

Date: January 13, 2016

To,

M/s. Bombay Stock Exchange of India Limited
PJ Towers,
Mumbai Samachar Marg, Mumbai - 400 001

M/s. National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex
Bandra (E), Mumbai-400051

Dear Sir/Madam,

Subject: Compliance Report on Corporate Governance along with details of material transactions with related parties for the quarter ended 31/12/2015 pursuant to Regulation 27(2) of SEBI (LODR) Regulations 2015

**Reference: Company Name: Pennar Engineered Building Systems Limited
Company Symbol: PENPEBS
Security Code: 539333
ISIN: INE455O01019**

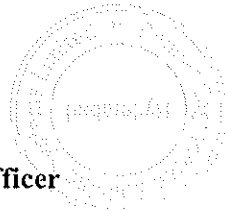
With respect to the captioned Issue, we are submitting **Compliance Report on Corporate Governance along with details of material transactions with related parties for the quarter ended 31/12/2015 pursuant to Regulation 27(2) of SEBI (LODR) Regulations 2015.**

Thanking you,

For Pennar Engineered Building Systems Limited



**Subhash Kishan Kandrapu
Company Secretary & Compliance Officer
ACS 32743**



Pennar Engineered
Building Systems Limited
9th Floor (West Wing)
DHFLVC Silicon Towers
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CIN: U45400AP2008PLC057182



Compliance Report on Corporate Governance pursuant to Regulation 27(2) of SEBI (LODR) Regulations 2015 for the quarter ended December 31, 2015

1.	Name of the Listed Entity	Pennar Engineered Building Systems Limited
2.	Quarter ending	31 st December, 2015

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 Directorsh ip 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	3	0	0		
MR	Kamalakar Rao Bandari	AERP5183N 00038686	Independent	11/02/2015	5 years	3	6 Listed	5 Listed		
MR	Manish Mahendra Sabharwal	AGVPS633F 00969601	Independent	11/02/2015	5 years	2	1 Listed 1 Unlisted	0		
MR	Varun Chawla	AGBPC1165H 02097425	Independent	11/02/2015	5 years	2	4 Listed	0		
MR	Aditya Rao	ADVVP6046K 01307343	Non-Executive	17/01/2008	NA	2	2 Listed	1 Listed		
MR	Potluri Venkateswara Rao	AGJPP7796D 03157581	Managing Director	11/02/2015	NA	1	0	0		
MS	Sita Vanka	ACFPV9805M 07016012	Independent	11/02/2015	5 years	2	0	0		
MR	Comandur Parthasarathy	AAFPC7617L 00079232	Independent	09/11/2015 (Additional Independent Director)	5 years	3	3 Unlisted	2 Unlisted		
MR	Mukul Gulati	AKOPG5223F 00746183	Non-Executive	09/11/2015 (Additional Director)	NA	2	0	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	Independent Independent Independent	
Nomination & Remuneration committee	Mr. Varun Chawla Mr. Nrupender Rao Mr. Manish Sabharwal	Independent Non-Executive Independent	
Stakeholders Relationship Committee	Mr. Aditya Rao Mr. Kamalakar Rao Mr. Varun Chawla	Non-Executive and Chairperson Independent Independent	
Risk Management Committee	Mr. Kamalakar Rao Bandari Mr. Manish Sabharwal Mr. Varun Chawla	Independent 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)	
September 02, 2015	November 09, 2015	68 days	
IV. Meeting of Committees			
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
Audit Committee November 09, 2015	YES	August 12, 2015	87 days
V. Related Party Transactions			
Subject			
Whether prior approval of audit committee obtained		Compliance status (Yes/No/NA)	
Whether shareholder approval obtained for material RPT		YES	
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee		YES YES	

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

FOR PENNAR ENGINEERED BUILDING SYSTEMS LIMITED



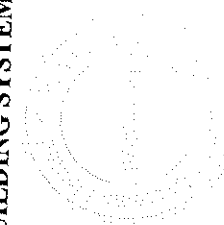
**P V RAO
MANAGING DIRECTOR
DIN: 03157581**



Pennar Engineered Building Systems Limited
Details of all the material transactions entered into with the related parties for the quarter ended 31st December, 2015
Regulation 27(2) of SEBI (LODR) Regulations 2015

Sl. No.	Particulars	Amount in Rs.	Note:
1	Purchases	14,84,34,895/-	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. The aforesaid figures/numbers are un-audited.
2	Services received	2,70,269/-	
3	Reimbursement of Rent	26,72,118/-	
Total		15,13,77,282/-	

FOR PENNAR ENGINEERED BUILDING SYSTEMS LIMITED



(Handwritten Signature)

P V RAO
MANAGING DIRECTOR
DIN: 03157581