

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 March, 2016

I. Composition of the Board of Directors

Title (Mr. / Ms.)	Name of the Director	PANS & DIN	Category (Chairperson /Executive/N onExecutive/in dependent/ Nominee) &	Date of Appoint ment 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	Listed-2	Listed-1
Mr.	Lavanya Kumar Rao Kondapally	01710629 ACVPK3179R	Executive	07.05.2014	-	1	0	0
Mr.	Ravi Chachra	01298145 NRI	Non-Executive	29.07.2006	-	1	0	0
Mr.	Vishal Satinder Sood	01780814 AMSPS9805K	Non-Executive	31.01.2012	-	3	0	0
Mr.	Potluri Venkateswara Rao	03157581 AGJPP7796D	Non-Executive	30.03.2016	-	2	0	0
Mr.	Comandur Parthasarathy	00079232 AAFPC7617L	Independent	09.11.2015	5 Years from 09.11.2015	3	Listed-3	Listed-1
Mr.	Bandari Kamalaker Rao	00038686 AERPB5183N	Independent	30.01.2009	5 Years from 01.04.2014	3	Listed-6	5
Mr.	Manish Mahendra Sabharwal	00969601 AGVPS633F	Independent	22.04.2011	5 Years from 01.04.2014	2	Listed-2	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



\$PAN 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) S
1. Audit Committee	Bandari Kamalaker Rao Varun Chawla C Parthasarathy Aditya Narsing Rao	Independent Chairman Independent Independent Executive
2. Nomination & Remuneration Committee	Bandari Kamalaker Rao Varun Chawla C Parthasarathy Joginapally Venkata Nrupender Rao	Independent Chairman Independent 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

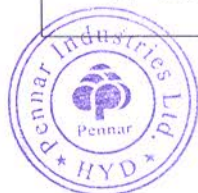
&Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen

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)
9 th November , 2015	11 th February, 2016	Ninety Three Days (93 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*
10 th February, 2016	Yes - All the members of the Audit Committee was present.	7 th November, 2015	Ninety Four Days (94 Days)



* 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	Yes
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	NA

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.

(*) The details of the material transactions entered into with the related party are attached herewith as attachment -1.

VI. Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
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)
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.
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.
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:



for Pennar Industries Limited

Aditya Rao

Aditya Rao

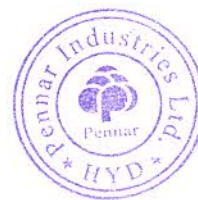
Vice-Chairman and Managing Director

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.

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 March, 2016
[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	1,299	
3.	Services rendered	4	
4.	Services received	28	
	Total	1,331	



for Pennar Industries Limited

Aditya Rao
Vice-Chairman and Managing Director

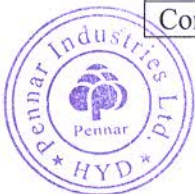
Annexure - II

Compliance Report on Corporate Governance

[Pursuant to regulation 27(2) of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; and Circular No. CIR/SFD/CMD/5/2015 dated 24th September, 32015

1. Name of the Entity: M/s. Pennar Industries Limited
2. Financial Year ended: 31st March, 2016

I. Disclosure on website in terms of Listing Regulations:		
Item		Compliance Status (Yes/No/NA) refer note below
Details of business		Yes
Terms and conditions of appointment of independent directors		Yes
Composition of various committees of board of directors		Yes
Code of conduct of board of directors and senior management personnel		Yes
Details of establishment of vigil mechanism/ Whistle Blower policy		Yes
Criteria of making payments to non-executive directors		Yes
Policy on dealing with related party transactions		Yes
Policy for determining 'material' subsidiaries		Yes
Details of familiarization programmes imparted to independent directors		Yes
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances		Yes
email address for grievance redressal and other relevant details		Yes
Financial results		Yes
Shareholding pattern		Yes
Details of agreements entered into with the media companies and/or their associates		NA
New name and the old name of the listed entity		NA
II. Annual Affirmations:		
Particulars	Regulation Number	Compliance Status (Yes/No/NA) refer note below
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes
Board composition	17(1)	Yes
Meeting of Board of directors	17(2)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees/compensation	17(6)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of nomination & remuneration committee	19(1)&(2)	Yes
Composition of Stakeholder Relationship Committee	20(1)&(2)	Yes



Composition and role of risk management committee	21(1),(2), (3),(4)	NA
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1),(5), (6),(7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2),(3)	Yes
Approval for material related party transactions	23(4)	Yes
Composition of Board of Directors of unlisted material Subsidiary	24(1)	Yes
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3), (4),(5) & (6)	Yes
Maximum Directorship & Tenure	25(1) & (2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	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.

III. Affirmations:

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied.

for Pennar Industries Limited



Aditya Rao

**Aditya Rao
Vice-Chairman and Managing Director**