



**Date: 23<sup>rd</sup> May, 2022**

Department of Corporate Services, BSE Limited, Phiroze Jeebhoy Towers, Dalal Street, Mumbai – 400001  <b><u>Scrip Code :532486</u></b>	Listing Department National Stock Exchange of India Ltd., Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra (E) Mumbai- 400 051  <b><u>Symbol: POKARNA</u></b>
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**Sub: Annual Secretarial Compliance Report for the year ended March 31, 2022**

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; we enclose herewith Annual Secretarial Compliance Report of the Company for the year ended March 31, 2022 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,  
02<sup>nd</sup> 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, 01<sup>st</sup> Floor, Surya Towers, S.P. Road , Secunderabad-500 003

Sir/ Madam,

**Annual Secretarial Compliance Report for the Financial Year 2021-22**

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 08<sup>th</sup> 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  
UDIN: F009268D000364161

Date : 23.05.2022

Place: Hyderabad



**K. V. CHALAMA REDDY**

*B.Sc., LL.B., F.C.S.,*  
COMPANY SECRETARY  
M.No.: F 9268, C.P.No.5451

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**Annual Secretarial Compliance Report of Pokarna Limited for the Year ended 31<sup>st</sup> March, 2022**

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 31<sup>st</sup> March, 2022 ("Review Period") in respect of compliance for the year ended 31<sup>st</sup> March, 2022 ("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 to the Listed Entity during the Review Period
- (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 to the Listed Entity during the Review Period



(e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; not applicable to the Listed Entity during the Review Period

(f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 and Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021: *not applicable to the Listed Entity during the Review Period*

(g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Redeemable Preference Shares) Regulations, 2013 and Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021: *not applicable to the Listed Entity during the Review Period*

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

(i) 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 2021-22. 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
	NIL	NIL	NIL

(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:

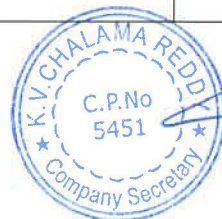




Sr.No.	Action taken by	Details of violation	Details of action taken	Observations/ Remarks of the Practicing Company Secretary, if any
01	National Stock Exchange of India Limited (NSE)	Regulation 17(1) of SEBI (LODR) Regulations 2015 for Non-Compliance/in delay Compliance for appointment of independent woman director for quarter ended 30.06.2020, 30.09.2020 and 31.12.2020.	NSE has imposed fine of Rs.15,75,300 vide its letter dated 10 <sup>th</sup> January, 2022 (ref. no.: NSE/LIST/SOP/POKARNA) for Non-Compliance/in delay Compliance for appointment of independent woman director for quarter ended 30.06.2020, 30.09.2020 and 31.12.2020.	The Company has paid the fine to the NSE of Rs. 15,75,300 on 17 <sup>th</sup> January, 2022 through RTGS.

(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 (FY 2020-2021)	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
1	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	NSE Sought the clarification from the Company for Non-Compliance/Delay in appointment of Independent Women Director and the Company has given the suitable reply on clarifications and also requested for condonation of delay and waiver of fine by the NSE.	The Company has paid the fine to the NSE of Rs. 15,75,300 on 17 <sup>th</sup> January, 2022 through RTGS.	The Company has complied with the said regulation and paid the fine on time to the NSE.



	regulation and also requested for condonation of delay in compliance of the regulation	Which was not considered favorably by the NSE and levied fine on the Company vide letter dated 10 <sup>th</sup> January, 2022.		
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Date : 23.05.2022  
Place: Hyderabad



A handwritten signature in blue ink, appearing to read "K.V. Chalama Reddy".

**K.V. CHALAMA REDDY**  
Practicing Company Secretary  
Membership No: F9268, C.P.No.:5451  
UDIN: F009268D000364161