


Quarterly Compliance Report on Corporate Governance

Annexure - XI to the Listing Agreement

| Name of the Company : M/s. Pennar Industries Limited | | | |
|---|-------------------------------------|-------------------------------------|--|
| Quarter ending on : 31st December, 2014 | | | |
| Particulars | Clauses of Listing Agreement | Compliance Status Yes/No/N.A | Remarks |
| II. Board of Directors | 49 (II) | Yes | - |
| (A) Composition of Board | 49 (IIA) | Yes | - |
| (B) Independent Directors | 49 (IIB) | Yes | - |
| (C) Non-executive Directors' compensation & disclosures | 49 (IIC) | Yes | - |
| (D) Other provisions as to Board and Committees | 49 (IID) | Yes | - |
| (E) Code of Conduct | 49 (IIE) | Yes | - |
| (F) Whistle Blower Policy | 49 (IIF) | Yes | - |
| III. Audit Committee | 49 (III) | Yes | - |
| (A) Qualified & Independent Audit Committee | 49 (IIIA) | Yes | - |
| (B) Meeting of Audit Committee | 49 (IIIB) | Yes | - |
| (C) Powers of Audit Committee | 49 (IIIC) | Yes | - |
| (D) Role of Audit Committee | 49 (IIID) | Yes | - |
| (E) Review of Information by Audit Committee | 49 (IIIE) | Yes | - |
| IV. Nomination and Remuneration Committee | 49 (IV) | Yes | - |
| V. Subsidiary Companies | 49 (V) | Yes | - |
| VI. Risk Management | 49 (VI) | Yes | - |
| VII. Related Party Transactions | 49 (VII) | Yes | - |
| VIII. Disclosures | 49 (VIII) | Yes | - |
| (A) Related party transactions (*) | 49 (VIIIA) | Yes | Annexed |
| (B) Disclosure of Accounting Treatment | 49 (VIIIB) | Yes | - |
| (C) Remuneration of Directors | 49 (VIII C) | Yes | Forms part of Annual Report |
| (D) Management | 49 (VIII D) | Yes | Forms part of Annual Report |
| (E) Shareholders | 49 (VIII E) | Yes | Forms part of Annual Report |
| (F) Proceeds from public issues, rights issue, preferential issues, etc | 49 (VIII F) | N.A | Will be complied as and when the situation arise |
| IX. CEO/CFO Certification | 49 (IX) | Yes | Forms part of Annual Report |
| X. Report on Corporate Governance | 49 (X) | Yes | Forms part of Annual Report |
| XI. Compliance | 49 (XI) | Yes | Forms part of Annual Report |

(*) The details of the material transactions entered into with the related party is annexed hereunder:

| Sl. No. | Particulars | Amount in Rs. Lakhs | Note: |
|----------------|----------------------|----------------------------|---|
| 1. | Purchase of Material | 3 | 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 | 1627 | |
| 3. | Services rendered | 13 | |
| 4. | Services received | 34 | |
| Total | | 1677 | |


Mirza Mohammed Ali Baig
 Company Secretary & Compliance Officer
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