



POKARNA LIMITED

Date: 04.04.2013

Bombay Stock Exchange Limited,
Phiroze Jeebhoy Towers,
Dalal Street,
Mumbai - 400 001.

Dear Sir,

Ref: Scrip Code: 532486 – Pokarna Limited

Sub: Corporate Governance Compliance Report: Q4 ended 31.03.2013

Please find enclosed Corporate Governance Compliance Report of the Company for the quarter ended 31st March, 2013 for your information & record.

Please find the same in order and oblige.

Thanking you.

For **Pokarna Limited**

Chinmoy Patnaik

DGM- Legal & Company Secretary

Encl.: a/a


Quarterly Compliance Report on Corporate Governance

Name of the Company: Pokarna Ltd.

Quarter ended on 31st March, 2013

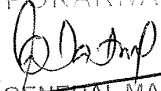
| Particulars | Clause of Listing Agreement | Compliance Status Yes/No | Remarks |
|--|------------------------------------|---------------------------------|--|
| I Board of Directors | 49 I | | |
| (A) Composition of Board | 49(IA) | YES | |
| (B) Non-executive Directors' Compensation & Disclosures | 49 (IB) | YES | Annual Disclosures respecting financial year 2011 – 2012 have been disclosed in Annual Report 2012 |
| (C) Other Provisions as to Board and Committees | 49 (IC) | YES | |
| D) Code of Conduct | (49 (ID) | YES | Annual Declaration by Chairman & Managing Director of the company relating to financial year 2011 – 2012 has been made in Annual Report 2012 |
| II. Audit Committee | 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 | |
| III. Subsidiary Companies | 49 (III) | YES | |
| IV. Disclosures | 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 respecting financial year 2011 – 2012 have been disclosed in Annual Report 2012 |
| (F) Management | 49 (IV F) | YES | Annual Disclosures for financial year 2011 – 2012 have been made in Annual Report 2012 |

For POKARNA LIMITED


 DEPUTY GENERAL MANAGER - LEGAL
 & COMPANY SECRETARY

| | | | |
|---|-----------|-----|--|
| (G) Shareholders | 49 (IV G) | YES | Annual Disclosures for financial year 2011 – 2012 have been made in Annual Report 2012 |
| V.CEO/CFO Certification | 49 (V) | YES | Annual Disclosures respecting financial year 2011 – 2012 have been made in Annual Report 2012 |
| VI. Report on Corporate Governance | 49 (VI) | YES | Annual Disclosures relating to financial year 2011 – 2012 have been made in Annual Report 2012 |
| VII. Compliance | 49 (VII) | YES | Annual Disclosures relating to financial year 2011 – 2012 have been included in Annual Report 2012 |

Place: Hyderabad
Date: 04.04.2013

FOR POKARNA LIMITED
For POKARNA LIMITED

DEPUTY GENERAL MANAGER - LEGAL & COMPANY SECRETARY
Chinmay Rasthik
Company Secretary