



PENNAR INDUSTRIES LIMITED

CIN No. L27109AP1975PLC001919

Regd. Office: Floor No. 3, DHFLVC Silicon Towers, Kondapur, Hyderabad - 500084

Tel No. 40 4006 1623, e-Mail ID : corporatecommunications@pennarindia.com

Website: www.pennarindia.com.

POSTAL BALLOT NOTICE

[Pursuant to Section 110 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014]

Dear Members,

Notice is hereby given pursuant to Section 110 and other applicable provisions of the Companies Act, 2013 (the act), if any, read together with the Companies (Management and Administration) Rules, 2014, (including any statutory modification or re-enactment thereof for the time being in force), that the resolution appended below is proposed to be passed as Special Resolution by way of Postal Ballot/e-voting:

Item No # 1 Approval for Investments / Loans / Guarantees / Securities

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the Section 186 read with the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof for the time being in force), the consent of the shareholders be and is hereby accorded to give any loans/any other form of debt to any person or other body corporate and / or to give guarantee and / or to provide security in connection with a loan/any other form of debt to any other body corporate or person and to make investment or acquire by way of subscription, purchase or otherwise the securities of any other body corporate whether Indian or overseas up to maximum limit for an amount not exceeding Rs. 815,00,00,000 /- (Rupees Eight Hundred and Fifteen Crores Only) outstanding at any time notwithstanding that such investments, outstanding loans given or to be given and guarantees and security provided are in excess of the limits prescribed under Section 186 of the Companies Act, 2013.”

“RESOLVED FURTHER THAT the Board of Directors (the Board) or any Committee formed for the purpose thereof by the Board of the Company be and is hereby authorized to take from time to time all decisions in respect of the aforesaid purpose and to do and perform all such acts, deeds, matters and things as may be necessary in order to give effect to the aforesaid resolution.”

for Pennar Industries Limited

Sd/-

Mirza Mohammed Ali Baig

Company Secretary & Compliance Officer

M. No. ACS 29058

Date: 30.11.2016

Place: Hyderabad

NOTES :

1) In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (LODR) Regulations 2015, the Members are informed that the Company is pleased to offer ‘Remote e-voting’ facility as an alternative mode of voting which will enable the Members to cast their votes electronically. Necessary arrangements have been made by the Company with Karvy Computershare Private Limited (Karvy) to facilitate remote e-voting. Remote e-voting is optional and Members shall have the option to vote either through remote e-voting or through Postal Ballot Form. The detailed procedure with respect to remote e-voting is mentioned below. For the aforesaid purpose, the Board of Directors has appointed Mr. Subhash Kishan Kandrapu, Practicing Company Secretary, as Scrutinizer for scrutinizing the Remote e-voting process as well as voting through Postal Ballot Form in a fair and transparent manner.

- 2) The Statement as required under Section 102 of the Companies Act, 2013 is annexed to this Notice. A Postal Ballot Form is also enclosed.
- 3) The voting commences on December 13, 2016. The Members are requested to note that:
 - (a) Duly completed Postal Ballot Form should reach the Scrutinizer before 5:30 p.m. on January 11, 2017. Postal Ballot Forms received after the said time and date will be strictly treated as if the reply from such Members has not been received.
 - (b) Similarly, the Remote e-voting needs to be exercised before 5:30 p.m. on January 11, 2017. Please note that Remote e-voting module will be disabled for Voting after the said time and date.
- 4) Any Member who has not received the Postal Ballot Form may download it from the website of the Company www.pennarindia.com or write to the Company/ Registrar & Share Transfer Agents (RTA) of the Company for obtaining a duplicate form.
- 5) The Member cannot vote both by post and e-voting and if he votes both by post and e-voting, his voting by post shall be treated as invalid.
- 6) A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on cut-off date of December 09, 2016 only shall be entitled to avail the facility of remote e-voting or Voting by Postal Ballot.
- 7) A person who is not a Member as on the cut-off date of December 09, 2016 should treat this Notice for information purposes only.
- 8) The Notice is being sent to all the Members whose names appear in the Register of Members / Beneficiary Position maintained by the Depositories as on December 09, 2016. Voting rights shall be reckoned on the paid up value of the shares registered in the names of the Members as on December 09, 2016.
- 9) In accordance with the provisions of the Companies Act, 2013, read with Rules 18 and 22 of the Companies (Management and Administration) Rules, 2014, the Postal Ballot Notice is being sent by email to those Members who have registered their email addresses with their Depository Participants (in case of shares held in demat form) or with the Company's Registrar and Share Transfer Agent (in case of shares held in physical form). For Members whose email IDs are not registered, physical copies of the Postal Ballot Notice are being sent by permitted mode (i.e. through registered or speed post or through courier), along with a postage-prepaid self-addressed Business Reply Envelope.
- 10) Members holding shares in physical form should inform the Company's Registrar and Transfer Agents, M/s. Karvy Computershare Private Limited of any change in their registered address, mandate/bank details/e-mail address. Similarly, Members holding shares in electronic form should inform their Depository Participants (DP) of any change in their registered address, mandate/bank details/e-mail address. Members holding shares in physical form are requested to convert their shares into dematerialized form in their own interest and for their convenience.
- 11) In the event of any grievance relating to remote e-voting, the Members/Beneficial owners may contact the following: Mr. Rajeev Kumar, Deputy Manager Corporate Registry, Karvy Computershare Private Limited, E-mail: rajeev.kr@karvy.com, Helpdesk: 040 - 67161524.
- 12) The Resolution, if passed by requisite majority, shall be deemed to have been passed on the last date specified by the Company for receipt of duly completed postal ballot forms or e-voting i.e. January 11, 2017.

Declaration of Results:

1) The Scrutinizer shall within Seven days of conclusion of ballot process i.e. January 18, 2017 submit the Consolidated Scrutinizer's Report of the total votes cast in favour or against and invalid votes, if any, to the Chairman of the Company or any other Director authorized by the Board, who shall countersign the same and declare the result of the voting forthwith. Further, the Result of the Postal Ballot will be announced prior to January 18, 2017 at the Registered Office of the Company.

2) The Result of the Postal Ballot will be declared by the Chairman or any other Director of the Company in the presence of the Company Secretary, based on the Scrutinizer's Report after taking into consideration the votes cast through remote e-voting and Vote cast through Postal Ballot Form and the same would be displayed on the website of the Company www.pennarindia.com and the Agency (Karvy) post intimation to Stock Exchanges. Further, the results will be displayed on the Notice Board of the Company at its Registered Office.

Voting through electronic means:

The instructions for e-voting are as follows :

1. Members whose email addresses are registered with the Company / Depository Participant(s) will receive an email from Karvy informing them of their User-ID and password. Once the Member receives the email, he or she will need to go through the following steps to complete the e-voting process :

a. Open email and open the PDF file titled 'Pennar Industries Limited e-voting.pdf', using your Client ID or Folio No. as password. The said PDF file contains your user ID and password for e-voting. Please note that this password is an initial password.

b. Launch your internet browser by typing the following URL: <https://evoting.karvy.com>

c. Click on Shareholder - Login.

d. Enter the user ID and password (the initial password noted in step (a) above). Click on the Login.

e. The Password change menu will appear. Change the password to a password of your choice. The new password should comprise of a minimum of 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character. The system will prompt you to change your password and update any contact details like mobile, e-mail etc., on first login. You may also enter the secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and take utmost care to keep your password confidential.

f. The homepage of e-voting will open. Click on 'e-voting: Active Voting Cycles'.

g. Select 'EVEN' (E Voting Event Number) of Pennar Industries Limited.

h. On the voting page, enter the number of shares as on the cut off date under FOR/AGAINST or alternately you may enter partially any number in FOR and partially in AGAINST but the total number in FOR/AGAINST taken together should not exceed the total shareholding. You may also choose the option ABSTAIN.

i. Shareholders holding multiple folios / demat account shall choose the voting process separately for each folio demat account.

j. Cast your vote 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. During the voting period, shareholders can login any number of times till they have voted on the resolution.

k. Upon confirmation, the message 'Vote cast successfully' will be displayed.

l. Once you have voted on a resolution, you will not be allowed to modify your vote.

m. Institutional members (i.e. other than individuals, HUF, NRI etc.) are required to send a scanned copy (PDF / JPG Format) of the relevant Board resolution / authorization letter etc., together with attested specimen signature of the authorized signatory / signatories who are authorized to vote, to the Scrutinizer at e-mail id subbok@gmail.com They may also upload the same in the e-voting module in their login. The scanned image of the above mentioned document should be in the naming format "Corporate Name_EVEN NO".

2. For Members whose email IDs are not registered with the Company/depository participant(s) and who receive the physical postal ballot forms, the following instructions may be noted:

a. In case of Members receiving physical copy of the Notice of Postal Ballot :

- Launch internet browser by typing the URL:<https://evoting.karvy.com>
- Enter the login credentials (i.e. User ID and password). If you are logging in for the first time, please enter the User ID and password mentioned in the Postal Ballot Form. After entering these details appropriately, click on "LOGIN".

b. Please follow all the steps from e. to k. mentioned above, to cast your vote successfully.

3. In case of any queries, you may refer to the Frequently Asked Questions (FAQs) and e-voting user manual for Members available in the 'Downloads' section of <https://evoting.karvy.com> or contact Karvy on telephone No.18003454001 (toll free) or (040) 44655000.

4. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the 'Forgot Password' option available on the site to reset the password.

5. If you are already registered with Karvy for e-voting, then you can use your existing user ID and password for casting your vote.

6. The e-voting period commences on December 13, 2016 (9:00 A.M.) and ends on 11th January, 2017 (5:30 P.M.). During this period, Members of the Company holding shares either in physical form or in dematerialized form, as on the relevant date, i.e. December 09, 2016, may cast their vote electronically. The e-voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by a Member, he or she will not be allowed to change it subsequently.

ANNEXURE TO THE NOTICE
(The Statement under Section 102 of the Companies Act, 2013)

In order to achieve long term objective and align with strategy plan of the Company, it is necessary for the Company to give any loans/any other form of debt to any person or other body corporate and / or to give guarantee and / or to provide security in connection with a loan/any other form of debt to any other body corporate or person and to make investment or acquire by way of subscription, purchase or otherwise the securities of any other body corporate including but not limited to the subsidiaries of the Company.

Pursuant to the provisions of section 186 of the Companies Act, 2013 and rules made there under, the Company needs to obtain prior approval of shareholders / members by way of special resolution in case the amount of investment, loan, guarantee or security proposed to be made is more than the higher of sixty percent of the paid up share capital, free reserves and securities premium account or one hundred percent of free reserves and securities premium account,

Accordingly, the approval of members through Postal Ballot is sought by way of special resolution as contained in the notice for an amount not exceeding Rs. 815,00,00,000 /- (Rupees Eight Hundred and Fifteen Crores Only) outstanding at any time notwithstanding that such investments, outstanding loans given or to be given and guarantees and security provided are in excess of the limits prescribed under Section 186 of the Companies Act, 2013.

The Directors therefore, recommend the resolution for approval of Shareholders by means of Postal Ballot.

None of the Directors or Key Managerial Personnel of the Company and their relatives, except Mr. Nrupender Rao, Mr. Aditya Rao and Mr. K Lavanya Kumar is concerned or interested in the aforesaid special resolution except to the extent of their directorships and shareholding in the bodies corporate in which investments may be made or loans/ guarantees may be given or securities may be provided pursuant to this Special Resolution.

for Pennar Industries Limited

Date: 30.11.2016
Place: Hyderabad

Sd/-
Mirza Mohammed Ali Baig
Company Secretary & Compliance Officer
M. No. ACS 29058