Date: 06th September,2020

Department of Corporate Services, B.S.E Limited, Phiroze Jeebhoy Towers, Dalal Street, Mumbai – 400001 **Scrip Code:532486**	Listing Department, National Stock Exchange of India Ltd, Exchange Plaza, Bandra Kurla Complex, Bandra (East), Mumbai – 400051 **Symbol: Pokarna**

Dear Sir/Madam,

Sub: 1. Intimation of Notice of 29th Annual General Meeting, e-voting and record date.
2. Annual Report for the Financial Year 2019-2020.

In continuation to our letter dated September 05, 2020 and pursuant to Regulation 30 read with Para A of Part A of Schedule III and Regulation 34 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), please find enclosed herewith, the Annual Report of the Company for the Financial Year 2019-20, containing inter alia, the Notice of the 29th (Twenty Ninth) Annual General Meeting ("AGM") of the Company scheduled to be held on Tuesday, September 29, 2020 at 11.00 a.rn. (IST) through Video Conferencing ("VC") I Other Audio-Visual Means ("OAVM").

The Annual Report of the Company for the Financial Year 2019-20 [comprising of, inter alia, Audited Standalone and Consolidated Financial Statements, Reports of the Board of Directors and the Statutory Auditors for the Financial Year ended March 31, 2020, Notice of the AGM], is also available on the website of the Company, viz., www.pokarna.com

We further wish to inform that pursuant to Regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the company has fixed Tuesday, 22 September 2020, as thc rccord datc for thc purpose of determining entitlement of members to dividend for the financial year ended March 31, 2020 and also for the purposes of thc AGM.

Dividend (if declared at the ensuing 29th AGM), will be paid to the Shareholders whose names appear in the Register of Members of the Company as on Tuesday, 22 September 2020 and in rcspcct of sharcs hcld in dcmatcrialized form, it will be paid to Shareholders whose names are furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), as the beneficial owners as on that datc.

POKARNA LIMITED Sec'bad.

The remote e-voting period commences on Thursday, 24 September 2020 (at 9.00 a.m. IST) and ends on Monday, 28 September 2020 (at 5.00 p.m. IST). During this period, the Shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date for the purpose of E-voting, i.e., Tuesday, 22 September 2020, may cast their votes by remote e-voting.

Kindly take the above information on your record.

Thanking You.

Yours sincerely,

For Pokarna Limited

POKARNA LIMITED Sec'bad.

Mahesh Inani
Company Secretary & Compliance officer

Encl.: As Above

CC to:

1. National Securities Depository Limited
Trade World, A wing, 4th Floor,
Kamala Mills Compound, Lower Pare),
Mumbai – 400013

2. Central Depository Services (India) Limited
Marathon Futurex, A-Wing, 25th floor,
NM Joshi Marg, Lower Pare), Mumbai 400013

3. KFin Technologies Private Limited
Selenium Tower B, 6th Floor, Plot 31-32,
Gachibowli Financial District, Nanakramguda,
Hyderabad- 500 032

Notice of the Twenty Ninth Annual General Meeting

NOTICE IS HEREBY GIVEN THAT THE 29TH ANNUAL GENERAL MEETING OF THE MEMBERS OF POKARNA LIMITED (THE COMPANY) WILL BE HELD ON 29TH SEPTEMBER, 2020, TUESDAY AT 11.00 A.M IST THROUGH VIDEO CONFERENCING ("VC") / OTHER AUDIO VISUAL MEANS ("OAVM") TO TRANSACT THE FOLLOWING BUSINESS(S):

Ordinary Business

1. To receive, consider and adopt:

(a) the Audited Standalone Financial Statements of the Company consisting of the Balance Sheet as at 31st March, 2020, the Statement of Profit and Loss, Cash Flow Statement and Statement of Changes in Equity for the year ended on that date and the Explanatory Notes annexed to, and forming part of, any of the said documents together with the reports of the Board of Directors and the Auditors report thereon; and

(b) the Audited Consolidated Financial Statements of the Company consisting of the Balance Sheet as at 31st March, 2020, the Statement of Profit and Loss, Cash Flow Statement and Statement of Changes in Equity for the year ended on that date and the Explanatory Notes annexed to, and forming part of, any of the said documents together with the Auditors' Report thereon.

2. To declare Dividend on Equity Shares for the financial year 2019-20.

3. To appoint a Director in place of Mr.Prakash Chand Jain (DIN: 00084490), who retires by rotation and being eligible, offers himself for re-appointment.

Special Business

4. To approve continuation of payment of remuneration to Executive Directors who are Promoters or members of the Promoter Group in excess of the limits prescribed under SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018.

To consider and, if thought fit, to pass with or without modification(s), the following Resolution as a Special Resolution:

"RESOLVED that pursuant to Regulation 17(6)(e) of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 and other applicable provisions, if any, and as per the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, the consent of members of the Company be and is hereby accorded to-

(i) continuation of payment of remuneration as per existing terms and conditions approved by the shareholders to Mr. Rahul Jain, Managing Director at the Annual General Meeting held on 16th September,2016 who is a Promoter of the company; and

(ii) continuation of payment of remuneration as per existing terms and conditions approved by the shareholders to Mrs. Apurva Jain, Executive Director at the Annual General Meeting held on 14h September,2019 who is a Promoter of the company; and

notwithstanding that such payment(s) exceed the limits prescribed under Reg.17(6)(e) of SEBI (Listing Obligations and Disclosure Requirements) Regulations.

RESOLVED FURTHER that the above approval for payment of remuneration be valid till the expiry of term of the Managing Director and Executive Director.

RESOLVED FURTHER that the Board be and is hereby authorized to take all steps as may be necessary, proper and expedient to give effect to above Resolution

By order of the Board
For **Pokarna Limited**

Sd/-
Mahesh Inani
Company Secretary
ACS No.A37577

Notes and Shareholder Information:

1. Considering the present Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its circular dated May 5, 2020 read together with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as "MCA Circulars") permitted convening the Annual General Meeting ("AGM" / "Meeting") through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"), without the physical presence of the members at a common venue. In accordance with the MCA Circulars, provisions of the Companies Act, 2013 ('the Act') and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the AGM of the Company is being held through VC / OAVM (hereinafter referred to as "AGM' or "e-AGM"). In accordance with the Secretarial Standard-2 on General Meeting issued by the Institute of Company Secretaries of India (ICSI) read with Guidance/Clarification dated April, 15, 2020 issued by ICSI, the proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed Venue of the e-AGM.

2. The company has appointed KFin Technologies Private Limited, Registrars and Transfer Agents, to provide Video Conferencing facility for the e-AGM and the attendant enablers for conducting of the e-AGM.

3. An Explanatory Statement under Section 102(1) of the Companies Act, 2013 ("the Act") is annexed hereto.

4. Additional information with respect to Director seeking re-appointment under Item No.3 above as required by Regulation 26(4) and 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) and as required under Secretarial Standard - 2 on General Meetings issued by The Institute of Company Secretaries of India, is detailed below and shall be read as part of this Notice:

Name	Mr. Prakash Chand Jain
DIN	00084490
Designation	Non-executive Director
Date of Birth	27.07.1959
Qualification	Bachelor of Commerce
Expertise in specific functional areas	General Management
Shareholding of as on 31st March,2020.	4,39,210/-
Number of Meetings of the Board attended during the year	4
Names of listed entities in which the person also holds the directorship and the membership of the committees of Board.	NIL
Disclosure of relationships	Brother of Mr. Gautam Chand Jain, Chairman & Managing Director and accordingly related to Mr. Rahul Jain, Managing Director (Son of Mr. Gautam Chand Jain) and Mrs. Apurva Jain Executive Director (Spouse of Mr. Rahul Jain).

5. Generally, a member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. Since this AGM is being held through VC / OAVM pursuant to the MCA Circulars, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed hereto.

6. Since the AGM will be held through VC / OAVM, the route map of the venue of the Meeting is not annexed hereto.

7. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to kvcr133@gmail.com with a copy marked to evoting@karvy.com.

8. Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company on or before Tuesday, 29th September 2020 through email on companysecretary@pokarna.com The same will be replied by the Company suitably.

DISPATCH OF ANNUAL REPORT THROUGH ELECTRONIC MODE:

9. In compliance with the MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories. Members may note that the Notice and Annual Report 2019-20 will also be available on the Company's website https://www.pokarna.com/, websites of the Stock Exchanges, i.e., BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of Company's Registrar and Transfer Agent, KFin Technologies Private Limited ("KFinTech") at https://evoting.karvy.com

10. For receiving all communication (including Annual Report) from the Company electronically:

    a. Members holding shares in physical mode and who have not registered / updated their email address with the Company are requested to register / update the same by writing to the Company with details of folio number

and attaching a self-attested copy of PAN card at igrc@pokarna.com or to KFinTech at einward.ris@kfintech.com.

b. Members holding shares in dematerialised mode are requested to register / update their email addresses with the relevant Depository Participant.

PROCEDURE FOR JOINING THE AGM THROUGH VC / OAVM:

11. The Company will provideVC / OAVM facility to its Members for participating at the AGM.

a) Members will be able to attend the AGM through VC / OAVM or view the live webcast at https://emeetings.kfintech.com by using their e-voting login credentials.

Members are requested to follow the procedure given below:

i. Launch internet browser (chrome/firefox/safari) by typing the URL: https://emeetings.kfintech.com

ii. Enter the login credentials (i.e., User ID and password for e-voting).

iii. After logging in, click on "Video Conference" option.

iv. Then click on camera icon appearing against AGM event of Pokarna Limited, to attend the Meeting.

b) Members who do not have User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the procedure given in the E-voting instructions.

c) Members who would like to express their views or ask questions during the AGM may register themselves by logging on to https://emeetings.kfintech.com and clicking on the 'Speaker Registration' option available on the screen after log in. The Speaker Registration will be open during Wednesday,23rd September,2020 to Sunday, 27th September,2020. Only those members who are registered will be allowed to express their views or ask questions. The Company reserves the right to restrict the number of questions and number of speakers, depending upon availability of time as appropriate for smooth conduct of the AGM.

d) As per the MCA Circular up to 1000 members will be able to join the e-AGM on a first-come-first-served basis. However, this restriction shall not apply to large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc.

e) Facility to join the meeting shall be opened thirty minutes before the scheduled time of the AGM and shall be kept open throughout the proceedings of the AGM.

f) Members are encouraged to join the Meeting through Laptops with Google Chrome for better experience.

g) Further Members will be required to allow access to the Camera, if any, and are requested to use Internet with good speed to avoid any disturbance during the meeting.

h) Please note that participants using Mobile Devices or Tablets or Laptops and are accessing the internet via "Mobile Hotspot" may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

i) Members, who need assistance before or during the AGM, can contact KFinTech on emeetings@kfintech.com or call on toll free numbers 1800-425-8998 / 1800-345-4001. Kindly quote your name, DP ID-Client ID / Folio no. and E-voting Event Number in all your communications.

12. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the AGM.

13. Members attending the AGM through VC / OAVM shall be reckoned for the purpose of quorum under Section 103 of the Act.

14. Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the AGM.

PROCEDURE FOR REMOTE E-VOTING AND E-VOTING AT THE AGM:

15. Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, as amended, and Regulation 44 of SEBI Listing Regulations, the Company is providing to its members facility to exercise their right to vote on resolutions proposed to be passed at AGM by electronic means ("e-voting"). Members may cast their votes remotely, using an electronic voting system on the dates mentioned herein below ("remote e-voting").

Further, the facility for voting through electronic voting system will also be made available at the Meeting ("Insta Poll") and members attending the Meeting who have not cast their vote(s) by remote e-voting will be able to vote at the Meeting through Insta Poll.

The Company has engaged the services of KFinTech as the agency to provide e-voting facility.

The manner of voting remotely by members holding shares in dematerialized mode, physical mode and for members who have not registered their email addresses is provided in the instructions given below.

The remote e-voting facility will be available during the following voting period:

Commencement of remote e-voting: 9:00 a.m. on Thursday, 24 September 2020

End of remote e-voting: 5:00 p.m. on Monday, 28 September 2020

The remote e-voting will not be allowed beyond the aforesaid date and time and the remote e-voting module shall be forthwith disabled by KFinTech upon expiry of the aforesaid period.

Voting rights of a member / beneficial owner (in case of electronic shareholding) shall be in proportion to his share in the paid-up equity share capital of the Company as on the cut-off date, i.e., Tuesday, 22 September 2020.

The Board of Directors of the Company has appointed Mr. K.V Chalamareddy, Practicing Company Secretary, (FCS NO. 9268), as Scrutiniser to scrutinise the remote e-voting and Insta Poll process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for the said purpose.

Information and instructions relating to e-voting are as under:

i. The members who have cast their vote(s) by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote(s) again at the Meeting. Once the vote on a resolution is cast by a member, whether partially or otherwise, the member shall not be allowed to change it subsequently or cast the vote again.

ii. A member can opt for only single mode of voting per EVEN, i.e., through remote e-voting or voting at the Meeting (Insta Poll). If a member casts vote(s) by both modes, then voting done through remote e-voting shall prevail and vote(s) cast at the Meeting shall be treated as "INVALID".

iii. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date, i.e., Tuesday, 22 September 2020 only shall be entitled to avail the facility of remote e-voting or for participation at the AGM and voting through Insta Poll. A person, who is not a member as on the cut-off date, should treat the Notice for information purpose only.

iv. Any person, who acquires shares and becomes Member of the Company after the dispatch of the Notice and holds shares as on the Cut-off date i.e. Tuesday, 22 September 2020 may write to Karvy on the email Id: evoting@karvy.com or to Mr Vasanth, Manager Ph: 040-67161527, at KFin Technologies Private Limited, Selenium Tower B, Plot Nos. 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad – 500032, India, requesting for User ID and Password.

v. The Company has opted to provide the same electronic voting system at the Meeting, as used during remote e-voting, and the said facility shall be operational till all the resolutions proposed in the Notice are considered and voted upon at the Meeting and may be used for voting only by the members holding shares as on the cut-off date who are attending the Meeting and who have not already cast their vote(s) through remote e-voting.

vi. Information and instructions for remote e-voting:

I. A) In case a member receives an e-mail from KFinTech [for members whose e-mail addresses are registered with the Company/Depository Participant(s)]:

(a) Launch internet browser by typing the URL: https://evoting.karvy.com.

(b) Enter the login credentials i.e. User ID and password which is sent separately.

The e-voting event number + Folio No. or DP ID Client ID will be your User ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote. If required, please visit https://evoting.karvy.com or contact toll free number 1-800-3454-001 for your existing password.

(c) After entering these details appropriately click on "LOGIN".

(d) You will now reach password change menu wherein you are required to mandatorily change your password. The new password shall comprise minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,$,etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.

(e) You need to login again with the new credentials.

(f) On successful login, the system will prompt you to select the e-voting event number for the Company i.e. Pokarna Limited.

(g) On the voting page, enter the number of shares (which represents the number of votes) as on the cut-off date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially in "AGAINST" but the total number in "FOR/AGAINST" taken together should not exceed your total shareholding as on the cutoff date. You may also choose the option "ABSTAIN". If the shareholder does not include either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.

(h) Shareholders holding multiple folios/demat accounts shall choose the voting process separately for each of the folios/demat accounts. Voting has to be done for each resolution of the notice of 29th AGM separately. In case you do not desire to cast your vote on any specific item it will be treated as abstained.

(i) You may then cast your vote by selecting an appropriate option and click on "Submit".

(j) A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, members can login any number of times till they have voted on the resolution(s).

(k) Corporate/Institutional members (i.e. other than Individuals, HUF, NRI, etc.) are also required to send scanned certified true copy (pdf format) of the Board Resolution/Power of Attorney/Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at e-mail ID: kvcr133@gmail.com with a copy marked to evoting@karvy.com and may also upload the same in the e-voting in their login. The scanned image of the above-mentioned documents should be in the naming format "POKARNA_EVENT NO."

B) In case of a member whose e-mail address is not registered / updated with the Company / KFinTech / Depository Participant(s), please follow the following steps to generate your login credentials:

(a) Members holding shares in physical mode, who have not registered / updated their email addresses with the Company, are requested to register / update the same by writing to the Company with details of folio number and attaching a self-attested copy of PAN card at igrc@Pokarna.com to KFinTech at einward.ris@kfintech.com

(b) Members holding shares in dematerialised mode who have not registered their e-mail addresses with their Depository Participant(s) are requested to register / update their email addresses with the Depository Participant(s) with whom they maintain their demat accounts.

(c) After due verification, the Company / KFinTech will forward your login credentials to your registered email address.

(d) Please follow all steps from sr. no. (a) to (k) as mentioned in I.(A). above, to cast your vote.

II. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending further communication(s).

III. In case of any query pertaining to e-voting, please visit help & FAQ's section available at Karvy's website https://evoting.karvy.com or contact KFinTech as per the details given under sub-point no. IV below

IV. Members are requested to note the following contact details for addressing e-voting grievances:

Mr Vasanth, Manager at KFin Technologies Private Limited, Selenium Tower B, Plot Nos. 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad – 500032, India, Ph: 040-67161527, Toll-free No.: 1800-425-8998 / 1800-345-4001, email: evoting@karvy.com

vii. Information and instructions for Insta Poll:

Facility to cast vote through Insta Poll will be made available on the Video Conferencing screen and will be activated once the Insta Poll is announced at the Meeting.

viii. The Scrutiniser will, after the conclusion of e-voting at the Meeting, scrutinise the votes cast at the Meeting (Insta Poll) and votes cast through remote e-voting, make a consolidated Scrutiniser's Report and submit the same to the Chairman. The result of e-voting will be declared within forty-eight hours of the conclusion of the Meeting and the same, along with the consolidated Scrutiniser's Report, will be placed on the website of the Company: www.pokarna.com and on the website of KFinTech at: https://evoting.karvy.com. The result will simultaneously be communicated to the stock exchanges. The results shall also be displayed on the Notice Board at the Registered Office of the company.

ix. Subject to receipt of requisite number of votes, the Resolutions proposed in the Notice shall be deemed to be passed on the date of the Meeting, i.e., Tuesday, 29th September 2020.

PROCEDURE FOR INSPECTION OF DOCUMENTS:

16. Members who wish to inspect, the Register of Directors and Key Managerial Personnel and their shareholding maintained under section 170 of Companies Act, 2013 and Register of Contracts or arrangements in which directors are interested maintained under section 189 of the Companies Act, 2013, can send an email to igrc@pokarna.com.

IEPF RELATED INFORMATION:

17. The Company has transferred the unpaid or unclaimed dividends declared up to financial years 2007-08, from time to time, to the Investor Education and Protection Fund ("IEPF") established by the Central Government. Details of dividends so far transferred to the IEPF Authority are available on the website of IEPF Authority and the same can be accessed through the link: www.iepf.gov.in

18. Pursuant to the provisions of Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012, the Company has uploaded the details of unpaid and unclaimed amounts (till date of last Annual General Meeting) on the website of the Company at https://www.pokarna.com/unpaid-unclaimed-dividend.

19. As per the provisions of Section 124(6) of the Act read with Rule 6 of 'Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Amended Rules, 2017' ('the Rules'), as amended, all shares, in respect of which dividend has not been paid or claimed for seven consecutive years or more (relevant shares), will be transferred by the Company to IEPF along with statement containing such details as directed by Ministry of Corporate Affairs from time to time.

Members may note that shares as well as unclaimed dividends transferred to IEPF Authority can be claimed back from the IEPF Authority.

The concerned members/investors are advised to visit the weblink of the IEPF Authority http://iepf.gov.in/IEPF/refund.html, or contact KFinTech, for detailed procedure to lodge the claim with the IEPF Authority.

DIVIDEND RELATED INFORMATION:

20. The Company has fixed Tuesday, 22nd September 2020 as the 'Record Date' for the purpose of AGM and for determining entitlement of Members to dividend for the financial year ended March 31, 2020.

21. The dividend for the year ended 31 March 2020 as recommended by the Board, i.e. 30% @ ₹ 0.60 (Sixty paisa only) per equity share of ₹2/- each, if declared at the meeting, will be paid to those members whose names appear in the Company's register of members as on the Record Date. In respect of the shares held in dematerialised mode, to the Members whose names are furnished by National Securities Depository Limited and Central Depository Services (India) Limited as beneficial owners as on that date. The dividend on equity shares, if declared at the meeting, will be credited / dispatched within 30 days from the date of this meeting.

22. Payment of dividend shall be made through electronic mode to the Shareholders who have updated their bank account details. Dividend warrants / demand drafts / cheque will be despatched to the registered address of the shareholders who have not updated their bank account details, after normalisation of the postal service.

23. Members holding shares in physical form are requested to notify/send any change in their address and bank account details to Registrar and Share Transfer Agents, KFinTech or the Company. Members whose shareholding is in electronic mode are requested to direct change of address notifications and updates of bank account details / PAN to their respective depository participant(s). Members are encouraged to utilize Electronic Clearing System (ECS) for receiving dividends.

24. Members are requested to address all correspondence, including on dividends, to the Registrar and Share Transfer Agents, KFinTech, Unit : Pokarna Limited, Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad 500 032.

25. Pursuant to the amendments introduced by the Finance Act, 2020, dividends paid or distributed by a Company on or after April 1, 2020 shall be taxable in the hands of the shareholders. The Company shall therefore be required to withhold taxes at the prescribed rates on the dividend paid to its shareholders w.e.f. 1st April 2020. No tax will be deducted on payment of dividend to the resident individual shareholders if the total dividend paid does not exceed ₹ 5,000/-

    The withholding tax rate would vary depending on the residential status of the shareholder and documents registered with the Company.

A. RESIDENT SHAREHOLDERS:

A.1 Tax Deductible at Source for Resident Shareholders:

S. No	Particulars	Withholding Tax Rate	Documents required (if any)
1.	Valid PAN updated in the Company's Register of Members	7.5%	No document required (if no exemption is sought)
2.	No PAN/Valid PAN not updated in the Company's Register of Members	20%	No document required (if no exemption is sought)
3.	Availability of lower/nil tax deduction certificate issued by Income Tax Department u/s 197 of Income Tax Act, 1961	Rate specified in the certificate	Lower tax deduction certificate obtained from Income Tax Authority

A.2 No Tax Deductible at Source on dividend payment to resident shareholders if the Shareholders submit and register following documents as mentioned in column no.4 of the below table with the Company / KFinTech:

S. No (1)	Particulars (2)	Withholding Tax Rate (3)	Documents required (if any) (4)
1.	Submission of form 15G/15H	NIL	Declaration in Form No. 15G (applicable to any person other than a company or a firm) / Form 15H (applicable to an Individual who is 60 years and above), fulfilling certain conditions.
2.	Shareholders to whom section 194 of the Income Tax, 1961 does not apply such as LIC, GIC, etc.	NIL	Documentary evidence that the said provisions are not applicable.
3.	Shareholder covered u/s 196 of Income Tax Act, 1961 such as Government, RBI, corporations established by Central Act & mutual funds.	NIL	Documentary evidence for coverage u/s 196 of Income Tax Act, 1961

S. No (1)	Particulars (2)	Withholding Tax Rate (3)	Documents required (if any) (4)
4.	Category I and II Alternative Investment Fund	NIL	SEBI registration certificate to claim benefit under section 197A (1F) of Income Tax Act, 1961
5.	• Recognised provident funds • Approved superannuation fund • Approved gratuity fund	NIL	Necessary documentary evidence as per Circular No. 18/2017 issued by Central Board of Direct Taxes (CBDT)
6.	National Pension Scheme	NIL	No TDS as per section 197A (1E) of Income Tax Act, 1961

B. NON-RESIDENT SHAREHOLDERS:

Withholding tax on dividend payment to non-resident shareholders if the non-resident shareholders submit and register following document as mentioned in column no.4 of the below table with the Company / KFinTech:

S. No (1)	Particulars (2)	Withholding Tax Rate (3)	Documents required (if any) (4)
1.	Foreign Institutional Investors (FIIs) / Foreign Portfolio Investors (FPIs)	20% (plus applicable surcharge and cess)	FPI registration number / certificate.
2.	Other Non-resident shareholders	20% (plus applicable surcharge and cess) or tax treaty rate whichever is beneficial	To avail beneficial rate of tax treaty following tax documents would be required: 1. Tax Residency certificate issued by revenue authority of country of residence of shareholder for the year in which dividend is received 2. PAN 3. Form 10F filled & duly signed 4. Self-declaration for non-existence of permanent establishment/ fixed base in India (Note: Application of beneficial Tax Treaty Rate shall depend upon the completeness of the documents submitted by the Non-Resident shareholder and review to the satisfaction of the Company)
3.	Indian Branch of a Foreign Bank	NIL	Lower tax deduction certificate u/s 195(3) obtained from Income Tax Authority Self-declaration confirming that the income is received on its own account and not on behalf of the Foreign Bank
4.	Availability of Lower/NIL tax deduction certificate issued by Income Tax Department u/s 197 of Income Tax Act, 1961	Rate specified in certificate	Lower tax deduction certificate obtained from Income Tax Authority

Notes:

i. The Company will issue soft copy of the TDS certificate to its shareholders through email registered with the Company / KFinTech post payment of the dividend. Shareholders will also be able to download the TDS certificate from the Income Tax Department's website https://incometaxindiaefiling.gov.in (refer to Form 26AS).

ii. The aforesaid documents such as Form 15G/ 15H, documents under section 196, 197A, FPI Registration Certificate, Tax Residency Certificate, Lower Tax certificate etc. can be sent to the email ID of the company at igrc@pokarna.com or to the KFinTech at einward.ris@kfintech.com on or before Tuesday, 29th September, 2020 to enable the Company to determine the appropriate TDS / withholding tax rate applicable. Any communication on the tax determination/deduction received post Tuesday, 29th September, 2020 shall not be considered.

iii. Application of TDS rate is subject to necessary verification by the Company of the shareholder details as available in Register of Members as on the Record Date, and other documents available with the Company / KFinTech.

iv. In case TDS is deducted at a higher rate, an option is still available with the shareholder to file the return of income and claim an appropriate refund.

v. In the event of any income tax demand (including interest, penalty, etc.) arising from any misrepresentation, inaccuracy or omission of information provided by the Member/s, such Member/s will be responsible to indemnify the Company and also, provide the Company with all information / documents and co-operation in any appellate proceedings.

vi. This Communication is not exhaustive and does not purport to be a complete analysis or listing of all potential tax consequences in the matter of dividend payment. Shareholders should consult their tax advisors for requisite action to be taken by them.

OTHER INFORMATION:

26. Securities and Exchange Board of India ("SEBI") has mandated that securities of listed companies can be transferred only in dematerialised form w.e.f. April 1, 2019. Accordingly, the Company / KFinTech have stopped accepting any fresh lodgement of transfer of shares in physical form. Members holding shares in physical form are advised to avail of the facility of dematerialisation.

27. Members holding shares in physical mode are:

    a. required to submit their Permanent Account Number (PAN) and bank account details to the Company / KFinTech, if not registered with the Company / KFinTech, as mandated by SEBI by writing to the Company at igrc@pokarna.com or to KFinTech at einward.ris@kfintech.com along with the details of folio no., self-attested copy of PAN card, bank details (Bank account number, Bank and Branch Name and address, IFSC, MICR details) and cancelled cheque.

    b. advised to register nomination in respect of their shareholding in the Company.

28. Members holding shares in electronic mode are:

    a. requested to submit their PAN and bank account details to their respective Depository Participants ("DPs") with whom they are maintaining their demat accounts.

    b. advised to contact their respective DPs for registering nomination.

29. Non-Resident Indian members are requested to inform KFinTech / respective DPs, immediately of:

    a. Change in their residential status on return to India for permanent settlement.

    b. Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.

By the order of the board
For **Pokarna Limited**

Mahesh Inani
Company Secretary

Date:27th June,2020

Explanatory Statement in Respect of Special Businesses Pursuant to Section 102 of The Companies Act, 2013

Item No. 4

To approve continuation of payment of remuneration to Executive Directors who are Promoters or members of the Promoter Group in excess of the limits prescribed under SEBI (LODR) (Amendment) Regulations, 2018

As per Regulation 17(6)(e) of SEBI (LODR) (Amendment) Regulations, 2018, the Payment of fees or compensation payable to executive directors who are Promoters or members of the Promoter Group, shall be subject to approval of the shareholders by Special Resolution in general meeting, if-

i) the annual remuneration payable to such executive director exceeds 5 Crore or 2.5 per cent of the net profits of the listed entity calculated as per the provisions of Sec 198 of the Companies Act, 2013, whichever is higher; or

ii) where there is more than one such director, the aggregate annual remuneration to such directors exceeds 5 per cent of the net profits of the Company.

Mr.Rahul Jain Managing Director and Mrs Apurva Jain Executive Director are Promoter and member of Promoter Group of the Company, respectively.

The appointment of Rahul Jain , Managing Director has been approved by the shareholders at the Annual General Meeting held on 16th September,2016 for a period of 5 years. He is drawing remuneration upto 5% of the Net Profits of the Company, which is approved by the shareholders

The appointment of Apurva Jain , Executive Director has been approved by the shareholders at the Annual General Meeting held on 14th September,2019 for a period of 5 years. She is drawing remuneration upto 5% of the Net Profits of the Company, which is approved by the shareholders

Since the remuneration drawn by (i) Mr . Rahul Jain, Managing Director and Promoter, and (ii) Mrs. Apurva Jain, Executive Director and member of promoter group, put together

will be in excess of the limits prescribed under Reg.17(6)(e) of the SEBI (LODR) Regulations, 2015, it requires the approval of the shareholders by way of Special Resolution for –

(i) continuation payment of remuneration as per existing terms and conditions approved by the shareholders to Mr. Rahul Jain Managing Director at the Annual General Meeting held on 16th September,2016 and

(ii) continuation payment of remuneration as per existing terms and conditions approved by the shareholders to Mrs. Apurva Jain Executive Director at the Annual General Meeting held on 14th September, 2019.

Notwithstanding the limits prescribed under Reg.17(6)(e) of SEBI (LODR) Regulations

None of the directors and key managerial personnel of the company and their relatives expect Mr.Rahul Jain , Mrs.Apurva Jain , Mr. Gautam Chand Jain and their respective relatives are concerned or interested, financially or otherwise , in the resolution mentioned at the item no:4 of the notice.

The board recommends the resolution set fourth in item No.4 for the approval of the members.

By the order of the board
For **Pokarna Limited**

Mahesh Inani
Company Secretary
ACS No.A37577

Date:27th June, 2020