

Notice of the Thirty-Fifth Annual General Meeting

NOTICE IS HEREBY GIVEN THAT THE 35th ANNUAL GENERAL MEETING OF THE MEMBERS OF POKARNA LIMITED (THE COMPANY) WILL BE HELD ON MONDAY, 27th JULY, 2026 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, 2026, 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 Auditor's 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, 2026, 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 Auditor's 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, 2026, 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 Auditor's 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, 2026, 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 2025-26.

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 ₹ 0.60 per equity share of ₹ 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, 2026."

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

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. Re-Appointment of Mr. Gautam Chand Jain (DIN: 00004775), as the Chairman and Managing Director of the Company.

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, read with Schedule V thereto, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], and based on the recommendation of the Nomination & Remuneration Committee and subject to such other approvals, permissions and sanctions as may be required, consent of the Members of the Company be and is hereby accorded for re-appointment of Mr. Gautam Chand Jain (DIN: 00004775) as Chairman & Managing Director of the Company for a period of five (5) years from 01 July 2026 to 30 June 2031, not liable to retire by rotation, upon the terms and conditions as set out in the Explanatory Statement annexed to this Notice and without any remuneration, salary, commission, perquisites, allowances or other monetary benefits from the Company unless specifically approved by the Board and the Members in accordance with the applicable provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations.

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 (DIN: 00576447) as a Managing Director of the Company.**

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 the Nomination & Remuneration Committee and subject to such other approvals,

permissions and sanctions as may be required, consent of the Members of the Company be and is hereby accorded to the re-appointment of Mr. Rahul Jain (DIN: 00576447) as the Managing Director of the Company for a period of five (5) years from May 02, 2026 to May 01, 2031, upon the terms and conditions set out in the Explanatory Statement annexed to this Notice, without any remuneration, salary, commission, perquisites, allowances or other monetary benefits from the Company unless specifically approved by the Board and the Members in accordance with the applicable provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

Date: 28th May, 2026
Place: Secunderabad

Name: **Pokarna Limited**
CIN: L14102TG1991PLC013299

Registered office address:

1st Floor, 105, Surya Towers, Secunderabad. -500003

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

Gautam Chand Jain
(DIN: 00004775)
Chairman and Managing Director

Notes and Shareholder Information

1. Ministry of Corporate Affairs (MCA), vide General Circular No. 03/2025 dated September 22, 2025 ("MCA circular") & the Securities and Exchange Board of India vide circular SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 03, 2024 ("SEBI circular") have allowed the Companies to conduct AGM through VC/OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Act, SEBI Listing Regulations and MCA Circular & SEBI Circular, the AGM of the Company is being held through VC/OAVM. The transcript of the AGM proceedings will be made available on the Company's website. The deemed venue for the AGM shall be the Registered Office of the Company.
2. 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.
3. Since AGM will be held through VC/OAVM, the Route Map is not required and hence, not annexed to this Notice.
4. Members are requested to carefully read the "Procedure for joining the AGM through VC/OAVM" given in this Notice.
5. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
6. 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").
7. 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 jgrc@pokarna.com.
8. All investor related communication may be addressed to KFin at the following address:

Registered Address	301, The Centrium, 3rd Floor, 57, Lal Bahadur Shastri Road, Nav Pada, Kurla (West), Mumbai, 400 070, Maharashtra.
Address for Correspondence / Operations Centre	Selenium Building, Tower-B, Plot No 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy, Telangana, India - 500 032
Contact Person	Mr. S R Ramesh, Deputy Vice President - Corporate Registry
Email ID	einward.ris@kfintech.com
Toll Free Number	1800 309 4001

Registered Address	301, The Centrium, 3rd Floor, 57, Lal Bahadur Shastri Road, Nav Pada, Kurla (West), Mumbai, 400 070, Maharashtra.
WhatsApp Number	(91) 910 009 4099
Investor Support Centre	https://kprism.kfintech.com/
RTA Website	https://ris.kfintech.com
KPRISM (Mobile Application)	https://kprism.kfintech.com/signup

9. (a) In compliance with above mentioned circulars of MCA the Notice calling this AGM along with the Annual Report for FY 26 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 26 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).
- (b) In case a person has become a Member of the Company after dispatch of AGM Notice but on or before the cut-off date for E-voting, he/she may obtain the User ID and Password in the manner as mentioned below:

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.

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.

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-26 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 atleast 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 evoting • From 9.00 a.m. (IST) on Thursday, 23rd July, 2026.

End of remote e-voting • Up to 5.00 p.m. (IST) on Sunday, 26th July, 2026.

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 Monday, 20th July, 2026** (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 Company has fixed Monday, 20th July, 2026 as the "Record Date" for determining entitlement of members to final dividend for the financial year ended March 31, 2026, if approved at the AGM.
22. The Register of Members and Share Transfer Books of the Company will remain closed from Tuesday, 21st July, 2026 to Monday, 27th July, 2026 (both days inclusive) for the purpose of the AGM and for determining the entitlement of members to final dividend for the financial year ended March 31, 2026, if approved at the AGM.
23. The Board of Directors has appointed M/s. K V C Reddy & Associates Company secretaries, 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.
24. 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.
25. 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, alongwith 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.

26. 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).
27. 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.

A. INSTRUCTIONS FOR THE MEMBERS FOR ATTENDING THE AGM THROUGH VIDEO CONFERENCE

1. Members may access the platform to attend the AGM through VC/OAVM at <https://emeetings.kfintech.com> by using their remote e-Voting credentials or by using their Registered Mobile number and OTP. The link for the AGM will be available in the Shareholder/Members login where the "EVENT" and the "Name of the Company" can be selected. Please note that the Members who have not registered their e-mail address or do not have the User-ID and Password for e-Voting or have forgotten the User-ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in this Notice. Further, Members can also use the OTP based login for logging into the e-meeting system.

In order to login using the registered mobile number, Members should follow the instructions below.

- a.) On the eMeeting webpage, use the Mobile OTP option.
- b.) Select the Meeting / Name of the Company
- c.) Input the Registered Mobile Number
- d.) Click on Send OTP
- e.) Post validation, join by selecting the Folio.

2. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice.
3. Members are encouraged to join the Meeting through Laptops with Google Chrome for better experience.
4. Further, Members will be required to allow Camera, if any, and hence use Internet with a good speed to avoid any disturbance during the meeting.
5. Please note that Participants connecting from Mobile Devices or Tablets or through Laptop connecting 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.
6. Members who need assistance before or during the AGM, can contact RTA viz., M/s.Kfin Technologies Ltd. Or they can call on the toll free number 1 800 309 4001.

Facility of joining the AGM through VC/OAVM shall be open 15 minutes before the time scheduled for the AGM. vi. Those Members who register themselves as speaker will only be allowed to express views/ ask questions during the AGM. The Company reserves the right to restrict the number of speakers and time for each speaker depending upon the availability of time for the AGM.

7. AGM Questions prior to AGM: Shareholders who would like to express their views/ask questions during the meeting may log into <https://emeetings.kfintech.com/> and click on "Post your Questions" may post their queries/ views/questions in the window provided by mentioning the name, demat account number/folio number, email ID, mobile number. Please note that, member's questions will be answered only if the shareholders continue to hold the shares as of cut-off date BENPOS. The posting of the questions shall commence on 22nd July, 2026 (9:00 AM IST) and close on 24th July, 2026 (05:00 PM IST)
8. Speaker Registration during AGM session: Members may log into <https://emeetings.kfintech.com/> and click on "Speaker Registration" by mentioning the demat account number/folio number, city, email id, mobile number and submit. The speaker registration shall commence on 22nd July, 2026 (9:00 AM IST) and close on 24th July, 2026 (05:00 PM IST)

B. INSTRUCTIONS FOR MEMBERS FOR E-VOTING DURING THE AGM SESSION

1. The e-Voting "Thumb sign" on the video screen shall be activated upon instructions of the Chairman during the AGM proceedings. Shareholders shall click on the same to take them to the "Instapoll" page.
2. Members to click on the "Instapoll" icon to reach the resolution page and follow the instructions to vote on the resolutions.

- Only those shareholders, who are present in the AGM and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.

REMOTE E-VOTING THROUGH ELECTRONIC MEANS

In terms of the provisions of section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended (hereinafter called 'the Rules' for the purpose of this section of the Notice) and Regulation 44 of the Listing Regulations, the Company is providing facility of remote e-voting to exercise votes on the items of business given in the Notice through electronic voting system, to members holding shares as on **Monday, 20th July, 2026, being the cut-off date** fixed for determining voting rights of members, entitled to

participate in the remote e-voting process, through the e-voting platform provided by KFin or to vote at the AGM. Person who is not a member as on the cut-off date should treat this Notice for information purposes only.

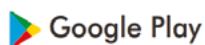
The details of the process and manner for remote e-voting are given below:

i Instructions for remote e-voting by Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 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 in order to access e-Voting facility.

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with NSDL	- For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. - Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login", which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. - If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp - Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-voting system is launched, click on the icon "Login" which is available under 'Shareholder / Member' section. 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. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. - Shareholders / Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



Type of shareholders	Login Method
Individual Shareholders, holding securities in Demat mode with CDSL	- Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. - After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies, where the evoting is in progress, as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. - If the user is not registered for Easi / Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. - Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
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 company 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 **Forgot User ID and Forgot Password** option available at above mentioned 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.com or call at 022 - 4886 7000
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 toll free no. 1800-21-09911

C. INSTRUCTIONS FOR REMOTE E-VOTING BY ALL SHAREHOLDERS HOLDING SHARES IN PHYSICAL MODE

- Launch the internet browser and type the URL: <https://evoting.kfintech.com> in the address bar.
- Enter the login credentials i.e. User ID and password. Your Folio No. will be your User ID.
- After entering the password, click on LOGIN.
- On successful login, the system will prompt you to select the EVEN.
- 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' and the shares held will not be counted under either head.
- Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat account.
- 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.
- 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 kvc133@gmail.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 'PGL_EVENT No.'

- ix. Members can cast their vote online from Thursday, 23rd July, 2026 from 9:00 AM IST till Sunday, 26th July, 2026 till 5:00 PM IST. Voting beyond the said date shall not be allowed and the remote e-voting facility shall be blocked.
- x. 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).
- D. The voting rights of the members shall be in proportion to their shares of the paid-up equity share capital of the Company, as on the cut-off date.
- E. The Company has appointed M/s. K V C Reddy & Associates, Company Secretaries, as Scrutinizer to scrutinize the

remote e-voting and e-voting during the AGM in a fair and transparent manner.

- F. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the electronic votes cast during the AGM and thereafter unblock and count the votes cast through remote e-voting and make, not later than 48 hours of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or any other person authorised by him.
- G. The Results on resolutions shall be declared within 48 hours of the conclusion of the AGM and the resolutions will be deemed to be passed on the AGM date subject to receipt of the requisite number of votes in favour of the Resolutions.

The result declared along with the Scrutinizer's Report shall be placed on the Company's website <https://www.pokarna.com/> and on the website of KFin Technologies Ltd <https://www.evoting.kfintech.com> immediately. The Company shall simultaneously forward the results to National Stock Exchange of India Limited (NSE) and Bombay Stock Exchange of India Limited (BSE), where the shares of the Company are listed.

- H. **Process for registration of email address for obtaining Annual Report for e-voting and updation of bank account mandate for receipt of dividend.**

Physical Holding	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 form along with the supporting documents. ISR 1 Form can be obtained by following the link: https://ris.kfintech.com/clientservices/isc/isrforms.aspx ISR Form(s) and the supporting documents can be provided by any one of the following modes. a) 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 b) Through hard copies which are self-attested, which can be shared on the address below; or <table border="1"> <tr> <td>Name</td><td>KFIN Technologies Limited</td></tr> <tr> <td>Address</td><td>Selenium Building, Tower-B, Plot No 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy, Telangana India - 500 032.</td></tr> </table> c) Through electronic mode with e-sign by following the link: https://kprism.kfintech.com/ Detailed FAQ can be found on the link: https://ris.kfintech.com/faq.html	Name	KFIN Technologies Limited	Address	Selenium Building, Tower-B, Plot No 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy, Telangana India - 500 032.
Name	KFIN Technologies Limited				
Address	Selenium Building, Tower-B, Plot No 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy, Telangana India - 500 032.				
Demat Holding	Please contact your Depository Participant (DP) and register your email address and bank account details in your demat account, as per the process advised by your DP.				

I Application(s) by our RTA KFINTECH

Members are requested to note that as an ongoing endeavor to enhance shareholders experience and leverage new technology, Kfintech has developed the following applications for shareholders:

Investor Support Centre

Members are hereby notified that our RTA, KFin Technologies Limited (Formerly known as KFin Technologies Private Limited), based on the SEBI Circular (SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/72) dated Jun 08, 2023, have created an online application which can be accessed at <https://ris.kfintech.com/default.aspx#> > Investor Services > Investor Support.

Members are required to register / signup, using the Name, PAN, Mobile and email ID. Post registration, user can login via OTP and execute activities like, raising Service Request, Query, Complaints, check for status, KYC details, Dividend, Interest, Redemptions, eMeeting and eVoting Details.

Quick link to access the signup page: <https://kprism.kfintech.com/signup>



Summary of the features and benefits are as follows:

1. The provision for the shareholders to register online.
2. OTP based login (PAN and Registered mobile number combination)
3. Raise service requests, general query, and complaints.
4. Track the status of the request.
5. View KYC status for the folios mapped with the specific PAN.
6. Quick links for SCORES, ODR, e-Meetings and eVoting.
7. Branch Locator
8. FAQ's

Senior Citizens investor cell

As part of our RTA's initiative to enhance the investor experience for Senior Citizens, a dedicated cell has been newly formed to assist exclusively the Senior Citizens in redressing their grievances, complaints, and queries. The Senior Citizens wishing to avail this service can send the communication with the below details to the email id, senior.citizen@kfintech.com.

Senior Citizens (above 60 years of age) have to provide the following details:

1. ID proof showing Date of Birth
2. Folio Number
3. Company Name
4. Nature of Grievance

The cell closely monitors the complaints coming from Senior Citizens through this channel and assists them at every stage of processing till closure of the grievance.

Online PV

- In today's ever-changing dynamic digital landscape, security, foolproof systems and efficiency in identity verification are paramount. We understand the need to protect the interests of you (shareholders) and also comply with KYC standards. Ensuring security and KYC compliance is paramount of importance in today's remote world. Digital identity verification, using biometrics and digital ID document checks, helps combat fraud, even when individuals aren't physically present. To counteract common spoofing attempts, we engage in capturing liveness detection and facial comparison technology.

We are excited to announce that our RTA has introduced an Online Personal Verification (OPV) process, based on liveness detection and document verification.

Key Benefits:

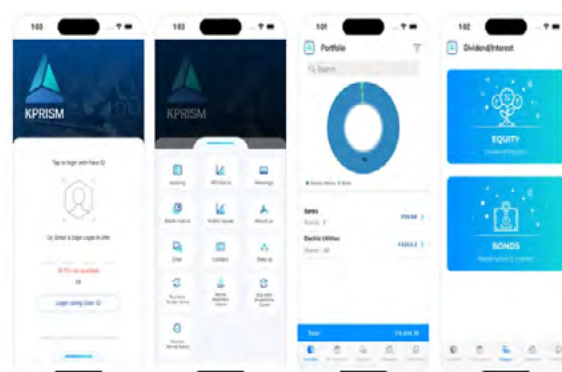
- A fully digital process, only requiring internet access and a device.
- Effectively reduces fraud for remote and unknown applicants.
- Supports KYC requirements.

Here's how it works:

- i. Users receive a link via email and SMS.
- ii. Users record a video, take a selfie, and capture an image with their PAN card.
- iii. Facial comparison ensures the user's identity matches their verified ID (PAN).

KPRISM Mobile App

Mobile applications for all users to review their portfolio being managed by KFINTECH is available in Play store and App Store. User are requested to download the application and register with the PAN number. Post verification, user can use functionalities like – Check portfolio / holding, check IPO status / Demat / Remat, Track general meeting schedules, download ISR forms, view the live streaming of AGM and contact the RTA with service request, grievance, and query.



QR Code to access KPRISM:



WhatsApp:

Shareholders can use WhatsApp Number: (91) 910 009 4099 to avail bouquet of services.

E-VOTING RESULT

The Scrutinizer 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, 27th July, 2026.

IEPF RELATED INFORMATION

In terms of section 124(5) of the Act, dividend amount for the year ended 31st March 2018 remaining unclaimed for a period of seven years shall become due for transfer in 14-08-2026 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 year from 2017-18 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, 20th July, 2026 as the 'Record Date' for the purpose of AGM and for determining entitlement of Members to dividend for the financial year ended March 31, 2026. The dividend for the year ended 31 March, 2026 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.

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, Technologies Pvt Ltd

Unit: Pokarna Limited, Selenium Tower B,

Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad 500 032.

Members may note that the Income-tax Act, 2025, ("the IT Act 2025"), mandates that dividend paid or distributed by a company shall be taxable in the hands of members. The Company shall therefore be required to deduct tax at source (TDS) at the time of making the payment of final dividend to resident shareholders. Similarly in case of non-resident shareholders, taxes are required to be withheld in accordance with the provisions of the IT Act 2025, at the rates in force. To enable us to determine the appropriate TDS rate as applicable, members are requested to submit relevant documents, as specified in the below paragraphs, in accordance with the provisions of the IT Act 2025.

For Resident Shareholders

For Resident Individual shareholders:

Taxes shall be deducted at source under Section 393 of the IT Act as follows:

Members having valid Permanent Account Number (PAN) - 10%* or as notified by the Government of India (GOI)

Members not having PAN / valid PAN - 20% or as notified by the GOI

*As per Section 262 of the IT Act 2025, every person who has been allotted a PAN and who is eligible to obtain Aadhaar, shall be required to link the PAN with Aadhaar. In case of failure to comply with this, the PAN allotted shall be deemed invalid / inoperative and, such person shall be liable to all consequences under the IT Act 2025 and tax shall be deducted at the higher rates as provided in Section 397 of the IT Act 2025, i.e., 20% of tax deduction at source.

However, no tax shall be deducted on the dividend payable to resident individual shareholders if the total dividend to be received by them during tax year 2026-27 does not exceed Rs. 10,000 and also in cases where members provide Form 121(erstwhile Form 15G or Form 15H), subject to conditions specified in the IT Act 2025. Resident shareholders may also submit any other document as prescribed under the IT Act

2025 to claim a lower / nil deduction of tax. PAN is mandatory for members providing Form 121 or any other document as mentioned above.

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 –

Insurance Companies: Declaration duly signed that it is an insurance company as specified under Section 393(4) [Table: Sr.No. 10] of the IT Act 2025 along with self-attested copy of certificate of registration with IRDAI and self-attested copy of the PAN.

Mutual Funds: Self-declaration that they are specified in Schedule VII (Table: Sr. No. 20 or 21) to section 11 of the IT Act 2025 and Certificate of registration issued by the appropriate authority along with its self-attested copy of PAN.

Alternative Investment Fund ("AIF"): Self-declaration that their income is exempt under Schedule V [Table: Sr. No. 1] to section 11 of the IT Act 2025 and Self certified copy of SEBI registration certificate that the AIF is registered under SEBI along with its self-attested copy of PAN.

Other Non-Individual shareholders who are holding certificate issued by the Income- tax Department under section 395(1) of the IT Act 2025, 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 Monday, 20th July, 2026, 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 IT Act 2025. 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 397 of the Act, in case payment of dividend exceeds ₹ 10,000 during the financial year 2025-26.

Non-resident Shareholders:

Taxes are required to be withheld in accordance with the provisions of Section 393 and other applicable sections of the IT Act 2025, at the rates in force. The withholding tax shall be at the rate of 20% (plus applicable surcharge and cess) or as notified by the GOI on the amount of dividend payable. However, as per Section 159 of the IT Act 2025, non-resident shareholders have the option to be governed by the provisions of the Double Tax Avoidance Agreement ("tax treaty" or "DTAA"), read with Multilateral Instrument (MLI), if any, between India and the country of tax residence of the shareholders, if they are more beneficial to them. For this purpose, i.e. to avail the benefits

under the DTAA read with MLI, non-resident shareholders will have to provide the following:

Copy of the PAN card allotted by the Indian Income Tax authorities duly attested by the shareholders/ authorized signatory. In case of non-availability of PAN, information under sub-rule 2 of rule 217 of the Income-tax Rules, 2026

Copy of the Tax Residency Certificate for the tax year 2026-27 obtained from the revenue or tax authorities of the country of tax residence, duly attested by shareholders / authorized signatory

Form 41 (for claiming tax treaty benefit), which can be obtained electronically through the e-filing portal of the income tax website at <https://www.incometax.gov.in/iec/foportal>

Self-declaration by the shareholders of having no permanent establishment in India in accordance with the applicable tax treaty and IT Act 2025

Self-declaration of beneficial ownership of equity shares by the non-resident shareholder

Self-declaration of fulfilling all conditions of applicable tax treaty for being eligible to claim benefit of the tax treaty read with MLI

Any other documents as prescribed under the IT Act 2025, if applicable, or certificate for lower withholding of taxes, duly attested by the shareholders.

For FII/ FPI shareholders, tax will be deducted under Section 393 of the IT Act 2025 at the rate of 20% (plus applicable surcharge and cess) or the rate provided in relevant DTAA, read with MLI, whichever is more beneficial, subject to the submission of the above documents, if applicable.

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/clientservices/investors/taxformsupload.aspx> or e-mailed to einward.ris@kfintech.com. No communication on the tax determination/ deduction shall be entertained after, 20th July, 2026.

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 TDS credit can also be viewed in Form 168 the website of the Income Tax department of India <https://incometaxindiaefiling.gov.in>. 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 igrc@pokarna.com or to KFinTech at einward.ris@kfintech.com along with the details of folio no., self-attested copy of PAN card, bank details (Bank account number, Bank and Branch Name and address, IFSC, MICR details) and cancelled cheque.
- b. advised to register nomination in respect of their shareholding in the Company.

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:

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

- ii. 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.

39. Share Transfer System

The Board has delegated authority to the Stakeholders Relationship Committee for approving shareholders' requests for transmissions, issue of duplicate share certificates, etc. of the Company's shares. All shareholders' requests are processed through the Company's RTA, Kfin Technologies Limited. The compliance with the share transfer/transmission formalities is audited by a Practicing Company Secretary (PCS) in terms of regulation 40(10) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the SEBI Listing Regulations') annually and a certificate to this effect is filed with the stock exchanges.

As per SEBI circular no. SEBI/HO/MIRSD_ RTAMB/P/ CIR/2022/8 dated January 25, 2022, shareholders' requests for transfer, transmission, issue of duplicate securities certificate, claim from unclaimed suspense account, renewal/exchange of securities certificate, endorsement, sub-division /splitting of securities certificate, consolidation of securities certificates/ folios, etc., will be effected in dematerialised form only.

After processing the service request, a letter of confirmation will be issued to the shareholders and shall be valid for a period of 120 days, within which the shareholder shall make a request to the Depository Participant for dematerializing those shares. If the shareholders fail to submit the dematerialisation request within 120 days, then the Company shall credit those shares in the Suspense Escrow Demat account held by the Company. Shareholders can claim these shares on submission of necessary documents. In view of this requirement members holding shares in the physical form are requested to consider converting their holdings to dematerialised form at the earliest. As on March 31, 2025, no shares have been transferred to the Company's Suspense Escrow Account.

SEBI has issued a circular on January 30, 2026 on "Ease of Doing Investment and Ease of Doing Business – Doing away with requirement of issuance of Letter of Confirmation ("LOC") and to effect direct credit of securities in dematerialization account of the investor" to simplify and streamline the process of credit of securities to investors' demat accounts pursuant to investor service requests such as issuance of duplicate securities certificates, transmission, transposition, claims from unclaimed suspense account and corporate actions etc.

Under the revised framework, RTAs and listed companies shall directly credit securities to the demat account of the investor, after carrying out necessary due diligence. This measure is expected to reduce the timeline for credit of securities from approximately 150 days to 30 days, while also mitigating risks associated with loss or pilferage of LOC. The provisions of this circular shall come into force with effect from April 02, 2026.

NECS Mandate and Bank Account Particulars

Members holding shares in demat form are requested to ensure that the correct and updated particulars of their bank account are available with their Depository Participant (DP) and members holding shares in physical form should provide the electronic credit mandate to KFin. This would facilitate receiving dividend payment through electronic mode from the Company and avoid postal delays and loss in transit.

40. Details of Directors seeking appointment/re-appointment at the ensuing Annual General Meeting on 27th July, 2026 Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 on General Meetings issued by the Institute of Company Secretaries of India] is given as an annexure

Explanatory 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 of the Company.

At the 31st Annual General Meeting of the Company, the Members approved the re-appointment of Mr. Gautam Chand Jain as the Chairman and Managing Director of the Company for a period of five (5) years commencing from 1 July 2021 and ending on 30 June 2026. On the recommendation of the Nomination and Remuneration Committee, the Board of Directors, at its meeting held on 29 April 2026, re-appointed Mr. Gautam Chand Jain (DIN: 00004775) as the Chairman and Managing Director of the Company for a further period of five (5) years with effect from 1 July 2026, subject to the approval of the Members and such other approvals as may be required under the applicable provisions of the Companies Act, 2013 and the Rules made thereunder. Subsequently, on the recommendation of the Nomination and Remuneration Committee, the Board of Directors, at its meeting held on 28 May 2026, approved a revision to the terms of remuneration payable to Mr. Gautam Chand Jain with effect from 1 July 2026, such that he shall not be entitled to receive any remuneration, salary, commission, perquisites, allowances or any other monetary benefits from the Company, unless the same is specifically approved by the Board of Directors and the Members in accordance with the applicable provisions of the Companies Act, 2013, including Schedule V, and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The brief resume of Mr. Gautam Chand Jain is provided in Annexure to the Notice of this AGM.

The main terms and conditions relating to the appointment of Mr. Gautam Chand Jain are as follows:

(a) 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.

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.

Further, pursuant to the provisions of Section 196(3)(a) read with Schedule V of the Companies Act, 2013, the appointment or continuation of a Managing Director who has attained the age of seventy (70) years requires approval of the Members by way of a Special Resolution. Mr. Gautam Chand Jain has attained the age of seventy (70) years and, considering his rich experience, leadership and valuable contribution to the growth of the Company, the Board of Directors recommends his re-appointment and continuation as Chairman & Managing Director of the Company for approval of the Members by way of a Special Resolution.

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 of the Company.

At the 31st Annual General Meeting of the Company, the Members approved the re-appointment of Mr. Rahul Jain as the Managing Director of the Company for a period of five (5) years commencing from 2nd May, 2021 and ending on 1st May 2026. On the recommendation of the Nomination and Remuneration Committee, the Board of Directors, at its meeting held on 29 April 2026, re-appointed Mr. Rahul Jain (DIN: 00576447) as the Managing Director of the Company for a further period of five (5) years with effect from 2nd May, 2026, subject to the approval of the Members and such other approvals as may be required under the applicable provisions of the Companies Act, 2013 and the Rules made thereunder. Subsequently, on the recommendation of the Nomination and Remuneration Committee, the Board of Directors, at its meeting held on 28 May 2026, approved a revision to the terms of remuneration payable to Mr. Rahul Jain with effect from 2nd May 2026, such that he shall not be entitled to receive any remuneration, salary, commission, perquisites, allowances or any other monetary benefits from the Company, unless the same is specifically approved by the Board of Directors and the Members in accordance with the applicable provisions of the Companies Act, 2013, including Schedule V, and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The brief resume of Mr. Rahul Jain is provided in annexure 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.

Mr. Rahul Jain satisfies all the conditions set out in Part-I of Schedule V of the Act for being eligible for his reappointment. He is also not disqualified from being reappointed 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. 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.

Annexure to the Notice dated 28th May, 2026.

Additional Details of Director seeking re-appointment at the ensuing Annual General Meeting on 27th July, 2026.

[Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements)

Regulations, 2015 and Secretarial Standard 2 on General Meetings issued by the Institute of Company Secretaries of India]

1	Name of the Director seeking reappointment	Mr. Prakash Chand Jain	Mr. Gautam Chand Jain	Mr. Rahul Jain
2	DIN	00084490	00004775	00576447
3	Nationality	Indian	Indian	Indian
4	Date of birth and Age	27.07.1959 and 66 years	15.08.1955 and 70 years	09.11.1979 and 46 years
5	Qualification	Bachelor of Commerce	Commerce Graduate	He is a graduate from University of Michigan, Ann Arbor, USA.
6	Experience and expertise in specific functional areas	He has over 30 years of experience in operations, marketing, strategy and other commercial functions. He is an accomplished business leader and strategist with an extensive career spanning over four decades in the textile and industrial sectors. As the Managing Director of Pokarna Fabrics Private Ltd., he provides the executive vision and operational oversight necessary sophisticated marketing strategies. Mr. Jain's career is highlighted by a historic and sustained partnership with Raymond Ltd. Since 1987, he has been consistently recognized as the premier National Wholesaler for Raymond Suiting, securing the top position in nationwide rankings every three years. This achievement serves as a testament to his mastery of supply chain management and his ability to navigate complex market dynamics.	He began his career in 1979–80 in the family business of retailing and wholesaling Raymond fabrics, where he quickly became one of the company's top distributors in India. In 1991, he diversified into the natural stone industry, pioneering a backward integrated model by starting with granite quarrying operations before moving into processing. Under his leadership, Pokarna emerged as a leading exporter of high quality granite, gaining strong acceptance in international markets, particularly the United States. He further led the company's diversification into apparel manufacturing in 2003–04 under the brand STANZA. In 2006, he conceptualized and executed Pokarna's entry into engineered quartz surfaces, establishing a state-of-the-art manufacturing facility in Andhra Pradesh using Breton technology, with products marketed under the brand QUANTRA. Mr. Jain is widely recognized for his strategic vision, innovation, and role in positioning Pokarna as a globally competitive player in the stone and engineered surfaces industry	He has the expertise and experience in the fields of Marketing, Corporate Planning, General Corporate Management, Information and Technology. Mr. Rahul Jain has over two decades of experience in the field of industry, business and corporate management. He has been spearheading the apparel business of Pokarna since its inception. With a drive for creating new Brands, Mr. Rahul Jain has taken active interest in the launch of apparel retailing venture of the company. He was instrumental in the successful launch of the brand STANZA. Under the leadership of Mr. Rahul, the company has won prestigious award. STANZA was conferred the "Best Brand" award by Bharati Vidyapeeth Institute of Management studies and at 2nd FMCG Consumers Award and "Brand Excellence Award" by Indira group of Institutes, India. Now, Mr. Rahul Jain is Heading Granite Division of the Company. He is also involved in policy planning, strategizing, marketing and long term developmental activities of the company.
7	Relationship with other Directors, Manager and other Key Managerial Personnel of the company	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).	Brother of Mr. Prakash Chand Jain, Director, Father of Mr. Rahul Jain, Managing Director and Father-in-Law of Mrs. Apurva Jain, Executive Director of the Company	Mr. Rahul Jain is Son of Mr. Gautam Chand Jain, Chairman & Managing Director of the Company and Spouse of Mrs. Apurva Jain, Executive Director of the Company

8	Nature of appointment (appointment/ re-appointment)	Re-appointment upon retirement by rotation	Re-appointment for a further period from 1 st July, 2026 to 30 th June, 2031.	Re-appointment for a further period from 2 nd May, 2026 to 1 st May, 2031.
9	Terms and conditions of appointment / re-appointment	Re-appointment as a Director liable to retire by rotation, subject to approval of the shareholders at the Annual General Meeting.	The terms and conditions of appointment are set out in the Explanatory Statement for Item No. 4	The terms and conditions of appointment are set out in the Explanatory Statement for Item No. 5
10	Remuneration last drawn by such person, if applicable and remuneration sought to be paid	Kindly refer the Corporate Governance Report annexed to this Annual Report	NIL	NIL
11	Date of first appointment on the Board	09.10.1991	09.10.1991	30.07.2009
12	No. of shares held in the Company	NIL	1,59,43,885	4,98,500
13	The number of Meetings of the Board attended during the year	3/4	4/4	4/4
14	Listed entities in which the person holds the directorship and the Membership of Committees of the board along with listed entities from which the person has resigned in the past three years	NIL	NIL	NIL
15	Other Companies Directorship details	1 - POKARNA ENGINEERED STONE LIMITED	1 - POKARNA ENGINEERED STONE LIMITED 2- POKARNA FOUNDATION	1 - POKARNA ENGINEERED STONE LIMITED 2- POKARNA FOUNDATION
16	Chairman/Member of the Committees of the Board of Directors of the Company	Nomination and Remuneration Committee -Member	Corporate Social Responsibility Committee -Member	Audit Committee -Member Stakeholder Relationship Committee -Member Risk Management Committee -Member

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

Gautam Chand Jain
(DIN: 00004775)

Chairman and Managing Director

Date: 28th May 2026
Place: Hyderabad