



PROCEEDINGS OF THE TWENTY FOURTH ANNUAL GENERAL MEETING OF POKARNA LIMITED HELD ON MONDAY, THE 10TH DAY OF AUGUST, 2015 AT 10.30 A.M. AT AVASA HOTELS PLOT NO: 15,24,25 & 26 SECTOR - 1,SURVEY NO: 64, HUDA TECHNO ENCLAVE, MADHAPUR, HYDERABAD- 500081

Directors present:

1. Mr. Gautam Chand Jain, Chairman & Managing Director
2. Mr. Prakash Chand Jain, Non Executive Director
3. Mr. Meka Yugandhar, Independent Director
4. Mr. Thati Venkataswamy Chowdary, Independent Director
5. Mr. Vinayak Rao Juvvadi, Independent Director
6. Mr. Dhanji Lakhamshi Sawla, Independent Director
7. Mr. Mahender Chand, Independent Director
8. Mr. Rahul Jain, Executive Director
9. Mrs. Apurva Jain, Executive Director

In attendance

10. Mr. Shantilal Daga - Partner of Statutory Auditors – M/s. S. Daga. & Co.
11. Mr. M. Viswanatha Reddy, Chief Financial Officer
12. Mr. Vinay Paruchuru, Company Secretary

Totally 85 shareholders are present in person and one proxy was present.

Mr. Vinay Paruchuru welcomed the Shareholders of the Company, thereafter ascertained the quorum and called the meeting to the order.

Further Company Secretary introduced the Board of Directors to shareholders and thereafter the latest corporate film of the company, was presented to them.

Further on the request of Company Secretary, the Chairman, Mr. Gautam Chand Jain addressed the gathering.

Thereafter at the request of Company Secretary, Mr. Shantilal Daga, read out the Audit Report for the financial year ended 31st March, 2015.

Thereafter Members were invited to raise the queries, if any, on the annual accounts or operations of the company.

Pokarna Limited

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CIN: L14102TG1991PLC013299

Certain queries have been raised by the Shareholders, for which Mr. Gautam Chand Jain had given suitable replies to the satisfaction of members.

Thereafter Company Secretary explained the shareholders about the "Instapoll" (tablet based polling) to the shareholders and requested the Chairman to read out the resolutions, before proceeding for the poll.

Upon his request, Chairman read out all the resolutions, except the item.no.5, in which he was interested, the said item was read out by the Audit Committee Chairman, Mr. Meka Yugandhar, upon the request of Mr. Gautam Chand Jain.

Following are the resolutions, which were put for vote, at the meeting:

1. Adoption of the audited standalone and consolidated financial statements of the Company for the financial year ended 31st March, 2015, the reports of the Board of Directors and Auditors of the Company thereon;
2. Declaration of dividend on Equity Shares of the Company for the financial year ended 31st March, 2015 @ of 30% (i.e. Rs. 3 per Equity share having face value of Rs. 10/- each).
3. Re-appointment of Mr. Prakash Chand Jain (DIN: 00084490), as Director of the company, who retired by rotation and being eligible offered him selves for re-appointment.
4. Re-appointment of Messrs. S. Daga & Co., Chartered Accountants, (ICAI reg. no. 000669S) Chartered Accountants, as Statutory Auditors and authorized the Board to fix their remuneration.
5. Revising the remuneration payable to Mr. Gautam Chand Jain, Chairman & Managing Director (DIN: 00004775) of the Company.
6. Revising the remuneration payable to Mr. Rahul Jain, Executive Director (DIN: 00576447) of the Company.
7. Approving the remuneration of the Cost Auditors for the financial year(s) ending March 31, 2015 and 2016.
8. Altering/substituting the Articles of Association of the Company.

After all the resolutions were read out, Mr. Gautam Chand Jain ordered for the commencement of the poll.

After ordering for the poll, Company secretary requested the shareholders to proceed for the voting and informed that the results of voting shall be made public on or before 12th August, 2015.

Thereafter he submitted vote of thanks to Chairman, other Board of Directors and Shareholders and concluded the proceedings of the meeting.

A handwritten signature in black ink, appearing to read 'G. Jain', with a long horizontal stroke extending to the right.

GAUTAM CHAND JAIN
CHAIRMAN & MANAGING DIRECTOR