

Date: 17.04.2023
Place: Hyderabad

BSE Limited PhirozeJeejeebhoy Towers, Dalal Street, Fort Mumbai - 400 001 Scrip Code: 513228	The National Stock Exchange of India Limited BandraKurla Complex, Bandra East Mumbai - 400 051 Scrip Code: PENIND
---	---

Dear Sir/Madam,

Sub: Submission of Annual Secretarial compliance report for the year ended 31st March, 2023

With reference to the subject cited above, we are enclosing herewith the Annual Secretarial compliance report for the year ended 31st March, 2023 issued by Mr. Subhash Kishan Kandrapu, Company Secretary in practice.

This is for your information and records.

for Pennar Industries Limited

Mirza
Mohammed
Ali Baig

Digitally signed by Mirza
Mohammed Ali Baig
Date: 2023.04.17
13:54:11 +05'30'

Mirza Mohammed Ali Baig
Company Secretary & Compliance Officer

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



Secretarial compliance report of PENNAR INDUSTRIES LIMITED
(CIN: L27109TG1975PLC001919) for the year ended 31st March 2023

I Subhash Kishan Kandrapu have examined:

- 1) all the documents and records made available to us and explanation provided by 'PENNAR INDUSTRIES LIMITED' ("the listed entity"),
- 2) the filings/ submissions made by the listed entity to the stock exchanges,
- 3) website of the listed entity,
- 4) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31.3.2023 ("Review Period") in respect of compliance with the provisions of :

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued there under; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made there under and the Regulations, circulars, guidelines issued there under by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
As on 31/03/2023, the Company Buy Back 72,16,000 shares from its shareholders through Open Market Purchase.
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; *Not Applicable for the financial year 2022-2023*
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; *Not Applicable for the financial year 2022-2023*
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; *Not Applicable for the financial year 2022-2023*
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i) Regulation 3(5) & 3(6) of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 in regards to maintenance of SDD;
- (j) Securities and Exchange Board of India (Delisting of Equity Shares) (Amendment) Regulations, 2016; *Not Applicable for the financial year 2022-2023*

Mumbai Office: CEN 957, GANESH MURTHI NAGAR, COLABA, MUMBAI – 400005,

Hyderabad Office: Flat No. 203, 2nd Floor, Nara Paradise, Dinakar Nagar, Neredmet, Secunderabad – 500056, Email Id: subbok@gmail.com, subbo10@hotmail.com, Mobile: 9000607193, 9820747385

Subhas kishan kandrapu

PRACTISING COMPANY SECRETARY



(k) Securities and Exchange Board of India (Investor Protection and Education Fund) Regulations, 2009;

(l) Securities and Exchange Board of India (Depository Participant) Regulations, 2018; and circulars/ guidelines issued there under;

and based on the above examination, I/We hereby report that, during the Review Period:

I/We hereby report that, during the Review Period the compliance status of the listed entity is appended below;

Sr No.	Particulars	Compliance Status Yes/ No/ NA	Observations/ Remarks by PCS
1	<p>Secretarial Standards:</p> <p>The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI)</p>	Yes	
2	<p>Adoption and timely updation of the Policies:</p> <ul style="list-style-type: none">All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities.All the policies are in conformity with SEBI Regulations and has been reviewed & timely updated as per the regulations/circulars/ guidelines issued by SEBI	Yes	
3	<p>Maintenance and disclosures on Website:</p> <ul style="list-style-type: none">The Listed entity is maintaining a functional websiteTimely dissemination of the documents/ information under a separate section on the websiteWeb-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website	Yes	

Mumbai Office: CEN 957, GANESH MURTHI NAGAR, COLABA, MUMBAI – 400005,

Hyderabad Office: Flat No. 203, 2nd Floor, Nara Paradise, Dinakar Nagar, Neredmet, Secunderabad – 500056, Email Id: subbok@gmail.com, subbo10@hotmail.com, Mobile: 9000607193,

9820747385



4	<p>Disqualification of Director:</p> <p>None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013</p>	Yes	
5	<p>To examine details related to Subsidiaries of listed entities:</p> <p>(a) Identification of material subsidiary companies</p> <p>(b) Requirements with respect to disclosure of material as well as other subsidiaries</p>	Yes	
6	<p>Preservation of Documents:</p> <p>The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.</p>	Yes	
7	<p>Performance Evaluation:</p> <p>The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations</p>	Yes	
8	<p>Related Party Transactions:</p> <p>(a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions</p> <p>(b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ ratified/rejected by the Audit committee</p>	Yes	
9	<p>Disclosure of events or information:</p> <p>The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.</p>	Yes	

Mumbai Office: CEN 957, GANESH MURTHI NAGAR, COLABA, MUMBAI – 400005,

Hyderabad Office: Flat No. 203, 2nd Floor, Nara Paradise, Dinakar Nagar, Neredmet, Secunderabad

– 500056, Email Id: subbok@gmail.com, subbo10@hotmail.com, Mobile: 9000607193,

9820747385

Subhas kishan kandrapu

PRACTISING COMPANY SECRETARY



10	Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015	Yes	
11	Actions taken by SEBI or Stock Exchange(s), if any: Yes Actions was taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder	<ol style="list-style-type: none">1. Regulation 17(1) for the quarter ended 30th September, 2022 – Non appointment of Women Director, Penalty was imposed by NSE and BSE.2. Regulation 17(1) for the quarter ended 31st December, 2022 – Half of the Board of Directors are not Independent, Penalty was imposed by NSE and BSE	<ol style="list-style-type: none">1. There has been non compliance for appointment of women director on the Board of the Company during the quarter ended September 30, 2022. Subsequently, the same has been compiled by the Company in term of Regulation 17(1), also the penalty imposed by BSE and NSE is also been paid by the Company2. There has been non compliance for composition of the Board during the quarter ended December 31, 2022. Subsequently, the same has been compiled by the Company in term of Regulation 17(1), also the penalty imposed by BSE and NSE is also been paid by the Company
12	Additional Non-compliances, if any: No any additional non-compliance observed for all SEBI regulation/ circular/guidance note etc.	NA	No non-compliances are observed other than mentioned in previous point

Mumbai Office: CEN 957, GANESH MURTHI NAGAR, COLABA, MUMBAI – 400005,

Hyderabad Office: Flat No. 203, 2nd Floor, Nara Paradise, Dinakar Nagar, Neredmet, Secunderabad – 500056, Email Id: subbok@gmail.com, subbo10@hotmail.com, Mobile: 9000607193,

9820747385

Subhas kishan kandrapu

PRACTISING COMPANY SECRETARY



(a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued there under

(b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued there under insofar as it appears from my/our examination of those records.

(c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (*including under the Standard Operating Procedures issued by SEBI through various circulars*) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
1	Bombay Stock Exchange (BSE and National Stock Exchange of India Limited (NSE)	Regulation 17(1) for the quarter ended 30th September, 2022 – Non appointment of Women Director	Penalty was imposed on the Company	There has been non compliance for appointment of women director on the Board of the Company during the quarter ended September 30, 2022. Subsequently, the same has been complied by the Company in term of Regulation 17(1), also the penalty imposed by BSE and NSE is also been paid by the Company
2	Bombay Stock Exchange (BSE and National Stock Exchange of India Limited (NSE)	Regulation 17(1) for the quarter ended 31st December, 2022 – Half of the Board of Directors are not Independent	Penalty was imposed on the Company	There has been non compliance for composition of the Board during the quarter ended December 31, 2022. Subsequently, the same has been complied by the Company in term of Regulation 17(1), also the penalty imposed by BSE and NSE is also been paid by the Company

Mumbai Office: CEN 957, GANESH MURTHI NAGAR, COLABA, MUMBAI – 400005,

Hyderabad Office: Flat No. 203, 2nd Floor, Nara Paradise, Dinakar Nagar, Neredmet, Secunderabad – 500056, Email Id: subbok@gmail.com, subbo10@hotmail.com, Mobile: 9000607193,

9820747385

Subhas kishan kandrapu

PRACTISING COMPANY SECRETARY



(d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended... <i>(The years are to be mentioned)</i>	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
NA				

Place: Hyderabad

Date: 17.04.2023

SubhashKishan Kandrapu
Company Secretary in Practice
ACS 32743
CP.No.17545
UDIN: A032743E000117025



Mumbai Office: CEN 957, GANESH MURTHI NAGAR, COLABA, MUMBAI – 400005,
Hyderabad Office: Flat No. 203, 2nd Floor, Nara Paradise, Dinakar Nagar, Neredmet, Secunderabad
– 500056, Email Id: subbok@gmail.com, subbo10@hotmail.com, Mobile: 9000607193,
9820747385