



Pokarna Limited

Date: 28th June, 2021

Department of Corporate Services, BSE Limited, Phiroze Jeebhoy Towers, Dalal Street, Mumbai – 400001 <u>Scrip Code :532486</u>	Listing Department National Stock Exchange of India Ltd., Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra (E) Mumbai- 400 051 <u>Symbol: Pokarna</u>
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Sub: Annual Secretarial Compliance Report for the year ended March 31, 2021

Dear Sir/Madam,

In compliance with Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD1/27/ 2019 dated February 08, 2019 and SEBI circular No. SEBI/HO/CFD/CMD1/P/CIR/2021/556 dated April 29, 2021; we enclose herewith Annual Secretarial Compliance Report of the Company for the year ended March 31, 2021 issued by K.V. Chalama Reddy, Practicing Company Secretary, Hyderabad.

This is for your information and necessary records.

Thanking You,
Yours Sincerely,

For Pokarna Limited



Babita Chandrakar
Company Secretary & Compliance Officer

Encl: as above



K. V. CHALAMA REDDY

B.Sc., LL.B., F.C.S.,
COMPANY SECRETARY

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

Plot No. 8-2-603/23/3 & 8-2-603/23, 15,
02nd Floor, HSR Summit, Banjara Hills,
Road No. 10, Hyderabad -500034

Ph: 9848014503

[e-mail: kvcr133@gmail.com](mailto:kvcr133@gmail.com)

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 2020-21

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.

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.

K.V. CHALAMA REDDY

Practicing Company Secretary

Membership No: F9268, C.P.No.:5451

Date : 28.06.2021

Place : Hyderabad



K. V. CHALAMA REDDY

B.Sc., LL.B., F.C.S.,

COMPANY SECRETARY

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**Annual Secretarial Compliance Report of Pokarna Limited for the Year ended
31st March, 2021**

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

(a) all the documents and records made available to us 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 take this certification, for the year ended 31st March, 2021 ("Review Period") in respect of compliance for the year ended 31st March, 2021 ("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 there under, 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;

(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, 2019: **not applicable during the period under review**

(g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and redeemable Preference Shares) Regulations, 2013: **not applicable during the period under review**

(h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

(i) Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009: **not applicable during the period under review**

(j) Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009: **not applicable during the period under review**

(k) The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 to the extent applicable

(l) The listed entity has complied with the points 6(A) and 6(8) as mentioned in SEBI Circular No. CIR/CFD/CMD1/114/A19 dated October 18, 2019 with regard to the Resignation of Statutory Auditors: There has been no resignation of Statutory Auditors in FY 2020-21. and 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
01.	Regulation 17(IA) of SEBI (LODR) Regulations, 2015	<i>Delay of 8 months 23 days in appointment of independent woman director</i>	the Management of the Company has explained that delay took place in identifying suitable candidate for appointment as independent women director within the timelines prescribed in the aforesaid regulation due to lock-down mandated by the Central and State Governments to control COVID-19 pandemic.

(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.

(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
01	National Stock Exchange of India Limited (NSE)	Regulation 17(1) of SEBI (LODR) Regulations 2015 for Non-appointment of independent woman director for quarter ended 30.06.2020 and for quarter ended 31.12.2020	Levy of fine of Rs 5,36,900/- vide its letter dt.08/10/2020 and fine of Rs.4,95,000/- including the GST vide its letter dt.15/02/2021 in terms of SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/12 dated January 22, 2020 ("SOP Circular") (Erstwhile SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2018/77 dated May 03, 2018) for quarter ended 30.06.2020 and for quarter ended 30.12.2020 respectively	The Company vide its letter dated 19.10.2020 represented the matter with NSE with details of its difficulty in compliance of the said regulation and also vide its letter dated 23.02.2021 submitted clarification after compliance of the said regulation and also requested for condonation of delay in compliance of the regulation

(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
Not applicable during period under review				

Place : Hyderabad
Date: 28.06.2021

K.V. Chalama Reddy
Practicing Company Secretary
Membership No.: F 9268, C.P.No.:5451
UDIN number : F009268C000529788