

Compliance Report on Corporate Governance pursuant to Regulation 27(2)(a) of SEBI (LODR) Regulations 2015 for the quarter ended 30th September, 2018

| | | |
|----|---------------------------|--|
| 1. | Name of the Listed Entity | Pennar Engineered Building Systems Limited |
| 2. | Quarter ending | September 30, 2018 |

I. Composition of Board of Directors

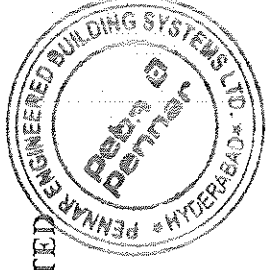

| Title (Mr./Ms) | Name of the Director | PAN & DIN | Category (Chairperson/ Executive/ Non-Executive/independent/Nominee)& | Date of Appointment in the current term/cessation | Tenure* | No of Director ship in listed entities including this listed entity | Number of Memberships in Audit/ Stakeholder Committee(s) including this listed entity | No. of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity |
|----------------|-----------------------------------|-------------------------|---|---|---------|---|---|---|
| MR | Joginapally Venkata Nrupender Rao | ACDPJ5615R 00089922 | Non-Executive Chairman | 17/01/2008 | NA | 2 | 0 | 0 |
| MR | Kamalakar Rao Bandari | AERPBS183N 00038686 | Independent | 11/02/2015 | 5 years | 3 | 5 Listed | 5 Listed |
| MR | Manish Mahendra Sabharwal | AGVPS6333F 00969601 | Independent | 11/02/2015 | 5 years | 3 | 2 Listed | 0 |
| MR | Varun Chawla | AGBPC1165H 02097425 | Independent | 11/02/2015 | 5 years | 2 | 4 Listed | 0 |
| MR | Aditya Rao | ADVVPJ6046K 01307343 | Non-Executive Vice-Chairman | 17/01/2008 | NA | 2 | 2 Listed | 1 Listed |
| MR | Potluri Venkateswara Rao | AGJPP7796D 03157581 | Managing Director | 11/02/2015 | NA | 2 | 0 | 0 |
| MS | Sita Vanka | ACFPV9805M 07016012 | Independent | 11/02/2015 | 5 years | 2 | 1 Listed | 0 |
| MR | Comandur Parthasarathy | AAFPC7617L 00079232 | Independent | 09/11/2015 | 5 years | 3 | 2 Listed | 1 Listed |

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|-----|------------------|------------------------|---------------|------------|----|---|---|---|
| MIR | Mukul Gulati | AKOPGS223F 00746183 | Non-Executive | 09/11/2015 | NA | 1 | 0 | 0 |
| MIR | Eric James Brown | N.A. 07670880 | Non-Executive | 14/12/2016 | NA | 2 | 2 | 0 |

| II. Composition of Committees | | | | | | | | |
|---|---|---|---|--|--|--|--|--|
| Name of Committee | Name of Committee members | Category (Chairperson/Executive/Non-Executive/Independent/Nominee) | | | | | | |
| Audit Committee | Mr. Kamalakar Rao Bandari Mr. Manish Sabharwal Mr. Varun Chawla Mr. Comandur Parthasarathy Mr. Eric James Brown | Independent and Chairperson Independent Independent Independent Non-Executive | | | | | | |
| Nomination & Remuneration committee | Mr. Varun Chawla Mr. Nrupender Rao Mr. Manish Sabharwal Mr. Comandur Parthasarathy | Independent & Chairperson Non-Executive Independent Independent | | | | | | |
| Stakeholders Relationship Committee | Mr. Aditya Rao Mr. Kamalakar Rao Mr. Varun Chawla | Non-Executive and Chairperson Independent Independent | | | | | | |
| 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) | | | | | | |
| May 18 th , 2018 | August 10 th , 2018 | Eighty Three (83) | | | | | | |
| IV. Meeting of Committees | | | | | | | | |
| Date(s) of meeting of The committee in the relevant quarter | Whether Requirement of Quorum | Date(s) of meeting Of the committee in the | Maximum gap between Any two consecutive | | | | | |

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| | met (details) | Previous quarter | Meetings in number of days |
|--|--|-----------------------------|----------------------------|
| Audit Committee May 10 th August, 2018 | YES | May 17 th , 2018 | Eighty Four (84) |
| V. Related Party Transactions | | | |
| <i>Subject</i> | | | |
| Whether prior approval of audit committee obtained | <i>Compliance status(Yes/No/NA)</i> 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 | | |
| 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. | | | |
| <p style="text-align: center;">FOR PENNAR ENGINEERED BUILDING SYSTEMS LIMITED</p> <div style="text-align: center;">  </div> <p style="text-align: center;">  MIRZA MOHAMMED ALI BAIG COMPANY SECRETARY AND COMPLIANCE OFFICER ACS 29058 </p> | | | |

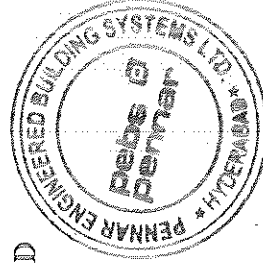
Pennar Engineered Building Systems Limited
Details of all the material transactions entered into with the related parties for the quarter ended September 30, 2018
Regulation 27(2) of SEBI (LODR) Regulations 2015

| Sl No | Particulars | Amount (Rs. in Lakhs) | Note: |
|-------|-----------------------|-----------------------|--|
| 1 | Purchases of Material | 703 | 1. The said material transactions were entered into with M/s. Pennar Industries Limited, the holding company; and are subject to finalization of accounts. |
| 2 | Sale of goods | NIL | 2. The aforesaid figures/numbers are un-audited. |
| 3 | Services Rendered | 51 | |
| 4 | Interest Received | 79 | |
| | Total | 833 | |

FOR PENNAR ENGINEERED BUILDING SYSTEMS LIMITED

M Mirza

MIRZA MOHAMMED ALI BAIG
 COMPANY SECRETARY AND COMPLIANCE OFFICER
 ACS 29058



Annexure - III

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 Engineered Building Systems Limited
2. Period of the report: within six months from end of financial year: 30th September, 2018

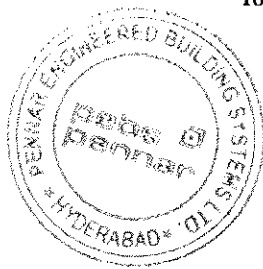
| AFFIRMATIONS | | |
|--|--------------------------------------|-------------------|
| Broad Heading | Regulation Number | Compliance Status |
| Copy of the annual report including balance sheet, profit and loss account, director's report, corporate governance report, business responsibility report displayed on website. | 46(2) | Yes |
| Presence of Chairperson of Audit Committee at the Annual General Meeting. | 18(1)(d) | Yes |
| Presence of Chairperson of the nomination and remuneration committee at the annual general meeting. | 19(3) | • No |
| Whether "Corporate Governance Report" disclosed in Annual Report. | 34(3) read with para C of Schedule V | 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. * The Chairperson for Nomination and Remuneration Committee Mr Varun Chawla could not attend the meeting due to ill Health
3. If the Listed Entity would like to provide any other information the same may be indicated here.

The Business responsibility report is not applicable to the Company.

for Pennar Engineered Building Systems Limited




Mirza Mohammed Ali Baig
Company Secretary & Compliance Officer
ACS 29058