

Date : 07.09.2023  
Place: Hyderabad

<p>BSE Limited PhirozeJeejeebhoy Towers, Dalal Street, Fort Mumbai - 400 001 Scrip code: 513228</p>	<p>The National Stock Exchange of India Limited BandraKurla Complex, Bandra East Mumbai - 400 051 Scrip Symbol: PENIND</p>
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Dear Sir/Madam,

Sub: Notice of 47<sup>th</sup> Annual General Meeting - reg.

Pursuant to applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please be informed that:

Pursuant to Regulation 30 and other applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the Notice of 47<sup>th</sup> Annual General Meeting of the Company to be held on 30<sup>th</sup> September, 2023 at 11.00 A.M (IST) through video conferencing (VC)/ other audio visual means (OAVM), facility provided by M/s. KFin Technologies Limited (formerly KFin Technologies Private Limited), being sent to shareholders to their registered email address, in compliance of General Circular Nos. 20/2020 dated 5<sup>th</sup> May, 2020, and subsequent circulars issued in this regard, latest being the General Circular No. 10/2022 dated 28<sup>th</sup> December, 2022, issued by the Ministry of Corporate Affairs (MCA) and Circulars dated 12<sup>th</sup> May, 2020, 15<sup>th</sup> January, 2021, 13<sup>th</sup> May, 2022 and 5<sup>th</sup> January, 2023 issued by SEBI and other applicable laws and circulars issued by the Ministry of Corporate Affairs (MCA) and Securities and Exchange Board of India (SEBI).

Kindly take the same on record.

Thanking You,

Yours faithfully,

**for Pennar Industries Limited**

Mirza

Mohammed

Ali Baig

**Mirza Mohammed Ali Baig**

**Company Secretary & Compliance Officer**

ACS29058

Digitally signed by Mirza Mohammed Ali Baig  
DN: cn=Personal, o=IDB, email=mirza@idb.com,  
pseudoym=e9144470464ed969405d93a8b850,  
2.5.4.20=776985a039b29e1722d48173796abac07d1a  
621969e4877706a22492b0a53, postalCode=500084,  
st=Telangana,  
serialNumber=f19d479d4e6a1b263c9e2d53e558999c,  
rc:1:16f854c778d8baeb566b, cn=Mirza  
Mohammed Ali Baig  
Date: 2023.09.07 13:31:18 +05'30'

**PENNAR INDUSTRIES LIMITED**

**Corporate Office & Works :** IDA, Patancheru - 502319, Sangareddy District, Telangana State, INDIA.

**Tel :** +91 8455 242184 to 242193, **Email :** corporatecommunications@pennarinda.com, **Website :** www.pennarindia.com

**Regd. Office:** 3rd Floor, DHFLVC Silicon Towers, Kondapur, Hyderabad - 500084, Telangana, INDIA.

**Tel :** +91 40 41923108

**CIN No:** L27109TG1975PLC001919

# NOTICE

NOTICE is hereby given that the 47<sup>th</sup> Annual General Meeting (AGM) of members of M/s. Pennar Industries Limited will be held on Saturday, the September 30, 2023 at 11:00 A.M. through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following businesses:

## ORDINARY BUSINESS

- To receive, consider and adopt the audited financial statement (including audited consolidated financial statements) of the company for the financial year ended March 31, 2023 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 March 31, 2023 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 March 31, 2023 and the report of Auditors thereon laid before this meeting, be and are hereby considered and adopted."

- 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."

- To appoint a Director in the place of Mr. K Lavanya Kumar Rao (DIN: 01710629) 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. K Lavanya Kumar Rao (DIN: 01710629), 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:

- To ratify the remuneration payable to M/s. Kandikonda & Associates., Cost Accountants (Registration No. 101361) for the financial year ending March 31, 2024 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 & 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 March 31, 2024, 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."

- To approve the request received from Dr. Y Rekha Rao, person belonging to the promoter and promoter group of the Company, for re-classification from the 'promoter and promoter group' category to 'public' category shareholder 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 Regulation 31A and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory amendments made thereto) and other applicable laws and subject to necessary approvals from the stock exchanges where the equity shares of the Company are listed namely, BSE Limited and National Stock Exchange of India Limited (collectively "Stock Exchanges"), and other appropriate statutory authorities as may be required, approval of the members of the Company be and is hereby accorded for re-classification of the following person from the 'promoter and promoter group' category to the 'public' category shareholder:

Sl. No.	Name	'Promoter/ Promoter Group' category	Number of equity shares held	% of shareholding
1.	Dr. Y Rekha Rao	Promoter Group	1,49,057	0.11

“RESOLVED FURTHER THAT Dr. Y Rekha Rao, member of promoter and promoter group confirmed that all the conditions specified in Regulation 31A(3)(b) of the Listing Regulations have been complied with.”

“RESOLVED FURTHER THAT upon receipt of the necessary approval(s) from the Stock Exchange(s) for reclassification of the above person, the Company shall effect such re-classification in the statement of shareholding pattern from the immediate succeeding quarter under Regulation 31 of the Listing Regulations, and shall ensure necessary compliance under Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and other laws, as may be applicable.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the foregoing resolution, Mr. Aditya Rao, Vice-Chairman and Managing Director, Mr. K Lavanya Kumar Rao, Executive Director and Mr. Mirza Mohammed Ali Baig, Company Secretary, be and are hereby severally authorized on behalf of the Company to do, either by themselves or through delegation to any person, as they may in their absolute discretion deem fit, all such acts, deeds, matters and things as they may at their discretion deem necessary or expedient for such purpose, and make all necessary filings including but not limited to making applications to the Stock Exchanges to seek their

approval for the re-classification in accordance with the Listing Regulations and other applicable laws, if any, and to execute all such deeds, documents or writings as are necessary or expedient, to settle any questions, difficulties or doubt that may arise in this behalf.”

- 6. To approve the request received from Mr. Y Muralidhar Rao, person belonging to the promoter and promoter group of the Company, for re-classification from the ‘promoter and promoter group’ category to ‘public’ category shareholder 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 Regulation 31A and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory amendments made thereto) and other applicable laws and subject to necessary approvals from the stock exchanges where the equity shares of the Company are listed namely, BSE Limited and National Stock Exchange of India Limited (collectively “Stock Exchanges”), and other appropriate statutory authorities as may be required, approval of the members of the Company be and is hereby accorded for re-classification of the following person from the ‘promoter and promoter group’ category to the ‘public’ category shareholder:

Sl. No.	Name	‘Promoter/ Promoter Group’ category	Number of equity shares held	% of shareholding
1.	Mr. Y Muralidhar Rao	Promoter Group	1,10,400	0.08

“RESOLVED FURTHER THAT Mr. Y Muralidhar Rao member of promoter and promoter group confirmed that all the conditions specified in Regulation 31A(3)(b) of the Listing Regulations have been complied with.”

“RESOLVED FURTHER THAT upon receipt of the necessary approval(s) from the Stock Exchange(s) for reclassification of the above person, the Company shall effect such re-classification in the statement of shareholding pattern from the immediate succeeding quarter under Regulation 31 of the Listing Regulations, and shall ensure necessary compliance under Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and other laws, as may be applicable.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the foregoing resolution, Mr. Aditya Rao, Vice-Chairman and Managing Director, Mr. K Lavanya Kumar Rao, Executive Director and Mr. Mirza Mohammed Ali Baig, Company Secretary, be and are hereby severally authorized on behalf of the Company to do, either by themselves or through delegation to any person, as they may in their absolute discretion deem fit, all such acts,

deeds, matters and things as they may at their discretion deem necessary or expedient for such purpose, and make all necessary filings including but not limited to making applications to the Stock Exchanges to seek their approval for the re-classification in accordance with the Listing Regulations and other applicable laws, if any, and to execute all such deeds, documents or writings as are necessary or expedient, to settle any questions, difficulties or doubt that may arise in this behalf.”

- 7. To approve the request received from Fort Kochi Holdings Limited, person belonging to the promoter and promoter group of the Company, for re-classification from the ‘promoter and promoter group’ category to ‘public’ category shareholder 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 Regulation 31A and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory amendments made thereto)

and other applicable laws and subject to necessary approvals from the stock exchanges where the equity shares of the Company are listed namely, BSE Limited and National Stock Exchange of India Limited (collectively "Stock Exchanges"), and other appropriate statutory authorities as may be required, approval of the members of the Company be and is hereby accorded for re-classification of the following person from the 'promoter and promoter group' category to the 'public' category shareholder:

Sl. No.	Name	'Promoter/ Promoter Group' category	Number of equity shares held	% of shareholding
1.	Fort Kochi Holdings Limited	Promoter Group	Nil	-

"RESOLVED FURTHER THAT Fort Kochi Holdings Limited, member of promoter and promoter group confirmed that all the conditions specified in Regulation 31A(3)(b) of the Listing Regulations have been complied with."

"RESOLVED FURTHER THAT upon receipt of the necessary approval(s) from the Stock Exchange(s) for reclassification of the above person, the Company shall effect such re-classification in the statement of shareholding pattern from the immediate succeeding quarter under Regulation 31 of the Listing Regulations, and shall ensure necessary compliance under Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and other laws, as may be applicable."

"RESOLVED FURTHER THAT for the purpose of giving effect to the foregoing resolution, Mr. Aditya Rao, Vice-Chairman and Managing Director, Mr. K Lavanya Kumar Rao, Executive Director and Mr. Mirza Mohammed Ali Baig, Company Secretary, be and are hereby severally authorized on behalf of the Company to do, either by themselves or through delegation to any person, as they may in their absolute discretion deem fit, all such acts, deeds, matters and things as they may at their discretion deem necessary or expedient for such purpose, and make all necessary filings including but not limited to making applications to the Stock Exchanges to seek their approval for the re-classification in accordance with the Listing Regulations and other applicable laws, if any, and to execute all such deeds, documents or writings as are necessary or expedient, to settle any questions, difficulties or doubt that may arise in this behalf."

**8. To designate Mr. RVS Ramakrishna (DIN: 00009421), Non-Executive Independent Director as Chairman of the Board of Directors 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 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 hereby accorded to designate Mr. RVS Ramakrishna (DIN: 00009421), Non-Executive Independent Director as Chairman of the Board of Directors with effect from August 10, 2023."

"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 appoint Mr. Nrupender Rao as Chairman Emeritus in the Company and in this regard to consider and, if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions of the Companies Act, 2013 (hereinafter referred to as the 'Act'), the Rules made thereunder or any amendment thereto or modification thereof, the Articles of Association, and such other approvals, permissions and sanctions as may be required, approval of the members be and is hereby accorded for appointment and making payments and extending facilities to Mr. Nrupender Rao, as Chairman Emeritus in the Company for a period of five years with effect from August 10, 2023 as approved by the Board of Directors upon recommendation of Audit Committee and Nomination and Remuneration Committee and set out in the explanatory statement relating to this resolution, with liberty to the Board of Directors, to alter or vary the terms and conditions (including the payments and facilities) in such manner as the board may deem fit and is acceptable to Mr. Nrupender Rao."

"RESOLVED FURTHER THAT while holding the office as the Chairman Emeritus, Mr. Nrupender Rao will draw salary from the company, and also he will be entitled for the benefits and perquisites commensurate with his position as CHAIRMAN EMERITUS the particulars of which are annexed hereunder:

**Particulars of Remuneration:**

- Salary (including dearness and all other allowances) shall be ₹ 72,00,000/- per annum.

- ii. Special salary shall be ₹ 43,90,000/- per annum.
- iii. Perquisites and Allowances shall be ₹ 51,90,000/- 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. Nrupender Rao. These will be treated as perquisites but 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 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 in the event of any statutory amendment, modification or relaxation to the Act by the Central Government, the Board of Directors be and is hereby authorised to vary the terms and conditions (including the payments and facilities accorded to Mr. Nrupender Rao) in accordance with the applicable law without any further reference to, or requirement to seek approval of the members of the Company."

"RESOLVED FURTHER THAT Mr. Nrupender Rao, will be the permanent invitee to the Board Meetings."

"RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to take such steps as may be necessary to give effect to this resolution."

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

**Mirza Mohammed Ali Baig**

Place : Hyderabad      Company Secretary & Compliance Officer  
Date : 09.08.2023      ACS 29058

**Notes :**

1. The Ministry of Corporate Affairs ("MCA") has vide its General Circular Nos. 14/2020 dated April 08, 2020 and 17/2020 dated April 13, 2020, in relation to "Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by Covid -19", General Circular Nos. 20/2020 dated May 05, 2020, and subsequent circulars issued in this regard, the latest being 10/2022 dated December 28, 2022 in relation to "Clarification on holding of annual general meeting (AGM) through Video Conferencing (VC) or Other Audio Visual Means (OAVM)", (collectively referred to as "MCA Circulars") permitted the holding of the Annual General Meeting ("AGM") through VC/OAVM, without the physical presence of the Members at a common venue. In compliance with the MCA Circulars, the AGM of the Company is being held through VC /OAVM. The registered office of the Company shall be deemed to be the venue for the AGM.
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](mailto:subbok@gmail.com) with copy to [evoting@kfintech.com](mailto:evoting@kfintech.com) and [mirza.baig@pennarindia.com](mailto:mirza.baig@pennarindia.com).
4. The Register of Members and the Share Transfer Books of the company will remain closed September 17, 2023 to September 18, 2023, 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 by them in electronic form and to Registrar and Share Transfer Agent, M/s. KFin Technologies Limited (formerly KFin Technologies 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. September 30, 2023. Members seeking to inspect such documents can send an email to [corporatecommunications@pennarindia.com](mailto:corporatecommunications@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 Limited (formerly KFin Technologies 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 Limited (formerly Kfin Technologies 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 2022-23 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 2022-23 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 Limited (formerly KFin Technologies 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.
  19. The remote e-Voting period commences 26.09.2023(9:00 a.m.) to 29.09.2023 (5:00 p.m.).
  20. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on September 23, 2023, 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.

**Procedure for Login for E-voting and Attending AGM through VC/OAVM for Individual Shareholders holding securities in Demat mode**

In terms of SEBI circular dated December 09, 2020, on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in Demat mode are allowed to vote through their Demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their Demat accounts to access e-Voting facility.

**Login method for Individual shareholders holding securities in Demat mode is given below:**

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| <p>Individual shareholders holding securities in Demat mode with National Securities Depository Limited ("NSDL")</p> | <p><b>A. User already registered for IDeAS facility:</b></p> <ol style="list-style-type: none"> <li>1. Open <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a></li> <li>2. Click on the "Beneficial Owner" icon under 'IDeAS' section.</li> <li>3. On the new page, enter User ID and Password. Post successful authentication, click on "Access to e-Voting"</li> <li>4. Click on Bank Name or e-Voting service provider and you will be re-directed to e-voting service provider website for casting your vote during the remote e-Voting period.</li> </ol> <p><b>B. User not registered for IDeAS e-Services:</b></p> <ol style="list-style-type: none"> <li>1. To register, open <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile.</li> <li>2. Select "Register Online for IDeAS "Portal or click on <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a>.</li> <li>3. Proceed with completing the required fields</li> </ol> |
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**C. By visiting the e-Voting website of NSDL:**

1. Open <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Click on the icon "Login" which is available under 'Shareholder/Member' section
3. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit Demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen.
4. Post successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page.
5. Click on Bank name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

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Individual Shareholders holding securities in Demat mode with Central Depository Services (India) Limited ("CDSL")

**A. Existing user who has opted for Easi/Easiest**

1. Click at <https://web.cdslindia.com/myeasi/home/login> or [www.cdslindia.com](http://www.cdslindia.com)
2. Click on New System Myeasi.
3. Login with user ID and Password
4. After successful login of Easi / Easiest, Option will be made available to reach e-voting page
5. Click on e-voting service provider name to cast your vote

**B. User not registered for Easi/Easiest**

1. Option to register is available at <https://web.cdslindia.com/myeasi/Registration/EasiRegistration>.
2. Proceed with completing the required fields.

**C. By visiting the e-Voting website of CDSL:**

1. Visit at [www.cdslindia.com](http://www.cdslindia.com)
2. Provide Demat Account Number and PAN No.
3. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the Demat Account.
4. After successful authentication, user will be provided links for the respective e-voting service provider where the e-voting is in progress.

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Individual Shareholders (holding securities in Demat mode) login through their depository participants

You can also login using the login credentials of your Demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility.

Once login, 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. Click on Bank Name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

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**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

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
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can 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
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can 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 22-23058542-43.

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**Login method for remote e-voting for shareholders other than individual shareholders holding securities in demat mode and shareholders holding securities in physical mode**

- i. Initial password is provided in the body of the e-mail.
- ii. Launch internet browser and type the URL: <https://evoting.kfintech.com> in the address bar.
- iii. Enter the login credentials i.e. User ID and password mentioned in your e-mail. Your Folio No./DP ID Client ID will be your User ID. However, if you are already registered with KFin for e-voting, you can use your existing User ID and password for casting your votes.
- iv. After entering the correct details, click on LOGIN.
- v. You will reach the password change menu wherein you are required to mandatorily change your password. The new password shall comprise 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.). It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- vi. You need to login again with the new credentials.
- vii. On successful login, the system will prompt you to select the EVENT i.e. PENNAR INDUSTRIES LIMITED.
- viii. On the voting page, the number of shares (which represents the number of votes) held by you as on the cut-off date will appear. If you desire to cast all the votes assenting/dissenting to the resolution, enter all shares and click 'FOR'/'AGAINST' as the case may be or partially in 'FOR' and partially in 'AGAINST', but the total number in 'FOR' and/or 'AGAINST' taken together should not exceed your total shareholding as on the cut-off date. You may also choose the option 'ABSTAIN', in which case, the shares held will not be counted under either head.
- ix. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat account.
- x. Cast your votes by selecting an appropriate option and click on 'SUBMIT'. A confirmation box will be displayed. Click 'OK' to confirm, else 'CANCEL' to modify. Once you confirm, you will not be allowed to modify your vote subsequently. During the voting period, you can login multiple times till you have confirmed that you have voted on the resolution.
- xi. Corporate/institutional members (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned image (PDF/JPG format) of certified true copy of relevant board resolution/authority letter etc. together with attested specimen signature of the duly authorised signatory(ies) who is/are authorised to vote, to the Scrutinizer through email at [subbok@gmail.com](mailto:subbok@gmail.com) and

may also upload the same in the e-voting module in their login. The scanned image of the above documents should be in the naming format 'BFL\_EVENT No.'

- xii. In case of any queries/grievances, you may refer the Frequently Asked Questions (FAQs) for members and e-voting User Manual available at the 'download' section of <https://evoting.kfintech.com> or call KFin on 1800 309 4001 (toll free).

**A. Voting at e-AGM**

- i. Only those members/shareholders, who will be present in the e-AGM and who have not cast their vote through remote e-voting and are otherwise not barred from doing so are eligible to vote.
- ii. Members who have voted through remote e-voting will still be eligible to attend the e-AGM.
- iii. Members attending the e-AGM shall be counted for the purpose of reckoning the quorum under section 103 of the Act.
- iv. Voting at e-AGM will be available at the end of the e-AGM and shall be kept open for 15 minutes. Members viewing the e-AGM, shall click on the 'e-voting' sign placed on the left-hand bottom corner of the video screen. Members will be required to use the credentials, to login on the e-Meeting webpage, and click on the 'Thumbs-up' icon against the unit to vote.

**B. Instructions for members for attending the e-AGM**

- i. Members will be able to attend the e-AGM through VC/OAVM or view the live webcast of e-AGM provided by KFin at <https://emeetings.kfintech.com> by using their remote e-voting login credentials and by clicking on the tab "video conference". The link for e-AGM will be available in members login, where the EVENT and the name of the Company can be selected.
- ii. Members are encouraged to join the meeting through devices (Laptops, Desktops, Mobile devices) with Google Chrome for seamless experience.
- iii. Further, members registered as speakers will be required to allow camera during e-AGM and hence are requested to use internet with a good speed to avoid any disturbance during the meeting.
- iv. Members may join the meeting using headphones for better sound clarity.
- v. While all efforts would be made to make the meeting smooth, participants connecting through mobile devices, tablets, laptops, etc. may at times experience audio/video loss due to fluctuation in their respective networks. Use of a stable Wi-Fi or LAN connection can mitigate some of the technical glitches.

- vi. Members, who would like to express their views or ask questions during the e-AGM will have to register themselves as a speaker by visiting the URL <https://emeetings.kfintech.com/> and clicking on the tab 'Speaker Registration' during the period starting from 26.09.2023 (9:00 a.m.) up to 28.09.2023 (5:00 p.m.). Only those members who have registered themselves as a speaker will be allowed to express their views/ask questions during the e-AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the e-AGM. Only questions of the members holding shares as on the cut-off date will be considered.
- vii. A video guide assisting the members attending e-AGM either as a speaker or participant is available for quick reference at URL <https://emeetings.kfintech.com/>, under the "How It Works" tab placed on top of the page.
- viii. Members who need technical assistance before or during the e-AGM can contact KFin at [emeetings@kfintech.com](mailto:emeetings@kfintech.com) or Helpline: 1800 309 4001.
- c) Through electronic mode with e-sign by following the link: <https://ris.kfintech.com/clientservices/isc/default.aspx#>
- Detailed FAQ can be found on the link: <https://ris.kfintech.com/faq.html>
- For more information on updating the email and Mobile details for securities held in electronic mode, please reach out to the respective DP(s), where the DEMAT a/c is being held.
- As an ongoing endeavour to enhance Investor experience and leverage new technology, our registrar and transfer agents, KFIN Technologies Limited have been continuously developing new applications. Here is a list of applications that has been developed for our investors.

**Investor Support Centre:** A webpage accessible via any browser enabled system. Investors can use a host of services like Post a Query, Raise a service request, Track the status of their DEMAT and REMAT request, Dividend status, Interest and Redemption status, Upload exemption forms (TDS), Download all ISR and other related forms.

URL: <https://ris.kfintech.com/clientservices/isc/default.aspx>

**eSign Facility:** Common and simplified norms for processing investor's service requests by RTAs and norms for furnishing PAN, KYC details and Nomination requires that eSign option be provided to Investors for raising service requests. KFIN is the only RTA which has enabled the option and can be accessed via the link below.

<https://ris.kfintech.com/clientservices/isr/isr1.aspx?mode=f3Y5zP9DDNI%3d>

**KYC Status :** Shareholders can access the KYC status of their folio. The webpage has been created to ensure that shareholders have the requisite information regarding their folios.

URL: <https://ris.kfintech.com/clientservices/isc/kycqry.aspx>

**KPRISM:** A mobile application as well as a webpage which allows users to access Folio details, Interest and Dividend status, FAQs, ISR Forms and full suite of other investor services.

URL: <https://kprism.kfintech.com/signin.aspx>

#### Procedure for Registration of email and Mobile: securities in physical mode

Physical shareholders are hereby notified that based on SEBI Circular number: SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37, dated March 16, 2023, All holders of physical securities in listed companies shall register the postal address with PIN for their corresponding folio numbers. It shall be mandatory for the security holders to provide mobile number. Moreover, to avail online services, the security holders can register e-mail ID. Holder can register/update the contact details through submitting the requisite ISR 1 form along with the supporting documents.

ISR 1 Form can be obtained by following the link: <https://ris.kfintech.com/clientservices/isc/default.aspx>

ISR Form(s) and the supporting documents can be provided by any one of the following modes.

- Through 'In Person Verification' (IPV): the authorized person of the RTA shall verify the original documents furnished by the investor and retain copy(ies) with IPV stamping with date and initials; or
- Through hard copies which are self-attested, which can be shared on the address below; or

Name	KFIN Technologies Limited
Address	Selenium Building, Tower-B, Plot No 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy, Telangana India - 500 032.

## Explanatory Statement

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

### Item # 4 Approval for payment of remuneration to the Cost Auditors for the financial year ending March 31, 2024

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 March 31, 2024 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. 4 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2024.

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.

### Items # 5, 6 and 7 To approve the requests received from Dr. Y Rekha Rao, Mr. Y Muralidhar Rao and Fort Kochi Holdings Limited, persons belonging to the promoter and promoter group of the Company, for re-classification from the 'promoter and promoter group' category to 'public' category shareholder

The Company had received separate request letters dated August 01, 2023 from the following persons belonging to the promoter and promoter group of the Company for re-classification from the 'promoter and promoter group' category to 'public' category shareholder in accordance with Regulation 31A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("Listing Regulations"):

Sl. No.	Name	'Promoter/ Promoter Group' category	Number of equity shares held	% of shareholding
1.	Dr. Y Rekha Rao	Promoter Group	1,49,057	0.11
2.	Mr. Y Muralidhar Rao	Promoter Group	1,10,400	0.08
3.	Fort Kochi Holdings Limited	Promoter Group	Nil	-

Each of the aforesaid promoters have in their respective request letters informed the Company that they are neither a part of the Board of Directors of the Company nor hold any Key Managerial Position in the Company. Further, they had confirmed in their letters that they do not participate in the management of the Company in any manner or capacity and do not have any special rights in the Company through formal or informal arrangements, including any shareholder agreement. Pursuant to the provisions of Regulation 31A(3)(b) of the Listing Regulations, Dr. Y Rekha Rao, Mr. Y Muralidhar Rao and Fort Kochi Holdings Limited, in their respective request letters, have separately confirmed that each of them along with the persons related to them:

- do not hold more than 10% of the voting rights in the Company;
- do not exercise control over the affairs of the Company directly or indirectly;
- do not have any special rights with respect to the Company through formal or informal arrangements including through any shareholder agreements;
- are not represented on the Board (including not having a nominee director) of the Company;

- are not acting as Key Managerial Personnel in the Company;
- are not 'willful defaulter' as per the Reserve Bank of India Guidelines; and
- are not fugitive economic offenders.

In view of the above, and on the basis of the rationale and the confirmations received from each of Dr. Y Rekha Rao, Mr. Y Muralidhar Rao and Fort Kochi Holdings Limited, the Board of Directors of the Company, at its meeting held on August 09, 2023, analyzed the requests made by Dr. Y Rekha Rao, Mr. Y Muralidhar Rao and Fort Kochi Holdings Limited, and in compliance with Regulation 31A of the Listing Regulations, approved the request for re-classification, inter alia subject to approval by the members, the stock exchanges where the shares of the Company are listed namely BSE Limited and National Stock Exchange of India Limited (collectively "Stock Exchanges"), and/or such other approval, if any as may be necessary in this regard.

As required under Regulation 31A(8) of the Listing Regulations, the Company has intimated the Stock Exchanges of receipt of reclassification request from Dr. Y Rekha Rao, Mr. Y Muralidhar Rao and Fort Kochi Holdings Limited, on August 01, 2023 and the extract of the minutes of the meeting

of the Board of Directors of the Company approving the re-classification was submitted to the Stock Exchanges on August 09, 2023.

In accordance with Regulation 31A(3)(a)(iii) of the Listing Regulations, the reclassification of status of a shareholder holding more than one percent of the total voting rights in the Company, from the 'promoter and promoter group' category to the 'public' category, inter alia requires approval of the members of the Company by way of an ordinary resolution. Therefore, the aforesaid request for re-classification of Dr. Y Rekha Rao, Mr. Y Muralidhar Rao and Fort Kochi Holdings Limited, irrespective of shareholding percentage being more or less than one percent is being placed before the members of the Company for approval by way of an ordinary resolution.

The Company is in compliance with the requirement for minimum public shareholding as required under Regulation 38 of the Listing Regulations, does not have trading in its shares suspended by the Stock Exchanges and does not have any outstanding dues to the Securities and Exchange Board of India, the Stock Exchanges or the depositories.

Further, the promoter(s) seeking reclassification and persons related to them shall not vote to approve such reclassification request.

The Board recommends the resolution set out at item nos. 5,6,and 7 of the notice for your approval. No director, key managerial personnel or their relatives, except Mr. Nrupender Rao (being a relative of Dr. Y Rekha Rao), to whom the resolution relates, is interested or concerned in the resolution.

**Item # 8 To designate Mr. RVS Ramakrishna (DIN: 00009421), Non-Executive Independent Director as Chairman of the Board of Directors**

Mr. Nrupender Rao, the Executive Chairman of the company tendered his resignation from the office of Executive Chairman and Whole-time Director of the Company with effect from close business hours on August 09, 2023.

The Board places on record its appreciation to Mr. Nrupender Rao for the services rendered by him during his tenure as Executive Chairman and Whole-time Director of the Company.

In view of the aforesaid resignation of Mr. Nrupender Rao, the Board of Directors upon recommendation of Nomination and Remuneration committee considered and approved to designate Mr. RVS Ramakrishna (DIN: 00009421), Non-Executive Independent Director as Chairman of the Board of Directors with effect from August 10, 2023.

Mr. RVS Ramakrishna has an inspiring career in the engineering sector, spanning more than four decades. Mr. RVS Ramakrishna an engineering graduate in Chemical Technology from Birla Institute of Technology and Science (BITS) Pilani.

Names of companies in which Mr. RVS Ramakrishna 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 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.

**9. Appointment of Mr. Nrupender Rao as Chairman Emeritus in the Company**

Mr. Nrupender Rao has expressed his intention to step down as Executive Chairman and Whole-time Director of the Company with effect from close business hours on August 09, 2023, Mr. Nrupender Rao joined the Board of the Company on September 23, 1995 and has been instrumental to the spectacular success of the Company and the Group. Considering his tremendous experience, it would be in the interest of the Company to continue to benefit from his rich experience, valuable knowledge and wisdom from time to time in a role of the mentor to the Board of Directors.

In light of the above and in recognition of his services, the Board at its meeting held on August 09, 2023, on the recommendation of Nomination and Remuneration Committee and with approval by the Audit Committee recommend to the shareholders to confer upon Mr. Nrupender Rao, the status and title of Chairman Emeritus in the Company for a period of five years with effect from August 10, 2023. He will, inter alia, mentor and guide the Board and management including in relation to business strategy, corporate governance related matters and supporting in nurturing relationships with external forums on policy matters and in brand/ image building of the Company apart from advising the Board of Directors on any other areas that the Board/ Management may seek his advice. Mr. Nrupender Rao, will be the permanent invitee to the Board Meetings. If he attends any of the Board/Committee meetings, it shall be in capacity as an invitee only, with no voting rights. Mr. Nrupender Rao, as the Chairman Emeritus shall not be deemed to be a director for any purposes of the Act or any other statute or rules made thereunder.

Mr. Nrupender Rao, being the father of Mr. Aditya Rao, the Managing Director of the Company, is a "related party" in relation to the Company in terms of the Act. Accordingly, the payments to be made and facilities to be provided to Mr. Nrupender Rao in his capacity as Chairman Emeritus, are related party transactions, and therefore, require shareholders' approval in accordance with the provisions of section 188 of the Act. This transaction is not a material related party transaction in terms of regulation 23 of the Listing Regulations. Mr. Nrupender Rao, aged 78 years is B.Tech IIT Kharagpur, M.S. Operations Research & Industrial Engineering, Purdue University, USA.

Information required to be disclosed pursuant to Rule 15 of the Companies (Meetings of the Boards and its Powers) Rules, 2014:-

1. Name of Related Party : Mr. Nrupender Rao
2. Name of Director or KMP who is related, if any. Mr. Aditya Rao, Managing Director
3. Nature of relationship : Mr. Nrupender Rao is the father of Mr. Aditya Rao
4. Nature, material terms, monetary value of the contract or arrangement

**Nature of the Arrangement:**

Mr. Nrupender Rao shall act as a mentor and guide to the Board of Directors/Management in the matters relating to :-

- Business Strategy
- Corporate Governance
- Supporting in nurturing relationships with external forums on policy matters
- Brand and image building for the Company
- Advice to the Board/Management in such other matters as may be requested, from time to time.

**Material Terms:**

The appointment, if approved by the members, shall be for a period of five years with effect from August 10, 2023.

**Monetary Terms:**

- Remuneration : As provided in the resolution.
- Perquisites and Allowances : As provided in the resolution.

5. Any other information relevant or important for the members to take a decision on the proposed resolution.

- Mr. Nrupender Rao is promoter of the company and having shareholding interest in the company besides the remuneration proposed as "Chairman Emeritus".
- Entities falling under the definition of related parties shall not vote to approve this transaction
- In terms of Section 188 of the Companies Act, 2013 read with Rules made thereunder, appointment to any office or place of profit in the Company at a monthly benefits exceeding ₹ 2.50 lakhs is subject to prior approval of the members.

Since, Mr. Nrupender Rao has attained the age of more than 70 years; approval of the members for his appointment is sought by a special resolution.

The Board recommends the resolution for your approval. None of the Directors or Key Managerial Personnel (KMP) or their relatives except Mr. Nrupender Rao himself and Mr. Aditya Rao, Managing Director, are in any way concerned or interested, financially or otherwise, in the Resolution.

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

**Mirza Mohammed Ali Baig**

Place : Hyderabad      Company Secretary & Compliance Officer  
Date : 09.08.2023      ACS 29058

## 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 March 31, 2023	Chairman of the Committee of other companies on which he/she is a director as on March 31, 2023	Member of the Committee of other companies on which he/she is a director as on March 31, 2023	No. of Meetings attended during the year	No of Shares held by them in the Company as on March 31, 2023	Relationship between Directors inter se
Lavanya Kumar Rao Kondapalli	19.02.1959	07.05.2014	Graduated in Law from Kakatiya University	Law and Governance, Human Resource Management, Industry Experience	Nil	Nil	Nil	4	2,37,400 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. Iridium 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	4	Nil	Not related to any other Director / Key Managerial Personnel
Joginapally Venkata Nrupender Rao	23.06.1945	10.08.2023	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 Emeritus is father of Mr. Aditya Rao, MD

**Note:** Mr. Nrupender Rao, Executive Chairman of the company resigned from the office of directorship and same was taken note by the Board of Directors at its meeting held August 09, 2023.

The Board of Directors of the Company at its meeting held on August 09, 2023 appointed Mr. Nrupender Rao as Chairman Emeritus in the Company. His appointment has to be approved by the Members at the ensuing Annual General Meeting.