



POKARNA LIMITED

Bombay Stock Exchange Limited,
Phiroze Jeebhoy Towers,
Dalal Street,
Mumbai - 400 001.

Date: 09.10.2012

Dear Sir,

Ref: Scrip Code: 532486 – Pokarna Limited
Sub: Corporate Governance Compliance Report: Q2 ended 30.09.2012

Please find enclosed Corporate Governance Compliance Report of the Company for the quarter ended 30th September, 2012 for your information & record.

Please find the same in order and oblige.

Thanking you.

For **Pokarna Limited**

Chinmoy Patnaik

DGM- Legal & Company Secretary

Quarterly Compliance Report on Corporate Governance

Name of the Company: Pokarna Ltd.

Quarter ended on 30 September, 2012

Particulars	Clause of Listing Agreement	Compliance Status Yes/No	Remarks
I Board of Directors	49 I		
(A) Composition of Board	49(IA)	YES	
(B) Non-executive Directors' Compensation & Disclosures	49 (IB)	YES	Annual Disclosures relating to financial year 2011 – 2012 have been disclosed in Annual Report for the FY 2011 - 2012
(C) Other Provisions as to Board and Committees	49 (IC)	YES	
D) Code of Conduct	(49 (ID)	YES	Annual Declaration by CFO of the company relating to financial year 2011 – 2012 has been made in Annual Report for the FY 2011 - 2012
II. Audit Committee	49 (II)		
(A) Qualified & Independent Audit Committee	49 (IIA)	YES	
(B) Meeting of Audit Committee		YES	
(C) Powers of Audit Committee 49 (IIC)	49 (IIB)	YES	
(D) Role of Audit Committee	49 II(D)	YES	
(E) Review of Information by Audit Committee	49 (IIE)	YES	
III. Subsidiary Companies	49 (III)	YES	
IV. Disclosures	49 (IV)		
(A) Basis of Related Party Transactions	49 (IV A)	YES	
(B) Disclosure of Accounting Treatment	49 (IV B)	YES	
(C) Board Disclosures	49 (IV C)	YES	
(D) Proceeds from Public Issues, Rights Issues, Preferential Issues etc.	49 (IV D)	Not Applicable	
(E) Remuneration of Directors	49 (IV E)	YES	Annual Disclosures relating to financial year 2011 – 2012 have been disclosed in Annual Report for the FY 2011 - 2012
(F) Management	49 (IV F)	YES	Annual Disclosures relating to financial year 2011 – 2012 have been disclosed in Annual Report for the FY 2011 - 2012
(G) Shareholders	49 (IV G)	YES	Annual Disclosures relating to financial year 2011 – 2012 have been disclosed in Annual Report for the FY 2011 – 2012.

For POKARNA LIMITED

(Signature)
DEPUTY GENERAL MANAGER - LEGAL
& COMPANY SECRETARY

V.CEO/CFO Certification	49 (V)	YES	Annual Disclosures relating to financial year 2011 – 2012 have been made in Annual Report for the FY 2011 - 2012
VI. Report on Corporate Governance	49 (VI)	YES	Annual Disclosures relating to financial year 2011 – 2012 have been made in Annual Report for the FY 2011 - 2012
VII. Compliance	49 (VII)	YES	Annual Disclosures relating to financial year 2011 – 2012 have been made in Annual Report for the FY 2011 - 2012

Place: Hyderabad
Date: 09.10.2012

FOR POKARNA LIMITED
FOR POKARNA LIMITED

DEPUTY GENERAL MANAGER - LEGAL
& COMPANY SECRETARY
Chinmoy Pathak
Company Secretary