



K.V. Chalama Reddy

B.Sc., LL.B., F.C.S
COMPANY SECRETARY
C.P. No. 5451

Flat No. 301, Madhava Apts.,
Hill Colony, Khairatabad,
Hyderabad - 500 004.
Phone : 040-2332 7467
Mobile : 98480 14503
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To,

The Board of Directors

POKARNA LIMITED

105, 01st Floor, Surya Towers, S.P. Road ,
Secunderabad-500 003

Sir/ Madam,

Annual Secretarial Compliance Report for the Financial Year 2018-19

I have been engaged by **Pokarna Limited** (hereinafter referred to as 'the Company') bearing CIN: L14102TG1991PLC013299 whose equity shares are listed on National Stock Exchange of India Limited (NSE) (Symbol: POKARNA) and BSE Limited (BSE) (Security Code: 532486) to conduct an audit in terms of Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended read with SEBI's Circular No. CIR/CFD/CMD1/27/2019 dated 08th February, 2019 and to issue the Annual Secretarial Compliance Report thereon.

It is the responsibility of the management of the Company to maintain records, devise proper systems to ensure compliance with provisions of all applicable SEBI Regulations and circulars/ guidelines issued there under from time to time and to ensure that the systems are adequate and are operating effectively.

Our responsibility is to verify compliances by the Company with provisions of all applicable SEBI Regulations and circulars/ guidelines issued there under from time to time and issue a report thereon.



K.V. Chalama Reddy

Our audit was conducted in accordance with Guidance Note on Annual Secretarial Compliance Report issued by the Institute of Company Secretaries of India and in a manner, which involved such examinations and verifications as considered necessary and adequate for the said purpose. Annual Secretarial Compliance

Report is enclosed.

Date : 20.05.2019

Place : Hyderabad



K.V. CHALAMA REDDY

Practicing Company Secretary

F C S No: 9268, C.P.No.: 5451



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**ANNUAL SECRETARIAL COMPLIANCE REPORT OF POKARNA LIMITED FOR THE
YEAR ENDED 31ST MARCH .2019**

I, **K.V.Chalama Reddy**, Practicing Company Secretary, have examined:

- (a) all the documents and records made available to us and an explanation provided by **Pokarna Limited** ("The listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31st March, 2019 ("Review Period") in respect of compliance with the provisions of :

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued there under by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; *Not applicable during period under review*
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;



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- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; *Not applicable during the period under review*
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; *Not applicable during the period under review*
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) regulations, 2008; *Not applicable during the period under review*
- (g) Securities and Exchange Board of India (Issue and Listing of Non- Convertible and deemable Preference Shares) Regulations,2013; *Not applicable during the period under review*
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; and
- (i) Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996 as amended from time to time;

based on the above examination, I hereby report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below :-

Sr.No	Compliance Requirement (Regulations/circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
	<i>Nil</i>	<i>Nil</i>	<i>Nil</i>

- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my/our examination of those records.



[Handwritten Signature]

- (c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder

Sr.No.	Action taken by	Details of violation	Details of action taken	Observations/ Remarks of the Practicing Company Secretary, if any
	<i>Nil</i>	<i>Nil</i>	<i>Nil</i>	<i>Nil</i>

- (d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr.No	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended	Action taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
<i>Not applicable during period under review</i>				

Place: Hyderabad
Date: 20.05.2019



K.V. Chalama Reddy

K.V.Chalama Reddy
Practicing Company Secretary
FCS No. 9268, C.P.No.5451