

**Compliance Report on Corporate Governance**

**Name of the Company: Pokarna Ltd.**

**Quarter ended on March 31, 2011**

<b>Particulars</b>	<b>Clause of Listing Agreement</b>	<b>Compliance Status Yes/No</b>	<b>Remarks</b>
<b>I Board of Directors</b>	49 I		
(A) Composition of Board	49(IA)	YES	
(B) Non-executive Directors' Compensation & Disclosures	49 (IB)	YES	Annual Disclosures pertaining to Financial Year 2009 -10 has been included in the Annual Report 2010
(C) Other Provisions as to Board and Committees	49 (IC)	YES	
D) Code of Conduct	(49 (ID)	YES	Annual Declaration by the CEO of the Company pertaining to Financial Year 2009 -10 has been disclosed in the Annual Report 2010
<b>II. Audit Committee</b>	49 (II)		
(A) Qualified & Independent Audit Committee	49 (IIA)	YES	
(B) Meeting of Audit Committee		YES	
(C) Powers of Audit Committee 49 (IIC)	49 (IIB)	YES	
(D) Role of Audit Committee	49 II(D)	YES	
(E) Review of Information by Audit Committee	49 (IIE)	YES	
<b>III. Subsidiary Companies</b>	49 (III)	YES	
<b>IV. Disclosures</b>	49 (IV)		
(A) Basis of Related Party Transactions	49 (IV A)	YES	



(B) Disclosure of Accounting Treatment	49 (IV B)	YES	
(C) Board Disclosures	49 (IV C)	YES	
(D) Proceeds from Public Issues, Rights Issues, Preferential Issues etc.	49 (IV D)	Not Applicable	
(E) Remuneration of Directors	49 (IV E)	YES	Annual Disclosures pertaining to Financial Year 2009 -10 has been included in the Annual Report 2010
(F) Management	49 (IV F)	YES	Annual Disclosures pertaining to Financial Year 2009 -10 has been included in the Annual Report 2010.
(G) Shareholders	49 (IV G)	YES	Annual Disclosures pertaining to Financial Year 2009 -10 has been included in the Annual Report 2010
<b>V.CEO/CFO Certification</b>	49 (V)	YES	Certification pertaining to Financial Year 2009 -10 has been included in the Annual Report 2010
<b>VI. Report on Corporate Governance</b>	49 (VI)	YES	Annual Disclosures pertaining to Financial Year 2009 -10 has been included in the Annual Report 2010
<b>VII. Compliance</b>	49 (VII)	YES	Annual Disclosures pertaining to Financial Year 2009 -10 has been included in the Annual Report 2010



FOR POKARNA LIMITED

For POKARNA LIMITED

Chinmoy Patnaik

Deputy Company Secretary, Legal & Company Secretary

Place: Hyderabad

Date: 05.03.2011