



Pokarna Limited

Date: 18th August, 2023

BSE Limited,
Phiroze Jeebhoy Towers,
Dalal Street, Fort
Mumbai - 400001

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

Scrip Code: 532486

Symbol: POKARNA

Subject: Notice of the Annual General Meeting - Compliance under Regulations 30 and 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Reference the captioned subject, please find enclosed the Notice of the 32nd Annual General Meeting ("AGM") of the Company (including e-voting instructions) which has been circulated through electronic mode to those Members whose email IDs are registered with the Company/KFin Technologies Limited ("Registrar and Transfer Agent" of the Company) or the Depositories.

The aforesaid documents can be accessed on the Company's website at www.pokarna.com.

This is for your information.

Thanking You,

Yours Faithfully,
For and on behalf of Pokarna Limited

DISHA
JINDAL
Digitally signed by
DISHA JINDAL
Date: 2023.08.18
16:10:32 +05'30'

Disha Jindal
Company Secretary & Compliance Officer

CIN: L14102TG1991PLC013299

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

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

Notice of the Thirty-Second Annual General Meeting

NOTICE IS HEREBY GIVEN THAT THE 32ND ANNUAL GENERAL MEETING OF THE MEMBERS OF POKARNA LIMITED (THE COMPANY) WILL BE HELD ON MONDAY, 18TH SEPTEMBER, 2023 AT 11:00 A.M IST THROUGH VIDEO CONFERENCING ("VC") / OTHER AUDIO VISUAL 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, 2023, 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, 2023, 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, 2023, 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, 2023, 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 2022-23

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

"RESOLVED THAT a dividend at the rate of Rs. 0.60 per equity share of Rs 2 each fully paid-up of the Company, as recommended by the Board of Directors, be and is hereby declared for the financial year ended March 31, 2023."

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

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

"RESOLVED THAT in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Prakash Chand Jain (DIN: 00084490), who retires by rotation at this meeting, be and is hereby appointed as a Director of the Company."

Special Business

4. To consider and approve the Re-appointment of Ms. Apurva Jain (DIN: 06933924) as Executive Director :

To consider and, if thought fit, to pass the following resolution as **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) (including any statutory modification or re-enactment thereof for the time being in force) read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and the applicable provisions of SEBI (Listing Obligation and Disclosure Requirements), 2015, if any, as amended from time to time, the consent of the members be and is hereby accorded for the re-appointment of Ms. Apurva Jain (DIN: 06933924) as an Executive Director of the Company, for a period of 5 years from the expiry of her present term of office, i.e., with effect from August 9, 2024 on the terms and conditions including remuneration as set out in the Statement annexed to the Notice (including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the tenure of her re-appointment), with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall include the Human Resources, Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and / or remuneration appointment in such manner as may be agreed to between the Board of Directors and Ms. Apurva Jain."

“RESOLVED FURTHER that the Board of Directors of the Company (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution), be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this Resolution.”

By Order of the Board of Directors

For Pokarna Limited

Disha Jindal

ACS 65058

Company Secretary

Date: 25th May, 2023

Place: Hyderabad

Name: POKARNA LIMITED

CIN: L14102TG1991PLC013299

Registered office address:

1ST FLOOR, 105, SURYA TOWERS,
SECUNDERABAD. A.P TG 500003 IN

Notes and Shareholder Information:

- In view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 15, 2020 and Circular No. 20/2020 dated May 05, 2020, Circular No. 02/2021 dated January 13, 2021, Circular No. 19/2021 dated December 8, 2021, Circular No. 21/2021 dated December 14, 2021 and Circular No. 2/2022 dated May 05, 2022 and Circular No. 10/2022 dated 28th December, 2022 (collectively referred to as “MCA Circulars”). Thus, the Thirty Second Annual General Meeting will be held through video conferencing (VC) or other audio visual means (OAVM) without the physical presence of the Members at a common venue. Members can attend and participate in the ensuing AGM through VC/OAVM. 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.
- Since the ensuing AGM is being held pursuant to the MCA Circulars through VC/OAVM which does not require physical attendance of Members at the AGM, the facility to appoint proxy by the Members will not be available for this AGM and therefore, Proxy Form and Attendance Slip are not annexed to this Notice.
- Since AGM will be held through VC/OAVM, the Route Map is not required and hence, not annexed to this Notice.
- Members are requested to carefully read the “Procedure for joining the AGM through VC/OAVM” given in this Notice.
- Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
- Only those members, who are present in the meeting through VC/OAVM facility and have not casted their vote on resolutions through remote e-voting and are otherwise not barred from doing so, will be allowed to vote through e-voting system at the AGM (“InstaPoll”).
- Institutional/Corporate Shareholders (i.e. other than individuals/HUF, NRI, etc.) are required to send scanned copy (PDF/JPG Format) of its Board or governing body Resolution/ authorization etc., authorizing their representative to attend the AGM through VC/OAVM on their behalf and to vote via. remote e-voting. The said resolution/authorization shall be sent by email from through the registered email address to KFin Technologies Limited (KFin/RTA) at evoting@kfintech.com and to the Company at igr@pokarna.com.
- All investor related communication may be addressed to KFin at the following address:

KFin Technologies Limited
Unit: Pokarna Limited
Selenium Tower B Plot No. 31 & 32
Gachibowli, Financial District,
Nanakramguda Serilingampally Mandal
Hyderabad – 500 032
Toll free number - 1800-309-4001
E-mail: einward.ris@Kfintech.com
Website: www.kfintech.com
- In compliance with above mentioned circulars of MCA the Notice calling this AGM along with the Annual Report for FY 23 is being sent only by electronic mode to those Members whose e-mail addresses are registered with the Depository Participants or the Company’s RTA. Members may kindly note that the Notice of AGM and Annual Report for FY 23 will also be available on the Company’s website viz. www.pokarna.com and website of the stock exchanges i.e. BSE Limited and

National Stock Exchange of India Limited (www.bseindia.com and www.nseindia.com).

10. In order to enable the Company to comply with MCA circulars issued for holding AGM via VC/OAVM and to participate in the green initiative in Corporate Governance, members are requested to register their email addresses in respect of shares held in electronic form with their Depository Participant(s) and in respect of shares held in physical form, the shareholder can be sent an email to evoting@kfintech.com for getting the password to the RTA with details of folio number and self-attested copy of PAN card at KFin Technologies Limited, Unit: Pokarna Limited, Selenium Tower B, Plot 31-32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad 500 032 or by sending email to einward.ris@kfintech.com. Members are advised to receive the Notice convening the AGM and Annual Report for FY-23 via e-mail, by updating their email id by sending KYC forms to KFin Technologies Limited, Unit: Pokarna Limited, Selenium Tower B, Plot 31-32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad 500 032 or by sending email to einward.ris@kfintech.com. Notice of AGM can be downloaded through <https://evoting.kfintech.com/public/Downloads.aspx>.
11. Members holding shares in physical form can avail the facility of nomination on their shareholding pursuant to the provisions of Section 72 of the Act and for the same, they are advised to send their nomination in the prescribed Form No. SH-13 to KFin at the above-mentioned address. Members holding shares in electronic form may contact their respective Depository Participant(s) for availing this facility.
12. In terms of SEBI's circular dated April 20, 2018, members holding shares in physical form and whose PAN and Bank details are not updated in the records of KFin, are requested to submit their PAN and Bank Account details, along with self-attested copy of PAN Card and original cancelled cheque/attested copy of bank passbook bearing name of the Member to the Company/KFin.
13. SEBI has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic mode are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical mode can submit their PAN to the Company/KFin.
14. In terms of SEBI (Listing Obligations and Disclosure Requirements) (Fourth Amendment) Regulations, 2018, with effect from April 1, 2019, securities of listed companies can be transferred only in dematerialised form. Accordingly, the Company will not accept any fresh lodgement of transfer of shares in physical form. The members are therefore advised, in their own interest, to dematerialize the shares held by them in physical form.
15. Members holding shares in physical form in identical order of names in more than one folio are requested to send to the

Company or Company's RTA, details of such folios together with the share certificates and KYC proof(s) viz. PAN, Aadhar etc. for consolidating their holding in one folio. The share certificates will be returned to the members after making requisite changes, thereon.

16. Members are requested to send their queries, if any, on the financial statements/operations of the Company, via email to the Company Secretary at companysecretary@pokarna.com at least 7 days before the AGM, so that the information can be compiled in advance.
17. The documents referred to in this Notice are available for inspection electronically without any fee by the Members on all business days (except Saturday, Sunday and Public Holidays) upto the date of AGM. The Register of Directors, Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of Contracts and Arrangements, in which Directors are interested, maintained under Section 189 of the Act, will be available for inspection electronically by the members during the AGM. Members seeking to inspect such documents may send request from their email id registered with the Company/RTA to the Company at companysecretary@pokarna.com.
18. Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Act read with the Companies (Management and Administration) Rules, 2014, as amended, and Regulation 44 of SEBI LODR, the Company is providing to its members facility to exercise their right to vote on the Resolutions as set out in notice of 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"). The facility for voting through electronic voting system will also be available during the AGM ("InstaPoll") and members attending the AGM who have not cast their vote(s) by remote e-voting, will be able to cast their vote at the meeting through InstaPoll. The Company has engaged the services of KFin as the agency to provide e-voting facility at the AGM.
19. The remote e-voting facility will be available during the following period:

Commencement of remote e-voting	From 9.00 a.m. (IST) on Friday, 15th September, 2023
End of remote e-voting	Up to 5.00 p.m. (IST) on Sunday 17th September, 2023

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

20. Persons whose name appears in the Register of Member/list of Beneficial Owners as on 11th September, 2023 (Cut-off date) shall be entitled to cast their vote by remote e-voting on the resolutions set forth in this Notice or participating at the AGM and vote through Insta Poll. Any person who is not a Member as on the Cut-off date should treat this Notice for information purpose only.

21. The Board of Directors has appointed K.V. Chalama Reddy, Company Secretary-in-Practice (FCS No.- 9268) as Scrutinizer to scrutinize the remote e-voting and InstaPoll process in a fair and transparent manner and he has communicated his willingness to get appointed and will be available for the said purpose.
22. After conclusion of e-voting at the AGM, Scrutinizer will scrutinize the votes cast via InstaPoll and remote e-voting, and make a consolidated Scrutinizer's Report submission to the Chairman/Director.
23. The result of e-voting (remote e-voting and InstaPoll) will be declared within two working days of the conclusion of AGM and the same, along with the consolidated Scrutinizer's Report, will be placed on Company's website viz. www.pokarna.com and on the website of KFin viz. <https://evoting.kfintech.com>. The result will be simultaneously communicated to the stock exchanges viz. NSE and BSE.
24. The resolutions as set out in the notice of AGM shall be deemed to be passed on the date of AGM, subject to receipt of requisite number of votes in favour of the resolution(s).
25. Pursuant SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 2020 on "e-Voting Facility provided by Listed Entities", individual shareholders holding equity shares in dematerialised form can cast their vote, by way of single login credential, through their demat account/ websites of Depositories/ Depository Participants.
- The members are advised to update their mobile number and E-mail ID in their demat accounts in order to access e-voting facility
- The process and manner of remote e-Voting, attending AGM through VC / OAVM and e-Voting at AGM is as under:

Procedure for Login for E-voting and Attending AGM through VC/OAVM for Individual Shareholders holding securities in Demat mode.

In terms of SEBI circular dated December 09, 2020, on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in Demat mode are allowed to vote through their Demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email ID in their Demat accounts to access e-Voting facility.

Login method for Individual shareholders holding securities in Demat mode is given below:

Individual shareholders holding securities in Demat mode with National Securities Depository Limited ("NSDL")

A. User already registered for IDeAS facility.

1. Open <https://eservices.nsdl.com>
2. Click on the "Beneficial Owner" icon under 'IDeAS' section.
3. On the new page, enter User ID and Password. Post successful authentication, click on "Access to e-Voting"
4. Click on Bank Name or e-Voting service provider and you will be re-directed to e-voting service provider website for casting your vote during the remote e-Voting period.

B. User not registered for IDeAS e-Services.

1. To register, open <https://eservices.nsdl.com> either on a Personal Computer or on a mobile.
2. Select "Register Online for IDeAS" Portal or click on <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>.
3. Proceed with completing the required fields

C. By visiting the e-Voting website of NSDL.

1. Open <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Click on the icon "Login" which is available under 'Shareholder/Member' section
3. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit Demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen.
4. Post successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page.
5. Click on Bank name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

Individual Shareholders holding securities in Demat mode with Central Depository Services (India) Limited ("CDSL")

A. Existing user who has opted for Easi/Easiest

1. Click at <https://web.cdslindia.com/myeasi/home/login> or www.cdslindia.com
2. Click on New System Myeasi.
3. Login with user ID and Password
4. After successful login of Easi / Easiest, Option will be made available to reach e-voting page
5. Click on e-voting service provider name to cast your vote

B. User not registered for Easi/Easiest

1. Option to register is available at <https://web.cdslindia.com/myeasi/Registration/EasiRegistration>.
2. Proceed with completing the required fields.

C. By visiting the e-Voting website of CDSL

1. Visit at www.cdslindia.com
2. Provide Demat Account Number and PAN No.
3. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the Demat Account.
4. After successful authentication, user will be provided links for the respective e-voting service provider where the e-voting is in progress.

Individual Shareholders (holding securities in Demat mode) login through their depository participants

You can also login using the login credentials of your Demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility.

Once login, 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 Bank Name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

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
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can 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
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 22-23058542-43.

D) Login method for remote e-voting for shareholders other than individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

- i. Initial password is provided in the body of the e-mail.
- ii. Launch internet browser and type the URL: <https://evoting.kfintech.com> in the address bar.
- iii. Enter the login credentials i.e. User ID and password mentioned in your e-mail. Your Folio No./DP ID Client ID will be your User ID. However, if you are already

registered with KFin for e-voting, you can use your existing User ID and password for casting your votes.

- iv. After entering the correct details, click on LOGIN.
- v. You will reach the 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.). It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- vi. You need to login again with the new credentials.
- vii. On successful login, the system will prompt you to select the EVENT.
- viii. On the voting page, the number of shares (which represents the number of votes) held by you as on the cut-off date will appear. If you desire to cast all the votes assenting/dissenting to the resolution, enter all shares and click 'FOR'/'AGAINST' as the case may be or partially in 'FOR' and partially in 'AGAINST', but the total number in 'FOR' and/or 'AGAINST' taken together should not exceed your total shareholding as on the cut-off date. You may also choose the option 'ABSTAIN', in which case, the shares held will not be counted under either head.
- ix. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat account.
- x. Cast your votes by selecting an appropriate option and click on 'SUBMIT'. 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 subsequently. During the voting period, you can login multiple times till you have confirmed that you have voted on the resolution.
- xi. Corporate/institutional members (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned image (PDF/JPG format) of certified true copy of relevant board resolution/authority letter etc. together with attested specimen signature of the duly authorised signatory(ies) who is/are authorised to vote, to the Scrutinizer through email at kvcr1332gmail.com and may also upload the same in the e-voting module in their login. The scanned image of the above documents should be in the naming format 'BFL_EVENT No.'
- xii. In case of any queries/grievances, you may refer the Frequently Asked Questions (FAQs) for members and e-voting User Manual available at the 'download' section of <https://evoting.kfintech.com> or call KFin on 1800 309 4001 (toll free).

A. Voting at e-AGM

- i. Only those members/shareholders, who will be present in the e-AGM and who have not cast their vote through remote e-voting and are otherwise not barred from doing so are eligible to vote.
- ii. Members who have voted through remote e-voting will still be eligible to attend the e-AGM.
- iii. Members attending the e-AGM shall be counted for the purpose of reckoning the quorum under section 103 of the Act.
- iv. Voting at e-AGM will be available at the end of the e-AGM and shall be kept open for 15 minutes.

Members viewing the e-AGM, shall click on the 'e-voting' sign placed on the left-hand bottom corner of the video screen. Members will be required to use the credentials, to login on the e-Meeting webpage, and click on the 'Thumbs-up' icon against the unit to vote.

B. Instructions for members for attending the e-AGM

- i. Members will be able to attend the e-AGM through VC/OAVM or view the live webcast of e-AGM provided by KFin at <https://emeetings.kfintech.com> by using their remote e-voting login credentials and by clicking on the tab "video conference". The link for e-AGM will be available in members login, where the EVENT and the name of the Company can be selected.
- ii. Members are encouraged to join the meeting through devices (Laptops, Desktops, Mobile devices) with Google Chrome for seamless experience.
- iii. Further, members registered as speakers will be required to allow camera during e-AGM and hence are requested to use internet with a good speed to avoid any disturbance during the meeting.
- iv. Members may join the meeting using headphones for better sound clarity.
- v. While all efforts would be made to make the meeting smooth, participants connecting through mobile devices, tablets, laptops, etc. may at times experience audio/video loss due to fluctuation in their respective networks. Use of a stable Wi-Fi or LAN connection can mitigate some of the technical glitches.
- vi. Members, who would like to express their views or ask questions during the e-AGM will have to register themselves as a speaker by visiting the URL <https://emeetings.kfintech.com/> and clicking on the tab 'Speaker Registration' during the period starting from 13th September, 2023 (9:00 a.m.) up to 15th September, 2023 (5:00 p.m.). Only those members who have registered themselves as a speaker will be allowed to express their views/ask questions during the e-AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the e-AGM. Only questions of the members holding shares as on the cut-off date will be considered.
- vii. A video guide assisting the members attending e-AGM either as a speaker or participant is available for quick reference at URL <https://emeetings.kfintech.com/>, under the "How It Works" tab placed on top of the page.

- viii. Members who need technical assistance before or during the e-AGM can contact KFin at emeetings@kfintech.com or Helpline: 1800 309 4001.

Procedure for Registration of email and Mobile: securities in physical mode

Physical shareholders are hereby notified that based on SEBI Circular number: SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37, dated March 16th, 2023, All holders of physical securities in listed companies shall register the postal address with PIN for their corresponding folio numbers. It shall be mandatory for the security holders to provide mobile number. Moreover, to avail online services, the security holders can register e-mail ID. Holder can register/update the contact details through submitting the requisite ISR 1 form along with the supporting documents.

ISR 1 Form can be obtained by following the link: <https://ris.kfintech.com/clientservices/isc/default.aspx>

ISR Form(s) and the supporting documents can be provided by any one of the following modes.

- Through 'In Person Verification' (IPV): the authorized person of the RTA shall verify the original documents furnished by the investor and retain copy(ies) with IPV stamping with date and initials; or
- Through hard copies which are self-attested, which can be shared on the address below; or

Name	KFIN Technologies Limited
Address	Selenium Building, Tower-B, Plot No 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy, Telangana India - 500 032.

- Through electronic mode with e-sign by following the link: <https://ris.kfintech.com/clientservices/isc/default.aspx#>

Detailed FAQ can be found on the link: <https://ris.kfintech.com/faq.html>

For more information on updating the email and Mobile details for securities held in electronic mode, please reach out to the respective DP(s), where the DEMAT a/c is being held.

E-VOTING RESULT:

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 two working days 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. 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., Monday, 18th September, 2023.

IEPF RELATED INFORMATION:

In terms of section 124(5) of the Act, dividend amount for the year ended 31st March 2016 remaining unclaimed for a period of seven years shall become due for transfer in October 2023 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. Members who have not claimed dividends in respect of the financial years from 2015-16 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:

The Company has fixed Monday, 11th September, 2023 as the 'Record Date' for the purpose of AGM and for determining entitlement of Members to dividend for the financial year ended March 31, 2023. The dividend for the year ended 31 March 2023 as recommended by the Board, i.e. 30% @ Rs. 0.60 (Sixty paise only) per equity share of Rs. 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.

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. 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 notification 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. Members are requested to address all correspondence, including on dividends, to the Registrar and Share Transfer Agents, KFin,

Unit: Pokarna Limited, Selenium Tower B,

Plot 31-32, Gachibowli, Financial District, Nanakramguda,

Hyderabad 500 032.

Under section 194 of the Income Tax Act, 1961, as amended by the Finance Act, 2020 ("Act"), dividend paid or distributed by a company after April 1, 2020 shall be taxable in the hands of the domestic shareholders and the Company would also be required

to deduct tax at source (TDS) at the prescribed rates from the dividend paid to shareholders. Similarly in case of non-resident shareholders the Company would require to withhold tax (WHT) under section 195 / 196D of the Act. Accordingly, the Company shall be required to apply TDS / WHT at the time of making payment of the said Dividend after obtaining the approval of shareholders in the forthcoming AGM. The TDS / WHT rate would vary depending on the residential status of the shareholder and the valid documents submitted by them and accepted by the Company as explained herein below:

As per the amended provisions of Section 206AB of the Act vide Finance Act 2022, in case of non-filers of income-tax return for the preceding financial year and in whose case TDS / TCS exceeds Rs. 50000 in the said preceding financial year, the deduction of tax at source is required to be made at the higher of the following rates, namely-

- (i) at twice the rate specified in the relevant provision of the Act; or
- (ii) at twice the rate or rates in force; or
- (iii) at the rate of five per cent.

The provisions of section 206AB of the Act is applicable to the following category of persons:

- (i) Residents; and
- (ii) Non-residents having a permanent establishment in India.

For Resident Shareholders

Tax is required to be deducted at source under Section 194 of the Act @ 10% from the amount of dividend where valid PAN is available and provided to us, except for nil / lower rate of tax indicated in specific cases stated hereunder:

(A) For Resident Individuals

Income-tax will be deducted either at nil or lower rate from the dividend payable to resident individuals if –

- a. Total dividend to be received by them during Financial Year 2023-24 does not exceed INR 5,000/-, or
- b. The shareholder provides Form 15G duly signed (applicable to individual) / Form 15H duly signed (applicable to an Individual above the age of 60 years), provided that all the required eligibility conditions are met. Please note that all fields are mandatory to be filled up and Company may at its sole discretion reject the form if it does not fulfil the requirement of law., or
- c. The shareholder provides certificate issued by the Income-tax Department u/s. 197 of the Act for lower rate / nil rate, or
- d. The Shareholder provides Exemption certificate issued by the Income-tax Department, if any under any other provisions of the Act.

(B) For Resident Non-Individual shareholders:

Income-tax will be deducted either at nil or lower rate from the dividend payable to resident non-individual shareholders if they provide the following documents –

- a. Insurance Companies: Public & Other Insurance Companies, a declaration duly signed that it has full beneficial interest with respect to the shares owned by it along with its self attested copy of PAN
- b. Mutual Funds: Certificate of registration u/s 10(23D) of the Act issued by the appropriate authority along with its self-attested copy of PAN
- c. Alternative Investment Fund (“AIF”): Self certified copy of SEBI registration certificate that the AIF is registered under SEBI along with its self- attested copy of PAN
- d. Other Non-Individual shareholders who are holding certificate issued by the Income- tax Department u/s. 197 of the Act for lower / nil rate of tax deduction at source under provisions of Section 194 of the Act or who are covered u/s 196 of the Act, are required to submit an attested copy of the PAN along with the documentary evidence in relation to the exemption/ lower rate.

Kindly submit the declaration along with all the attachments referred to above as may be applicable latest by 11th September, 2023, so as to enable us to determine appropriate rate of TDS, if any applicable to the payment of dividend. In the absence of this declaration, the Company would be constrained to deduct tax at applicable rate as per the relevant provisions of the Income tax Act, 1961. The forms are available at www.pokarna.com for the shareholders.

Further, it may kindly be noted that recording of the Permanent Account Number (PAN) for the registered Folio/ DP id-Client Id is mandatory; failing which tax will be deducted @ 20% as provided under Section 206AA of the Act, in case payment of dividend exceeds Rs. 5000 during the financial year 2023-24.

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 11th September, 2023.

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.tdscpc.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:**
 - 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 jgrc@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.
37. **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.
38. 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.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013

Pursuant to section 102 of the companies act, 2013 ('the act'), the following explanatory statement sets out all material facts relating to the business mentioned under item nos. 4 of the accompanying notice.

Item No.4: -To consider and approve the Re-appointment of Ms. Apurva Jain (DIN: 06933924) as Executive Director:

Ms. Apurva Jain was appointed as Executive Director of the Company for the period of 3 years commencing from 09th August,2019. The Board at its meeting held on 25th May,2023, re-appointed Mrs. Apurva Jain as Executive Director of the Company for a period of 5 years commencing from 09th August,2024 to 08th August,2029, subject to approval of the members. This reappointment was made based on the recommendation of the Nomination and Remuneration Committee ("NRC") of the Board. The Board thereafter at its meeting on 25th May,2023, based on the recommendation of the NRC, had fixed the terms of remuneration payable to Ms. Apurva Jain, subject to the approval of the members. The principal terms and conditions of Ms. Apurva Jain's re-appointment as Executive Director are as follows:

- A. Tenure of Re- Appointment:** The re- appointment of Ms. Apurva Jain is for a period of 5 years.
- B. Nature of Duties:** Ms. Apurva Jain shall devote her whole time and attention to the business of the Company and carry out such duties as may be entrusted to her by the Chairman & Managing Director and Board, and exercise such powers as may be assigned to her, subject to the superintendence, control and directions of the Board in connection with and in the best interest of the business of the Company and the business of any one or more of its associated companies and /or subsidiaries , including performing duties as assigned by the Board from time to time, by serving on the Boards of such associated companies/ subsidiaries or any other executive body or a committee of such a company.
- C. Remuneration:** So long as the Ms. Apurva Jain performs her duties, she shall, subject to such approvals as may be required, be entitled to the following remuneration, subject to deduction of tax at source of all applicable taxes in accordance with the laws for the time being in force:
- (i) Remuneration:
- Basic Salary: Rs 30,00,000 per annum (i.e. Rs 2,50,000 per month) with the authority to the Board to determine any merit-based increase from time to time.
 - Performance Bonus/ Incentive: Annual Performance Bonus / Incentive as may be approved by the Board based on the performance criteria laid down by the Company.
 - Perquisites & Allowances: In addition to the Salary & Performance Bonus / Incentive, Ms. Apurva Jain shall be entitled to following perquisites and allowances: Medical Reimbursements, Club Fees, Personnel Accident & Medical Insurance, use of chauffeur

driven company car, telecommunication facilities at residence and such other perquisites and allowances in accordance with rules of the Company.

- (ii) 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.
- (iii) Minimum Remuneration: In the event of loss or inadequacy of profits, in any financial year during the currency of tenure of service, the payment of remuneration shall be governed by the limits prescribed under Section II, III, IV of Part II of Schedule V to the Companies Act, 2013, including any statutory modification or re-enactment thereof, as may, for the time being, be in force.

She is Bachelor in Home Science and having experience of more than 6 years of experience as Corporate Executive. Having regard to her vast knowledge and experience, it would be in the interest of the company to reappoint her as an Executive Director of the Company. The Board is of the opinion that her continued association would be of immense benefit to the Company and it is desirable to continue to avail her services as an Executive Director.

The terms and conditions as set out herein above may be treated as written memorandum setting out the terms of reappointment of Ms. Apurva Jain under the provisions of Section 190 of the Act. The relevant particulars as required under the provisions of regulation 36 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is provided in the notes to this Notice.

In compliance with the provisions of Sections 196, 197, 203 and other applicable provisions, if any, of the Act, read with Schedule V thereto, the terms of appointment and remuneration specified above are now being placed before the members for their approval.

Copy of relevant resolutions of the Board with respect to above said re-appointment is available for inspection by members at the registered office during working hours on any working day till the date of the Annual General Meeting.

Except Ms. Apurva Jain to whom the resolution relates and her relatives viz., Mr. Gautam Chand Jain, Mr. Rahul Jain and the other relatives (to the extent of their shareholding in the Company), none of the other Directors and Key Managerial Personnel are interested financially or otherwise, in the resolution at Item. No. 4 of the accompanying Notice.

Remuneration payable to her is commensurate with her abilities and experience and, accordingly, Board commends the resolution at Item No.4 of the accompanying Notice for re-appointment of Ms. Apurva Jain as Executive Director, for approval by the members.

Above 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	Mrs. Apurva Jain
DIN	06933924
Designation	Executive Director
Date of Birth	07.11.1984
Qualification	Bachelor of Science (Home Science).
Expertise in specific functional areas	Ms. Apurva Jain has over 10 years of experience in operations, marketing, strategy and other commercial functions. She inter alia leads the apparel business of the Company.
Shareholding of as on 31.03.2023	NIL
Number of Meetings of the Board attended during the year	4/5
Names of listed entities in which the person also holds the directorship and the membership of the committees of Board as on 31.03.2023 .	NIL
Disclosure of relationships between directors inter-se	Spouse of Mr. Rahul Jain, Managing Director and Daughter in law of Mr.Gautam Chand Jain, Chairman and Managing Director and Mr.Prakash Chand Jain, Director, brother of Mr. Gautam Chand Jain
Terms and Conditions of appointment/re-appointment along with details of remuneration sought to be paid and remuneration last drawn	The terms and conditions of reappointment and details of remuneration sought to be paid is given in the explanatory statement annexed to this Notice. Remuneration last drawn is Rs.24 lakhs.

Additional information with respect to Item Nos. 3 and 4:

Disclosure pursuant to Regulation 36(3) and 36(5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") are provided below:

Item No.3: To appoint a director in place of f Mr. Prakash Chand Jain (DIN: 00084490), who retires by rotation and being eligible, offers himself for re-appointment

Name	Mr. Prakash Chand Jain
DIN	00084490
Designation	Director
Date of Birth	27.07.1959
Date of First Appointment on the Board	09/10/1991
Qualification	Bachelor of Commerce
Expertise in specific functional areas	He has over 30 years of experience in operations, marketing, strategy and other commercial functions.
Shareholding of as on 31st March, 2023	60,000
Number of Meetings of the Board attended during the year:	4/5
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. Gautam Chand Jain, Chairman & Managing Director and Mr. prakash Chand Jain (brother of Mr. Gautam Chand Jain) 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).
Recommendation	Save and except, Mr. Prakash Chand Jain, Mr. Gautam Chand Jain, Mr. Rahul Jain and Mrs. Apurva Jain and their relatives to the extent of their shareholding interest, if any, none of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 3 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No. 3 of the Notice for approval of the Members.

Item No.4: -To consider and approve the Re-appointment of Ms. Apurva Jain (DIN: 06933924) as Executive Director :

Name	Mrs. Apurva Jain
DIN	06933924
Designation	Executive Director
Date of Birth	07.11.1984
Date of First Appointment on the Board	09.08.2014
Qualification	Bachelor of Science (Home Science).
Expertise in specific functional areas	Mrs. Apurva Jain has over 10 years of experience in operations, marketing, strategy and other commercial functions. She inter alia leads the apparel business of the Company.
Shareholding of as on 31st March, 2023	NIL
Number of Meetings of the Board attended during the year:	4/5
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	Spouse of Mr. Rahul Jain, Managing Director and Daughter in law of Mr. Gautam Chand Jain, Chairman & Managing Director and Mr. Prakash Chand Jain brother of Mr. Gautam Chand Jain
Recommendation	Save and except, Mrs. Apurva Jain, Mr. Gautam Chand Jain, Mr. Rahul Jain and Mr. Prakash Chand Jain and their relatives to the extent of their shareholding interest, if any, none of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 4 of the Notice.

The Board recommends the Special Resolution set out at Item No. 4 of the Notice for approval of the Members.

By Order of the Board of Directors

For Pokarna Limited

Disha Jindal

ACS 65058

Company Secretary

Date: 25th May, 2023

Place: Hyderabad

Name: POKARNA LIMITED

CIN: L14102TG1991PLC013299

Registered office address:

1ST FLOOR, 105, SURYA TOWERS,
SECUNDERABAD. A.P TG 500003 IN