

Annexure - I

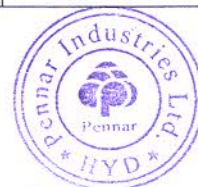
Compliance Report on Corporate Governance

[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: 31st December, 2015

I. Composition of the Board of Directors								
Title (Mr. / Ms.)	Name of the Director	PANS & DIN	Category (Chairperson /Executive/NonExecutive/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	-	3	0	0
Mr.	Aditya Narsing Rao	01307343 ADVPJ6046K	Executive	30.01.2008	-	2	2	0
Mr.	Lavanya Kumar Rao Kondapally	01710629 ACFPV9805M	Executive	07.05.2014	-	1	0	0
Mr.	Ravi Chachra	01307343 NRI	Non-Executive	29.07.2006	-	1	0	0
Mr.	Vishal Satinder Sood	01780814 AMSPS9805K	Non-Executive	31.01.2012	-	3	0	0
Mr.	Comandur Parthasarathy	00079232 AAFPC7617L	Independent	09.11.2015	5 Years from 09.11.2015	3	Listed-0 Unlisted-3	0
Mr.	Bandari Kamalaker Rao	00038686 AERP5183N	Independent	30.01.2009	5 Years from 01.04.2014	3	6	5
Mr.	Manish Mahendra Sabharwal	00969601 AGVPS633F	Independent	22.04.2011	5 Years from 01.04.2014	2	Listed-1 Unlisted-0	0
Mr.	Varun Chawla	02097425 AGBPC1165H	Independent	09.11.2012	5 Years from 01.04.2014	2	4	0
Mr.	Jupally Ramu Rao	00460735 AFLPJ4570L	Independent	22.04.2011	5 Years from 30.09.2014	1	0	0
Ms.	Sita Vanka	07016012 ACFPV9805M	Independent	11.02.2015	5 Years from 11.02.2015	2	0	0



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SPAN number of any director would not be displayed on the website of Stock Exchange; &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 * to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.

II. Composition of Committees

Name of the Committee	Name of Committee members	Category (Chairperson/Executive/ Non Executive/ independent/ Nominee) §
1. Audit Committee	Bandari Kamalaker Rao Varun Chawla Aditya Narsing Rao	Independent Chairman Independent Executive
2. Nomination & Remuneration Committee	Bandari Kamalaker Rao Varun Chawla Joginapally Venkata Nrupender Rao	Independent Chairman Independent Executive
3. Risk Management Committee (if applicable)	NA	NA
4. Stakeholders Relationship Committee	Bandari Kamalaker Rao Varun Chawla Aditya Narsing Rao	Independent Chairman Independent Executive

&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)
12 th August , 2015	9 th November, 2015	Eighty Eight Days (88 Days)

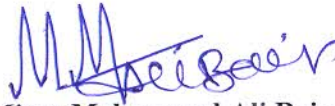

IV. Meeting of Committee

Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
7 th November, 2015	Yes - All the members of the Audit Committee was present.	11 th August, 2015	Eighty Six Days (86 Days)

* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional



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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	Yes
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 -1.</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 (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:</p>	
<p>for Pennar Industries Limited</p>  <p>Mirza Mohammed Ali Baig Company Secretary & Compliance Officer</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 31st December, 2015
[Pursuant to regulation 27(2)(b) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]

Sl. No.	Particulars	Amount in Rs. Lakhs	Note:
1.	Purchase of Material	0	1. The said material transactions was entered into with M/s. Pennar Engineered Building Systems Limited, the subsidiary company; and are subject to finalisation of accounts. 2. The aforesaid figures/numbers are un-audited.
2.	Sale of Goods	1,463	
3.	Services rendered	4	
4.	Services received	28	
Total		1,496	



for Pennar Industries Limited

Mirza Mohammed Ali Baig
Company Secretary & Compliance Officer