



Date: 12/01/2015

POKARNA LIMITED

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 31st December, 2014.

Ref: Scrip code: 532486

Please find the enclosed corporate governance compliance report, for the quarter ended 31st December, 2014 which is being submitted pursuant to the clause 49 of listing agreement.

This is for your record.

Thanking You,

For Pokarna Limited

Vinay Paruchuru
Company Secretary


Compliance Report on Corporate Governance, for the quarter ended 31st, December, 2014

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

Quarter ending on: 31st December, 2014


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 (VIIIA)	Yes	There are no material related party transactions during the quarter ended 31 st December, 2014. The policy on related

For POKARNA LIMITED


Vinay Paruchuru
Company Secretary


			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 30 th September, 2014 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.

For POKARNA LIMITED


Vinay Paruchuru
Company Secretary

XI. Compliance	49 (XI)	N.A.	
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For Pokarna Limited



Vinay Paruchuru
Company Secretary