



Subhash Kishan Kandrapu ACS, LLB. Practising Company Secretary

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Annex-A

Secretarial compliance report of PENNAR INDUSTRIES LIMITED for the year ended 31st March 2019

I Subhash Kishan Kandrapu have examined:

- 1) all the documents and records made available to us and explanation provided by- (“the listed entity”),
- 2) the filings/ submissions made by the listed entity to the stock exchanges,
- 3) website of the listed entity,
- 4) any other document/ filing, as may be relevant, which has been relied upon to make this certification.

for the year ended 31.3.2019 (“Review Period”) in respect of compliance with the provisions of :

- (a) the Securities and Exchange Board of India Act, 1992 (“SEBI Act”) and the Regulations, circulars, guidelines issued there under; and
- (b) the Securities Contracts (Regulation) Act, 1956 (“SCRA”), rules made there under and the Regulations, circulars, guidelines issued there under by the Securities and Exchange Board of India (“SEBI”);

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
There has been non compliance in composition of Nomination and Remuneration Committee for the quarter end 31/03/2019, subsequent to the same, the fine has been imposed by the BSE and NSE and the same has been paid by the Company.
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; Not Applicable for the financial year 2018-2019
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; Not Applicable for the financial year 2018-2019
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; Not Applicable for the financial year 2018-2019
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; Not Applicable for the financial year 2018-2019



(h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; and circulars/ guidelines issued there under;

and based on the above examination, I/We hereby report that, during the Review Period:

(a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued there under

(b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued there under insofar as it appears from my/our examination of those records.

(c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (*including under the Standard Operating Procedures issued by SEBI through various circulars*) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
1	Bombay Stock Exchange (BSE) and National Stock Exchange of India Limited (NSE)	Composition of Nomination and Remuneration Committee	The fine of has been imposed by BSE and NSE for the same	There has been non compliance in composition of Nomination and Remuneration Committee for the quarter end 31/03/2019, subsequent to the same, the fine has been imposed by the BSE and NSE and the same has been paid by the Company

(d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended... <i>(The years are to be mentioned)</i>	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
Not Applicable				

Place: Hyderabad
Date: 18.05.2019

SUBHASH KISHAN KANDRAPU
COMPANY SECRETARY
ACS 32743, PCS 17545

(SUBHASH KISHAN KANDRAPU)
Proprietor, ICSI 32743