Nagar, Neredmet Secunrabad - 500056