

**Quarterly Compliance Report on Corporate Governance**

*Annexure - XI to the Listing Agreement*

Name of the Company : <b>M/s. Pennar Industries Limited</b>			
Quarter ending on : <b>30<sup>th</sup> June, 2015</b>			
<b>Particulars</b>	<b>Clauses of Listing Agreement</b>	<b>Compliance Status Yes/No/N.A</b>	<b>Remarks</b>
<b>II. Board of Directors</b>	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	-
<b>III. Audit Committee</b>	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	-
<b>IV. Nomination and Remuneration Committee</b>	49 (IV)	Yes	-
<b>V. Subsidiary Companies</b>	49 (V)	Yes	-
<b>VI. Risk Management</b>	49 (VI)	Yes	-
<b>VII. Related Party Transactions</b>	49 (VII)	Yes	-
<b>VIII. Disclosures</b>	49 (VIII)	Yes	-
(A) Related party transactions (*)	49 (VIII A)	Yes	Annexed
(B) Disclosure of Accounting Treatment	49 (VIII B)	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
<b>IX. CEO/CFO Certification</b>	49 (IX)	Yes	Forms part of Annual Report
<b>X. Report on Corporate Governance</b>	49 (X)	Yes	Forms part of Annual Report
<b>XI. Compliance</b>	49 (XI)	Yes	Forms part of Annual Report

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

<b>Sl. No.</b>	<b>Particulars</b>	<b>Amount in Rs. Lakhs</b>	<b>Note:</b>
1.	Purchase of Material	8.68	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	473.03	
3.	Services rendered	5.20	
4.	Services received	39.40	
<b>Total</b>		<b>526.31</b>	



**Mirza Mohammed Ali Baig**  
**Company Secretary & Compliance Officer**  
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