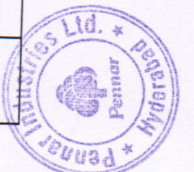


Annexure - I
Compliance Report on Corporate Governance
[Pursuant to regulation 27(2) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]

1. Name of the Listed Entity: M/s. Pennar Industries Limited
 2. Quarter Ending: 31st December, 2018

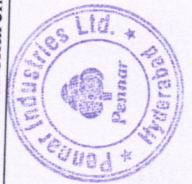
I. Composition of the Board of Directors									
Title (Mr. / Ms.)	Name of the Director	PAN & DIN	Category (Chairperson /Executive/Non Executive/independent/ Nominee)	Date of Appointment in the current term /cessation	Tenure *	No of listed entities including this listed entity (Refer Regulation 25(1) 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	-	2	0	0	
Mr.	Aditya Narsing Rao	01307343 ADVPJ6046K	Vice Chairman/ Managing Director	30.01.2008	-	2	Listed-2 Un-Listed-1	Listed-1	
Mr.	Lavanya Kumar Rao Kondapally	01710629 ACVPK3179R	Executive	07.05.2014	-	1	0	0	
Mr.	Ravi Chachra	01298145 AKCPC6058Q	Independent	14.08.2017	5 Years	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	Un-Listed-1	0	
Mr.	Comandur Parthasarathy	00079232 AAFPC7617L	Independent	09.11.2015	5 Years	3	Listed-2	Listed-1	
Mr.	Bandari Kamalaker Rao	00038686 AERP5183N	Independent	30.01.2009	5 Years	3	Listed-5	Listed -5	
Mr.	Manish Mahendra Sabharwal	00969601 AGVPS6333F	Independent	22.04.2011	5 Years	3	Listed-2	0	
Mr.	Varun Chawla	02097425 AGBPC1165H	Independent	09.11.2012	5 Years	2	Listed-4	0	
Ms.	Sita Vanka	07016012 ACFPV9805M	Independent	11.02.2015	5 Years	2	Listed-2	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)
1. Audit Committee		Bandari Kamalaker Rao Varun Chawla C Parthasarathy Sita Vanka Eric James Brown Aditya Narsing Rao	Independent Chairman Independent Independent Independent Non-Executive Vice Chairman/Managing Director
2. Nomination & Remuneration Committee		Bandari Kamalaker Rao Varun Chawla C Parthasarathy Joginapally Venkata Nrupender Rao NA	Independent Chairman Independent Independent Executive NA
3. Risk Management Committee (if applicable)		Bandari Kamalaker Rao Varun Chawla Aditya Narsing Rao	Independent Chairman Independent Vice Chairman/Managing Director
4. Stakeholders Relationship Committee			
&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)	
14 th August, 2018	13 th November, 2018	Ninety One Days (91)	
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*
12 th November, 2018	Yes	13 th August, 2018	Ninety One Days (91)
* 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) 2015.
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: NIL



for Pennar Industries Limited

Mirza Mohammed Ali Baig
Company Secretary & Compliance Officer
ACS 29058

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 December, 2018
[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	1	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	1,071	
3.	Interest Paid	41	
4.	Services Received	33	
	Total	1,145	



for Pennar Industries Limited

Mirza Mohammed Ali Baig
Company Secretary & Compliance Officer
ACS 29058