



Date: 01/07/2015

Department of Corporate Services,
Bombay Stock Exchange Limited,
Phiroze Jeebhoy Towers,
Dalal Street,
Mumbai – 400001

Dear Sir,

Sub: Submission of corporate governance compliance report for the quarter ended 30th June, 2015.

Ref: Scrip code: 532486

Please find the enclosed corporate governance compliance report, for the quarter ended 30th June, 2015 which is being submitted pursuant to the clause 49 of the Listing Agreement.

This is for your record.

Thanking You,

For Pokarna Limited

Vinay Paruchuru
Company Secretary

Pokarna Limited

Registered & Corporate Office: Surya Towers, 105, Sardar Patel Road, Secunderabad 500 003, Telangana, India
Phone: +91 40 2789 6361/7722, 6626 6777, F: +91 40 2784 2121, E-mail: contact@pokarna.com, Web: www.pokarna.com

Factory Address: Unit 1: Survey No. 123, Toopranpet Village, Chautuppal Mandal, Nalgonda District – 508 252
Telangana, India, T: +91 8694 – 200666

Unit 2: Survey No. 563, 568, 574, Aliabad Village, Shameerpet Mandal, Ranga Reddy District – 500 078
Telangana, India, T: +91 98480 20242

CIN: L14102TG1991PLC013299

Compliance Report on Corporate Governance, for the quarter ended 30th June, 2015

Name of the Company: Pokarna Limited (Scrip Code: 532486)

Quarter ending on: 30th June, 2015

Particulars	Clause of Listing Agreement	Compliance Status Yes/No/N.A.	Remarks
II. Board of Directors	49 (II)		
(A) Composition of Board	49 (IIA)	Yes	
(B) Independent Directors	49 (IIB)	Yes	
(C) Non-executive Directors' compensation & disclosures	49 (IIC)	Yes	
(D) Other provisions as to Board and Committees	49 (IID)	Yes	
(E) Code of Conduct	49 (IIE)	Yes	
(F) Whistle Blower Policy	49 (IIF)	Yes	
III. Audit Committee			
(A) Qualified & Independent Audit Committee	49 (IIIA)	Yes	
(B) Meeting of Audit Committee	49 (IIIB)	Yes	
(C) Powers of Audit Committee	49 (IIIC)	Yes	
(D) Role of Audit Committee	49 (IIID)	Yes	
(E) Review of Information by Audit Committee	49 (IIIE)	Yes	
IV. Nomination and Remuneration Committee	49 (IV)	Yes	
V. Subsidiary Companies	49 (V)	Yes	
VI. Risk Management	49 (VI)	Yes	Except for the sub clauses 49VI(C) (D) (E), which are not applicable to the company, rest of the sub clauses are complied.
VII. Related Party Transactions	49 (VII)	Yes	
VIII. Disclosures	49 (VIII)		
(A) Related party transactions	49 (VIII A)	Yes	There are no material related party transactions during the quarter ended 30 th June, 2015

			The policy on related party transactions is disclosed on Company's website. The link shall be provided in the Annual Report of the company for the F.Y. 2014-15.
(B) Disclosure of Accounting Treatment	49 (VIII B)	N.A.	
(C) Remuneration of Directors	49 (VIII C)	N.A.	Requisite disclosures shall be made in the Annual Report of the company for the F.Y. 2014-15.
(D) Management	49 (VIII D)	Yes	Management discussion and analysis report for the F.Y. 2014-15, shall form part of the next Annual Report.
(E) Shareholders	49 (VIII E)	Yes	
(F) Proceeds from public issues, rights issue, preferential issues, etc	49 (VIII F)	N.A.	
IX. CEO/CFO Certification	49 (IX)	N.A.	Requisite certifications shall be made in the Annual Report of the company for the F.Y. 2014-15.
X. Report on Corporate Governance	49 (X)	Yes	Quarterly Compliance report for the previous quarter ended 31 st March, 2015 was submitted within the 15 days from the end of that quarter. Annual Compliance report for the F.Y. 2014-15, shall be made in the next Annual Report of the

			company.
XI. Compliance	49 (XI)	N.A.	Requisite certifications and disclosures shall be made in the Annual Report of the company for the F.Y. 2014-15.

For Pokarna Limited



**Vinay Paruchuru
Company Secretary**