

<u>e-Voting Starts on</u>	<u>e-Voting ends on</u>
09.00 a.m. (IST) on Monday February 26,2024	05.00 p.m. (IST) on Tuesday March 26,2024

NOTICE OF POSTAL BALLOT

**(Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies
(Management and Administration) Rules, 2014)**

Dear Member(s),

Notice is hereby given pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (the “**Act**”), read together with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (the “**Management Rules**”), (including any statutory modification or re-enactment thereof for the time being in force) and any other applicable provisions of the Act and the rules made thereunder, read with the General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, read with other relevant circulars, including General Circular No. 09/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs (collectively referred to as “**MCA Circulars**”) and Securities and Exchange Board of India (“**SEBI**”) Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023 (“**SEBI Circular**”), and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“**SEBI LODR**”) and other applicable provisions, if any, of the SEBI LODR, for the time being in force and as amended from time to time and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (“**SS-2**”), that the Special Resolutions as set out in this Postal Ballot Notice (“**Notice**”) are proposed to be passed by way of Postal Ballot by voting through electronic means only (“**e-Voting**”/“**remote e-Voting**”).

An Explanatory Statement pursuant to Sections 102, 110 and other applicable provisions, if any, of the Act, pertaining to the said resolutions setting out the material facts and the reasons thereof is annexed to the Notice, for your consideration. Pursuant to Rule 22(5) of the Management Rules, Mr. K V Chalama Reddy (Membership No.: F9268), Proprietor, K V C REDDY & ASSOCIATES, Company Secretaries has been appointed as the “**Scrutinizer**”, to scrutinize the e-Voting process in a fair and transparent manner.

The remote e-Voting period commences from **09.00 a.m. (IST) Monday February 26,2024 to 05.00 p.m. (IST) on Tuesday March 26,2024** .Upon completion of the scrutiny of e-Voting, the Scrutinizer will submit a report to the Chairman (the “**Chairman**”) or to any other person of the Company duly authorised by the Chairman in this regard, who shall countersign the same. The result of e-Voting shall be intimated to BSE Limited and National Stock Exchange of India Limited, where the Company’s equity shares are listed within a period of 2 working days from the conclusion of the e-Voting. The results would also be uploaded on the websites of the Company at www.pokarna.com, the stock exchanges at www.bseindia.com and www.nseindia.com.

The resolutions, if passed by the requisite majority, shall be deemed to have been passed on Tuesday, **Tuesday March 26,2024**, i.e. the last date specified for e-Voting

POKARNA LIMITED

CIN: L14102TG1991PLC013299

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

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

Web: www.pokarna.com

PROPOSED RESOLUTIONS

ITEM NO:1: APPROVAL FOR THE PAYMENT OF MINIMUM REMUNERATION TO MR. GAUTAM CHAND JAIN (DIN: 00004775), CHAIRMAN AND MANAGING DIRECTOR FOR THE REMAINING PERIOD OF HIS EXISTING TENURE

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 Section 196, 197 and 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force), Articles of Association of the Company and subject to the approval of Central Government and other authorities (if applicable), as applicable and on the basis of recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, consent of the members of the Company be and is hereby accorded for the payment of the remuneration, as already approved by the members vide their Special Resolution dated August 6, 2021 in the Annual General Meeting, as minimum remuneration to **MR. GAUTAM CHAND JAIN (DIN: 00004775)** , Chairman and Managing Director of the Company in case of absence or inadequacy of profits in any of the financial years during his tenure as Chairman and Managing Director from July 1, 2024 till the expiry of his present term i.e. up to June 30, 2026.

“RESOLVED FURTHER THAT the Board of Directors of the Company, including the Nomination and Remuneration Committee, be and are hereby authorised to do all such acts, deeds, things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

ITEM NO:2: APPROVAL FOR THE PAYMENT OF MINIMUM REMUNERATION TO MR. RAHUL JAIN (DIN: 00576447), MANAGING DIRECTOR FOR THE REMAINING PERIOD OF HIS EXISTING TENURE

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 Section 196, 197 and 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force), Articles of Association of the Company and subject to the approval of Central Government and other authorities (if applicable), as applicable and on the basis of recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, consent of the members of the Company be and is hereby accorded for the payment of the remuneration, as already approved by the members vide their Special Resolution dated August 6, 2021 in the Annual General Meeting, as minimum remuneration to **MR. RAHUL JAIN (DIN: 00576447)** , Managing Director of the Company in case of

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absence or inadequacy of profits in any of the financial years during his tenure as Managing Director from May 02,2024 till the expiry of his present term i.e. up to May 01, 2026.

“RESOLVED FURTHER THAT the Board of Directors of the Company, including the Nomination and Remuneration Committee, be and are hereby authorised to do all such acts, deeds, things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

Registered Office:

**105, First Floor, Surya Towers,
S. P. Road, Secunderabad - 500 003.**

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Date: February 17,2024

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

Sd/-

Disha Jindal

Company Secretary and Compliance Officer

ACS:65058

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INSTRUCTIONS FOR ELECTRONIC VOTING BY MEMBERS

1. We urge Members to support our commitment to environmental protection by choosing to receive the Company's communication through email. Members holding shares in Demat mode, who have not registered their email addresses are requested to register their email addresses with their respective Depository Participants (DP), and Members holding shares in physical mode are requested to update their email addresses with the Company's RTA at einward.ris@kfintech.com. Members may follow the process detailed below for registration of email ID:

Type of Holder	Process to be followed	
Physical	For availing the following investor services, send a written request in the prescribed forms to the RTA of the Company, KFin Technologies Limited either by email to einward.ris@kfintech.com or by post to Selenium Tower B, Plot 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad – 500032.	
	Form for availing investor services to register PAN, email address, bank details and other KYC details or changes / update thereof for securities held in physical mode	Form ISR - 1
	Update of signature of securities holder	Form ISR - 2
	For nomination as provided in the Rules 19 (1) of Companies (Share capital and debenture) Rules, 2014	Form SH-13
	Declaration to opt out	Form ISR-3
	Cancellation of nomination by the holder(s) (along with ISR-3) / Change of Nominee	Form SH-14
	Form for requesting issue of Duplicate Certificate and other service requests for shares / debentures / bonds, etc., held in physical form	Form ISR 4
	The forms for updating the above details are available at https://www.pokarna.com/kyc-updation/ or https://ris.kfintech.com/clientservices/isc/isrforms.aspx	
Demat	Please contact your Depository Participants ('DP') and register your email address and bank account details in your Demat account, as per the process advised by your DP	

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E-voting:

- (a) Pursuant to SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated 11th July, 2023, e-voting process has been enabled for all the individual demat account holders, by way of single login credential, through their demat accounts/ websites of Depositories/ DPs in order to increase the efficiency of the voting process. Individual demat account holders would be able to cast their vote without having to register again with the e-voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-voting process.
- (b) Shareholders are advised to update their mobile number and e-mail ID with their DPs in order to access e-voting facility.

INSTRUCTIONS FOR E-VOTING

I. Login method for individual shareholders holding securities in Demat mode is given below:

Type of shareholders	Login method
Individual shareholders holding securities in demat mode with NSDL	A. Users registered for NSDL IDeAS facility. <ol style="list-style-type: none"> i. Open web browser by typing the URL: https://eservices.nsdl.com/ either on a personal computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under “IDeAS” section. ii. A new screen will open. Enter your User ID and Password. After successful authentication, you will be able to see e-voting services. Click on “Access to e-voting” under e-voting services and you will be able to see e-voting page. iii. Click on options available against Company name or e-voting service provider – Kfintech (https://evoting.kfintech.com/) and you will be re- directed to e-voting service provider website for casting your vote during the remote e-voting period
	B. Users not registered for IDeAS e-Services: <p>Option to register is available at https://eservices.nsdl.com</p> <p>Select “Register Online for IDeAS” Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>and proceed with completing the required fields. After successful registration, please follow the steps given above to cast your vote</p>
	C. By visiting the e-voting website of NSDL: <ol style="list-style-type: none"> i. Visit the e-voting website of NSDL. Open web browser by typing the

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	<p>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 “Login” icon, available under the “Shareholder/Member” section.</p> <p>ii. A new screen will open. Enter your User ID (i. e. your 16-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.</p> <p>iii. Click on options available against Company name or e-voting service provider – KFintech (https://evoting.kfintech.com/) and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period.</p>
Individual Shareholders holding securities in demat mode with CDSL	<p>A. Existing users who have opted for Easi/Easiest:</p> <p>i. URL to login to Easi/Easiest: https://web.cdslindia.com/myeasitoken/Home/Login or www.cdslindia.com and click on login icon and select New System Myeasi</p> <p>ii. Shareholders can login through their user ID and password. Option will be made available to reach e-voting page without any further authentication.</p> <p>iii. After successful login on Easi/Easiest, the user will also be able to see the e-voting menu. The menu will have links of ESPs. Click on KFintech (https://evoting.kfintech.com/) to cast your vote.</p>
	<p>B. Users who have not opted for Easi/Easiest:</p> <p>Option to register for Easi/ Easiest is available at https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration and proceed with completing the required fields.</p>
	<p>C. By visiting the e-voting website of CDSL:</p> <p>i. The user can directly access e-voting page by providing demat account number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered mobile no. and e-mail id as recorded in the demat account.</p> <p>ii. After successful authentication, user will be able to see the e-voting option where the e-voting is in progress and also able to directly access the system of ESP i.e. KFintech</p>
Individual Shareholders (holding securities in	<p>i. Shareholders can also login using the login credentials of their demat</p>

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demat mode) logging in through their depository participants.	<p>account through their Depository Participant registered with NSDL/CDSL for e-voting facility. Once logged-in, you will be able to see e-voting option.</p> <p>ii. 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.</p> <p>iii. Click on options available against the Company name or e-voting service provider- KFintech (https://evoting.kfintech.com/) and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period.</p>
Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at respective websites.	
Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.	
Members facing any technical issue – NSDL	Members facing any technical issue – CDSL
Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: (022) -48867000 and (022) - 2499 7000	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 1800 22 55 33

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

- Initial password is provided in the body of the e-mail.
- Launch internet browser by typing the URL: <https://evoting.kfintech.com>
- Enter the login credentials i.e., User ID and Password mentioned in your e-mail. Your Folio No./DP ID Client ID will be your User ID. However, if you are already registered with KFin for e-voting, you can use your existing User ID and password for casting your votes.
- After entering the correct details, click on LOGIN.
- You will reach the password change menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc.). It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- You need to login again with the new credentials.
- Upon successful login, the system will prompt you to select the "EVENT" i.e. "**POKARNA LIMITED**"
- On the voting page, the number of shares (which represents the number of votes) held by you as on the **cut-off date Friday, February 16, 2024**, will appear.
If you desire to cast all the votes assenting/dissenting to the resolution, enter all shares and

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click '**FOR**'/'**AGAINST**' as the case may be or partially in '**FOR**' and partially in '**AGAINST**', but the total number in '**FOR**' and/or '**AGAINST**' taken together should not exceed your total shareholding as on the cut-off date. You may also choose the option 'ABSTAIN', in which case, the shares held will not be counted under either head.

- i) Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat account.
- j) 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.
- k) 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 kvcr133@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 'BFS_EVENT No.'
- l) In case of any queries/grievances, you may refer the Frequently Asked Questions (FAQs) <https://evoting.kfintech.com/public/Faq.aspx> for members and e-voting user manual available at <https://evoting.kfintech.com/showallevents.aspx> or call KFin on 1800 309 4001 (toll free).
In case of a member who hold shares and who had not registered their email id, as on the **cut-off date** i.e., **Friday, February 16,2024**, may participate in the e-voting by registering their email id by following instructions mentioned at note no. 10. Post registration, such member may request for User ID and password for e-voting by sending an email to einward.ris@kfintech.com / evoting@kfintech.com through his/her registered email id to obtain the same.
- m) In case of any queries/grievances, you may refer the Frequently Asked Questions (FAQs) for Members at <https://evoting.kfintech.com/public/Faq.aspx> or call KFin on 18003094001 (toll free).

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

ITEM NO:1:

Mr. Gautam Chand Jain ,Chairman and Managing Director (hereinafter refer as “CMD”) of the Company (DIN: 00004775) was re-appointed as Chairman and Managing Director of the Company for a period of 5 Years w.e.f. 01 July 2021 till 30 June 2026 by the shareholders of the Company on August 6,2021 in Annual General Meeting in accordance with the provisions of Sections 196, 197, 198, 16 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013. The current tenure of Mr. Gautam Chand Jain, Managing Director is till 30 June 2026.

The terms of remuneration as contained in the said Resolution passed by the Members contained below clause:

“In the event of the Company incurring a loss or having inadequate profits in any financial year, during the currency of the tenure of Mr. Gautam Chand Jain, the Company will pay the remuneration by way of Salary, perquisites, residential accommodation, benefits, leave travel concession and allowances (as specified in item no. 1 to 5), subject to in accordance with Schedule V of the Companies Act, 2013 or any modification(s) thereto.”

The members may note that as per the provisions of Schedule V of the Companies Act, 2013, the members could approve the above clause for a maximum period of 3 years at a time, therefore, the validity of the above provision of the remuneration will expire on 30 June ,2024 and accordingly it is proposed to seek approval of the shareholders for the above provision of the remuneration for the remaining tenure of appointment i.e., till 30 June 2026. There is no revision in remuneration.

The aforesaid proposal has been recommended by Nomination and Remuneration Committee and also by the Board of Directors in their meeting held on February 17,2024. The Members may further note that there is no change proposed in the remuneration terms of Mr. Gautam Chand Jain and the above clause will get triggered only in the event of absence or inadequacy of profits in the financial years during the remaining tenure.

The remuneration proposed and approved by the shareholders vide resolution dated August 6,2021 is reproduced below for a ready reference of the shareholders:

(ii) Remuneration:

1. Salary: Maximum of Rs.10,00,000 (Ten Lacs) per month.
2. Perquisites: In addition to the above Salary, Chairman and Managing Director (“CMD”) shall be entitled to the following perquisites, which shall not exceed Rs.2,50,000 per month (in terms of value);
 - a. Medical Reimbursement: Reimbursement of actual medical expenses incurred by CMD and your family.
 - b. Club Fees: Actual fees of two clubs will be paid by the Company.

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- c. Personal Accident Insurance: Actual premium to be paid by the Company.
- d. Car: Facility of one car with driver.
- e. Telephone: Free telephone facility at residence including mobile phone.
- f. Contribution to provident and superannuation funds: Company's contribution to Provident and Superannuation Funds will be as per the rules of the Company.
- f. Gratuity: Not exceeding half months' salary for each completed year of service.
- g. Reimbursement of entertainment and all other expenses incurred for the business of the Company as per rules of the Company.
- 3. Residential Accommodation: CMD shall be provided free furnished residential accommodation with free use of all the facilities and amenities provided by the Company or house rent allowance will be paid by the Company to you subject to the Income Tax Act, 1962 and Rules made there under.
- 4. Other Allowance/benefits/perquisites: Any other allowance, benefits and perquisites as per the Rules applicable to senior executives of the Company and/or which may be applicable in the future and/or any other allowance, benefit, perquisite as the Board of Directors may decide from time to time.
- 5. Leave Travel Concession: For CMD and his family once in a year incurred on actual basis and includes Hotel Accommodation in accordance with any rules specified by the Company.

Explanation:

- (i) For the aforesaid purposes "Family" means your spouse, the dependent children and dependent parents.
- (ii) Perquisites shall be evaluated as per income Tax Rules, 1962, wherever applicable and in the absence of any such rules, perquisites shall be valued at actual cost.
- (iii) The remuneration set out above will be paid on a monthly basis in accordance with Company's policies.
- 6. Commission: As the Board of Directors of the Company may, upon recommendation or, if required, approval of the Nomination and Remuneration Committee, at their sole discretion, approve, from time to time, payable quarterly or at other intervals calculated with reference to the net profits of the Company, subject to the overall ceiling stipulated in Sections 197, 198 read with Schedule V of the Companies Act, 2013 (including any subsequent amendment / modification in the Rules, Act and/or applicable laws in this regard) shall also be payable.
- 7. Minimum Remuneration: In the event of the Company incurring a loss or having inadequate profits in any financial year, during the currency of the tenure of Mr. Gautam Chand Jain, the

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Company will pay the remuneration by way of Salary, perquisites, residential accommodation, benefits, leave travel concession and allowances, subject to in accordance with Schedule V of the Companies Act, 2013 or any modification(s) thereto.

8. Overall Remuneration: The aggregate remuneration in any financial year shall not exceed the limits prescribed from time to time under Sections 197, 198 and other applicable provisions of the Companies Act, 2013 read with Schedule V to the said Act, as may, for the time being, be in force.

The value of perquisites and allowances shall be evaluated as per Income Tax Rules, wherever applicable. In the absence of any such rules, perquisites and allowances shall be evaluated at actual cost. Provided further that the use of company-maintained cars, telephones, mobile phone, travelling and hotel expenses incurred for business purposes shall not be included in the computation of perquisites and allowances for the purpose of calculating ceiling of remuneration.

Pursuant to the provisions of Section 190 of the Companies Act, 2013, the written memorandum setting out the terms and conditions including remuneration and other relevant documents are open for inspection at the Registered Office of the Company during business hours on any working day of the Company without payment of fee. The statement as required under Section II, Part II of the Schedule V of the Companies Act, 2013 with reference to the Special Resolution is annexed hereto as **Annexure-I**.

Relevant details relating to Remuneration as required by the Act, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Secretarial Standards - 2 on General Meetings issued by the ICSI are provided in Annexure to this Notice.

Except Mr. Gautam Chand Jain , Mr. Prakash Chand Jain, Mr. Rahul Jain and Mrs. Apurva Jain being related to each other, none of the Directors and Key Managerial Personnel of the Company and their relatives, other than to the extent of their shareholding are concerned or interested, financial or otherwise, in the resolution as set out at Item No.1 of the Notice.

Your Directors recommend the resolution set forth in Item No. 1 for approval of the members as Special Resolution.

ITEM NO: 2:

Mr. Rahul Jain , Managing Director (hereinafter refer as "**MD**") of the Company (DIN: 00576447) was re-appointed as Managing Director of the Company for a period of 5 Years w.e.f. May 02, 2021 to May 01, 2026, by the shareholders of the Company on August 6, 2021 in Annual General Meeting in accordance with the provisions of Sections 196, 197, 198, 16 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013. The current tenure of Mr. Rahul Jain, Managing Director is till May 01, 2026.

The terms of remuneration as contained in the said Resolution passed by the Members contained below clause:

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“In the event of the Company incurring a loss or having inadequate profits in any financial year, during the currency of the tenure of Mr. Gautam Chand Jain, the Company will pay the remuneration by way of Salary, perquisites, residential accommodation, benefits, leave travel concession and allowances (as specified in item no. 1 to 5), subject to in accordance with Schedule V of the Companies Act, 2013 or any modification(s) thereto.”

The members may note that as per the provisions of Schedule V of the Companies Act, 2013, the members could approve the above clause for a maximum period of 3 years at a time, therefore, the validity of the above provision of the remuneration will expire on May 1 ,2024 and accordingly it is proposed to seek approval of the shareholders for the above provision of the remuneration for the remaining tenure of appointment i.e., till May 1 2026. There is no revision in remuneration.

The aforesaid proposal has been recommended by Nomination and Remuneration Committee and also by the Board of Directors in their meeting held on February 17,2024. The Members may further note that there is no change proposed in the remuneration terms of Mr. Rahul Jain and the above clause will get triggered only in the event of absence or inadequacy of profits in the financial years during the remaining tenure.

The remuneration proposed and approved by the shareholders vide resolution dated August 6,2021 is reproduced below for a ready reference of the shareholders:

(ii) Remuneration:

1. Salary: Maximum of Rs.10,00,000 (Ten Lacs) per month.
2. Perquisites: In addition to the above Salary, MD shall be entitled to the following perquisites, which shall not exceed Rs.2,50,000 per month (in terms of value);
 - a. Medical Reimbursement: Reimbursement of actual medical expenses incurred by MD and your family.
 - b. Club Fees: Actual fees of two clubs will be paid by the Company.
 - c. Personal Accident Insurance: Actual premium to be paid by the Company.
 - d. Car: Facility of one car with driver.
 - e. Telephone: Free telephone facility at residence including mobile phone.
 - f. Contribution to provident and superannuation funds: Company's contribution to Provident and Superannuation Funds will be as per the rules of the Company.
 - f. Gratuity: Not exceeding half months' salary for each completed year of service.
 - g. Reimbursement of entertainment and all other expenses incurred for the business of the Company as per rules of the Company.
3. Residential Accommodation: MD shall be provided free furnished residential accommodation with free use of all the facilities and amenities provided by the Company or house rent

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allowance will be paid by the Company to you subject to the Income Tax Act, 1962 and Rules made there under.

4. Other Allowance/benefits/perquisites: Any other allowance, benefits and perquisites as per the Rules applicable to senior executives of the Company and/or which may be applicable in the future and/or any other allowance, benefit, perquisite as the Board of Directors may decide from time to time.
5. Leave Travel Concession: For MD and his family once in a year incurred on actual basis and includes Hotel Accommodation in accordance with any rules specified by the Company.

Explanation:

- (iv) For the aforesaid purposes "Family" means your spouse, the dependent children and dependent parents.
 - (v) Perquisites shall be evaluated as per income Tax Rules, 1962, wherever applicable and in the absence of any such rules, perquisites shall be valued at actual cost.
 - (vi) The remuneration set out above will be paid on a monthly basis in accordance with Company's policies.
6. Commission: As the Board of Directors of the Company may, upon recommendation or, if required, approval of the Nomination and Remuneration Committee, at their sole discretion, approve, from time to time, payable quarterly or at other intervals calculated with reference to the net profits of the Company, subject to the overall ceiling stipulated in Sections 197, 198 read with Schedule V of the Companies Act, 2013 (including any subsequent amendment / modification in the Rules, Act and/or applicable laws in this regard) shall also be payable.
 7. Minimum Remuneration: In the event of the Company incurring a loss or having inadequate profits in any financial year, during the currency of the tenure of Mr. Rahul Jain, the Company will pay the remuneration by way of Salary, perquisites, residential accommodation, benefits, leave travel concession and allowances, subject to in accordance with Schedule V of the Companies Act, 2013 or any modification(s) thereto.
 8. Overall Remuneration: The aggregate remuneration in any financial year shall not exceed the limits prescribed from time to time under Sections 197, 198 and other applicable provisions of the Companies Act, 2013 read with Schedule V to the said Act, as may, for the time being, be in force.

The value of perquisites and allowances shall be evaluated as per Income Tax Rules, wherever applicable. In the absence of any such rules, perquisites and allowances shall be evaluated at actual cost. Provided further that the use of company-maintained cars, telephones, mobile phone,

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travelling and hotel expenses incurred for business purposes shall not be included in the computation of perquisites and allowances for the purpose of calculating ceiling of remuneration.

Pursuant to the provisions of Section 190 of the Companies Act, 2013, the written memorandum setting out the terms and conditions including remuneration and other relevant documents are open for inspection at the Registered Office of the Company during business hours on any working day of the Company without payment of fee. The statement as required under Section II, Part II of the Schedule V of the Companies Act, 2013 with reference to the Special Resolution is annexed hereto as **Annexure-I.**

Relevant details relating to Remuneration as required by the Act, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Secretarial Standards - 2 on General Meetings issued by the ICSI are provided in Annexure to this Notice.

Except Mr. Gautam Chand Jain , Mr. Prakash Chand Jain ,Mr. Rahul Jain and Mrs. Apurva Jain being related to each other, none of the Directors and Key Managerial Personnel of the Company and their relatives, other than to the extent of their shareholding are concerned or interested, financial or otherwise, in the resolution as set out at Item No. 2 of the Notice.

Your Directors recommend the resolution set forth in Item No. 2 for approval of the members as Special Resolution.

Registered Office:	By Order of the Board For, Pokarna Limited
105, First Floor, Surya Towers,	Sd/-
S. P. Road, Secunderabad - 500 003.	Disha Jindal
CIN: L14102TG1991PLC013299	Company Secretary and Compliance officer
Date: February 17,2024	ACS:65058

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ANNEXURE-I

PURSUANT TO REGULATION 36 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARDS 2 ISSUED BY ICSI AND DISCLOSURES AS REQUIRED UNDER SCHEDULE V PART II SECTION II-PARAGRAPH B (IV) ABOUT THE DIRECTORS SEEKING FIXATION OF REMUNERATION IS FURNISHED BELOW:

Particulars	Item No.4	Item No.5
Name	Mr. Gautam Chand Jain	Mr. Rahul Jain
DIN	00004775	00576447
Date of Birth	15.08.1955	09.11.1979
Age	68	44
Qualification	Commerce Graduate	Graduate from University of Michigan, Ann Arbor, USA
Experience	He has over 43 years of experience in Corporate Planning, Corporate Management and industrial experience. He is founder of the Company. He has played a pivotal role in charting the Company's strategy for expanding its operations in the Global as well as Domestic Markets	He has over 20 years of Experience in Marketing, Corporate Planning, General Corporate Management and Information Technology.
Date of First appointment	09.10.1991	17.09.2001
Date of Re- appointment	01.07.2021	02.05.2021
Number of Board meetings of the Company attended during the year	5/5	5/5
Names of entities in which the person also holds the directorship and the membership of the committees of Board.	1. Pokarna Engineered Stone Limited- Managing Director and also the Member of Corporate Social Responsibility 2. Pokarna Foundation: Director 3. Pokarna natural resources private limited: Director 4. Jito Education Assistance Foundation: Nominee Director	1. Pokarna Engineered Stone Limited- Nominee Director 2. Pokarna Foundation: Director
Number of shares held in the Company	1,58,83,885	4,98,500

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Relationship with other Directors and Key Managerial Personnel or their respective relatives	Brother of Mr. Prakash Chand Jain, Director, Father of Mr. Rahul Jain, Managing Director and Father-in-Law of Mrs. Apurva Jain, Whole Time Director	Son of Mr. Gautam Chand Jain, Chairman and Managing Director and Spouse of Mrs. Apurva Jain, Executive Director.
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The other Disclosures as required under Schedule V Part II Section II-Paragraph B (iv) is provided hereunder:

I. GENERAL INFORMATION:

i) **Nature of Industry:** 1. Processing and sale of granite slabs

2. Mining and sale of granite blocks:

3. Manufacturing and retail of apparels

ii) **Date of commencement of commercial production:** 28.11.1994

iii) **In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:** Not Applicable

(iv) **Standalone Financial performance based on given indicators:-**

(In Lacs)

Particulars	2022-23	2021-22	2020-21
Revenue from operations	6099.89	6970.29	7693.41
Total Income	6419.67	7030.40	7917.47
Earnings before interest, tax, depreciation and amortization (EBITDA) before exceptional items	1300.35	1360.07	1569.04
Profit/ (Loss) before tax	23.26	36.97	93.12

(V) **Foreign investments or collaborations, if any:**

As on 31st December, 2023, the Company has following foreign investments in the Company–Public Category (Foreign Portfolio Investors) – 4.05%

II. Information about Mr. Gautam Chand Jain and Mr. Rahul Jain

Particulars	Mr. Gautam Chand Jain	Mr. Rahul Jain
Background details	Mr. Gautam Chand Jain is 68 years of age. He is commerce graduate having more than 43 years of business experience in industry and financial expertise. He is overall responsible for	Mr. Rahul Jain is 44 years of age. He is Graduate from University of Michigan, Ann Arbor, USA He has over 20 years of Experience in Marketing, Corporate

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	operations of the Company under the supervision of the Board of Directors.	Planning, General Corporate Management and Information Technology.
Past remuneration	Mr. Gautam Chand Jain voluntary decided not to withdraw any remuneration from Pokarna Limited for his extraordinary professional services and contribution in the Company. 2020-21-NIL 2021-22- NIL 2022-23- NIL 2023-24- NIL	2020-21-1,10,00,000/- p.a 2021-22-1,20,00,000/- p.a 2022-23-1,20,00,000/- p.a 2023-24-Rs.90,00,000/- for 9 months i.e till 31.12.2023
Recognition or awards	None	None
Job profile and his suitability	Mr. Gautam Chand Jain was reappointed as chairman and Managing Director of the company by the members for a period of five years w.e.f. 1 st July,2021, vide their resolution dated 6 th August,2021. He is overall responsible for operations of the Company under the supervision of the Board of Directors. He is having more than 43 years of experience in Industry. He joined the Company as Director, in the year 1991. He has played a pivotal role in charting the Company's strategy for expanding its operations in the Global as well as Domestic Markets. Having regard to his knowledge, business experience and leadership to the executive team, he is the best suited person for the responsibilities entrusted to him by the Board of Directors.	Mr. Rahul Jain is acting as the Managing Director of the Company and owing to the rich experience, he is primarily responsible for monitoring Marketing, Corporate Planning, General Corporate Management and Information Technology in the Company. He along with CMD ensures successful implementation of Company's strategy and directions set by the Board for execution by the Management from time to time.
Remuneration proposed	As mentioned in the Explanatory Statement.	As mentioned in the Explanatory Statement.

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Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	Considering the size of the Company, the profile of Mr. Gautam Chand Jain , the responsibilities shouldered by him and the industry benchmarks, the remuneration proposed to be paid to him commensurate with the remuneration packages paid to persons appointed at similar level in other companies.	Considering the size of the Company, the profile of Mr. Rahul Jain , the responsibilities shouldered by him and the industry benchmarks, the remuneration proposed to be paid to him commensurate with the remuneration packages paid to persons appointed at similar level in other companies.
Pecuniary relationship directly or indirectly with the company, or relation with the managerial personnel, if any.	He is brother of Mr. Prakash Chand Jain, Director, Father of Mr. Rahul Jain, Managing Director and Father-in-Law of Mrs. Apurva Jain, Whole Time Director. Apart from receiving Managerial Remuneration, he does not have any other pecuniary relationship with the Company	He is son of Mr. Gautam Chand Jain, Chairman and Managing Director and Spouse of Mrs. Apurva Jain, Executive Director. Apart from receiving Managerial Remuneration, he does not have any other pecuniary relationship with the Company

III. Other information:

(1) Reasons of loss or inadequate profits

The industrial scenario in the country may get impacted by internal as well as external factors which may lead to a situation of loss or inadequate profits in the Company during the tenure of Mr. Gautam Chand Jain and Mr. Rahul Jain.

(2) Steps taken or proposed to be taken for improvement:

The management has adopted focused and aggressive business strategies in all spheres of functions to improve the sales and profitability of the Company. Considering the present business scenario, the Company is expecting increase in revenue and profitability. The Management is confident of keeping a higher growth ratio in the period to come and strong belief that business improvement will sustain in future.

(3) Expected increase in productivity and profits in measurable terms:

In the prevailing Scenario, it is not feasible to predict with accuracy the expected increase in the productivity and profits in the measurable term. However, with the improvement in the economic

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activity at the Global and Domestic level, your Management expects that the productivity and profits will improve in coming periods.

(4) Disclosures:-

The Company has provided all the disclosures in Corporate Governance Report as required under Section II of Part II of Schedule V of the Companies Act, 2013

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S. P. Road, Secunderabad - 500 003.	Disha Jindal
CIN: L14102TG1991PLC013299	Company Secretary and Compliance officer
Date: February 17,2024	ACS:65058