



Date: 12/07/2021

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, Bandra Kurla Complex, Bandra (East), Mumbai – 400051 Symbol: POKARNA
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Dear Sir,

Sub: 1. Intimation of Notice of Thirtieth Annual General Meeting (AGM), e-voting information, Record date and Book Closure.
2. Annual Report for the Financial Year 2020-2021.

In continuation to our letter dated July 10, 2021 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 2020-2021, containing inter alia, the Notice of the 30th (Thirtieth) Annual General Meeting ("AGM") of the Company scheduled to be held on Friday, August 06, 2021 at 11.00 A.M. (IST) through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM").

The Annual Report of the Company for the Financial Year 2020-2021 [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, 2021, 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 Friday, July 30, 2021, as the record date for the purpose of determining entitlement of members to dividend for the financial year ended March 31, 2021 and also for the purposes of the AGM. Further, the Register of Members and Share Transfer Books of the Company will remain closed from Saturday, July 31, 2021 to Friday, August 06, 2021 (both days inclusive) for the purpose of payment of dividend, if any approved by the Members and also for the purpose of the AGM.

Dividend (if declared at the ensuing 30th AGM), will be paid to the Shareholders whose names appear in the Register of Members of the Company as on Friday, July 30, 2021 and in respect of shares held in dematerialized 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 date.



CIN: L14102TG1991PLC013299

Registered & Corporate Office: Surya Towers, 105, Sardar Patel Road, Secunderabad 500 003, Telangana, India.
Phone: +91 40 6631 0111, E-mail: contact@pokarna.com, Web: www.pokarna.com

The remote e-voting period commences on Sunday, August 01, 2021 (at 9.00 a.m. IST) and ends on Thursday, August 05, 2021 (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., Friday, July 30, 2021, may cast their votes by remote e-voting.

This is for your information and dissemination.

Thanking You,
For Pokarna Limited


Babita Chandrakar
Company Secretary and Compliance Officer



CC to:

1. National Securities Depository Limited

Trade World, A wing, 4th Floor,
Kamala Mills Compound, Lower Parel,
Mumbai – 400013

2. Central Depository Services (India) Limited

Marathon Futurex, A-Wing, 25th floor,
NM Joshi Marg, Lower Parel, 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 Thirtieth Annual General Meeting

NOTICE IS HEREBY GIVEN THAT THE 30TH ANNUAL GENERAL MEETING OF THE MEMBERS OF POKARNA LIMITED (THE COMPANY) WILL BE HELD ON 6TH AUGUST, 2021, FRIDAY AT 11:00 A.M IST THROUGH VIDEO CONFERENCING ("VC") / OTHER AUDIOVISUAL MEANS ("OAVM") TO TRANSACT THE FOLLOWING BUSINESSES:

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, 2021, 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; to consider and if thought fit, to pass, with or without modification(s), the following resolutions as **Ordinary Resolutions**:

"RESOLVED THAT the audited Standalone financial statements of the Company consisting of the Balance Sheet as at 31st March, 2021, 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, as circulated to the Members, be and are hereby considered and adopted."

- (b) the Audited Consolidated Financial Statements of the Company consisting of the Balance Sheet as at 31st March, 2021, 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; to consider and if thought fit, to pass, with or without modification(s), the following resolutions as **Ordinary Resolutions**:

"RESOLVED THAT the audited Consolidated financial statements of the Company consisting of the Balance Sheet as at 31st March, 2021, 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, as circulated to the Members, be and are hereby considered and adopted."

2. To declare dividend on equity shares for the financial year 2020-21.

3. To appoint a director in place of Mr. Rahul Jain (DIN: 00576447), who retires by rotation and being eligible, offers himself for re-appointment.

Special Business

4. Re-Appointment of Mr. Gautam Chand Jain as the Chairman and Managing director.

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013('the Act'), read with Schedule V and other applicable provisions of the Act, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 [including any statutory modification(s) or re-enactment(s) thereof], and based on the recommendation of Nomination & Remuneration Committee and subject to such other approvals, permissions and sanctions as may be required, consent of the Company be and is hereby accorded to the re-appointment and terms of remuneration of Mr. Gautam Chand Jain (Din: 00004775) as the Chairman & Managing Director of the Company for the period of five (5) years from 01 July 2021 till 30 June 2026, not liable to retire by rotation, upon the terms and conditions (including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the aforesaid period) as set out in the Explanatory Statement annexed to this Notice with liberty to the Board of Directors (hereinafter referred to as 'the Board', which term shall be deemed to include the Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and remuneration in such manner as may be agreed to between the Board and Mr. Gautam Chand Jain.

RESOLVED FURTHER 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 payment of remuneration to Mr. Gautam Chand Jain as per terms and conditions approved by the shareholders, 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 remuneration approved hereby to be paid either monthly, quarterly or half yearly or otherwise as may be agreed to between the Board and Mr. Gautam Chand Jain.

RESOLVED FURTHER THAT the Directors and Company Secretary be and are hereby severally authorized to file the necessary returns with Registrar of Companies and to do all such acts, deeds, matters and things as may be necessary to give effect to this resolution.”

5. **Re-Appointment of Mr. Rahul Jain as the Managing Director**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’), read with Schedule V and other applicable provisions of the Act, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 [including any statutory modification(s) or re-enactment(s) thereof], and based on the recommendation of Nomination & Remuneration Committee and subject to such other approvals, permissions and sanctions as may be required, consent of the Company be and is hereby accorded to the re-appointment and terms of remuneration of Mr. Rahul Jain (DIN: 00576447) as the Managing Director of the Company for the period of five (5) years from May 02, 2021 to May 01, 2026, liable to retire by rotation, upon the terms and conditions (including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the aforesaid period) as set out in the Explanatory Statement annexed to this Notice with liberty to the Board of Directors (hereinafter referred to as ‘the Board’, which term shall be deemed to include the Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and remuneration in such manner as may be agreed to between the Board and Mr. Rahul Jain.

RESOLVED FURTHER 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 payment of remuneration to Mr. Rahul Jain as per terms and conditions approved by the shareholders, 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 remuneration approved hereby to be paid either monthly or quarterly or half yearly or otherwise as may be agreed to between the Board and Mr. Rahul Jain.

RESOLVED FURTHER THAT the Directors and Company Secretary be and are hereby severally authorized to file the necessary returns with Registrar of Companies and to do all such acts, deeds, matters and things as may be necessary to give effect to this resolution.”

6. **Appointment of Dr. Jayshree Rajesh Sanghani as an Independent director**

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (the Act) and the Companies (Appointment and Qualifications of Directors) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’), on the recommendation of the Nomination & Remuneration Committee and approval of the Board of Directors for appointment of Dr. Jayshree Rajesh Sanghani (DIN: 09007808) as an Additional Director in the capacity of an Independent Director of the Company w.e.f. 24th December, 2020, who has submitted a declaration that she meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1) (b) of the Listing Regulations and is eligible for appointment, and in respect of whom the Company has received a notice in writing in terms of Section 160(1) of the Act and who holds office as such up to the date of ensuing Annual General Meeting, be and is hereby, appointed as an Independent Director of the Company not liable to retire by rotation, to hold office for the period of five (5) years from 24th December, 2020 up to 23 December 2025.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) and / or Company Secretary of the Company, be and are hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

7. **Approval for payment of commission to Non-Executive Directors for a period of five (5) years commencing from 01 April 2021**

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of sections 197 read along with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, (hereinafter referred to as the ‘Act’) a sum not exceeding one percent per annum of the net profits of the Company, calculated in accordance with the provisions of sections 198 of the Act, be paid to and distributed amongst the directors of the Company or some or any of them (other than the Managing Director and Whole-time Directors, if any) in such amounts, subject to such ceiling/s and in such manner and in such respects, as may be decided by the Board of Directors of the Company and such payments shall be made in respect of the profits of the Company for each year for a period of five (5) years commencing from 1 April 2021.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year during the term mentioned above, the Non-executive Directors shall be paid remuneration by way of Commission as set out above, as may be decided by the Board of Directors of the Company, notwithstanding that it may exceed one percent of the net profits of the Company and subject to such restrictions, if any, as may be set out in the applicable provisions of and schedule V to the Act, from time to time.”

By Order of the Board
For, **Pokarna Limited**

Registered Office:

105, First Floor, Surya Towers,
S. P. Road, Secunderabad – 500 003.
CIN: L14102TG1991PLC013299
Date: 21st June, 2021.

Sd/-
Babita Chandrakar
Company Secretary
ACS No.: A43673

Notes and Shareholder Information:

- In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its circular nos. 14/2020 and 17/2020 dated April 8, 2020, April 13, 2020, circular no. 20/2020 dated May 5, 2020 and 02/2021 dated January 13, 2021 (collectively referred to as "MCA Circulars") permitted the holding of the Annual General Meeting through VC / OAVM, without the physical presence of the Members at a common venue. Further, Securities and Exchange Board of India vide its circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and circular no. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 (collectively referred to as "SEBI Circulars") also permitted the holding of the Annual General Meeting through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the MCA Circulars and SEBI Circulars, the Annual General Meeting of the members of the Company is being held through VC / OAVM (hereinafter referred to as "AGM" or "e-AGM"). The registered office of the Company shall be deemed to be the venue for the e-AGM.
- 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.
- The Board of Directors at its meeting held on 21st June, 2021 has decided that the special businesses set out under item no. 4 to 7, being considered 'unavoidable', be transacted at the e-AGM of the Company.
- An Explanatory Statement under Section 102(1) of the Companies Act, 2013 ("the Act") setting out material facts concerning the special business in respect of resolutions under Item No's. 4 to 7 is annexed hereto.
- Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf who may or may not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC, physical attendance of Members has been dispensed with. Further as per the MCA Circulars, the facility for appointment of proxies by the Members will not be available for the e-AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
- Disclosure pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") with respect to Directors seeking re-appointment / appointment at the Meeting is given below:

7. (i) Mr. Rahul Jain, (DIN 00576447)

Designation	Managing Director
Date of Birth	09.11.1979
Date of First Appointment on the Board	17.09.2001
Qualification	Graduate from University of Michigan, Ann Arbor, USA
Expertise in specific functional areas	He has over 20 years of Experience in Marketing, Corporate Planning, General Corporate Management and Information Technology.
Shareholding of as on 31st March, 2021.	4,98,500
Number of Meetings of the Board attended during the year	1
Names of listed entities in which the person also holds the directorship and the membership of the committees of Board.	Nil
Disclosure of relationships between directors inter-se	Son of Mr. Gautam Chand Jain, Chairman and Managing Director and Spouse of Mrs. Apurva Jain, Whole time Director.

(ii) Mr. Gautam Chand Jain, (DIN 00004775)

Designation	Chairman & Managing Director
Date of Birth	15.08.1955
Date of First Appointment on the Board	09.10.1991
Qualification	Commerce Graduate
Expertise in specific functional areas	He has over 40 years of experience in Corporate Planning, Corporate Management and industrial experience.
Shareholding of as on 31st March, 2021.	1,41,87,045
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 between directors inter-se	Brother of Mr. Prakash Chand Jain, Director, Father of Mr. Rahul Jain, Managing Director and Father-in-Law of Mrs. Apurva Jain, Whole Time Director

(iii) Dr. Jayshree Rajesh Sanghani, (DIN 09007808)

Designation	Independent Director
Date of Birth	20.10.1958
Date of First Appointment on the Board	24.12.2020
Qualification	Doctorate from Mewar University, Rajasthan, Bachelor of Commerce from Osmania University followed by Masters of Science in Psychology from Madras University.
Expertise in specific functional areas	Founder President of Reach BeYond NGO, Centre for Positive Psychology is a Counseling Psychologist with an experience of 20 years.
Shareholding of as on 31st March, 2021.	Nil
Number of Meetings of the Board attended during the year	1
Names of listed entities in which the person also holds the directorship and the membership of the committees of Board.	Nil
Disclosure of relationships between directors inter-se	Nil

8. Since the AGM will be held through VC / OAVM, the route map of the venue of the Meeting is not annexed hereto.
9. 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 the Scrutinizer at kvcr133@gmail.com with a copy marked to evoting@kfintech.com and company's email id at companysecretary@pokarna.com.
10. 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 Wednesday, 4th August 2021 through email on companysecretary@pokarna.com The same will be replied by the Company suitably.
12. To receive shareholders' communications through electronic means, including Annual Reports and Notices, members are requested to kindly register/update their e-mail address with their respective depository participant, where shares are held in electronic form. Where shares are held in physical form, members are advised to register their e-mail address with KFin by clicking on the link <https://karisma.kfintech.com/emailreg>. Further, the Company has availed of services offered by KFin to update e-mail addresses of shareholders of the Company who have not registered their e-mail addresses. Members are requested to respond to their messages and register their e-mail id and support the green initiative efforts of the Company.
13. Further, those members who have not registered their e-mail addresses and mobile nos. and in consequence could not be served the Annual Report and Notice of e-AGM, may temporarily get themselves registered with KFin, by clicking the link: <https://karisma.kfintech.com/emailreg> for obtaining the same.

DISPATCH OF ANNUAL REPORT THROUGH ELECTRONIC MODE:

11. In terms of section 101 and 136 of the Act, read together with the Rules made thereunder, the listed companies may send the notice of annual general meeting and the annual report, including Financial Statements, Board Report etc. by electronic mode. Pursuant to the said provisions of the Act read with MCA Circulars, Notice of the AGM along with the Annual Report 2020-21 is being sent only through electronic mode to those members whose e-mail addresses are registered with the Company/Depositories. Members may note that the Notice of the AGM along with the Annual Report 2020-21 will also be available on the Company's website <https://www.pokarna.com/>, websites of the Stock Exchanges, that is, 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.kfintech.com>.

PROCEDURE FOR JOINING THE AGM THROUGH VC / OAVM:

14. The Company will provide VC / 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 Saturday, 31st July, 2021 to Wednesday, 4th August, 2021. 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.
15. The members who have not cast their vote through remote e-voting shall be eligible to cast their vote through e-voting system available during the AGM. E-voting during the AGM is integrated with the VC / OAVM platform. The members may click on the voting icon displayed on the screen to cast their votes.
 16. A Member can opt for only single mode of voting i.e., through Remote e-voting or voting at the AGM. If a Member casts votes by both modes, then voting done through Remote e-voting shall prevail and vote at the AGM shall be treated as invalid.
 17. 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.
 18. Members attending the AGM through VC / OAVM shall be reckoned for the purpose of quorum under Section 103 of the Act.
 19. 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:

20. 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: 09:00 AM (IST) on Sunday, 1st August, 2021

End of remote e-voting: 05:00 PM (IST) on Thursday, 5th August, 2021

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., Friday, 30th July, 2021.

The Board of Directors of the Company has appointed Mr. K.V. Chalama Reddy, Practicing Company Secretary, (FCS NO. 9268), as Scrutinizer to scrutinize 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.

21. 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., Friday, 30th July, 2021 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. Friday, 30th July, 2021 may write to Kfintech on the email Id at evoting@Kfintech.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.

22. Information and instructions for remote e-voting:

The procedure and instructions for the remote e-voting facility for Individual shareholders holding securities in demat mode are provided as follows.

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	1. User already registered for IDeAS facility: I. Visit URL: https://eservices.nsdl.com II. Click on the "Beneficial Owner" icon under "Login" under 'IDeAS' section. III. On the new page, enter User ID and Password. Post successful authentication, click on "Access to e-Voting" IV. Click on company name or e-Voting service provider and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period. 2. User not registered for IDeAS e-Services I. To register click on link : https://eservices.nsdl.com II. Select "Register Online for IDeAS" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp III. Proceed with completing the required fields. IV. Follow steps given in points 1 3. Alternatively by directly accessing the e-Voting website of NSDL I. Open URL: https://www.evoting.nsdl.com/ II. Click on the icon "Login" which is available under 'Shareholder/Member' section. III. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen. IV. Post successful authentication, you will be requested to select the name of the company and the e-Voting Service Provider name, i.e. Kfintech. V. On successful selection, you will be redirected to Kfintech e-Voting page for casting your vote during the remote e-Voting period.

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	Existing user who have opted for Easi / Easiest - Visit URL: https://web.cdslindia.com/myeasi/home/login or URL: www.cdslindia.com - Click on New System Myeasi - Login with your registered user id and password. - The user will see the e-Voting Menu. The Menu will have links of ESP i.e. KFinTech e-Voting portal. - Click on e-Voting service provider name to cast your vote. User not registered for Easi/Easiest - Option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration - Proceed with completing the required fields. - Follow the steps given in point 1 Alternatively, by directly accessing the e-Voting website of CDSL - Visit URL: www.cdslindia.com - Provide your demat Account Number and PAN No. - System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account. - After successful authentication, user will be provided links for the respective ESP, i.e. KFinTech where the e-Voting is in progress.
Individual Shareholder login through their demat accounts / Website of Depository Participant	- You can also login using the login credentials of your demat account through your DP registered with NSDL / CDSL for e-Voting facility. - Once logged-in, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature. - Click on options available against company name or e-Voting service provider – KFinTech and you will be redirected to e-Voting website of KFinTech for casting your vote during the remote e-Voting period without any further authentication.

Important note: Members who are unable to retrieve User ID / Password are advised to use Forgot user ID and Forgot Password option available at respective websites.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

23. Information and instructions for remote e-voting by (i) shareholders other than individuals holding shares of the company in demat mode and (ii) all shareholders holding shares in physical mode

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

- Launch internet browser by typing the URL: <https://evoting.kfintech.com/>
- Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) xxxx, followed

by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFinTech for e-voting, you can use your existing User ID and password for casting the vote. If required, please visit <https://evoting.kfintech.com> or contact toll-free numbers 1800-425-8998 / 1800-345-4001 (from 9:00 a.m. to 6:00 p.m. on all working days) for assistance on your existing password.

- After entering these details appropriately, click on "LOGIN".
- You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of

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.**

- (v) You need to login again with the new credentials.
- (vi) On successful login, the system will prompt you to select the "EVENT" i.e., **POKARNA LIMITED AGM** and click on "Submit". Shareholders to select the respective evens and vote depending upon their shareholding - fully paid-up or partly paid-up or both.
- (vii) 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 "AGAINST" but the total number in "FOR/AGAINST" taken together shall not exceed your total shareholding as on the cut-off date. You may also choose the option ABSTAIN. and the shares held will not be counted under either head.
- (viii) Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/ demat accounts.
- (ix) Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as "ABSTAINED".
- (x) You may then cast your vote by selecting an appropriate option and click on "Submit".
- (xi) A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution (s), 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).
- (xii) 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/Authority Letter etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to cast its vote through remote e-voting. together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email id kvcr133@gmail.com with a copy marked to evoting@kfintech.com and companysecretary@pokarna.com. The scanned image of the above-mentioned documents should be in the naming format "POKARNA Event No."

B. Members whose email IDs are not registered with the Company/Depository Participants(s)/Kfintech, and consequently the Annual Report, Notice of AGM and e-voting instructions cannot be serviced, will have to follow the following process:

- (i) Members who have not registered their email address and in consequence the Annual Report, Notice of AGM and e-voting instructions cannot be serviced, may temporarily get their email address and mobile number provided with Kfintech, by accessing the link: <https://ris.kfintech.com/clientservices/mobileereg/mobileemailreg.aspx>. Members are requested to follow the process as guided to capture the email address and mobile number for sending the soft copy of the notice and e-voting instructions along with the User ID and Password. In case of any queries, member may write to einward.ris@kfintech.com.
- (ii) Alternatively, member may send an e-mail request at the email id einward.ris@kfintech.com along with scanned copy of the signed copy of the request letter providing the email address, mobile number, self-attested PAN copy and Client Master copy in case of electronic folio and copy of share certificate in case of physical folio for sending the Annual report, Notice of AGM and the e-voting instructions.
- (iii) After receiving the e-voting instructions, please follow all steps at (I)(A) to cast your vote by electronic means.
- (iv) Members can also update their mobile number and e-mail address in the "user profile details" in their e-voting login on <https://evoting.kfintech.com> which may be used for sending further communication(s).

C. Any person who becomes a Member of the Company after dispatch of the Notice of the Meeting and holding shares as on the Cut-off Date / any Member who has forgotten the User ID and Password, may obtain / generate / retrieve the same from KFinTech in the manner as mentioned below:

- (i) If the mobile number of the member is registered against Folio No./ DP ID Client ID, the member may send SMS: MYEPWD <space> E-Voting Event Number+Folio No. or DP ID Client ID to 9212993399
 1. Example for NSDL:
 2. MYEPWD <SPACE> IN12345612345678
 3. Example for CDSL:
 4. MYEPWD <SPACE> 1402345612345678
 5. Example for Physical:
 6. MYEPWD <SPACE> XXXX1234567890
- (ii) If e-mail address or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.kfintech.com/> , the member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.

- (iii) Members who may require any technical assistance or support before or during the AGM are requested to contact KFinTech at toll free number 1-800-309-4001 or write to them at evoting@kfintech.com.

24. 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@kfintech.com

25. Information and instructions for Insta Poll:

Facility to vote through Insta Poll will be made available on the Meeting page (after you log into the Meeting) and will be activated once the Insta Poll is announced at the Meeting. An icon, "Vote", will be available at the bottom left on the Meeting Screen. Once the voting at the Meeting is announced by the Chairman, Members who have not cast their vote using remote e-voting will be able to cast their vote by clicking on this icon.

E-VOTING RESULT:

26. 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.kfintech.com>. The result will simultaneously be communicated to the Stock Exchanges.
27. 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., Friday, 6th August, 2021.

PROCEDURE FOR INSPECTION OF DOCUMENTS:

28. 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:

29. In terms of section 124(5) of the Act, dividend amount for the year ended 31 March 2014 remaining unclaimed for a period of seven years shall become due for transfer in October 2021 to the Investor Education and Protection Fund (IEPF) established by the Central Government. Further, in terms of section 124(6) of the Act, in case of such shareholders whose dividends are unpaid for a continuous period of seven years, the

corresponding shares shall be transferred to the IEPF's demat account.

30. Members who have not claimed dividends in respect of the financial years from 2013-14 onwards are requested to approach the Company/KFin for claiming the same as early as possible, to avoid transfer of the relevant shares to the IEPF's demat account.

DIVIDEND RELATED INFORMATION:

31. The Company has fixed Friday, 30th July, 2021 as the 'Record Date' for the purpose of AGM and for determining entitlement of Members to dividend for the financial year ended March 31, 2021.
32. The dividend for the year ended 31 March 2021 as recommended by the Board, i.e. 30% @ ₹0.60 (Sixty paise 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.
33. 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.
34. 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.
35. 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.
36. The Finance Act, 2020 has abolished the Dividend Distribution Tax ('DDT') and has introduced the system of dividend taxation in the hands of the shareholders with effect from 1 April 2020. Accordingly, the Company would be required to deduct Tax at Source ('TDS') in respect of approved payment of dividend to its shareholders (resident as well as non-resident). Tax shall be deducted at source under section 194 of the Income Tax Act, 1961 ('IT Act') @ 10% on the amount of dividend declared and paid by the Company during financial year 2021-22, subject to the following:

S. No	Particulars	Rate of TDS applicable	Section under the IT Act
1	PAN is not available/ Invalid PAN	20%	206AA
2	Non-linking of PAN with Aadhaar, if allotted (Refer Note 1)	20%	206AA
3	Non-filing of return of income tax for any of the last two financial years (i.e. FY 2018-19 and FY 2019-20); and TDS as well as TCS deduction in each of these years in case of the shareholder is ₹50,000 or more (Refer Note 2)	20%	206AB

Note 1: As per section 139AA(2) of the IT Act read with Rule 114AAA of the Income Tax Rules, 1962, currently, PAN is mandatorily required to be linked with Aadhaar by 30 June 2021. If PAN is not linked with Aadhaar by 30 June 2021 (unless such due date is extended), such PAN will be deemed inoperative and tax at source will be required to be deducted at higher rates under section 206AA of the IT Act.

Note 2: Provisions of section 206AB of the IT Act are applicable with effect from 1 July 2021, unless such date of applicability is extended. No tax shall be deducted at source on the dividend payable to a resident individual if the total dividend to be received by the said resident individual from the Company during a financial year does not exceed ₹5,000; or if an eligible resident shareholder provides a valid declaration in Form 15G/ Form 15H or other documents as may be applicable to different categories of shareholders. Further, if a shareholder has obtained a lower or Nil withholding tax certificate from the tax authorities and provides a copy of the same to the Company, tax shall be deducted on the dividend payable to such shareholder at the rate specified in the said certificate.

Non-resident Shareholders:

Tax is required to be deducted at source in the case of non-resident shareholders in accordance with the provisions of section 195 of the IT Act at the rates in force. As per the relevant provisions of the IT Act, the TDS on dividend shall be @ 20% or applicable rate plus applicable surcharge and health and education cess on the amount of dividend payable to the non-resident shareholders. For FII/ FPI shareholders, section 196D provides for TDS @ 20% or applicable rate plus applicable surcharge and health and education cess. However, as per section 90 of the IT Act, non-resident shareholders have the option to be governed by the provisions of the Double Tax Avoidance Agreement (DTAA) read with applicable Multilateral Instrument provisions, if they are more beneficial to them.

A list of documents/ declarations required to be provided by the resident shareholders and list of documents/declarations required to claim the benefit of DTAA by the non-resident shareholders should be uploaded with KFin Technologies Pvt Ltd., the Registrar and Transfer Agent at <https://ris.kfintech.com/form15> or e-mailed to einward.ris@kfintech.com.

No communication on the tax determination/ deduction shall be entertained after 31st July, 2021.

The above referred documents submitted by you will be verified by us and we will consider the same while deducting the appropriate taxes, if any, provided that these documents are in accordance with the provisions of the IT Act.

In addition to the above, please note the following:

- In case you hold shares under multiple accounts under different status/category but under a single PAN, the highest rate of tax as applicable to the status in which shares held under the said PAN will be considered on the entire holding in different accounts.
- In case of joint shareholding, the withholding tax rates shall be considered basis the status of the primary beneficial shareholder.
- For deduction of tax at source, the Company would be relying on the above data shared by KFin as updated up to the record date. It may be further noted that in case tax on dividend is deducted at a higher rate in the absence of receipt of any of the aforementioned details/ documents from the shareholders, the shareholders may consider filing their return of income and claiming an appropriate refund, as may be eligible. No claim shall lie against the Company for such taxes deducted.

The Company shall arrange to e-mail the soft copy of the TDS certificate to shareholders at the registered e-mail id within the prescribed time, post payment of the said dividend, if declared in the AGM. The said certificate can also be viewed in Form 26AS at TRACES <https://www.tdspsc.gov.in/app/login.xhtml> or the website of the Income Tax department of India <https://www.incometax.gov.in/home>.

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

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:

35. 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.
36. Members holding shares in physical mode are:
- 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.
 - advised to register nomination in respect of their shareholding in the Company.
37. Members holding shares in electronic mode are:
- requested to submit their PAN and bank account details to their respective Depository Participants ("DPs") with whom they are maintaining their demat accounts.
 - advised to contact their respective DPs for registering nomination.
38. Non-Resident Indian members are requested to inform KFinTech / respective DPs, immediately of:
- Change in their residential status on return to India for permanent settlement.
 - 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.

Statement pursuant to Section 102(1) of the Companies Act, 2013.**Item no. 4: Re-Appointment of Mr. Gautam Chand Jain as the Chairman and Managing director.**

At the 27th Annual General Meeting, the Members of the Company had approved of the re-appointment and terms of remuneration of Mr. Gautam Chand Jain, as Chairman and Managing Director of the Company for a period of three (3) years from 1st July, 2018 upto 30th June, 2021. At the meeting of the Board of Directors of the Company held on 21 June, 2021, on the recommendation of the Nomination & Remuneration Committee, Mr. Gautam Chand Jain, was re-appointed as the Chairman and Managing Director of the Company for a period of five (5) years with effect from 01 July 2021 on the terms

of remuneration mentioned herein below, with powers to the Board to make such variation or increase therein as may be thought fit from time to time, but within the ceiling/s laid down in the Act or any statutory amendment or relaxation thereof:

(ii) Remuneration:

- Salary: Maximum of ₹10,00,000 (Ten Lakhs) per month.
- Perquisites: In addition to the above Salary, CMD shall be entitled to the following perquisites, which shall not exceed ₹2,50,000 per month (in terms of value);
 - Medical Reimbursement: Reimbursement of actual medical expenses incurred by CMD and your family.
 - Club Fees: Actual fees of two clubs will be paid by the Company.
 - Personal Accident Insurance: Actual premium to be paid by the Company.
 - Car: Facility of one car with driver.
 - Telephone: Free telephone facility at residence including mobile phone.
 - Contribution to provident and superannuation funds: Company's contribution to Provident and Superannuation Funds will be as per the rules of the Company.
 - Gratuity: Not exceeding half months' salary for each completed year of service.
 - Reimbursement of entertainment and all other expenses incurred for the business of the Company as per rules of the Company.
- Residential Accommodation: CMD shall be provided free furnished residential accommodation with free use of all the facilities and amenities provided by the Company or house rent allowance will be paid by the Company to you subject to the Income Tax Act, 1962 and Rules made there under.
- Other Allowance/benefits/perquisites: Any other allowance, benefits and perquisites as per the Rules applicable to senior executives of the Company and/or which may be applicable in the future and/or any other allowance, benefit, perquisite as the Board of Directors may decide from time to time.
- Leave Travel Concession: For CMD and his family once in a year incurred on actual basis and includes Hotel Accommodation in accordance with any rules specified by the Company.

Explanation:

- (i) For the aforesaid purposes “Family” means your spouse, the dependent children and dependent parents.
 - (ii) Perquisites shall be evaluated as per income Tax Rules, 1962, wherever applicable and in the absence of any such rules, perquisites shall be valued at actual cost.
 - (iii) The remuneration set out above will be paid on a monthly basis in accordance with Company’s policies.
6. Commission: As the Board of Directors of the Company may, upon recommendation or, if required, approval of the Nomination and Remuneration Committee, at their sole discretion, approve, from time to time, payable quarterly or at other intervals calculated with reference to the net profits of the Company, subject to the overall ceiling stipulated in Sections 197, 198 read with Schedule V of the Companies Act, 2013 (including any subsequent amendment / modification in the Rules, Act and/or applicable laws in this regard) shall also be payable.
7. Minimum Remuneration: In the event of the Company incurring a loss or having inadequate profits in any financial year, during the currency of the tenure of Mr. Gautam Chand Jain, the Company will pay the remuneration by way of Salary, perquisites, residential accommodation, benefits, leave travel concession and allowances (as specified in item no. 1 to 5 above), subject to in accordance with Schedule V of the Companies Act, 2013 or any modification(s) thereto.
8. Overall Remuneration: The aggregate remuneration in any financial year shall not exceed the limits prescribed from time to time under Sections 197, 198 and other applicable provisions of the Companies Act, 2013 read with Schedule V to the said Act, as may, for the time being, be in force.

The brief resume of Mr. Gautam Chand Jain is provided in Notes to the Notice of this AGM. The main terms and conditions relating to the appointment of Mr. Gautam Chand Jain are as follows:

- (i) Nature of Duties: Mr. Gautam Chand Jain shall devote his whole time and attention to the business of the Company and carry out such duties as may be entrusted to him by the Board of Directors from time to time and separately communicated to him and such powers as may be assigned to him, subject to superintendence, control and directions of the Board in connection with and in the best interests of the business of the Company and the business of any one or more of its subsidiaries, joint venture companies and/

or associated companies. This includes performing duties as assigned by the Board from time to time by serving on the boards of such subsidiaries, joint venture companies and/or associated companies or any other executive body or any committee of such a company for which he may be allowed to receive remuneration as may be determined by the Board of subsidiaries, joint venture companies and/or associated companies, subject to compliance with the applicable provisions of the prevailing laws and regulations.

This resolution is being proposed as a special resolution in view of:

- (a) the relevant provisions of Schedule V to the Act requiring a special resolution for payment of minimum remuneration in the event of loss or inadequacy of profits.
- (b) Regulation 17(6)(e) of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, requiring a special resolution for payment of fees or compensation to executive directors who are Promoters or members of the Promoter Group, 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. Gautam Chand Jain satisfies all the conditions set out in Part-I of Schedule V of the Act as also conditions set out under Section 196(3) of the Act for being eligible for his re-appointment. He is also not disqualified from being re-appointed as a Director in terms of section 164 of the Act.

Having regard to the experience and knowledge, the Directors are of the view that the re-appointment of Mr. Gautam Chand Jain as Chairman & Managing Director will be beneficial to the functioning and future growth opportunities of the Company and the remuneration payable to him is commensurate with his abilities and experience.

The above may be treated as a written memorandum setting out the terms of appointment of Mr. Gautam Chand Jain under Section 190 of the Act.

None of the Directors and Key Managerial Personnel of the Company and their relatives except Mr. Rahul Jain, Mr. Prakash Chand Jain and Mrs. Apurva Jain and their relatives are concerned or interested, financially or otherwise, in the said resolution.

The Board recommends the resolution set forth in Item No. 4 for the approval of the Members.

Item no. 5: Re-Appointment of Mr. Rahul Jain as the Managing Director

At 25th Annual General Meeting, the Members of the Company had approved appointment and terms of remuneration of Mr. Rahul Jain, as Managing Director of the Company for a period of five (5) years from 02 May, 2016 to 01 May, 2021. At the meeting of the Board of Directors of the Company held on 26th April, 2021, on the recommendation of the Nomination & Remuneration Committee, Mr. Rahul Jain, was re-appointed as the Managing Director of the Company for a period of five (5) years with effect from 02 May 2021 on the terms of remuneration mentioned herein below, with powers to the Board to make such variation or increase therein as may be thought fit from time to time, but within the ceiling/s laid down in the Act or any statutory amendment or relaxation thereof :

(ii) Remuneration:

1. Salary: Maximum of ₹10,00,000 (Ten Lakhs) per month.
2. Perquisites: In addition to the above Salary, MD shall be entitled to the following perquisites, which shall not exceed ₹2,50,000 per month (in terms of value);
 - a. Medical Reimbursement: Reimbursement of actual medical expenses incurred by MD and your family.
 - b. Club Fees: Actual fees of two clubs will be paid by the Company.
 - c. Personal Accident Insurance: Actual premium to be paid by the Company.
 - d. Car: Facility of one car with driver.
 - e. Telephone: Free telephone facility at residence including mobile phone.
 - f. Contribution to provident and superannuation funds: Company's contribution to Provident and Superannuation Funds will be as per the rules of the Company.
 - g. Gratuity: Not exceeding half months' salary for each completed year of service.
 - h. Reimbursement of entertainment and all other expenses incurred for the business of the Company as per rules of the Company.
3. Residential Accommodation: MD shall be provided free furnished residential accommodation with free use of all the facilities and amenities provided by the Company or house rent allowance will be paid by the Company to you subject to the Income Tax Act, 1962 and Rules made there under.

4. Other Allowance/benefits/perquisites: Any other allowance, benefits and perquisites as per the Rules applicable to senior executives of the Company and/or which may be applicable in the future and/or any other allowance, benefit, perquisite as the Board of Directors may decide from time to time.

5. Leave Travel Concession: For MD and his family once in a year incurred on actual basis and includes Hotel Accommodation in accordance with any rules specified by the Company.

Explanation:

- (i) For the aforesaid purposes "Family" means your spouse, the dependent children and dependent parents.
 - (ii) Perquisites shall be evaluated as per income Tax Rules, 1962, wherever applicable and in the absence of any such rules, perquisites shall be valued at actual cost.
 - (iii) The remuneration set out above will be paid on a monthly basis in accordance with Company's policies.
6. Commission: As the Board of Directors of the Company may, upon recommendation or, if required, approval of the Nomination and Remuneration Committee, at their sole discretion, approve, from time to time, payable quarterly or at other intervals calculated with reference to the net profits of the Company, subject to the overall ceiling stipulated in Sections 197, 198 read with Schedule V of the Companies Act, 2013 (including any subsequent amendment / modification in the Rules, Act and/or applicable laws in this regard) shall also be payable.
 7. Minimum Remuneration: In the event of the Company incurring a loss or having inadequate profits in any financial year, during the currency of the tenure of Mr. Rahul Jain, the Company will pay the remuneration by way of Salary, perquisites, residential accommodation, benefits, leave travel concession and allowances (as specified in item no. 1 to 5 above), subject to in accordance with Schedule V of the Companies Act, 2013 or any modification(s) thereto.
 8. Overall Remuneration: The aggregate remuneration in any financial year shall not exceed the limits prescribed from time to time under Sections 197, 198 and other applicable provisions of the Companies Act, 2013 read with Schedule V to the said Act, as may, for the time being, be in force.

The brief resume of Mr. Rahul Jain is provided in Notes to the Notice of this AGM. The main terms and conditions relating to the appointment of Mr. Rahul Jain as the MD are as follows:

- (i) Nature of Duties: Mr. Rahul Jain shall devote his whole time and attention to the business of the Company and carry out such duties as may be entrusted to him by the Board of Directors from time to time and separately communicated to him and such powers as may be assigned to him, subject to superintendence, control and directions of the Board in connection with and in the best interests of the business of the Company and the business of any one or more of its subsidiaries, joint venture companies and/or associated companies. This includes performing duties as assigned by the Board from time to time by serving on the boards of such subsidiaries, joint venture companies and/or associated companies or any other executive body or any committee of such a company for which he may be allowed to receive remuneration as may be determined by the Board of subsidiaries, joint venture companies and/or associated companies, subject to compliance with the applicable provisions of the prevailing laws and regulations.

This resolution is being proposed as a special resolution in view of:

- (a) the relevant provisions of Schedule V to the Act requiring a special resolution for payment of minimum remuneration in the event of loss or inadequacy of profits.
 - (b) Regulation 17(6)(e) of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, requiring a special resolution for payment of fees or compensation to executive directors who are Promoters or members of the Promoter Group, if:
- (ii) 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
 - (iii) 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 satisfies all the conditions set out in Part-I of Schedule V of the Act as also conditions set out under Section 196(3) of the Act for being eligible for his re-appointment. He is also not disqualified from being re-appointed as a Director in terms of section 164 of the Act.

Having regard to the experience and knowledge, the Directors are of the view that the re-appointment of Mr. Rahul Jain as Managing Director will be beneficial to the functioning and future growth opportunities of the Company and the remuneration payable to him is commensurate with his abilities and experience.

The above may be treated as a written memorandum setting out the terms of appointment of Mr. Rahul Jain under Section 190 of the Act.

None of the Directors and Key Managerial Personnel of the Company and their relatives except Mr. Gautam Chand Jain, Mr. Prakash Chand Jain and Mrs. Apurva Jain and their relatives are concerned or interested, financially or otherwise, in the said resolution.

The Board recommends the resolution set forth in Item No. 5 for the approval of the Members.

Item no. 6: Appointment of Dr. Jayshree Rajesh Sanghani as an Independent director

Based on the recommendation of the Nomination & Remuneration Committee, the Board of Directors of the Company have appointed Dr. Jayshree Rajesh Sanghani as an Additional Director in the capacity of Non-Executive Independent Woman Director of the Company to hold office for a the period of five (5) years from 24 December, 2020 to 23 December 2025, not liable to retire by rotation, subject to consent of the Members of the Company at the ensuing AGM.

As an Additional Director, Dr. Jayshree Rajesh Sanghani holds office till the date of the AGM and is eligible for being appointed as an Independent Director. The Company has received necessary declaration(s) from Dr. Jayshree Rajesh Sanghani confirming that she meets the criteria as prescribed under the Companies Act, 2013 (the Act) and SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015 (Listing Regulations). Dr. Jayshree Rajesh Sanghani is not disqualified from being appointed as a Director under provisions of Section 164 of the Companies Act, 2013, nor debarred from holding the office of director by virtue of any SEBI order or any other such authority and has given her consent to act as a Director of the Company.

In the opinion of the Board, Dr. Jayshree Rajesh Sanghani fulfils the conditions for her appointment as an Independent Director as specified in the Act and Listing Regulations and is independent of the management.

Board believes that Dr. Jayshree Rajesh Sanghani induction on the Board will support in broadening the overall expertise of the Board. A copy of the appointment letter, setting out her terms and conditions of appointment is available on the website of the Company at www.pokarna.com and will be available for inspection, without any fees, by the Members at the Company's registered office during normal hours on working days upto the date of AGM and also at the Meeting.

None of the Directors and Key Managerial Personnel of the Company and their relatives except Dr. Jayshree Rajesh Sanghani and her relatives are concerned or interested, financially or otherwise, in the said resolution.

The Board recommends the resolution set forth in Item No. 6 for the approval of the Members.

Item no. 7: Approval for payment of commission to Non-Executive Directors for a period of five (5) years commencing from 1 April 2021

Non-Executive Directors' of your Company bring with them significant professional expertise and rich experience across a wide spectrum of functional areas such as marketing, technology, corporate strategy, and finance. The Board is of the view that it is necessary that adequate compensation should be given to the non-Executive directors' so as to compensate them for their time and efforts and also to retain and attract the pool of talent for the growth and prosperity of the Company.

Section 197 of the Act, permits the payment of remuneration to Non-executive directors', by way of commission not exceeding one percent of the net profits of the company, if the Company authorises such payment by a special resolution.

Members of the Company had approved such payment by a special resolution passed on 18 September 2017 for a three (3) years period, which expired on 31 March 2020. In view of the increased demands on Non-executive directors' participation in Board and Committee meetings and the higher responsibilities they are expected to bear in the interest of higher level of excellence in corporate governance on account of statutory and regulatory changes, it is proposed to pay such commission to the Non-Executive Directors' for a further period of five (5) years upto and including the year 2025-26.

The amount of commission shall be payable each year after the annual accounts are approved by the Board of Directors and adopted by the shareholders. Pursuant to the Companies (Amendment) Act, 2020, read with rules made thereunder, if a company fails to make profits or makes inadequate profits in a financial year, any non-executive director of such company, including an independent director, may be paid remuneration in accordance with Schedule V of the Act. No approval of Central Government will be required for the said payment of commission, since it is within the prescribed limits as specified under section 197.

The above payment to Non-executive directors' will be in addition to the sitting fees payable to them for attending Board/ committee meetings.

Non-Executive Directors' of the Company are concerned or interested financially in the resolution since the resolution relates to payment of commission to self. Mr. Gautam Chand Jain, Mr. Rahul Jain and Mrs. Apurva Jain who are Directors and also Key Managerial Personnel are also concerned or interested financially in the resolution since the resolution relates to payment of commission to their relative. Save and except these persons, no other Key Managerial Personnel of the Company or their relatives are in any way, concerned or interested, financially or otherwise in the said resolution.

The Board recommends the resolution set forth in Item No. 7 for the approval of the Members.

By Order of the Board
For, **Pokarna Limited**

Registered Office:

105, First Floor, Surya Towers,
S. P. Road, Secunderabad - 500 003.
CIN: L14102TG1991PLC013299
Date: 21st June, 2021.

Sd/-
Babita Chandrakar
Company Secretary
ACS No.: A43673