



Pokarna Limited

Date: 24th May, 2024

Department of Corporate Services,
BSE Limited,
Phiroze Jeebhoy Towers,
Dalal Street,
Mumbai – 400001

Scrip Code :532486

Listing Department
National Stock Exchange of India Ltd.,
Exchange Plaza, C-1, Block G,
Bandra Kurla Complex,
Bandra (E)
Mumbai- 400 051

Symbol: POKARNA

Sub: Annual Secretarial Compliance Report

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, 2024 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

Gautam Chand Jain

Chairman and Managing Director

Encl: as above

CIN: L14102TG1991PLC013299

Registered and Corporate Office: Surya Towers, 105, Sardar Patel Road, Secunderabad 500 003, Telangana, India.

Phone: +91 40 6631 0111, **Email:** contact@pokarna.com, **Web:** www.pokarna.com



K V C REDDY & ASSOCIATES
Company Secretaries

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)

**Annual Secretarial Compliance Report of Pokarna Limited for the Year ended 31st
March, 2024**

(Pursuant to Regulation 24A (2) of SEBI (LODR) Regulations, 2015)

I, **K.V. Chalama Reddy**, Proprietor of *K V C Reddy & Associates, Company Secretaries*,
have examined:

- (a) all the documents and records made available to us and 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 report, for the financial year ended 31st March, 2024 ("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 as amended from time to time;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 2015 as amended from time to time: ***not applicable to the Listed Entity during the Review Period***

KAMBHAM
VENKATA
CHALAMA REDDY

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(c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011/2015 as amended from time to time;

(d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018/2015 as amended from time to time : **not applicable to the Listed Entity during the Review Period**

(e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021/2015 as amended from time to time; **not applicable to the Listed Entity during the Review Period**

(f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008/2015 as amended from time to time: **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, 2021/2015 as amended from time to time: **not applicable to the Listed Entity during the Review Period**

(h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 as amended from time to time 2015 as amended from time to time; and

Circulars/guidelines issued there under 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)	Regulation/ Circular No.	Deviations	Action Taken by	Type of action	Details of Violation	Fine Amount	Observations/Remarks of the Practicing Company Secretary	Management Response	Re-remarks
				Advisory/ Clarification/ Fine/Show Cause Notice/ Warning, etc.						
NIL										

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

Observations/ Remarks of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended	Compliance requirement (Regulations/ Circulars/guidelines including specific clause	Details of violation / Deviations and actions taken /penalty imposed, if any, on the listed entity	Remedial actions, if any, taken by the listed entity	Comments of the PCS on the actions taken by the listed entity No.
<i>NIL</i>					

I hereby report that, during the Review Period the compliance status of the listed entity with the following requirements:

Sr. No.	Particulars	Compliance Status (Yes/No/ NA)	Observations /Remarks by PCS*
1.	Secretarial Standards: The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI)	Yes	None
2.	Adoption and timely updation of the Policies :- <ul style="list-style-type: none"> • All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities. • All the policies are in conformity with SEBI Regulations and have been reviewed & updated on time, as per the regulations/circulars/guidelines issued by SEBI 	Yes Yes	None None

3.	<p>Maintenance and disclosures on website:</p> <ul style="list-style-type: none"> • The Listed entity is maintaining a functional website • Timely dissemination of the documents/ information under a separate section on the website • Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which redirects to the relevant document(s)/ section of the website 	Yes	None
4.	<p>Disqualification of Director(s):</p> <p>None of the Director(s) of the listed entity s/are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.</p>	Yes	None
5.	<p>Details related to Subsidiaries of listed entities have been examined w.r. t.:</p> <p>(a) Identification of material subsidiary companies</p> <p>(b) Disclosure requirement of material as well as other subsidiaries</p>	Yes	None
6.	<p>Preservation of Documents:</p> <p>The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015</p>	Yes	None
7.	<p>Performance Evaluation:</p> <p>The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.</p>	Yes	None

8.	<p>Related Party Transactions:</p> <p>(a) The listed entity has obtained prior approval of audit Committee for all related party transactions; or</p> <p>(b) in case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the audit Committee,.</p>	Yes	None
9	<p>Disclosure of events or information:</p> <p>The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.</p>	Yes	None
10	<p>Prohibition of Insider Trading:</p> <p>The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.</p>	Yes	None
11	<p>Actions taken by SEBI or Stock Exchange(s), if any:</p> <p>No action(s) has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder (or)</p> <p>The action taken against the listed entity/its promoters/directors/subsidiaries either by SEBI or BY Stock Exchanges are specified in the last column</p>	NA	None

12	<p>Resignation of Statutory Auditors from the listed entity or its material subsidiaries :</p> <p>In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary(ies) has / have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities.</p>	NA	None
13	<p>Additional Non-compliances, if any: No additional non-compliances observed for any SEBI regulation/circular/guidance note etc. except as reported above.</p>	No additional non-compliances	NA

Assumptions & limitation of scope and review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial records and books of account of the listed entity.
4. This report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (LODR) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

For **K V C REDDY & ASSOCIATES**

Company secretaries

KAMBHAM VENKATA CHALAMA REDDY
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K.V. Chalama Reddy
(Proprietor)

Practicing Company Secretary

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

P R No.: 2301/2022

UDIN Number : F009268F000442591

Place: Hyderabad

Date :24/05/2024