



**Date: 11<sup>th</sup> August, 2025**

To  
The Deputy General Manager  
BSE Limited  
1<sup>st</sup> Floor, New Trading Ring  
Rotunda Building, P.J. Towers  
Dalal Street, Mumbai – 400001  
Maharashtra, India  
**Scrip Code: 532486**

To  
The Listing Manager  
National Stock Exchange of India Ltd.  
Exchange Plaza  
Bandra (East)  
Mumbai – 400051  
Maharashtra, India  
**Symbol: POKARNA**

**Subject: Notice of the 34<sup>th</sup> Annual General Meeting - Compliance under Regulations 30 and 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Reference the captioned subject, please find enclosed herewith the Annual Report of the Company for the Financial Year 2024-25 along with the Notice convening the 34<sup>th</sup> Annual General Meeting (“AGM”) scheduled to be held on Wednesday, 10<sup>th</sup> September, 2025 at 11:00 a.m. (IST) through Video Conferencing/ Other Audio Visual Means in accordance with relevant circulars issued by the Ministry of Corporate Affairs and SEBI.

In compliance with the aforesaid circulars, the Annual Report along with the Notice of the AGM is being sent only by electronic mode to those shareholders whose e-mail addresses are registered with the Company/ Registrar and Transfer Agent of the Company/Depository Participants.

The aforesaid Notice is also available on the website of the Company i.e [www.pokarna.com](http://www.pokarna.com) .

This is for your information and record.

Thanking You,  
Yours Faithfully,

**For Pokarna Limited**

**Pratima Khandu Gulankar**  
Company Secretary & Compliance Officer  
ACS:66794

**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](mailto:contact@pokarna.com), **Web:** [www.pokarna.com](http://www.pokarna.com)

# Notice of the Thirty-Fourth Annual General Meeting

NOTICE IS HEREBY GIVEN THAT THE 34th ANNUAL GENERAL MEETING OF THE MEMBERS OF POKARNA LIMITED (THE COMPANY) WILL BE HELD ON WEDNESDAY, 10TH SEPTEMBER, 2025 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, 2025, 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 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, 2025, 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."

- (b) the Audited Consolidated Financial Statements of the Company consisting of the Balance Sheet as at 31st March, 2025, 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 Auditors' 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, 2025, 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 2024-25.

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 Rs.0.60 per equity share of Rs.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, 2025."

### 3. To appoint a Director in place of Mrs. Apurva Jain (DIN: 06933924), who retires by rotation and being eligible, offers herself 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, Mrs. Apurva Jain (DIN: 06933924), who retires by rotation at this meeting, be and is hereby appointed as a Director of the Company."

## SPECIAL BUSINESS:

### 4. Appointment of Mr. Gautam Damodar Sawang (DIN: 11219711) as an Independent Director of the Company as a Special Resolution

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and Schedule IV and all other applicable provisions of the Companies Act, 2013 ('the Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and in accordance with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, pursuant to the recommendation made by the Nomination and Remuneration Committee and approval of the Board of Directors of the Company ("Board"), Mr. Gautam Damodar Sawang (DIN: 11219711) who was appointed as an Additional Director (Non-Executive & Independent), with effect from 30th July, 2025 pursuant to provisions of Section 161 of the Act and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director and being eligible, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a first term of 3 years i.e. upto 29th July 2028, on the Board of the Company;

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

**5. To appoint the Secretarial Auditors of the Company.**

To consider and if thought fit to pass with or without modification(s) the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Sections 204 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and Regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, as amended from time to time, pursuant to recommendation of the Audit Committee and the Board of Directors, consent of the members of the Company be and is here by accorded for appointment of K V C Reddy & Associates, Practicing Company Secretaries (Peer review Certificate No.2301/2022) as the Secretarial Auditors of the Company for a period of 5 (Five) consecutive years from the conclusion of this 34th Annual General Meeting till the conclusion of the 39th Annual General Meeting of the Company to be held in Financial year 2030 (i.e., from the Financial Year 2025 - 2026 to Financial

Year 2029-2030), on such remuneration as recommended by the Audit Committee and as may be mutually agreed between the Board of Directors of the Company and Secretarial Auditors.

**FURTHER RESOLVED THAT** the Board of Directors be and are hereby authorised to do all such acts, deeds, matters and things as may be necessary, expedient or incidental for the purpose of giving effect to this resolution and to settle any question or difficulty in connection herewith and incidental hereto."

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

**Gautam Chand Jain**  
(DIN: 00004775)

Chairman and Managing Director

Date: 30.07.2025

Place: Hyderabad

Name: POKARNA LIMITED

CIN: L14102TG1991PLC013299

**Registered office address:**

1ST FLOOR, 105, SURYA TOWERS, SECUNDERABAD. A.P TG 500003 IN

### Notes and Shareholder Information:

1. Ministry of Corporate Affairs (MCA), vide General Circular No. 09/2024 dated September 19, 2024 ("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 on or before September 30, 2025, 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](mailto:evoting@kfintech.com) and to the Company at [jgrc@pokarna.com](mailto:jgrc@pokarna.com).
8. All investor related communication may be addressed to KFin at the following address:  
  
KFin Technologies Limited Unit: Pokarna Limited  
Selenium Tower B Plot No. 31 & 32 Gachibowli, Financial District,  
Nanakramguda Serilingampally Mandal Hyderabad – 500 032  
Toll free number - 1800-309-4001 E-mail : [einward.ris@Kfintech.com](mailto:einward.ris@Kfintech.com)  
Website: [www.kfintech.com](http://www.kfintech.com)
9. (a) In compliance with above mentioned circulars of MCA the Notice calling this AGM along with the Annual Report

for FY 25 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 25 will also be available on the Company's website viz. [www.pokarna.com](http://www.pokarna.com) and website of the stock exchanges i.e. BSE Limited and National Stock Exchange of India Limited ([www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://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](mailto: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](mailto: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](mailto:einward.ris@kfintech.com). Members are advised to receive the Notice convening the AGM and Annual Report for FY-25 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](mailto: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.

15. 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](mailto: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](mailto: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 Sunday, 7th September, 2025.  
  
End of remote e-voting : Up to 5.00 p.m. (IST) on Tuesday, 9th September, 2025.  
  
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 Wednesday, 3rd September, 2025 (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 03rd September, 2025 as the "Record Date" for determining entitlement of members to final dividend for the financial year ended March 31, 2025, if approved at the AGM.
22. The Register of Members and Share Transfer Books of the Company will remain closed from Thursday, 04th September, 2025 to Wednesday, 10th September, 2025(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, 2025, 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](http://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:**

- 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.

- On the eMeeting webpage, use the Mobile OTP option.
  - Select the Meeting / Name of the Company
  - Input the Registered Mobile Number
  - Click on Send OTP
  - Post validation, join by selecting the Folio.
- 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.
  - Members are encouraged to join the Meeting through Laptops with Google Chrome for better experience.
  - 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.
  - 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.

- 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.

- 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 06th September 2025 and close on 08th September 2025.**
- 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 6th September, 2025 (9.00 a.m. IST) and close on 8th September, 2025 (5.00 p.m. IST).**

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

- 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.
- 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 3RD September, 2025, 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	<ol style="list-style-type: none"> <li>For OTP based login you can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotingloginjsp">https://eservices.nsdl.com/SecureWeb/evoting/evotingloginjsp</a>. 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 &amp; voting during the meeting.</li> <li>Existing IDeAS user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> 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 &amp; voting during the meeting.</li> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS Portal" or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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 &amp; voting during the meeting.</li> <li>Shareholders / Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol>



Type of shareholders	Login Method
Individual Shareholders, holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> <li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then use your existing my easi username &amp; password.</li> <li>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 &amp; 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.</li> <li>If the user is not registered for Easi / Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; 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.</li> </ol>
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 <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> 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 [kvcr153@gmail.com](mailto:kvcr153@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 Sunday, 7th September, 2025 till Tuesday, 9th September, 2025. 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

Name	KFIN Technologies Limited
Address	Selenium Building, Tower-B, Plot No 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy, Telangana India - 500 032.

- 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>

**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](mailto: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:

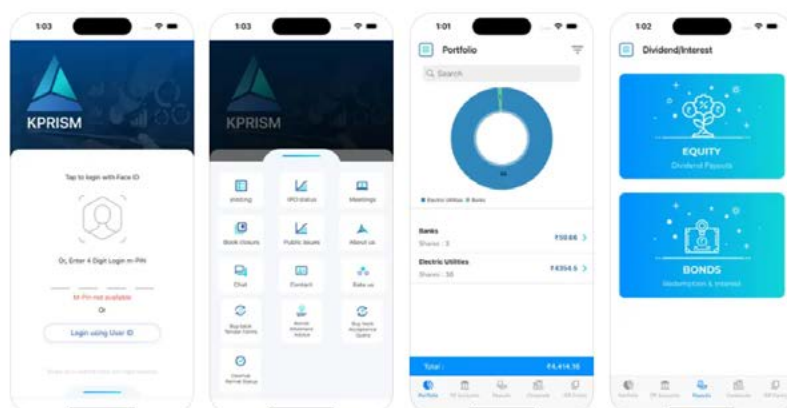
- A fully digital process, only requiring internet access and a device.
- Effectively reduces fraud for remote and unknown applicants.
- Supports KYC requirements.

#### 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)910094099 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](http://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., Wednesday, 10th September, 2025.

**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 16-10-2025 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 Wednesday, 3rd September, 2025 as the 'Record Date' for the purpose of AGM and for determining entitlement of Members to dividend for the financial year ended March 31, 2025. The dividend for the year ended 31 March, 2025 as recommended by the Board, i.e. 30% @ Rs.0.60 (Sixty paise only) per equity share of Rs. 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.

Under section 194 of the Income Tax Act, 1961, as amended by the Finance Act, 2020 ("Act"), dividend paid or distributed by a company after April 1, 2020 shall be taxable in the hands of the domestic shareholders and the Company would also be required to deduct tax at source (TDS) at the prescribed rates from the dividend paid to shareholders. Similarly in case of non-resident shareholders the Company would require to withhold tax (WHT) under section 195 / 196D of the Act. Accordingly, the Company shall be required to apply TDS / WHT at the time of making payment of the said Dividend after obtaining the approval of shareholders in the forthcoming AGM. The TDS / WHT rate would vary depending on the residential status of the shareholder and the valid documents submitted by them and accepted by the Company as explained herein below:

**For Resident Shareholders**

Tax is required to be deducted at source under Section 194 of the Act @ 10% from the amount of dividend where valid PAN is available and provided to us, except for nil / lower rate of tax indicated in specific cases stated hereunder:

**(A) For Resident Individuals**

Income-tax will be deducted either at nil or lower rate from the dividend payable to resident individuals if –

- Total dividend to be received by them during Financial Year does not exceed Rs. 10,000/-, or
- The shareholder provides Form 15G duly signed (applicable to individual) / Form 15H duly signed (applicable to an Individual above the age of 60 years), provided that all the required eligibility conditions are met. Please note that all fields are mandatory to be filled up and Company may at its sole discretion reject the form if it does not fulfil the requirement of law., or
- The shareholder provides certificate issued by the Income-tax Department u/s. 197 of the Act for lower rate / nil rate, or
- The Shareholder provides Exemption certificate issued by the Income-tax Department, if any under any other provisions of the Act.

**(B) 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: Public & Other Insurance Companies, a declaration duly signed that it has full

beneficial interest with respect to the shares owned by it along with its self attested copy of PAN

- b. Mutual Funds: Certificate of registration u/s 10(23D) of the Act issued by the appropriate authority along with its self-attested copy of PAN
- c. Alternative Investment Fund ("AIF"): Self certified copy of SEBI registration certificate that the AIF is registered under SEBI along with its self- attested copy of PAN
- d. Other Non-Individual shareholders who are holding certificate issued by the Income- tax Department u/s. 197 of the Act for lower / nil rate of tax deduction at source under provisions of Section 194 of the Act or who are covered u/s 196 of the Act, 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 3rd September, 2025, 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 Income tax Act, 1961. The forms are available at [www.pokarna.com](http://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 206AA of the Act, in case payment of dividend exceeds Rs. 10,000 in a Financial Year.

#### Non-resident Shareholders:

Tax is required to be deducted at source in the case of non-resident shareholders in accordance with the provisions of section 195 of the IT Act at the rates in force. As per the relevant provisions of the IT Act, the TDS on dividend shall be @ 20% or applicable rate plus applicable surcharge and health and education cess on the amount of dividend payable to the non-resident shareholders. For FII/ FPI shareholders, section 196D provides for TDS @ 20% or applicable rate plus applicable surcharge and health and education cess. However, as per section 90 of the IT Act, non- resident shareholders have the option to be governed by the provisions of the Double Tax Avoidance Agreement (DTAA) read with applicable Multilateral Instrument provisions, if they are more beneficial to them. 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/form15](https://ris.kfintech.com/form15) or e-mailed to [einward.ris@kfintech. com](mailto:einward.ris@kfintech.com). No communication on the tax determination/ deduction shall be entertained after 3rd September, 2025.

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 certificate can also be viewed in Form 26AS at TRACES <https://www.tdscpc.gov.in/app/login.xhtml> or the website of the Income Tax department of India [https:// www.incometax.gov.in/home](https://www.incometax.gov.in/home). 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](mailto:igrc@pokarna.com) or to KFinTech at [einward.ris@kfintech. com](mailto: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:**

- a. Change in their residential status on return to India for permanent settlement.
- b. 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. Details of Directors seeking appointment/re-appointment at the ensuing Annual General Meeting on 10TH September, 2025 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**

**STATEMENT SETTING OUT MATERIAL FACTS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013, IN RESPECT OF ITEM NO. 4 OF THE NOTICE**

As required under Section 102(1) of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013, this Explanatory Statement contains relevant and material information, as detailed herein, to enable the Members to consider approval of the following Resolutions.

**ITEM NO.4**

The Board of Directors of the Company, based on the recommendation of the Nomination and Remuneration Committee, appointed Mr. Gautam Damodar Sawang (DIN: 11219711) as an Additional Director (Non-Executive & Independent) with effect from 30th July, 2025, under Section 161 of the Companies Act, 2013. It is now proposed to appoint him as an Independent Director of the Company for a first term of three years up to 29th July, 2028, not liable to retire by rotation.

Mr. Sawang is a retired IPS officer with wide experience in governance, leadership, and public administration. The Board is of the opinion that his appointment would be in the best interest of the Company and that he meets the criteria for independence as prescribed under the Companies Act, 2013 and SEBI (LODR) Regulations, 2015. The Board recommends the resolution for approval of the members.

Pursuant to Regulation 17(1C) of the Listing Regulations, Mr. Gautam Damodar Sawang shall hold office until the date of the next General Meeting or for a period of three months from the date of appointment, whichever is earlier. Mr. Gautam Damodar Sawang is eligible to be appointed as an Independent Director for a term of three (3) consecutive years. The Company has received a notice under Section 160 of the Act from a member proposing his candidature as an Independent Director of the Company.

The Company has received from Mr. Gautam Damodar Sawang (i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014; (ii) intimation in Form DIR-8 in terms of the Companies (Appointment and Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164(2) of the Act; and (iii) a declaration to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act and the Rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations. Mr. Gautam Damodar Sawang has confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs. Further, he has confirmed that he has not been debarred from holding office as a director by virtue of any Order passed by SEBI or any other such authority and that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director of the Company.

In the opinion of the Board, Mr. Gautam Damodar Sawang fulfils the conditions as set out in Section 149(6) and Schedule IV of the Act and Listing Regulations and is thereby eligible for appointment as an Independent Director.

The requisite details and information pursuant to Regulation 36(3) of the Listing Regulations, the Act, and Secretarial Standards as on the date of the Notice are provided in the "Annexure" to the Notice. He shall be paid remuneration by way of fees for attending meetings of the Board or Committees thereof or for any other purpose whatsoever as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings, and profit-related commission within the limits stipulated under Section 197 of the Act. A copy of the draft letter of appointment of Mr. Gautam Damodar Sawang setting out the terms and conditions of appointment is available for inspection by the Members at the Company's registered office during normal business hours on all working days from the date of dispatch until the last date of receipt of votes by e-voting.

None of the Directors and Key Managerial Personnel of the Company, or their relatives, is interested in this resolution. The Board recommends the Special Resolution set out at Item No.4 of the accompanying Notice for approval by the Members of the Company.

This statement may also be regarded as an appropriate disclosure under the Act and the Listing Regulations.

The Board recommends the Special Resolution, as set out in Item No. 4 of the Notice, for approval by the Members.



**ITEM NO.5****To appoint the Secretarial Auditors of the Company.**

As per the recently amended Regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, now the Companies are required to appoint Secretarial Auditors for a term of 5 (five) consecutive years.

The Board of Directors has, based on the recommendation of the Audit Committee and subject to approval of the shareholders, appointed M/s.K V C Reddy & Associates, Company Secretaries (Peer review Certificate No. 2301/2022) as the Secretarial Auditors of the Company for a period of 5 (Five) consecutive years from the conclusion of this 34th Annual General Meeting till the conclusion of the 39th Annual General Meeting of the Company to be held in Financial year 2030 (i.e., from the Financial Year 2024 - 2025 to Financial Year 2029-2030).

**Rationale for appointment**

M/s.K V C Reddy & Associates, Company Secretaries is registered as a Practicing Company Secretaries firm with The Institute of Company Secretaries of India (ICSI) and has Peer Review Certificate No.2301/2022 issued by the Institute of Company Secretaries of India (ICSI).

Their expertise covers Corporate legal compliances, Corporate Governance, Advisory and Consulting. M/s.K V C Reddy & Associates, Company Secretaries have given their consent to act as the Secretarial Auditors of the Company and have confirmed that their appointment, if made, will be within the limit specified under section 204 of the Companies Act, 2013. They have also confirmed that they are not disqualified to be appointed as secretarial auditors in terms of the provisions of the Section 204 of the Companies Act, 2013 and the Rules

made thereunder and Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 and other applicable Regulations.

In view of their qualifications and experience in undertaking Secretarial Audit, it is proposed to appoint M/s.KVC Reddy & Associates, Company Secretaries as Secretarial Auditors of the Company.

The Remuneration payable to M/s.K V C Reddy & Associates for the Financial Year ending March 31, 2026 and thereafter will be as mutually agreed between Board of Directors and Secretarial Auditor.

None of the Directors and Key Managerial Personnel of the Company, or their relatives, is interested in this resolution. The Board recommends the Ordinary Resolution set out at Item No.5 of the accompanying Notice for approval by the Members of the Company.

Additional information with respect to Item Nos. 3 and Item 04 to be added below Item 03.

Item No.3: To appoint a director in place of Mrs. Apurva Jain (DIN: 06933924), who retires by rotation and being eligible, offers himself for re-appointment.

Item No 04. Appointment of Mr. Gautam Damodar Sawang (DIN: 11219711) as an Independent Director of the Company.

Disclosure pursuant to Regulation 36(3) and 36(5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") are provided below:



## Annexure to the Notice dated 30th July, 2025

**Additional Details of Director seeking re-appointment at the ensuing Annual General Meeting on 10th September, 2025**

**[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	Mrs. Apurva Jain
2	DIN	06933924
3	Nationality	Indian
4	Date of birth and Age	07.11.1984 and 41 years
5	Qualification	Bachelor of Science (Home Science).
6	Experience and expertise in specific functional areas	Ms. Apurva Jain has over 10 years of experience in operations, marketing, strategy and other commercial functions.
7	Relationship with other Directors, Manager and other Key Managerial Personnel of the company	Spouse of Mr. Rahul Jain, Managing Director and Daughter in law of Mr. Gautam Chand Jain, Managing Director and Mr. Prakash Chand Jain, Director, brother of Mr. Gautam Chand Jain
8	Nature of appointment (appointment/ re-appointment)	Re-appointment upon retirement by rotation
9	Terms and conditions of appointment / re- appointment	As per member's approval dated 15/09/2014 for holding the position of Director of the Company
10	Remuneration last drawn by such person, if applicable and remuneration sought to be paid	Rs 27.87 lakhs per annum
11	Date of first appointment on the Board	09/08/2014
12	No. of shares held in the Company	NIL
13	The number of Meetings of the Board attended during the year	6 out of 6
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	Pokarna Limited
15	Other Companies Directorship details	Pokarna Engineered Stone Limited
16	Chairman/Member of the Committees of the Board of Directors of the Company	Corporate Social Responsibility Committee -Member

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

**Gautam Chand Jain**

(DIN: 00004775)

Chairman and Managing Director

Date: 30.07.2025

Place: Hyderabad

## Annexure to Notice Dated 30th July 2025

Additional Details of Director seeking appointment at the ensuing Annual General Meeting on 10th September, 2025

[Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard – 2 on General Meetings]

### Mr. Gautam Damodar Sawang (DIN: 11219711)

Age	62
Qualification	Bachelor of Arts (B.A.)
Experience (including expertise in specific functional area) / Brief Resume	<p>A highly respected and decorated retired IPS officer with 38 years of distinguished public service, having retired as the Director General of Police of Andhra Pradesh State (2019 – 2022), after which appointed as The Chairman of the AP State Public Service Commission (2022-2024). He also served as Commissioner of Police, Vijayawada and Director General of the Vigilance and Enforcement Department of AP State. His career reflects a deep commitment to institutional governance, public accountability, and ethical leadership.</p> <p>In addition to his extensive national service, he brings rich international experience from his tenure in the United Nations as Police Commissioner of United Nations Police (2008-2012), where he collaborated extensively with various UN agencies and international stakeholders. This global exposure has equipped him with a strong understanding of cross-border coordination, multicultural collaboration, and international best practices in governance, development and security.</p> <p>Throughout his career, he has demonstrated core competencies highly relevant to the corporate sector. These include strategic leadership, crisis and risk management, and the ability to oversee large, complex organizations. His background in compliance, vigilance, and internal controls aligns closely with corporate governance and regulatory standards. Moreover, his experience in human resource management, policy implementation, and stakeholder engagement adds value to areas such as organizational development, ethical leadership and public interface.</p> <p>With a proven record of principled leadership and a broad perspective shaped by both national and international experience, he brings depth of insight and strategic clarity, and a strong commitment to governance and institutional integrity.</p>
Terms and Conditions of Appointment	As per the resolution set out at Item No. 4 of the Notice read with explanatory statement.
Remuneration last drawn (including sitting fees, if any)	Nil
Remuneration proposed to be paid	As mentioned in the explanatory statement
Date of first appointment on the Board	July 30, 2025
Shareholding in the Company including shareholding as a beneficial owner as on date of Notice	Nil
Relationship with other Directors / Key Managerial Personnel	Not related to any Director or Key Managerial Personnel of the Company.
Number of meetings of the Board attended during the financial year 2024-25	Not Applicable
Directorships of other Boards as on date of Notice*	Pokarna Engineered Stone Limited
Membership / Chairmanship of Committees of other Boards as on date of Notice*	NIL
Listed entities from which the Director has resigned in the past three years	None

\*As per disclosure received from the Director

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

**Gautam Chand Jain**

(DIN: 00004775)

Chairman and Managing Director

Date: 30.07 2025

Place: Hyderabad

## Notes

[illegible]