



## PENNAR INDUSTRIES LIMITED

Letter No. PIL/AGM/2016/02

Dated: 30<sup>th</sup> September, 2016

Place: Hyderabad

<p>BSE Limited Phiroze Jeejeebhoy Towers Dalal Street, Fort Mumbai-400 001 K.A.: Ms Ishwari Vaidya Scrip Code: 513228</p>	<p>The National Stock Exchange of India Limited Bandra Kurla Complex Bandra East Mumbai-400 051 K.A.: Ms. Snehal Scrip Symbol: PENIND</p>	<p>Metropolitan Stock Exchange Limited Exchange Square, CTS No.255 Suren Road, Andheri (East) Mumbai-400 093 K.A.: Ms. Priyamvada Dange Scrip Symbol: PENIND</p>
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Dear Sir/Madam,

Sub: Submission of Scrutinizers report and voting results - reg.

Ref: Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

With reference to the subject cited above we would like to inform you that the 40<sup>th</sup> Annual General Meeting of the Company was held today at Radisson Hyderabad, HITECH City, Gachibowli, Hyderabad - 500 032. All the resolutions set out in the AGM Notice dated 12<sup>th</sup> August, 2016 have been passed by the members with the requisite majority.

The following are attached herewith for your information:

1. Voting results under Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and;
2. Consolidated report of scrutiniser dated 30<sup>th</sup> September, 2016, pursuant to Section 108 and 109 of the Companies Act, 2013 and Rule 20, 21 of the Companies (Management and Administration) Rules, 2014.

Kindly take the aforesaid information on record.

Thanking you,

Yours faithfully,

for Pennar Industries Limited

**Mirza Mohammed Ali Baig**  
Company Secretary & Compliance Officer  
ACS 29058

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

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

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

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

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

CIN No: L27109AP1975PLC001919

**Annexure - I**  
**Format for Voting Results**

Date of the AGM/EGM	50 <sup>th</sup> September, 2016
Total number of shareholders on record date	42,212
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	11 445
No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoter Group: Public	- -

*Item No. 1: To receive, consider and adopt the audited financial statements (including audited consolidated financial statements) of the company for the financial year ended 31<sup>st</sup> March, 2016 together with the reports of the Board of directors and the auditors thereon.*

Category	Mode of Voting	No. of Shares held	No. of votes polled	Resolution required: (Ordinary/Special)		No. of Votes - in favour	No. of Votes - against	% of votes polled on outstanding shares	% of votes in favour on votes polled	% of votes against on votes polled
				Whether promoter/ promoter group are interested in the agenda/resolution?	Ordinary					
					No					
Promoter and Promoter Group	e-Voting	(1) 4,37,56,940	(2) 4,31,56,340	(3)=[(2)/(1)]*100 98.6274	(4) 431,56,340	(5) 0	(6)=[(4)/(2)]*100 100.0000	(7)=[(5)/(2)]*100 0.0000		
	Postal Ballot (if applicable)	-	82,200	0.1879	82,200	0	100.0000	0.0000		
	<b>Total</b>	<b>4,37,56,940</b>	<b>4,32,38,540</b>	<b>98.8153</b>	<b>4,32,38,540</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>		
Public-Institutions	e-Voting	2,15,05,067	81,67,722	37.9805	81,67,722	0	100.0000	0.0000		
	Postal Ballot (if applicable)	-	0	0.0000	0.0000	0	0.0000	0.0000		
	<b>Total</b>	<b>2,15,05,067</b>	<b>81,67,722</b>	<b>0.0000</b>	<b>81,67,722</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>		
Public-Non Institutions	e-Voting	5,50,87,507	10,960	0.0199	10,924	36	99.6715	0.3284		
	Postal Ballot (if applicable)	-	20,115	0.0365	20,115	0	100.0000	0.0000		
	<b>Total</b>	<b>5,50,87,507</b>	<b>31,075</b>	<b>0.0564</b>	<b>31,039</b>	<b>36</b>	<b>99.8841</b>	<b>0.1158</b>		



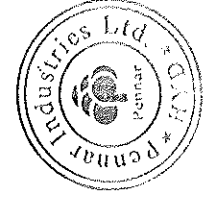
Item No. 2: To appoint a Director in the place of Mr. Aditya Rao (DIN: 01307343) who retires by rotation and being eligible offers himself for re-appointment.

Resolution required: (Ordinary/Special)		Ordinary							
Category	Mode of Voting	No. of Shares held	No. of votes polled	Whether promoter/ promoter group are interested in the agenda/resolution?		No. of Votes - in favour	No. of Votes - against	% of votes in favour on votes polled	% of votes against on votes polled
				Yes	No				
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	
Promoter and Promoter Group	e-Voting	4,37,56,940	4,31,56,340	98.6274	4,31,56,340	0	100.0000	0.0000	
	Poll	4,37,56,940	82,200	0.1879	82,200	0	100.0000	0.0000	
	Postal Ballot (if applicable)	-	-	-	-	-	-	-	
	Total	4,37,56,940	4,32,38,540	98.8153	4,32,38,540	0	100.0000	0.0000	
Public-Institutions	e-Voting	2,15,05,067	81,67,722	37.9805	81,67,722	0	100.0000	0.0000	
	Poll	2,15,05,067	0	0.0000	0.0000	0	0.0000	0.0000	
	Postal Ballot (if applicable)	-	-	-	-	-	-	-	
	Total	2,15,05,067	81,67,722	0.0000	81,67,722	0	100.0000	0.0000	
Public-Non Institutions	e-Voting	5,50,87,507	10,960	0.0199	10,924	36	99.6715	0.3284	
	Poll	5,50,87,507	20,115	0.0365	20,115	0	100.0000	0.0000	
	Postal Ballot (if applicable)	-	-	-	-	-	-	-	
	Total	5,50,87,507	31,075	0.0564	31,039	36	99.8841	0.1158	



Item No. 3: To appoint a Director in the place of Mr. Vishal Sood (DIN: 01780814) who retires by rotation and being eligible offers himself for re-appointment.

Resolution required: (Ordinary/Special)		Ordinary									
Category	Mode of Voting	No. of Shares held	No. of votes polled	% of votes polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of votes in favour on votes polled	% of votes against on votes polled	Whether promoter/ promoter group are interested in the agenda/resolution?		
									(1)	(2)	(3)=[(2)/(1)]*100
Promoter and Promoter Group	e-Voting	4,37,56,940	4,31,56,340	98.6274	4,31,56,340	0	100.0000	0.0000			
	Poll	4,37,56,940	82,200	0.1879	82,200	0	100.0000	0.0000			
	Postal Ballot (if applicable)	-	-	-	-	-	-	-			
	Total	4,37,56,940	4,32,38,540	98.8153	4,32,38,540	0	100.0000	0.0000			
Public-Institutions	e-Voting	2,15,05,067	81,67,722	37.9805	2,78,368	78,89,354	3.4081	96.5918			
	Poll	2,15,05,067	0	0.0000	00	0	0.0000	0.0000			
	Postal Ballot (if applicable)	-	-	-	-	-	-	-			
	Total	2,15,05,067	81,67,722	37.9805	2,78,368	78,89,354	3.4081	96.5918			
Public-Non Institutions	e-Voting	5,50,87,507	10,960	0.0199	10,924	36	99.6715	0.3284			
	Poll	5,50,87,507	20,115	0.0365	20,115	0	100.0000	0.0000			
	Postal Ballot (if applicable)	-	-	-	-	-	-	-			
	Total	5,50,87,507	31,075	0.0564	31,039	36	99.8841	0.1158			



Item No. 4: To Ratify the appointment of M/s. Rambabu & Co., as Statutory Auditors of the Company and to fix their remuneration.

Resolution required: (Ordinary/Special)		Ordinary						
Category	Mode of Voting	No. of Shares held	No. of votes polled	% of votes polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	e-Voting	4,37,56,940	4,31,56,340	98.6274	4,31,56,340	0	100.0000	0.0000
	Poll	4,37,56,940	82,200	0.1879	82,200	0	100.0000	0.0000
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	4,37,56,940	4,32,38,540	98.8153	4,32,38,540	0	100.0000	0.0000
Public-Institutions	e-Voting	2,15,05,067	81,67,722	37.9805	81,67,722	0	0.0000	0.0000
	Poll	2,15,05,067	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	2,15,05,067	81,67,722	37.9805	81,67,722	0	0.0000	0.0000
Public-Non Institutions	e-Voting	5,50,87,507	10,960	0.0199	10,924	36	99.6715	0.3284
	Poll	5,50,87,507	20,115	0.0365	20,115	0	100.0000	0.0000
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	5,50,87,507	31,075	0.0564	31,039	36	99.8841	0.1158



Item No. 5: To confirm the appointment of Mr. C Parthasarathy (DIN: 00079232) as Director.

Resolution required: (Ordinary/Special)		Ordinary						
Category	Mode of Voting	No. of Shares held	No. of votes polled	% of votes polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	e-Voting	4,37,56,940	4,31,56,340	98.6274	4,31,56,340	0	100.0000	0.0000
	Poll	4,37,56,940	82,200	0.1879	82,200	0	100.0000	0.0000
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	4,37,56,940	4,32,38,540	98.8153	4,32,38,540	0	100.0000	0.0000
Public-Institutions	e-Voting	2,15,05,067	81,67,722	37.9805	81,67,722	0	0.0000	0.0000
	Poll	2,15,05,067	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	2,15,05,067	81,67,722	37.9805	81,67,722	0	0.0000	0.0000
Public-Non Institutions	e-Voting	5,50,87,507	10,960	0.0199	10,960	0	100.0000	0.0000
	Poll	5,50,87,507	20,115	0.0365	20,115	0	100.0000	0.0000
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	5,50,87,507	31,075	0.0564	31,075	0	100.0000	0.0000



Item No. 6: To appoint Mr. C Parthasarathy (DIN: 00079232) as an Independent Director.

Resolution required: (Ordinary/Special)		Ordinary						
Category	Mode of Voting	No. of Shares held	No. of votes polled	% of votes polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	e-Voting	4,37,56,940	4,31,56,340	98.6274	4,31,56,340	0	100.0000	0.0000
	Poll	4,37,56,940	82,200	0.1879	82,200	0	100.0000	0.0000
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	4,37,56,940	4,32,38,540	98.8153	4,32,38,540	0	100.0000	0.0000
Public-Institutions	e-Voting	2,15,05,067	81,67,722	37.9805	81,67,722	0	0.0000	0.0000
	Poll	2,15,05,067	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	2,15,05,067	81,67,722	37.9805	81,67,722	0	0.0000	0.0000
Public-Non Institutions	e-Voting	5,50,87,507	10,960	0.0199	10,960	0	100.0000	0.0000
	Poll	5,50,87,507	20,115	0.0365	20,115	0	100.0000	0.0000
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	5,50,87,507	31,075	0.0564	31,075	0	100.0000	0.0000



Item No. 7: To confirm the appointment of Mr. P V Rao (DIN: 03157581) as Director who was appointed as Additional Director.

Resolution required: (Ordinary/Special)		Ordinary									
Category	Mode of Voting	No. of Shares held	No. of votes polled in the agenda/resolution?		% of votes polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of votes in favour on votes polled	% of votes against on votes polled	No	
			(1)	(2)							
Promoter and Promoter Group	e-Voting	4,37,56,940	4,31,56,340	98.6274	4,31,56,340	0	100.0000	0.0000			
	Poll	4,37,56,940	82,200	0.1879	82,200	0	100.0000	0.0000			
	Postal Ballot (if applicable)	-	-	-	-	-	-	-	-	-	-
	Total	4,37,56,940	4,32,38,540	98.8153	4,32,38,540	0	100.0000	0.0000			
Public-Institutions	e-Voting	2,15,05,067	81,67,722	37.9805	81,67,722	0	0.0000	0.0000			
	Poll	2,15,05,067	0	0.0000	00	0	0.0000	0.0000			
	Postal Ballot (if applicable)	-	-	-	-	-	-	-	-	-	-
	Total	2,15,05,067	81,67,722	37.9805	81,67,722	0	0.0000	0.0000			
Public-Non Institutions	e-Voting	5,50,87,507	10,960	0.0199	10,924	36	99.6715	0.3284			
	Poll	5,50,87,507	20,115	0.0365	20,115	0	100.0000	0.0000			
	Postal Ballot (if applicable)	-	-	-	-	-	-	-	-	-	-
	Total	5,50,87,507	31,075	0.0564	31,039	36	99.8841	0.1158			





Item No. 8: To ratify the remuneration payable to M/s. Shaik & Associates., Cost Auditors for the financial year ending 31<sup>st</sup> March, 2017

Resolution required: (Ordinary/Special)	Ordinary									
	Whether promoter/ promoter group are interested in the agenda/resolution?									
Category	Mode of Voting	No. of Shares held	No. of votes polled	% of votes polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of votes in favour on votes polled	% of votes against on votes polled		
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100		
Promoter and Promoter Group	e-Voting	4,37,56,940	4,31,56,340	98.6274	4,31,56,340	0	100.0000	0.0000		
	Poll	4,37,56,940	82,200	0.1879	82,200	0	100.0000	0.0000		
	Postal Ballot (if applicable)	-	-	-	-	-	-	-		
	Total	4,37,56,940	4,32,38,540	98.8153	4,32,38,540	0	100.0000	0.0000		
Public-Institutions	e-Voting	21505067	8167722	37.9805	81,67,722	0	0.0000	0.0000		
	Poll	21505067	0	0.0000	00	0	0.0000	0.0000		
	Postal Ballot (if applicable)	-	-	-	-	-	-	-		
	Total	21505067	8167722	37.9805	81,67,722	0	0.0000	0.0000		
Public-Non Institutions	e-Voting	5,50,87,507	10,960	0.0199	10,924	36	99.6715	0.3284		
	Poll	5,50,87,507	20,115	0.0365	20,115	0	100.0000	0.0000		
	Postal Ballot (if applicable)	-	-	-	-	-	-	-		
	Total	5,50,87,507	31,075	0.0564	31,039	36	99.8841	0.1158		



Item No. 9: To approve the material related party transactions.

Resolution required: (Ordinary/Special)		Special						
Category	Mode of Voting	No. of Shares held	No. of votes polled	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour	No. of Votes - against	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	e-Voting	4,37,56,940	4,31,56,340	98.6274	4,31,56,340	0	100.0000	0.0000
	Poll	4,37,56,940	82,200	0.1879	82200	0	100.0000	0.0000
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	4,37,56,940	4,32,38,540	98.8153	4,32,38,540	0	100.0000	0.0000
Public-Institutions	e-Voting	2,15,05,067	8167722	37.9805	81,67,722	0	0.0000	0.0000
	Poll	2,15,05,067	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	2,15,05,067	8167722	37.9805	81,67,722	0	0.0000	0.0000
Public-Non Institutions	e-Voting	5,50,87,507	10,960	0.0199	10,924	36	99.6715	0.3284
	Poll	5,50,87,507	20,115	0.0365	20,115	0	100.0000	0.0000
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	5,50,87,507	31,075	0.0564	31,039	36	99.8841	0.1158



Item No. 10: To Create Charges.

Resolution required: (Ordinary/Special)		Special						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of Shares held	No. of votes polled	% of votes polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	e-Voting	4,37,56,940	4,31,56,340	98.6274	4,31,56,340	0	100.0000	0.0000
	Poll	4,37,56,940	82,200	0.1879	82,200	0	100.0000	0.0000
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	<b>4,37,56,940</b>	<b>4,32,38,540</b>	<b>98.8153</b>	<b>4,32,38,540</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public-Institutions	e-Voting	2,15,05,067	8167722	37.9805	81,67,722	0	0.0000	0.0000
	Poll	2,15,05,067	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	<b>2,15,05,067</b>	<b>8167722</b>	<b>37.9805</b>	<b>81,67,722</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>
Public-Non Institutions	e-Voting	5,50,87,507	10,960	0.0199	10,924	36	99.6715	0.3284
	Poll	5,50,87,507	20,115	0.0365	20,115	0	100.0000	0.0000
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	<b>5,50,87,507</b>	<b>31,075</b>	<b>0.0564</b>	<b>31,039</b>	<b>36</b>	<b>99.8841</b>	<b>0.1158</b>





Item No. 12: To serve documents on its members.

Resolution required: (Ordinary/Special)		Ordinary						
Category	Mode of Voting	No. of Shares held	No. of votes polled	% of votes polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	e-Voting	4,37,56,940	4,31,56,340	98.6274	4,31,56,340	0	100.0000	0.0000
	Poll	4,37,56,940	82,200	0.1879	82,200	0	100.0000	0.0000
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
Public-Institutions	Total	4,37,56,940	4,32,38,540	98.8153	4,32,38,540	0	100.0000	0.0000
	e-Voting	2,15,05,067	81,67,722	37.9805	81,67,722	0	0.0000	0.0000
	Poll	2,15,05,067	0	0.0000	00	0	0.0000	0.0000
Public-Non Institutions	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	2,15,05,067	81,67,722	37.9805	81,67,722	0	0.0000	0.0000
	e-Voting	5,50,87,507	10,960	0.0199	8,025	2935	73.2208	26.7791
Public-Non Institutions	Poll	5,50,87,507	20,115	0.0365	20,115	0	100.0000	0.0000
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	5,50,87,507	31,075	0.05641	28,140	2,937	90.5551	9.4513

Notes:

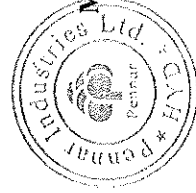
- Percentage of votes in favour and against is calculated on the basis of valid votes.
- Based on the Report of the Scrutinizer(s), all Resolutions as set out in the Notice of 40<sup>th</sup> Annual General Meeting have been duly approved by the Shareholders with requisite majority.

Annexure-I to Letter dated: 30.09.2016

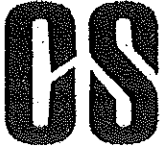
Date : 30.09.2016

Place: Hyderabad

for Pennar Industries Limited



Mirza Mohammed Ali Baig  
Company Secretary &  
Compliance Officer  
ACS 29058



# MOHAMMED IRFAN & ASSOCIATES

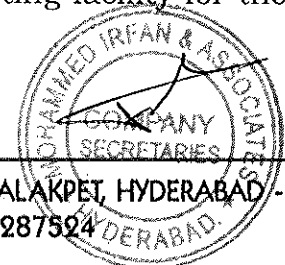
Company Secretaries

To  
The Chairman,  
Pennar Industries Limited,  
Floor No. 3, DHFLVC Silicon Towers,  
Kondapur, Hyderabad,  
Telangana- 500084.

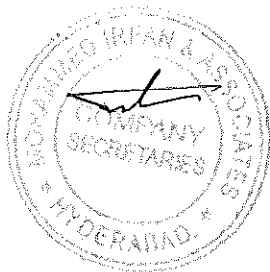
30/09/2016

**Scrutinizer's Consolidated Report pursuant to Sections 108 and 109 of the Companies Act, 2013 and Rules 20 and 21 of the Companies (Management and Administration) Rules 2014- e-Voting and physical ballot - Annual General Meeting dated 30<sup>th</sup> September, 2016.**

1. I, Mohammed Irfan, Practising Company Secretary, have been appointed as the Scrutinizer by the Board of Directors of Pennar Industries Limited.
2. The Company's Management is responsible for ensuring the compliance with the requirements of the Companies Act, 2013 and Rules relating to E-voting on the resolutions contained in the Notice dated 12<sup>th</sup> August, 2016 to shareholders of the Company.
3. As a Scrutinizer, e-voting and physical ballot process is restricted to make a Scrutinizer's report of the votes cast in "favour" or "against" the resolutions based on the e-voting and the physical ballot voting by shareholders of the Company
4. The E-voting process commenced from 10:00 a.m. on 26<sup>th</sup> September, 2016 and ended at 5:30 p.m. on 29<sup>th</sup> September, 2016 . Karvy Computershare Private Limited, the Registrars and Share Transfer Agents of the Company, the authorised agency to provide E-voting facility have been appointed to provide E-voting facility for the 40<sup>th</sup> Annual General Meeting.



5. Pursuant to Rule 20 (xii) the Companies (Management and Administration Rules 2014), after the completion of voting at the Annual General Meeting on 30<sup>th</sup> September, 2016 , I have unblocked the E-voting in the presence of two witnesses who are not the employees of the Company to make my report of the votes cast in favour or against ,if any. The results of the e-voting are enclosed in **Annexure I.**
6. At the Annual General Meeting held on 30<sup>th</sup> September, 2016 the Chairman has provided the opportunity, to the shareholders who were present at the meeting and had not exercised their vote on e-voting, to vote through physical ballot.
7. 366 members and 3 proxies totalling to 369 persons attended the Annual General Meeting, out of which, 5 members/proxies have exercised their vote through ballot.
8. Pursuant to Rule 21, physical ballot was conducted at the Annual General Meeting. The ballot papers have been scrutinized and the report in respect of votes cast in “favour” or “against” as per Form MGT-13 is enclosed as per **Annexure II.**
9. I am Hereby submitting my Consolidated Report on the votes cast through the e-voting and physical ballot as per the **Annexure III.**

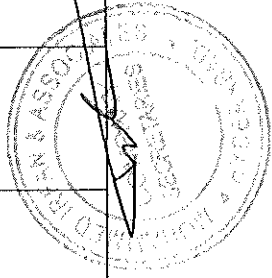


For MOHAMMED IRFAN & ASSOCIATES  
COMPANY SECRETARIES

MOHAMMED IRFAN  
ACS: 32512 CP: 11951

## PENNAR INDUSTRIES LIMITED- Annexure to the Scrutinizer's Report

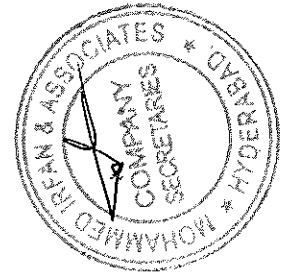
Resolution	Resolution Description	Mode	Ballots received	Favour		% to total votes	Ballot	Against		Invalid/Abstain	
				Ballots	Votes			Votes	% to total votes	Ballot	Vote
1.	To receive, consider and adopt: - the audited financial statements of the company for the financial year ended 31 <sup>st</sup> March, 2016 together with the reports of the Board of directors and the auditors thereon. - the audited consolidated financial statements of the company for the financial year ended 31 <sup>st</sup> March, 2016 together with the report of the auditors thereon	Electronic	38	38	51334986	99.9999 %	1	36	0.0001	0	0
2.	To appoint a Director in the place of Mr. Aditya Rao (DIN: 01307343) who retires by rotation and being eligible offers himself for re-appointment and in this connection to consider and if deemed fit, to pass with or without modification(s), the above Resolution as an <b>Ordinary Resolution.</b>	Electronic	38	38	51334986	99.9999 %	1	36	0.0001	0	0
3.	To appoint a Director in the place of Mr. Vishal Sood (DIN: 01780814) who retires by rotation and being eligible offers himself for re-appointment and in this connection to consider and if deemed fit, to pass with or without modification(s), the above Resolution as an <b>Ordinary Resolution.</b>	Electronic	38	36	43445632	84.6316 %	3	7889390	15.3684 %	0	0
4.	To Ratify the appointment of M/s Rambabu & co Statutory Auditors and fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s) the above resolution as an <b>Ordinary Resolution</b>	Electronic	38	38	51334986	99.9999 %	1	36	0.0001	0	0
5.	To appoint Mr. C Parthasarathy (DIN: 00079232) as Director who was appointed as Additional Director and in this regard to consider and if thought fit, to pass, with or without modifications, the above resolution as <b>Ordinary Resolution:</b>	Electronic	38	38	51335022	100%	0	0	0	0	0





6.	To appoint Mr. C Parthasarathy (DIN: 00079232) as an Independent Director and in this regard to consider and if thought fit, to pass with or without modification(s), the above resolution as an <b>Ordinary Resolution</b> :	Electronic	38	38	51335022	100%	0	0	0	0	0
7.	To appoint Mr. P V Rao (DIN: 03157581) as Director who was appointed as Additional Director in this regard to consider and if thought fit, to pass, with or without modifications, the above resolution as <b>Ordinary Resolution</b> :	Electronic	38	38	51334986	99.9999 %	1	36	0.0001	0	0
8.	To ratify the remuneration payable to the M/s Shaik & Associates, Cost Auditors for the financial year ending 31 <sup>st</sup> March, 2017 and in this regards to consider and if thought fit, to pass, with or without modification(s) the above resolution as an <b>Ordinary Resolution</b> :	Electronic	38	38	51334986	99.9999 %	1	36	0.0001	0	0
9.	To approve the material related party transactions and in this regards to consider and if thought fit, to pass, with or without modification(s) the above resolution as an <b>Special Resolution</b>	Electronic	38	37	51056618	99.9999 %	1	36	0.0001	1	278368
10.	To Create Charges and in this regard to consider and thought fit, to pass, with or without modification(s) the above resolution as an <b>Special Resolution</b> .	Electronic	38	37	51334467	99.9999 %	1	36	0.0001	1	519
11.	To borrow in excess of paid-up capital and free reserves and in this regard to consider and thought fit, to pass, with or without modification(s) the above resolution as an <b>Special Resolution</b>	Electronic	38	37	51334467	99.9989 %	2	555	0.0011	0	0
12.	To serve documents on its members and in this regard to consider and thought fit, to pass, with or without modification(s) the above resolution as an <b>Ordinary Resolution</b>	Electronic	38	38	51332087	99.9943 %	1	2935	0.0057	0	0

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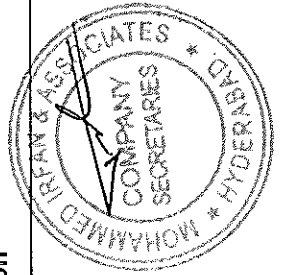


( CS.Mohammed Irfan )  
Scrutinizer

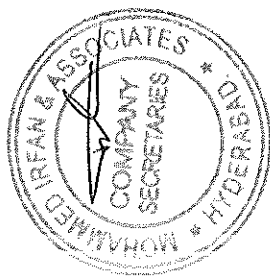
## PENNAR INDUSTRIES LIMITED

## Annexure to the Scrutinizer's Report

Resol ution	Resolution Description	Mode	Ballots received	Favour		Against		Invalid/Abstain Votes	
				Ballots	Votes	% to total votes	Ballots		Votes
1.	To receive, consider and adopt: - the audited financial statements of the company for the financial year ended 31 <sup>st</sup> March, 2016 together with the reports of the Board of directors and the auditors thereon. - the audited consolidated financial statements of the company for the financial year ended 31 <sup>st</sup> March, 2016 together with the report of the auditors thereon	Physical	5	5	102315	100%	0	0	0
2.	To appoint a Director in the place of Mr. Aditya Rao (DIN: 01307343) who retires by rotation and being eligible offers himself for re-appointment and in this connection to consider and if deemed fit, to pass with or without modification(s), the above Resolution as an <b>Ordinary Resolution.</b>	Physical	5	5	102315	100%	0	0	0
3.	To appoint a Director in the place of Mr. Vishal Sood (DIN: 01780814) who retires by rotation and being eligible offers himself for re-appointment and in this connection to consider and if deemed fit, to pass with or without modification(s), the above Resolution as an <b>Ordinary Resolution.</b>	Physical	5	5	102315	100%	0	0	0
4.	To Ratify the appointment of M/s Rambabu & co Statutory Auditors and fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s) the above resolution as an <b>Ordinary Resolution</b>	Physical	5	5	102315	100%	0	0	0



5.	To appoint Mr. C Parthasarathy (DIN: 00079232) as Director who was appointed as Additional Director and in this regard to consider and if thought fit, to pass, with or without modifications, the above resolution as <b>Ordinary Resolution</b>	Physical	5	5	102315	100%	0	0	0	0	0	0
6.	To appoint Mr. C Parthasarathy (DIN: 00079232) as an Independent Director and in this regard to consider and if thought fit, to pass with or without modification(s), the above resolution as an <b>Ordinary Resolution</b>	Physical	5	5	102315	100%	0	0	0	0	0	0
7.	To appoint Mr. P V Rao (DIN: 03157581) as Director who was appointed as Additional Director in this regard to consider and if thought fit, to pass, with or without modifications, the above resolution as <b>Ordinary Resolution</b>	Physical	5	5	102315	100%	0	0	0	0	0	0
8.	To ratify the remuneration payable to the M/s Shaik & Associates, Cost Auditors for the financial year ending 31 <sup>st</sup> March, 2017 and in this regards to consider and if thought fit, to pass, with or without modification(s) the above resolution as an <b>Ordinary Resolution</b>	Physical	5	5	102315	100%	0	0	0	0	0	0
9.	To approve the material related party transactions and in this regards to consider and if thought fit, to pass, with or without modification(s) the above resolution as an <b>Special Resolution</b>	Physical	5	5	102315	100%	0	0	0	0	0	0
10.	To Create Charges and in this regard to consider and thought fit, to pass, with or without modification(s) the above resolution as an <b>Special Resolution</b> .	Physical	5	5	102315	100%	0	0	0	0	0	0
11.	To borrow in excess of paid-up capital and free reserves and in this regard to consider and thought fit, to pass, with or without modification(s) the above resolution as an <b>Special Resolution</b>	Physical	5	5	102315	100%	0	0	0	0	0	0
12.	To serve documents on its members and in this regard to consider and thought fit, to pass, with or without modification(s) the above resolution as an <b>Ordinary Resolution</b>	Physical	5	5	102315	100%	0	0	0	0	0	0



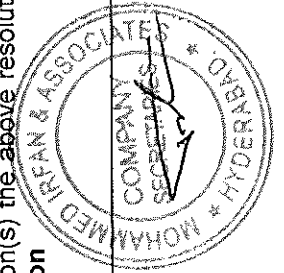
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(CS.Mohammed Irfan)  
Scrutinizer

## PENNAR INDUSTRIES LIMITED- Annexure to the Scrutinizer's Report

Resolu tion	Resolution Description	Mode	Ballots receiv ed	Favour		% to total votes	Ballot	Against		Invalid/Abstain Ballots	Vote s
				Ballot	Votes			% to total votes	Votes		
1.	To receive, consider and adopt: - the audited financial statements of the company for the financial year ended 31 <sup>st</sup> March, 2016 together with the reports of the Board of directors and the auditors thereon. - the audited consolidated financial statements of the company for the financial year ended 31 <sup>st</sup> March, 2016 together with the report of the auditors thereon	Electronic	38	38	51334986	99.9999 %	1	36	0.0001	0	0
		Physical	5	5	102315	100%	0	0	0	0	0
		Total	43	43	51437301	99.9999 %	1	36	0.0001	0	0
2.	To appoint a Director in the place of Mr. Aditya Rao (DIN: 01307343) who retires by rotation and being eligible offers himself for re-appointment and in this connection to consider and if deemed fit, to pass with or without modification(s), the above Resolution as an <b>Ordinary Resolution</b> .	Electronic	38	38	51334986	99.9999 %	1	36	0.0001	0	0
		Physical	5	5	102315	100%	0	0	0	0	0
		Total	43	43	51437301	99.9999 %	1	36	0.0001	0	0
3.	To appoint a Director in the place of Mr. Vishal Sood (DIN: 01780814) who retires by rotation and being eligible offers himself for re-appointment and in this connection to consider and if deemed fit, to pass with or without modification(s), the above Resolution as an <b>Ordinary Resolution</b> .	Electronic	36	38	43445632	84.5316 %	3	788939 0	15.3684%	0	0
		Physical	5	5	102315	100%	0	0	0	0	0
		Total	43	41	43547947	84.5521 %	03	788939 0	15.36884 %	0	0
4.	To Ratify the appointment of M/s Rambabu & co Statutory Auditors and fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s) the <del>above</del> resolution as an <b>Ordinary Resolution</b>	Electronic	38	38	51334986	99.9999 %	1	36	0.0001	0	0
		Physical	5	5	102315	100%	0	0	0	0	0
		Total	43	43	51437301	99.9999 %	1	36	0.0001	0	0



5.	To appoint Mr. C Parthasarathy (DIN: 00079232) as Director who was appointed as Additional Director and in this regard to consider and if thought fit, to pass, with or without modifications, the above resolution as <b>Ordinary Resolution</b>	Electronic	38	38	51335022	100%	0	0	0	0	0
		Physical	5	5	102315	100%	0	0	0	0	0
		Total	43	43	51437337	100%	0	0	0	0	0
6.	To appoint Mr. C Parthasarathy (DIN: 00079232) as an Independent Director and in this regard to consider and if thought fit, to pass with or without modification(s), the above resolution as an <b>Ordinary Resolution</b>	Electronic	38	38	51335022	100%	0	0	0	0	0
		Physical	5	5	102315	100%	0	0	0	0	0
		Total	43	43	51437337	100%	0	0	0	0	0
7.	To appoint Mr. P V Rao (DIN: 03157581) as Director who was appointed as Additional Director in this regard to consider and if thought fit, to pass, with or without modifications, the above resolution as <b>Ordinary Resolution</b>	Electronic	38	38	51334986	99.9999 %	1	36	0.0001	0	0
		Physical	5	5	102315	100%	0	0	0	0	0
		Total	43	43	51437301	99.9999 %	1	36	0.0001	0	0
8.	To ratify the remuneration payable to the M/s Shaik & Associates, Cost Auditors for the financial year ending 31 <sup>st</sup> March, 2017 and in this regards to consider and if thought fit, to pass, with or without modification(s) the above resolution as an <b>Ordinary Resolution</b>	Electronic	38	38	51334986	99.9999 %	1	36	0.0001	0	0
		Physical	5	5	102315	100%	0	0	0	0	0
		Total	43	43	51437301	99.9999 %	1	36	0.0001	0	0
9.	To approve the material related party transactions and in this regards to consider and if thought fit, to pass, with or without modification(s) the above resolution as an <b>Special Resolution</b>	Electronic	38	37	51056618	99.9999 %	1	36	0.0001	1	2783
		Physical	5	5	102315	100%	0	0	0	0	68
		Total	43	42	51158933	99.9999 %	1	36	0.0001	1	2783
10.	To Create Charges and in this regard to consider and thought fit, to pass, with or without modification(s) the above resolution as an <b>Special Resolution</b>	Electronic	38	37	51334467	99.9999 %	1	36	0.0001	1	519
		Physical	5	5	102315	100%	0	0	0	0	0
		Total	43	42	51436782	99.9999 %	1	36	0.0001	1	519
11.	To borrow in excess of paid-up capital and free reserves and in this regard to consider and thought fit, to pass, with or without modification(s) the above resolution as an <b>Special Resolution</b>	Electronic	38	37	51334467	99.9989 %	2	555	0.0011	0	0
		Physical	5	5	102315	100%	0	0	0	0	0
		Total	43	42	51436782	99.9989 %	2	555	0.0011	0	0
12.	To serve documents on its members and in this regard to consider and thought fit, to pass, with or without modification(s) the above resolution as an <b>Ordinary Resolution</b>	Electronic	38	38	51332087	99.9943 %	1	2935	0.0057	0	0
		Physical	5	5	102315	100%	0	0	0	0	0
		Total	43	43	51434402	99.9943 %	1	2935	0.0057	0	0



## FORM No. MGT-13

### REPORT OF SCRUTINIZER

[Pursuant to Section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014]

To  
The Chairman  
40<sup>th</sup> Annual General Meeting of the Equity shareholders of  
PENNAR INDUSTRIES LIMITED,  
held on 30<sup>th</sup> September, 2016 at 11.30 AM  
at Hotel Radisson Hitechcity,  
Gachibowli, Hyderabad - 500 032.

Dear Sir,

I, Mohammed Irfan, the Practising Company Secretary, appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolutions, at the Annual General Meeting of the Equity shareholders of Pennar Industries Limited held on 30<sup>th</sup> September, 2016 Hotel Radisson Hyderabad, HITECH City, Gachibowli, Hyderabad - 500 032, submit my report as under:

1. After the time fixed for closing of the poll by the Chairman, **One** ballot box kept for polling was locked in my presence with due identification marks placed by me.
2. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
3. I did not find any poll papers invalid.
4. The chairman of 40<sup>th</sup> AGM of the company for the purpose of poll had appointed me and Mr. Ramesh Shanker Golla, (Client Id: 18136399 and DP ID: IN300513) to act as scrutinizers.
5. The result of the poll is as under:

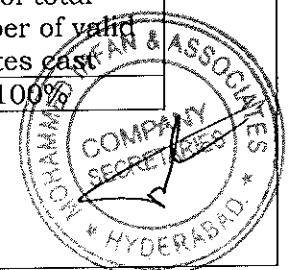
**(a) Resolution No.1**

To receive, consider and adopt:

- the audited financial statements of the company for the financial year ended 31st March, 2016 together with the reports of the Board of directors and the auditors thereon.
- the audited consolidated financial statements of the company for the financial year ended 31st March, 2016 together with the report of the auditors thereto

(i) Voted in **favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
5	102315	100%



(ii) Voted **against** the resolution:

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

iii) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
0	0

**(b) Resolution No. 2**

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

i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
5	102315	100%

ii) Voted **against** the resolution:

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

iii) **Invalid** votes:

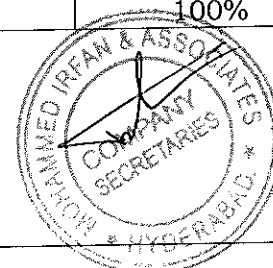
Total number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
0	0

**(c) Resolution No. 3**

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

i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
5	102315	100%



ii) Voted **against** the resolution:

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

iii) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
0	0

**(d) Resolution No. 4**

To Ratify the appointment of M/s Rambabu & co Statutory Auditors and fix their remuneration

i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
5	102315	100%

ii) Voted **against** the resolution:

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

iii) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
0	0

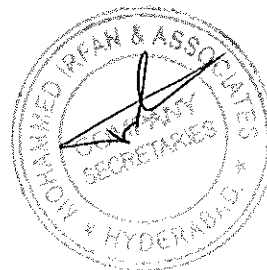
**(e) Resolution No. 5**

To appoint Mr. C Parthasarathy (DIN: 00079232) as Director who was appointed as Additional Director

i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
5	102315	100%

ii) Voted **against** the resolution:





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

iii) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
0	0

**(f) Resolution No. 6**

To appoint Mr. C Parthasarathy (DIN: 00079232) as an Independent Director.

i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
5	102315	100%

ii) Voted **against** the resolution:

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

iii) **Invalid** votes:

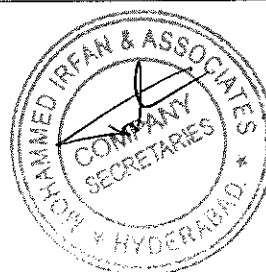
Total number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
0	0

**(g) Resolution No. 7**

To appoint Mr. P V Rao (DIN: 03157581) as Director who was appointed as Additional Director

i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
5	102315	100%



ii) Voted **against** the resolution:

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

iii) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
0	0

**(h) Resolution No. 8**

To ratify the remuneration payable to the M/s Shaik & Associates, Cost Auditors for the financial year ending 31<sup>st</sup> March, 2017.

i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
5	102315	100%

ii) Voted **against** the resolution:

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

iii) **Invalid** votes:

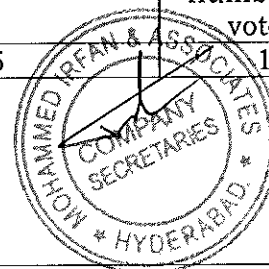
Total number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
0	0

**(i) Resolution No. 9**

To approve the material related party transactions

i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
5	102315	100%



ii) Voted **against** the resolution:

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

iii) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
0	0

(j) **Resolution No. 10** : To Create Charges.

Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
5	102315	100%

i) Voted **against** the resolution:

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

ii) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
0	0

(k) **Resolution No. 11**

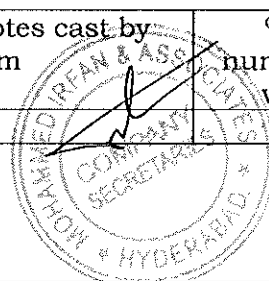
To borrow in excess of paid-up capital and free reserves.

i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
5	102315	100%

ii) Voted **against** the resolution:

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



iii) **Invalid votes:**

Total number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
0	0

**(I) Resolution No. 12**

To borrow in excess of paid-up capital and free reserves.

i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
5	102315	100%

ii) Voted **against** the resolution:

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

iii) **Invalid votes:**

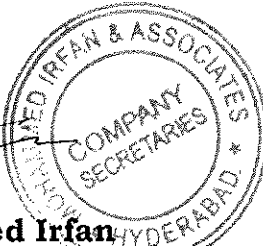

Total number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
0	0

6. A Compilation of data containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.

7. The Poll papers and all other relevant records were sealed and handed over to the Company Secretary / Director authorized by the Board for safe keeping.

Thanking you,

Yours faithfully,



**CS. Mohammed Irfan**  
Practicing Company Secretary  
M.No: 32512 ,C.P No: 11951

Date: 30/09/2016  
Place: Hyderabad



**Ramesh Shanker Golla**  
Client Id: 18136399