



## POKARNA LIMITED

Date: 08.01.2013

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

Dear Sir,

**Ref: Scrip Code: 532486 – Pokarna Limited**

**Sub: Corporate Governance Compliance Report: Q3 ended 31.12.2012**

Please find enclosed Corporate Governance Compliance Report of the Company for the quarter ended 31<sup>st</sup> December, 2012 for your information & record.

Please find the same in order and oblige.

Thanking you.

For **Pokarna Limited**

Chinmoy Patnaik

**DGM- Legal & Company Secretary**

Encl.: a/a

**Quarterly Compliance Report on Corporate Governance**

**Name of the Company: Pokarna Ltd.**

**Quarter ended on December 31, 2012**

Particulars	Clause of Listing Agreement	Compliance Status Yes/No	Remarks
<b>I Board of Directors</b>	49 I		
(A) Composition of Board	49(IA)	YES	
(B) Non-executive Directors' Compensation & Disclosures	49 (IB)	YES	Annual Disclosures respecting financial year 2011 – 2012 have been disclosed in Annual Report 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 2012
<b>II. Audit Committee</b>	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	
<b>III. Subsidiary Companies</b>	49 (III)	YES	
<b>IV. Disclosures</b>	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 respecting financial year 2011 – 2012 have been disclosed in Annual Report 2012
(F) Management	49 (IV F)	YES	Annual Disclosures for financial year 2011 – 2012 have been made in Annual Report 2012
(G) Shareholders	49 (IV G)	YES	Annual Disclosures for financial year 2011 – 2012 have been made in Annual Report 2012
<b>V. CEO/CFO Certification</b>	49 (V)	YES	Annual Disclosures respecting financial year 2011 – 2012 have been made in Annual Report 2012

For POKARNA LIMITED

*[Signature]*  
DEPUTY GENERAL MANAGER - LEGAL  
& COMPANY SECRETARY

VI. Report on Corporate Governance	49 (VI)	YES	Annual Disclosures relating to financial year 2011 – 2012 have been made in Annual Report 2012
VII. Compliance	49 (VII)	YES	Annual Disclosures relating to financial year 2011 – 2012 have been included in Annual Report 2012

FOR POKARNA LIMITED

For POKARNA LIMITED

*Chinmoy Patnaik*  
Chinmoy Patnaik

DEPUTY COMPANY SECRETARY - LEGAL  
& COMPANY SECRETARY

Place: Hyderabad

Date: 08.01.2013