

Pokarna Limited

Date: 29th May, 2019

Department of Corporate Services, BSE Limited, Phiroze Jeebhoy Towers, Dalal Street, Mumbai – 400001 <u>Scrip Code :532486</u>	Listing Department National Stock Exchange of India Ltd., Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra (E) Mumbai- 400 051 <u>Symbol: Pokarna</u>
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Dear Sir/Madam,

Sub: Postal Ballot Notice —Compliance under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”)

The Board of Directors at their meeting held on 27th May, 2019 had inter— alia approved the Postal Ballot Notice ("Notice") for seeking approval of shareholders of the Company for businesses as specified therein.

In terms of Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) please find enclosed copy of Postal Ballot Notice together with the Explanatory Statement and Postal Ballot Form sent to the shareholders of the Company whose names appear on the Register of Members/ List of Beneficial Owners as on Friday, 24 May, 2019

Item No	Description of the Special Resolution(s)
1.	Appointment of Mr. Meka Yugandhar (00012265) (Additional independent director) as Non-Executive Independent Director.
2.	Appointment of Mr. Vinayak Rao Juvvadi (00229415) (Additional independent director) as Non-Executive Independent Director
3.	Appointment of Mr. Thati Venkataswamy Chowdary (00010435) (Additional independent director) as Non-Executive Independent Director.
4.	Appointment of Mr. Mahender Chand (00008449) (Additional independent director) as Non-Executive Independent Director.

The company has engaged the services of Karvy evoting services for providing evoting facility to members.

Further, kindly note the schedule of events for postal ballot and/ or E-voting as under:

Sr.No	Activity	Date
1	Cut-off date (Benpos) Date for Sending Notice to shareholders.	Friday ,24 May, 2019
2	Voting start date and time	Thursday,30 May,2019(9.00 a.m.)
3	Voting end date and time	Friday,28 June ,2019 (5.00 p.m.)
4	Scrutinizer Mr. K.V. Chalama Reddy report	Saturday,29, June 2019

The said Postal Ballot Notice along with Postal Ballot Form and further details may also be accessed on the Company's website, viz, www.pokarna.com

The above is for your information and records.

Thanking You,

Yours Faithfully,

For Pokarna Limited



Mahesh Inani

Company Secretary.



POSTAL BALLOT NOTICE
Pursuant to Section 110 of the Companies Act, 2013

NOTICE is hereby given pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, including any amendment(s), statutory modification(s) and/or re-enactment thereof for the time being in force, that the resolutions appended below, are proposed for the approval of the Members of the Company to be passed as Special Resolutions through Postal Ballot including electronic voting.

Item No. 1 Appointment of Mr. Meka Yugandhar (additional independent director) as Non-Executive Independent Director.

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

"RESOLVED THAT pursuant to the recommendation of the Nomination and Remuneration Committee and pursuant to the provisions of Section 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including statutory modification(s) or re-enactment thereof for the time being in force) and Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Meka Yugandhar (DIN: 00012265), who was appointed as an Additional Director and whose term expires at forthcoming Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of the Director, be and is hereby appointed as an Non-Executive Independent Director of the Company, not liable to retire by rotation, from 01 April, 2019 to till 31 March, 2024."

"RESOLVED FURTHER THAT the Board of Directors of the Company or any Key Managerial Personnel of the Company for the time being are hereby severally authorised to do all acts, deeds, matters or things and take such steps as may be necessary, expedient or desirable in this regard."

Item No. 2 Appointment of Mr. Vinayak Rao Juvvadi (additional independent director) as Non-Executive Independent Director.

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

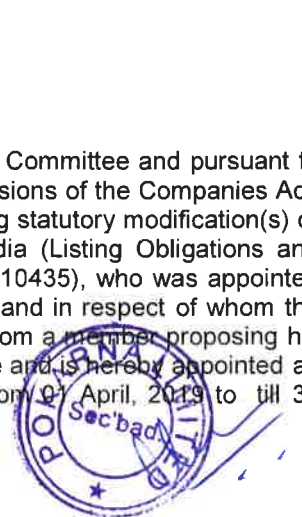
"RESOLVED THAT pursuant to the recommendation of the Nomination and Remuneration Committee and pursuant to the provisions of Section 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including statutory modification(s) or re-enactment thereof for the time being in force) and Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Vinayak Rao Juvvadi (DIN: 00229415), who was appointed as an Additional Director and whose term expires at forthcoming Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of the Director, be and is hereby appointed as an Non-Executive Independent Director of the Company, not liable to retire by rotation, from 01 April, 2019 to till 31 March, 2024."

"RESOLVED FURTHER THAT the Board of Directors of the Company or any Key Managerial Personnel of the Company for the time being are hereby severally authorised to do all acts, deeds, matters or things and take such steps as may be necessary, expedient or desirable in this regard."

Item No. 3 Appointment of Mr. Thati Venkataswamy Chowdary (additional independent director) as Non-Executive Independent Director.

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

"RESOLVED THAT pursuant to the recommendation of the Nomination and Remuneration Committee and pursuant to the provisions of Section 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including statutory modification(s) or re-enactment thereof for the time being in force) and Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr Thati Venkataswamy Chowdary (DIN: 00010435), who was appointed as an Additional Director and whose term expires at forthcoming Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of the Director, who is above the age of seventy five (75) years, be and is hereby appointed as an Non-Executive Independent Director of the Company, not liable to retire by rotation, from 01 April, 2019 to till 31 March, 2024."



"RESOLVED FURTHER THAT the Board of Directors of the Company or any Key Managerial Personnel of the Company for the time being are hereby severally authorised to do all acts, deeds, matters or things and take such steps as may be necessary, expedient or desirable in this regard."

Item No. 4 Appointment of Mr. Mahender Chand(additional independent director) as Non-Executive Independent Director.

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

"RESOLVED THAT pursuant to the recommendation of the Nomination and Remuneration Committee and pursuant to the provisions of Section 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including statutory modification(s) or re-enactment thereof for the time being in force) and Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Mahender Chand (DIN: 00008449), who was appointed as an Additional Director and whose term expires at forthcoming Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of the Director, who is above the age of seventy five (75) years, be and is hereby appointed as an Non-Executive Independent Director of the Company, not liable to retire by rotation, from 01 April, 2019 to till 31 March, 2024."

"RESOLVED FURTHER THAT the Board of Directors of the Company or any Key Managerial Personnel of the Company for the time being are hereby severally authorised to do all acts, deeds, matters or things and take such steps as may be necessary, expedient or desirable in this regard."

By order of the Board of Directors

Date: 27 May, 2019
Place: Secunderabad

Mahesh Inani
Company Secretary
Membership No. ACS 37577

Registered Office:

105, First Floor, Surya Towers, S.P. Road,
Secunderabad, Telangana, India – 500003
CIN: L14102TG1991PLC013299.



NOTES:

1. The Statement pursuant to Section 102 of the Companies Act, 2013 (hereinafter referred to as the "Act") read with Section 110 of the Act and Rule 22 of the Companies (Management and Administration) Rules, 2014, setting out material facts concerning the Special Resolutions as set out in the Notice are annexed hereto and forms part of this Notice.
2. Mr. K V Chalama Reddy, Practising Company Secretary(Membership No.FCS 9268), Hyderabad, has been appointed as the Scrutiniser for conducting the postal ballot process in a fair and transparent manner.
3. The Postal Ballot Notice is being sent to the Members whose names appear in the Register of Members/List of Beneficial Owners as on Friday, 24 May, 2019. Electronic copy of the said Notice and Postal Ballot Form is being sent to all the Members whose email IDs are registered with their respective Depository Participants (DPs) (in case of electronic shareholding) and with the Company or its Registrar and Transfer Agent (in case of physical shareholding). Those Members who have not registered their email address, physical copy of the said Postal Ballot Notice and Postal Ballot Form is being sent through permitted mode along with a self-addressed pre-paid postage Business Reply Envelope.
4. Members whose names appear in the Register of Members/List of Beneficial Owners as on Friday, 24 May, 2019, being the cut-off date, will be considered for the purpose of voting including through e-voting. A person who is not a Member on the said date should treat this notice for information purpose only.
5. In compliance with the provisions of Section 108 of the Act, Rule 20 of the Companies (Management and Administration) Rules, 2014, and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "the Listing Regulations"), the Company has provided the facility to its Members to exercise their votes electronically and to vote on the resolution(s) through remote e-voting service facility arranged by the Company's Registrar and Transfer Agent, Karvy Fintech Private Limited ("Karvy").
6. The remote e-voting period will commence on Thursday, 30 May, 2019 (9.00 a.m.) and end on Friday, 28 June, 2019 (5.00 p.m.) (both the days inclusive). During this period, Members holding shares as on cut-off date either in

physical form or in dematerialised form may cast their votes electronically. The e-voting module shall be disabled by Karvy thereafter. Please note that once the vote on a resolution has been cast, the Member cannot change it subsequently.

7. A Member need not use all his/her/its votes nor does he/she/it need to cast all his/her/its votes in the same manner. The Scrutiniser's decision on the validity or otherwise of the postal ballot will be final.

8. Kindly note that a Member can opt for only one mode of voting i.e., either through Postal Ballot Form or remote e-voting. If a Member opt for remote e-voting, then he/she/it should not vote through Postal Ballot Form and vice versa. In case a Member cast his/her/its vote both through Postal Ballot Form and remote e-voting, then voting done through remote e-voting only shall prevail and voting done by Postal Ballot Form will be treated as invalid.

9. In case a Member is desirous of obtaining postal ballot in printed form or a duplicate thereof, the Member may write to Karvy Fintech Private Limited, Unit: Pokarna Limited, Karvy Selenium Tower B, Plot Nos. 31-32, Gachibowli, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad - 500 032. Alternatively, he/she/it can send an e-mail to einward.ris@karvy.com or to companysecretary@pokarna.com. Karvy will forward the same along with self-addressed pre-paid postage Business Reply Envelope upon receipt of a request from a Member.

10. All documents referred to in the Notice and the Statement annexed thereto are open for inspection at the Company's Registered Office on all working days, except Saturdays, between 2.00 p.m. and 4.00 p.m. up to the date of declaration of results of the Postal Ballot.

11. The Postal Ballot Notice is being uploaded on the website of the Company viz., www.pokarna.com.

12. The Special Resolutions, if passed by the requisite majority, shall be deemed to have been passed on Friday, 28 June, 2019 i.e., the last date specified for receipt of duly completed postal ballot forms or remote e-voting. Special Resolutions passed by Members with requisite majority through postal ballot shall be deemed to have been passed at a general meeting of Members convened on that behalf.

13. Instructions for voting:

A. Voting through Physical Postal Ballot Form

(i) A Member desirous of exercising vote by Postal Ballot shall complete the enclosed Postal Ballot Form by marking his/her/its assent (for) or dissent (against) in respect of the Special Resolutions and send it to the Scrutiniser in the enclosed self-addressed pre-paid postage Business Reply Envelope. Postage charges will be borne and paid by the Company. Alternatively, in case a Member sends the Postal Ballot Form by courier or registered post or delivers it in person at his expense, such Postal Ballot Form will also be accepted

(ii) The Postal Ballot Form, duly completed and signed by the Member should be returned in the enclosed self-addressed pre-paid postage Business Reply Envelope directly to the Scrutiniser so as to reach the Scrutiniser not later than Friday, 28 June, 2019. Any Postal Ballot Form received after the said date shall be treated as if the reply from the Member has not been received.

B. Voting through remote e-voting

For Members who receive Postal Ballot Notice through email

(i) Initial password is provided in the body of the email.

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

(iii) Enter the login credentials i.e., User ID and password mentioned in your email. Your Folio No./DP ID Client ID will be your User ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and Password for casting your votes. If required, please visit <https://evoting.karvy.com> or contact toll free number 1800-3454-001 for your existing password.

(iv) After entering the details appropriately, click on LOGIN.

(v) You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric (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 address, 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.

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

(vii) On successful login, the system will prompt you to select the EVOTING EVENT for Pokarna Limited.

(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 then 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' and 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 accounts.

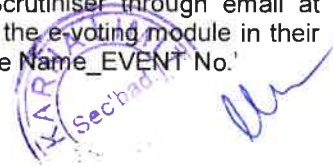
(x) You may cast your votes by selecting an appropriate option and click on 'SUBMIT'.

(xi) A confirmation box will be displayed. Click 'OK' to confirm else 'CANCEL' to modify. Once you confirm your vote on the Resolution, 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.

(xii) Corporate/institutional members (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned image (PDF/6JPG 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 Scrutiniser through email at kvcr133@gmail.com or companysecretary@pokarna.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 'Corporate Name_EVENT No.'

For Members who receive Postal Ballot Notice by post

(i) Initial password, provided as below, at the bottom of the Postal Ballot Form is to be used to exercise your vote in respect of the proposed resolutions.



EVEN Number)	(E-Voting Event	USER ID	PASSWORD

(ii) Please follow all steps from Sr. No. (ii) to Sr. No. (xii) as above, to cast your vote by electronic means.

14. In case of any queries/grievances pertaining to e-voting, you may refer the Frequently Asked Questions (FAQs) for Members and e-voting User Manual available at the 'download' section of <https://evoting.karvy.com> or call Karvy on 1800 -3454-001 (toll free).

15. Members may alternatively cast their votes using the postal ballot form available on the Company's website i.e., www.pokarna.com also on the website of Karvy at <https://evoting.karvy.com>. Please refer instructions provided in the Postal Ballot Form.

16. The Scrutiniser will submit her report to the Chairman of the Company after completion of the scrutiny and the results of the voting by Postal Ballot Form/e-voting will be declared by the Chairman & Managing Director or, in his absence, by a Person Authorised by him on or before Saturday, 29 June, 2019, 11.00 a.m., at the Registered Office of the Company at 105, First Floor, Surya Towers, S.P. Road, Secunderabad, Telangana, India – 500003.

17. The said results will also be intimated to the stock exchanges and uploaded on the Company's website viz., pokarna.com.

Statement setting out materials facts to be annexed to the Postal Ballot Notice pursuant to Section 102(1) of the Companies Act, 2013 (hereinafter referred to as "the Act").

Item No. 1 & 2

The Nomination and Remuneration Committee ("NRC") of the Board of the Company, at its meeting held on 26 March, 2019, had unanimously recommended to the Board, the appointment of Mr. Meka Yugandhar and Mr. Vinayak Rao Juvvadi as Non Executive Independent Directors for a term of five (5) consecutive years from 01 April, 2019 to 31 March, 2024. Based on the recommendations made by the NRC, the Board of Directors, at its meeting held on 26 March, 2019 has unanimously decided to appoint Mr. Meka Yugandhar and Mr. Vinayak Rao Juvvadi for a term of five (5) consecutive years with effect from 01 April, 2019 to 31 March, 2024.

Each of the aforesaid Independent Directors, Mr. Meka Yugandhar and Mr. Vinayak Rao Juvvadi, have given their consent to be appointed as such directors and also the confirmation that they are not disqualified to act as Non Executive Independent Directors in terms of Section 164 of the Act. Besides, they have also provided a confirmation that they meet the criteria of independence as prescribed, both, under Section 149(6) of the Act read with relevant Rules and under Regulation 16(1)(b) of the Listing Regulations. In the opinion of the Board, Mr. Meka Yugandhar and Mr. Vinayak Rao Juvvadi, fulfil the conditions specified in Sections 149, 152 and other applicable provisions of the Act and the Rules made thereunder read with Schedule IV to the Act and Regulation 25 of the Listing Regulations. Members may also note that Mr. Meka Yugandhar and Mr. Vinayak Rao Juvvadi, are independent of the management. The Company has received notices in writing under the provisions of Section 160 of the Act from certain Members proposing the candidature of Mr. Meka Yugandhar and Mr. Vinayak Rao Juvvadi, for appointment as Non-Executive Independent Directors of the Company.

The Company has immensely benefited from wealth of knowledge, guidance and expertise especially in the field of finance and business from both Mr. Meka Yugandhar and Mr. Vinayak Rao Juvvadi. They have been actively participating in various deliberations at Board and Committee meetings, thus adding immense value to the Company's growth.

Copy of the draft letter of appointment to be issued to Mr. Meka Yugandhar and Mr. Vinayak Rao Juvvadi setting out the terms and conditions would be available for inspection, without any fee, by the Members. Brief resume of Mr. Meka Yugandhar and Mr. Vinayak Rao Juvvadi, name of companies in which they hold directorships and memberships / chairmanships of Board Committees, shareholding and relationships amongst directors inter-se as stipulated under Secretarial Standards and Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is provided in Annexure A of the Notice.

Except for the respective directors being interested in their own appointments, none of the other Directors/Key Managerial Personnel of the Company, or their relatives is, in any way, concerned or interested, financially or otherwise in the Special Resolutions set out at Item No. 1&2 of the Notice.

The Board of Directors concur that their continued association would be of immense benefit to the Company and Board accordingly recommends the special resolutions as set forth in Item No. 1&2 for the approval of the members.

Item No. 3 & 4

As the Members are aware, pursuant to the Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "the Listing Regulations"), effective from 01 April, 2019, no listed entity shall appoint a person or continue the directorship of any person as a non-



executive director who has attained the age of seventy five (75) years unless a special resolution is passed to that effect and the explanatory statement annexed to the notice proposing such appointment or continuation specifies the justification for such appointment or continuation, as the case may be. Mr. Thati Venkataswamy and Mr. Mahender Chand have attained the age of seventy-five (75) years.

The Nomination and Remuneration Committee ("NRC") of the Board of the Company, at its meeting held on 26 March, 2019, had unanimously recommended to the Board, the appointment of Mr. Thati Venkataswamy Chowdary and Mr. Mahender Chand as Non Executive Independent Directors for a term not of five (5) consecutive years from 01 April, 2019 to 31 March, 2024. Based on the recommendations made by the NRC, the Board of Directors, at its meeting held on 26 March, 2019 has unanimously decided to appoint Mr. Thati Venkataswamy Chowdary and Mr. Mahender Chand for a term of five (5) consecutive years with effect from 01 April, 2019 to 31 March, 2024.

Mr. Thati Venkataswamy Chowdary has been an active member of the Board and the Board Committees of which he has been a member. He has extensive knowledge in the Mining and Mining related laws. With his in-depth knowledge, he ensures the contribution of his viewpoints to debate on various items discussed in the meetings of the Board and its Committees. Mr. Thati Venkataswamy Chowdary is physically fit, mentally alert and is vocal at the Board and Committee meetings. He provides his independent view in board and committee deliberations. As a result of this, his appointment will be of immense benefit to the Company and is justified.

Mr. Mahender Chand has expertise, skills and knowledge, particularly in the field of finance and accounts, he articulates and provides his valuable guidance and inputs in all matters pertaining to the financial statements. Mr. Mahender Chand is physically fit and current with finance and business matters. Mr. Mahender Chand has been an active member of the Board and the Board Committees of which he is a member. He provides his independent view in board and committee deliberations. As a result of this, his appointment will be of immense benefit to the Company and is justified.

Mr. Thati Venkataswamy Chowdary and Mr. Mahender Chand, have given their consent to be appointed as such directors and also the confirmation that they are not disqualified to act as Non-Executive Independent Directors in terms of Section 164 of the Act. Besides, they have also provided a confirmation that they meet the criteria of independence as prescribed, both, under Section 149(6) of the Act read with relevant Rules and under Regulation 16(1)(b) of the Listing Regulations. In the opinion of the Board, all the Independent Directors as stated herein, fulfil the conditions specified in Sections 149, 152 and other applicable provisions of the Act and the Rules made thereunder read with Schedule IV to the Act and Regulation 25 of the Listing Regulations.

Members may also note that all the aforesaid Independent Directors are independent of the management. The Company has received notices in writing under the provisions of Section 160 of the Act from certain Members proposing the candidature of Mr. Thati Venkataswamy Chowdary and Mr. Mahender Chand, for appointment as Non-Executive Independent Directors of the Company.

Copy of the draft letter of appointment to be issued to Mr. Thati Venkataswamy Chowdary and Mr. Mahender Chand setting out the terms and conditions would be available for inspection, without any fee, by the Members. Brief resume of Mr. Thati Venkataswamy Chowdary and Mr. Mahender Chand, name of companies in which she holds directorship and memberships / chairmanships of Board Committees, shareholding and relationships amongst directors inter-se as stipulated under Secretarial Standards and Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is provided in Annexure A of the Notice.

Except for the respective directors being interested in their own appointments, none of the other Directors/Key Managerial Personnel of the Company, or their relatives is, in any way, concerned or interested, financially or otherwise in the Special Resolutions set out at Item nos. 3 & 4 of the Notice

The Board of Directors concur that their continued association would be of immense benefit to the Company and Board accordingly recommends the special resolutions as set forth in Item nos. 3 & 4 for the approval of the members.

ANNEXURE A

Details of Directors seeking appointment/re-appointment pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings.

Name of the Director	Mr. Meka Yugandhar (DIN: 00012265)	Mr. Vinayak Rao Juvvadi (DIN: 00229415)	Mr. Thati Venkataswamy Chowdary (DIN: 00010435)	Mr. Mahender Chand (DIN: 00008449)
Date of Birth	10.07.1951	05.09.1959	01.06.1943	13.04.1943
Date of Appointment	29.03.2002	29.01.2003	31.07.2002	01.07.2003



Expertise in specific functional areas	Capital Market, Finance & Accounts, General & Commercial Management	Corporate Strategy, General & Commercial Management, Labour & Industrial Relations	Mining & Geology Legal, General & Commercial Management	Finance & Accounts, Corporate Strategy, General & Commercial Management
Qualifications	B.com., FCA	<ul style="list-style-type: none"> • Masters in Applied Chemistry. • Masters in Computer Science from IIT Chicago. • MBA from Kellogg's School of Management, Northwestern University, Chicago. 	B.E (Mining), M.B.A, L.L.B, F.I.E, .M.E.A, S.M.E.	B.com., FCA
Number of shares held in the Company	Nil	Nil	Nil	Nil
Terms and conditions of Appointment / Re-appointment	Entitled for sitting fees and commissions	Entitled for sitting fees and commissions	Entitled for sitting fees and commissions	Entitled for sitting fees and commissions

Names of the Companies in which the Independent Directors hold the Directorships/Memberships of Board Committees:

S. No	Name of the Director	Names of the Companies
1.	Mr. Meka Yugandhar	1) Karvy Computershare Private Limited 2) Karvy Consultants Limited 3) Karvy Financial Services Limited 4) Karvy Global Services Inc, USA 5) Karvy Inc, USA 6) Karvy Stock Broking Limited 7) Pokarna Limited 8) Pokarna Engineered Stone Limited 9) Rainbow Children's Medicare Private Limited 10) Karvy Fintech WLL (formerly known as Karvy Computershare WLL) 11) Karvy Fintech (Malaysia) Sdn. Bhd. (formerly known as Karvy Computershare (Malaysia) Sdn. Bhd.)
2.	Mr. Vinayak Rao Juvvadi	1) Sridhama Resorts and Developers Private Limited 2) Manav Garden and Developers Private Limited 3) Pokarna Limited 4) Pokarna Engineered Stone Limited
3.	Mr. Thati Venkataswamy Chowdary	1) Divyashakthi Granites Limited 2) Trimex Industries Private Limited 3) Trimex Ores Private Limited 4) Trimex Sands Private Limited 5) Trimex Barite Private Limited 6) Trimex Aggregates and Binders Private Limited 7) Pokarna Limited 8) Pokarna Engineered Stone Limited



4.	Mr. Mahender Chand	1) Kishoresons Detergents Private Limited 2) Janakirama Enterprises Private Limited 3) Pokarna Limited 4) Pokarna Engineered Stone Limited
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POSTAL BALLOT FORM

[Pursuant to Section 110 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]

Serial No.

Name and Registered Address of Sole/First named Member (in block letters)	
Name(s) of the Joint Member(s), if any	
Registered Folio No. / DP ID No.* / Client ID No.* (*Applicable to Member(s) holding shares in dematerialized form)	
Number of Equity Shares held	
Class of Share	

I/We hereby exercise my /our vote in respect of the Special Resolution to be passed through Postal Ballot for the special business stated in the Notice of Postal Ballot dated 27 May, 2019 circulated by the Company, by conveying my/our assent or dissent to the Resolutions enumerated below by placing a tick (P) mark at the appropriate box below.

S.No	Description	No. of Shares	I/We assent to the Resolution (For)	I /We dissent to the Resolution (Against)
1	Special Resolution : Appointment of Mr. Meka Yugandhar (additional independent director) as Non-Executive Independent Director.			
2	Special Resolution : Appointment of Mr. Vinayak Rao Juvvadi (additional independent director) as Non-Executive Independent Director.			
3	Special Resolution : Appointment of Mr. Thati Venkataswamy Chowdary (additional independent director) as Non-Executive Independent Director			
4	Special Resolution : Appointment of Mr. Mahender Chand (additional independent director) as Non-Executive Independent Director.			

Signature of the Member / Beneficial Owner

Date
Place



ELECTRONIC VOTING PARTICULARS

The e-voting facility is available at the link <https://evoting.karvy.com>. The electronic voting particulars are set out as follows:

EVEN(E-Voting Event Number)	USER ID	PASSWORD

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

Commencement of e-voting	End of e-voting

Notes:

Please read the instructions carefully before filling this Postal Ballot Form and exercising your vote by post or electronic means. 2. Please refer to the instructions for voting through electronic means provided in the Postal Ballot Notice annexed herewith. The last date for the receipt of Postal Ballot Forms by the Scrutiniser is Friday, 28 June, 2019, up to 5:00 P.M (IST). If the voting rights are exercised electronically; there is no need to use this Postal Ballot Form.



[Signature]