Pokarna Limited

POKARNA LIMITED

POLICY ON BOARD DIVERSITY

VERSION 1.0

Approved by: Board of Directors
Date of Approval: November 03, 2026

PURPOSE AND SCOPE

In terms of Section 178(3) of the Companies Act, 2013 ("Act") read with Regulation 19 and Part D of Schedule II of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), the Nomination and Remuneration Committee ("NRC") of the Board is, *inter alia,* required to formulate a Policy on diversity of the Board of Directors and lay down the criteria for determining qualifications, positive attributes and independence of a director.

Diversity in the composition of the Board of Directors has become essential in view of the expansion of business, greater social responsibility, increasing emphasis on Corporate Governance, need for addressing concerns of diverse stakeholders and the necessity for managing risks in the business effectively. A Board composed of appropriately qualified and skilled people, with a broad range of experience relevant to the business, is important for effective corporate governance and sustained commercial success of a company.

In view of the above, Pokarna Limited ("Pokarna" or "Company") has framed this Policy on Board Diversity ("Policy") that encourages diversity of thought, experience, knowledge, perspective, age, and gender in the Board. The Policy sets out the approach to diversity in the Board of Directors of the Company so as to ensure that the Board has an appropriate blend of functional and industry expertise.

This Policy applies to the composition of the Board of Directors of the Company ("Board") only and does not apply to employees of the Company. "Director" means a member of the Board.

This Policy has been adopted by the Board of Directors of the Company, based on the recommendations of the NRC.

OBJECTIVES OF THE POLICY

The Objectives of the Policy include:

a) To enable the Board to drive diversity and have an appropriate blend of functional and industry expertise;
b) To have an optimum mix of Executive, Non-Executive, and Independent Directors, including Women Directors;
c) To enhance quality and responsible decision-making capability;
d) To achieve an optimum and balanced Board, with a wide range of attributes;
e) To ensure that the Board comprises Directors with the skills, expertise, and experience required for the Company's business, as reflected in a Board skills matrix; and
f) To support making corporate governance more effective;

FACTORS CONSIDERED FOR BOARD DIVERSITY

In reviewing the composition of the Board and identifying candidates for appointment, the NRC will consider a range of factors, including but not limited to:

a) gender;
b) age;
c) educational qualifications and professional background;
d) skills, knowledge, expertise and experience relevant to the Company's business, including industry and manufacturing, international business, finance, law, governance, risk management, technology and sustainability;
e) cultural and geographical background, including international exposure; and
f) tenure and length of service on the Board.

BOARD COMPOSITION

The NRC will ensure that the composition of the Board complies at all times with the requirements of the Act and the Listing Regulations, as amended from time to time, including:

a) an optimum combination of Executive and Non-Executive Directors, with not less than fifty per cent of the Board comprising Non-Executive Directors;
b) the proportion of Independent Directors prescribed under the Act and the Listing Regulations;
c) at least one Woman Director and, to the extent applicable to the Company, at least one Independent Woman Director; and
d) at least one Director who has stayed in India for a total period of not less than one hundred and eighty-two days in the previous calendar year.

POLICY STATEMENT

While all appointments to the Board will continue to be made on merit, the NRC will consider the benefits of diversity in identifying and recommending persons for Board membership as well as in evaluating the Board and its individual members. Diversity will be treated as one of the factors in assessing merit and not as a substitute for it.

It will be ensured that the Board has an appropriate blend of functional and industry expertise and skills.

The consideration and selection of candidates for appointment to the Board will be based on merit, which shall include a review of any candidate's integrity, experience, educational background, industry or related experience and more general experience;

While recommending the appointment of a Director, the NRC will consider the criteria as laid down under the Act, Listing and other applicable Regulations / Guidelines issued

by Statutory and Regulatory Authorities, from time to time, and the manner in which the function and domain expertise of the individual will contribute to the overall skill-domain mix of the Board.

MONITORING AND REPORTING

The NRC will review this Policy periodically and recommend appropriate revisions to the Board.

This Policy, as amended from time to time, will be made available on the website of the Company at www.pokarna.com, and the necessary disclosures will be made in the Annual Report and the Board's Report, as required under the Act and the Listing Regulations.

Any amendment to this Policy will be made by the Board on the recommendation of the NRC. In the event of any conflict between this Policy and the Act, the Listing Regulations or any other applicable law, the provisions of such law will prevail and this Policy will be deemed to be amended to that extent. This Policy will come into effect from the date of its approval by the Board.