

Annexure - I
Compliance Report on Corporate Governance
[Pursuant to regulation 27(2) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]

1. Name of the Listed Entity: M/s. Pennar Industries Limited
2. Quarter Ending: 30th September, 2019

| I. Composition of the Board of Directors | | | | | | | | | |
|---|-----------------------------------|------------------------|--|--|----------|--|---|--|--|
| Title (Mr. / Ms.) | Name of the Director | PAN & DIN | Category (Chairperson /Executive/Non Executive/Independent/ Nominee) | Date of Appointment in the current term /cessation | Tenure * | No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations) | Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations) | No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations) | |
| Mr. | Joginapally Venkata Nrupender Rao | 00089922 ACDPJ5615R | Executive Chairman | 23.09.1995 | - | 1 | 0 | 0 | |
| Mr. | Aditya Narsing Rao | 01307343 ADVPJ6046K | Vice Chairman/ Managing Director | 30.09.2019 | - | 1 | Listed-1 | 0 | |
| Mr. | Lavanya Kumar Rao Kondapally | 01710629 ACVPK3179R | Executive Director | 28.09.2018 | - | 1 | 0 | 0 | |
| Mr. | Chandrasekhar Sripada | 02813923 AAKPC0844N | Additional Non-Executive Independent Director | 30.09.2019 | 5 Years | 1 | 0 | 0 | |
| Mr. | Vishal Satinder Sood | 01780814 AMSPS9805K | Non-Executive | 31.01.2012 | - | 2 | 0 | 0 | |
| Mr. | Potluri Venkateswara Rao | 03157581 AGJPP7796D | Joint Managing Director | 30.09.2019 | - | 1 | 0 | 0 | |
| Mr. | Comandur Parthasarathy | 00079232 AAFPC7617L | Independent | 09.11.2015 | 5 Years | 2 | Listed-1 | Listed-1 | |
| Mr. | Bandari Kamalakar Rao | 00038686 AERP5183N | Independent | 30.09.2019 | 5 Years | 2 | Listed-3 | Listed-3 | |
| Mr | Manish Mahendra Sabharwal | 00969601 AGVPS6333F | Independent | 30.09.2019 | 5 Years | 2 | 0 | 0 | |



| | | | | | | | | |
|-----|------------------------------|------------------------|--|------------|---------|---|-----------|---|
| Mr. | Varun Chawla | 02097425 AGBPC1165H | Independent | 30.09.2019 | 5 Years | 1 | Listed-2 | 0 |
| Mr. | Eric James Brown | 07670880 N.A NRI | Non Executive Director | 28.09.2018 | - | 1 | Listed -1 | 0 |
| Ms | Bharati Pinnamaneni Jacob | 00174865 AAMPJ2614H | Additional Non Executive Independent Director | 30.09.2019 | 5 Years | 1 | 0 | 0 |

II. Composition of Committees

| Name of the Committee | Name of Committee members | Category (Chairperson/Executive/ Non Executive/ Independent/ Nominee) |
|--|--|--|
| 1. Audit Committee | Bandari Kamalakar Rao Varun Chawla C Parthasarathy Eric James Brown | Independent Chairman Independent Independent Non Executive |
| 2. Nomination & Remuneration Committee | Bandari Kamalakar Rao Varun Chawla C Parthasarathy Jogirapally Venkata Nrupender Rao Chandrasekhar Sripada | Independent Chairman Independent Independent Executive Non-Executive Independent Director |
| 3. Risk Management Committee (if applicable) | NA | NA |
| 4. Stakeholders Relationship Committee | Bandari Kamalakar Rao Varun Chawla Aditya Narsing Rao | Independent Chairman Independent Vice Chairman/Managing Director |

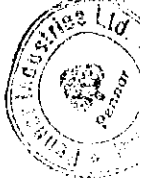
&Category of directors means executive/non-executive/independent/Nominee, if a director fits into more than one category write all categories separating them with hyphen


III. Meeting of Board of Directors

| Date(s) of Meeting (if any) in the previous quarter | Date(s) of Meeting (if any) in the relevant quarter | Maximum gap between any two consecutive (in number of days) |
|---|---|---|
| 27 th May, 2019 | 12 th August, 2019 | Seventy Six (76) |

IV. Meeting of Committee

| Date(s) of meeting of the | Whether requirement of | Date(s) of meeting of the committee in | Maximum gap between any two consecutive meetings in number of |
|---------------------------|------------------------|--|---|
|---------------------------|------------------------|--|---|



| committee in the relevant quarter | Quorum met (details) | the previous quarter | days* |
|--|----------------------|--|-------------------|
| 9 th August, 2019 | Yes | 25 th May, 2019 | Seventy Five (75) |
| * This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional | | | |
| V. Related Party Transactions (*) | | | |
| Subject | | Compliance status (Yes/No/NA) refer note below | |
| Whether prior approval of audit committee obtained | | YES | |
| Whether shareholder approval obtained for material RPT | | NA | |
| Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee | | NA | |
| <p>Note 1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.</p> <p>2. If status is "No" details of non-compliance may be given here.</p> <p>(*) The details of the material transactions entered into with the related party are attached herewith as attachment - I.</p> | | | |
| VI. Affirmations | | | |
| <p>1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.</p> <p>2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015</p> <p>(a) Audit Committee (b) Nomination & remuneration committee (c) Stakeholders relationship committee (d) Risk management committee (applicable to the top 100 listed entities)</p> <p>3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.</p> <p>4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.</p> <p>5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here: NIL</p> | | | |
|  | | <p>for Pennar Industries Limited</p> <p><i>Mirza Mohammed Ali Baig</i></p> <p>Mirza Mohammed Ali Baig Company Secretary & Compliance Officer ACS 29058</p> | |
| <p>Note: Information at Table I and II above need to be necessarily given in 1st quarter of each financial year. However if there is no change of information in subsequent quarter(s) of that financial year, this information may not be given by Listed entity and instead a statement "same as previous quarter" may be given.</p> | | | |

Attachment - 1 to the Compliance Report on Corporate Governance

**Details of the material transactions entered into with the related party for the Quarter ended 30th September, 2019
[Pursuant to regulation 27(2)(b) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]**

| |
|----|
| NA |
|----|

for Pennar Industries Limited



Mirza Mohammed Ali Baig
Company Secretary & Compliance Officer
ACS 29058

Annexure - III

Compliance Report on Corporate Governance
*[Pursuant to regulation 27(2) of Securities and Exchange Board of India
(Listing Obligations and Disclosure Requirements) Regulations, 2015]*

1. Name of the Listed Entity: M/s. Pennar Industries Limited
2. Period of the report: within six months from end of financial year: 30th September, 2019

| AFFIRMATIONS | | |
|--|--------------------------------------|--------------------------|
| Broad Heading | Regulation Number | Compliance Status |
| Copy of the annual report including balance sheet, profit and loss account, director's report, corporate governance report, business responsibility report displayed on website. | 46(2) | Yes |
| Presence of Chairperson of Audit Committee at the Annual General Meeting. | 18(1)(d) | Yes |
| Presence of Chairperson of the nomination and remuneration committee at the annual general meeting. | 19(3) | Yes |
| Whether "Corporate Governance Report" disclosed in Annual Report. | 34(3) read with para C of Schedule V | Yes |

Note:

1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.
2. If status is "No" details of non-compliance may be given here.
3. If the Listed Entity would like to provide any other information the same may be indicated here.

The Business responsibility report is not applicable to the Company.



for Pennar Industries Limited

Mirza Mohammed Ali Baig
Company Secretary & Compliance Officer
ACS 29058