

Date : 26.04.2024
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: Proceedings/Outcome of Postal Ballot Voting - reg.
Ref: Our letter dated 20th March, 2024.

With reference to the subject cited above and pursuant to the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as SEBI (LODR) Regulations, 2015), please find enclosed the Proceedings of Postal Ballot as required under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Kindly take the aforesaid information on your record.

Thanking You,

Yours faithfully,

for Pennar Industries Limited

Mirza Mohammed Ali Baig
Company Secretary & Compliance Officer
ACS 29058

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

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Tel : +91 40 41923108

CIN No: L27109TG1975PLC001919

CERTIFIED TRUE COPY OF THE PROCEEDINGS OF THE RESOLUTIONS PASSED BY THE MEMBERS OF PENNAR INDUSTRIES LIMITED (“THE COMPANY”) ON THURSDAY, 25TH APRIL, 2024 BY WAY OF POSTAL BALLOT, PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013 (“THE ACT”) READ WITH THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014 (“THE RULES”).

Pursuant to the provisions of Sections 108 and 110 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, (“Rules”) and other applicable provisions of the Act and the Rules; guidelines prescribed by the Ministry of Corporate Affairs (the “MCA”), Government of India, for conducting postal ballot process through voting by electronic means (“remote e-voting”) vide General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, read with other relevant circulars issued in this regard, including General Circular No.09/2023 dated September 25, 2023 (collectively, the “MCA Circulars”); Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“SEBI LODR Regulations”) and Secretarial Standard on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India, and any other applicable laws, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force); Pennar Industries Limited (“the Company”) seeks approval of the Members for the Special Business by way of a Special Resolution as set out in the Notice of Postal Ballot dated 9th February, 2024 along with the Explanatory Statement by way of electronic means (“i.e. remote e-voting”).

The Notice of Postal Ballot dated 9th February, 2024 which comprised resolution proposed for approval of the members and the explanatory statement thereto and reasons thereof was sent to all the Members of the Company on 20th March, 2024, whose names appear on the Register of Members/list of beneficial owners as on **Friday, 15th March, 2024 (“Cut-Off date”)** as received from M/s. KFin Technologies Limited (“KFinTech”) being the Registrar and Share Transfer Agent of the Company. The Postal Ballot, as per the MCA Circulars meant voting only by electronic means through the remote e-voting facility and accordingly the Members were required to communicate their assent or dissent through the remote e-voting facility only. In compliance with the MCA circulars, the Company issued a public notice by way of advertisement in the newspapers viz., Business Standard (All editions) (English Language) and Nava Telangana (Telugu Language) on 21st March, 2024 in respect of Notice of Postal Ballot, completion of dispatch of notice by Email to members on registered emails, manner and duration of remote e-voting, manner of registering email address and other required information. The copy of the same was submitted to BSE Limited and National Stock Exchange of India Limited and was also placed on the website of the Company.

In compliance with the provisions of Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and 22 the Companies (Management and Administration) Rules, 2014, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”), the Company has offered remote e-voting facility to all the shareholders. For this purpose, the Company has appointed M/s. KFin Technologies Limited (formerly known as Kfin Technologies Private Limited) (“KFinTech” or “Registrar and Transfer Agent”) for facilitating remote e-voting and is pleased to offer remote e-voting facility as an alternate, to its Shareholders to enable them to cast their votes electronically instead of exercising their votes by physical postal ballot forms.

The remote e-voting period commenced on Monday, 25th March, 2024 at 09:00 A.M. (IST) and concluded on Thursday, 25th April, 2024 at 05:00 P.M. (IST). The members were informed that the remote e-voting would not be allowed beyond the aforesaid date and time and the e-voting module was disabled upon expiry of aforesaid period. The Company has appointed Mr. Subhash Kishan Kandrapu., Practicing Company Secretary as the scrutinizer for conducting the postal ballot and remote e-voting process in accordance with the applicable laws in a fair and transparent manner.

Accordingly, the following resolutions as set out in the Notice of Postal Ballot was declared as passed with requisite majority as a Special Resolution on 25th April, 2024:

1. Resolution no. 1 - Appointment of Mr. V S Parthasarathy (DIN: 00125299) as an Independent Director of the Company
2. Resolution no. 2 - Payment of remuneration to Mr. V S Parthasarathy (DIN: 00125299), Non-Executive Independent Director of the Company
3. Resolution no. 3 - Re-appointment of Mr. Aditya Rao (DIN: 01307343) as Vice-Chairman and Managing Director
4. Resolution no. 4 - Re-appointment of Mr. K Lavanya Kumar Rao (DIN: 01710629) as Executive Director
5. Resolution no. 5 - Re-appointment of Mr. Chandrasekhar Sripada (DIN: 02813923) as an Independent Director
6. Resolution no. 6 - Payment of remuneration to Mr. Chandrasekhar Sripada (DIN: 02813923), Non-Executive Independent Director
7. Resolution no. 7 - Payment of remuneration to Ms. Virginia Sharma (DIN: 02306909), Non-Executive Independent Director of the Company
8. Resolution no. 8 - Payment of remuneration to Mr. RVS Ramakrishna (DIN: 00009421), Non-Executive Independent Director of the Company

Thanking you,

Yours faithfully,

for Pennar Industries Limited

Mirza Mohammed Ali Baig
Company Secretary & Compliance Officer
ACS 29058

Company Name	PENNAR INDUSTRIES LIMITED
Date of the AGM/EGM	
Total number of shareholders on record date	94,361
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	
Public:	
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	0
Public:	0

Resolution required: (Ordinary/ Special)	SPECIAL - Appointment of Mr. V S Parthasarathy (DIN: 00125299) as an Independent Director of the Company							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% 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	53423870	52837586	98.9026	52837586	0	100.0000	0.0000
	Poll	53423870	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	53423870	0	0.0000	00	0	0.0000	0.0000
Public- Institutions	E-Voting	6712339	5974339	89.0053	5974339	0	100.0000	0.0000
	Poll	6712339	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	6712339	0	0.0000	00	0	0.0000	0.0000
Public- Non Institutions	E-Voting	74810022	3605142	4.8191	3593094	12048	99.6658	0.3341
	Poll	74810022	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	74810022	0	0.0000	00	0	0.0000	0.0000
	Total	134946231	62417067	46.2533	62405019	12048	99.9807	0.0193

Resolution required: (Ordinary/ Special)	SPECIAL - Payment of remuneration to Mr. V S Parthasarathy (DIN: 00125299), Non-Executive Independent Director of the Company							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% 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	53423870	52837586	98.9026	52837586	0	100.0000	0.0000
	Poll	53423870	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	53423870	0	0.0000	00	0	0.0000	0.0000
Public- Institutions	E-Voting	6712339	5974339	89.0053	5974339	0	100.0000	0.0000
	Poll	6712339	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	6712339	0	0.0000	00	0	0.0000	0.0000
Public- Non Institutions	E-Voting	74810022	3605792	4.8199	3593602	12190	99.6619	0.3380
	Poll	74810022	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	74810022	0	0.0000	00	0	0.0000	0.0000
	Total	134946231	62417717	46.2538	62405527	12190	99.9805	0.0195

Resolution required: (Ordinary/ Special)		SPECIAL - Re-appointment of Mr. Chandrasekhar Sripada (DIN: 02813923) as an Independent Director of the Company						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% 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	53423870	52837586	98.9026	52837586	0	100.0000	0.0000
	Poll	53423870	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	53423870	0	0.0000	00	0	0.0000	0.0000
Public- Institutions	E-Voting	6712339	5974339	89.0053	5875917	98422	98.3525	1.6474
	Poll	6712339	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	6712339	0	0.0000	00	0	0.0000	0.0000
Public- Non Institutions	E-Voting	74810022	3605142	4.8191	3592952	12190	99.6618	0.3381
	Poll	74810022	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	74810022	0	0.0000	00	0	0.0000	0.0000
	Total	134946231	62417067	46.2533	62306455	110612	99.8228	0.1772

Resolution required: (Ordinary/ Special)	SPECIAL - Payment of remuneration to Mr. Chandrasekhar Sripada (DIN: 02813923), Non-Executive Independent Director of the Company
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Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% 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	53423870	52837586	98.9026	52837586	0	100.0000	0.0000
	Poll	53423870	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	53423870	0	0.0000	00	0	0.0000	0.0000
Public- Institutions	E-Voting	6712339	5974339	89.0053	5974339	0	100.0000	0.0000
	Poll	6712339	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	6712339	0	0.0000	00	0	0.0000	0.0000
Public- Non Institutions	E-Voting	74810022	3604853	4.8187	3589953	14900	99.5866	0.4133
	Poll	74810022	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	74810022	0	0.0000	00	0	0.0000	0.0000
Total		134946231	62416778	46.2531	62401878	14900	99.9761	0.0239

Resolution required: (Ordinary/ Special)	SPECIAL - Payment of remuneration to Ms. Virginia Sharma (DIN: 02306909), Non-Executive Independent Director of the Company							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% 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	53423870	52837586	98.9026	52837586	0	100.0000	0.0000
	Poll	53423870	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	53423870	0	0.0000	00	0	0.0000	0.0000
Public- Institutions	E-Voting	6712339	5974339	89.0053	5974339	0	100.0000	0.0000
	Poll	6712339	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	6712339	0	0.0000	00	0	0.0000	0.0000
Public- Non Institutions	E-Voting	74810022	3604838	4.8187	3589717	15121	99.5805	0.4194
	Poll	74810022	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	74810022	0	0.0000	00	0	0.0000	0.0000
Total		134946231	62416763	46.2531	62401642	15121	99.9758	0.0242

Resolution required: (Ordinary/ Special)	SPECIAL - Payment of remuneration to Mr. RVS Ramakrishna (DIN: 00009421), Non-Executive Independent Director of the Company							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% 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	53423870	52837586	98.9026	52837586	0	100.0000	0.0000
	Poll	53423870	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	53423870	0	0.0000	00	0	0.0000	0.0000
Public- Institutions	E-Voting	6712339	5974339	89.0053	5974339	0	100.0000	0.0000
	Poll	6712339	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	6712339	0	0.0000	00	0	0.0000	0.0000
Public- Non Institutions	E-Voting	74810022	3604803	4.8186	3589906	14897	99.5867	0.4132
	Poll	74810022	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	74810022	0	0.0000	00	0	0.0000	0.0000
	Total	134946231	62416728	46.2530	62401831	14897	99.9761	0.0239

for Pennar Industries Limited

Mirza Mohammed Ali Baig
Company Secretary & Compliance Officer
Date: 26.04.2024
Place: Hyderabad