

Date: 22nd May, 2024

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| Department of Corporate Services, BSE Limited, Phiroze Jeebhoy Towers, Dalal Street, Mumbai – 400001 <u>Scrip Code :532486</u> | Listing Department National Stock Exchange of India Ltd., Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra (E) Mumbai- 400 051 <u>Symbol: Pokarna</u> |
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Dear Sir/Madam,

Sub: Postal Ballot Notice —Compliance under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”)

In Compliance of Regulation 30 read with Schedule III of the Listing Regulations and in continuation to earlier intimation dated November 07, 2023, we are enclosing herewith the Notice of Postal Ballot dated May 16, 2024 along with Explanatory Statement, seeking consent/approval of the Members for the Resolutions as mentioned in the said Notice, by means of Postal Ballot through remote electronic voting (“E-voting”).

The Notice of Postal Ballot has been sent today i.e., Wednesday, May 22, 2024, by email only to the Shareholders whose names appear in the Register of Members/List of Beneficial Owners as on Friday, May 17, 2024 i.e., cut-off date and who have registered their e-mail addresses with the Company/Registrar and Transfer Agent of the Company/Depositories as on the cut-off date.

The Company has engaged the services of KFin Technologies Limited (“KFIN”) to provide the E-voting facility to all its members. The E-voting shall remain open from 09.00 a.m. (IST) Thursday May 23,2024 to 05.00 p.m. (IST) on Sunday June 23,2024. The Postal Ballot Notice along with Explanatory Statement is also being made available on the website of the Company at www.pokarna.com and KFIN at <https://evoting.kfintech.com>.

The above is for your information and record.

Thanking You,

Yours Faithfully,

For Pokarna Limited

RAHU Digitally signed
by RAHUL JAIN
L JAIN Date: 2024.05.22
15:13:27 +05'30'

Rahul Jain

Managing Director



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

NOTICE OF POSTAL BALLOT

[Pursuant to Sections 108 and 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014]

Dear Members,

Notice is hereby given that in accordance with the provisions of Sections 108 and 110 and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), read together with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modifications or re-enactments thereof, for the time being in force) (“Rules”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “SEBI Listing Regulations”), and in terms of Circulars No. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022, and 09/2023 dated September 25, 2023, issued by the Ministry of Corporate Affairs, Government of India (collectively 'MCA Circulars'), and the Secretarial Standard on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India along with any other applicable laws, the resolution(s) outlined below are proposed to be passed by the Members of Pokarna Limited (the “Company”) via Postal Ballot exclusively through remote e-voting (“e-voting”).

The proposed resolution(s) and the Explanatory Statement pursuant to Section 102(1) and 110 of the Act, along with any other applicable provisions, read with the Rules framed thereunder, outlining the material facts and reasons for the resolutions mentioned in this Postal Ballot Notice (“Notice”), are annexed hereto.

In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules and MCA Circulars, the voting on the proposed resolutions will be conducted only through e-voting, i.e., by casting votes electronically instead of submitting postal ballot forms. Instructions for e-voting are provided in this Notice.

Pursuant to Rule 22(5) of the Rules, the Board of Directors of the Company has appointed Mr. K.V. Chalama Reddy, proprietor of K V C REDDY & ASSOCIATES, Company Secretaries (Membership Number FCS: 9268, COP: 5451), as the Scrutinizer to conduct the postal ballot (e-voting process) in a fair and transparent manner.



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Members are requested to carefully read the instructions under the 'General information and instructions relating to e-voting' section in this Notice and cast their votes electronically, either in favor (“FOR”) or against (“AGAINST”) the proposed resolutions, no later than 05:00 p.m. (IST) on 23rd June, 2024. Failure to do so will be considered as no response from the Member.

The Company has engaged Kfin Technologies Limited as the Service Provider for facilitating e-voting to allow Members to cast their votes electronically instead of dispatching postal ballot forms. In line with the MCA Circulars, the Company has made arrangements with KFin Technologies Limited, Registrar and Share Transfer Agent (“RTA”), to enable Members to register their email addresses. Members who have not registered their email addresses are requested to do so by following the procedure outlined in this Notice. The postal ballot results will be submitted to the stock exchanges within two working days from the conclusion of the e-voting period, in accordance with the SEBI Listing Regulations.

The Scrutinizer will present the results of the e-voting to the Chairman of the Company or any other authorized officer(s) of the Company upon completion of the scrutiny. The results of the Postal Ballot, along with the Scrutinizer's Report, will be posted on the Company's website (www.pokarna.com), the website of NSDL at www.evoting.nsdl.com, and will also be displayed at the Company's Registered Office while simultaneously being submitted to the BSE Limited (www.bseindia.com) and the National Stock Exchange of India Limited

(www.nseindia.com), where the equity shares of the Company are listed.

The proposed resolution(s), if approved, will be deemed to have been duly passed by the requisite majority of Members on the last date specified for e-voting by means of Postal Ballot, i.e., 23rd, June, 2024.

SPECIAL BUSINESS:

1. Appointment of Mr. Prasanth Nandigala (DIN: 01740471) as an Independent Director of the Company To consider and if thought fit, to pass, the following resolution 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



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Company("Board"), Mr. Prasanth Nandigala (DIN: 01740471) who was appointed as an Additional Director (Non-Executive & Independent), with effect from 1 April, 2024 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 three (3) years i.e. up to 31 March, 2027, 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."

2. Appointment of Mr. Agnihotra Dakshina Murty Chavali (DIN: 00374673) as an Independent Director of the Company To consider and if thought fit, to pass, the following resolution 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. Agnihotra Dakshina Murty Chavali (DIN: 00374673) who was appointed as an Additional Director (Non-Executive & Independent), with effect from 1 April, 2024 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 three (3) years i.e. up to 31 March, 2027, 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."

3. Appointment of Mrs. Paulomi Romi Dhawan (DIN:01574580) as an Independent Director of the Company To consider and if thought fit, to pass, the following resolution as a **Special Resolution**:



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“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”), Mrs. Paulomi Romi Dhawan (DIN: 01574580) who was appointed as an Additional Director (Non-Executive & Independent), with effect from 1 April, 2024 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 three (3) years i.e. up to 31 March, 2027, 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.”

By order of the Board

For **Pokarna Limited**

Sd/-

Rahul Jain

Managing Director

DIN: 00576447

Regd. Office:

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

CIN: L14102TG1991PLC013299

Place: Secunderabad

Date: May 16th, 2024



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Notes :

1. A Statement pursuant to Section 102(1) and other applicable provisions of the Act, read with the Rules, setting out all material facts relating to the resolutions mentioned in this Postal Ballot Notice, is attached. Additionally, further information as required under the Listing Regulations is also attached.
2. In compliance with the provisions of Regulation 44 of the SEBI Listing Regulations, Sections 108 and 110 of the Act, read with the Rules framed thereunder and the MCA Circulars:
 - a. The Notice is being sent by electronic mode to those members whose names appear in the Register of Members / List of Beneficial Owners maintained by the Company / depositories as on 17th May, 2024 (the 'Cut-Off Date') and whose e-mail addresses are registered with the Company / depositories. A person who is not a member as on the Cut-off Date should treat this Notice for informational purposes only. For members who have not registered their e-mail address, please follow the instructions provided herein.
 - b. The manner of voting on the proposed resolutions is provided by remote e-voting facility only. Accordingly, the physical copy of the Notice along with the postal ballot form and the pre-paid business reply envelope are not sent to the members. The members can provide their assent or dissent on the resolutions through the remote e-voting system.
3. **A copy of the Notice is available on the website of the Company at www.pokarna.com, the websites of the stock exchanges, i.e., BSE Limited and National Stock Exchange of India Limited, at www.bseindia.com and www.nseindia.com, respectively, and on the website of the e-voting agency, i.e., National Securities Depository Limited (NSDL), at www.evoting.nsdl.com.**
4. All documents referred to in the Notice will be available for electronic inspection by the members without any fee from the date of dispatch of the Notice until the closure of the remote e-voting period during business hours. Members seeking to inspect such documents may send a request to the email address companysecretary@pokarna.com at least one working day before the date on which they intend to inspect the documents.



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5. Members whose names appear in the Register of Members / Beneficial Owners as on the Cut-Off Date, i.e., 17th, May, 2024, will be eligible to cast their vote electronically. The voting rights of members will be in proportion to their share in the paid-up equity share capital of the Company as on the Cut-Off Date.
6. The remote e-voting period begins on 23rd May, 2024, at 9:00 a.m. and ends on Sunday, June 23rd, 2024, at 5:00 p.m. The remote e-voting module will be disabled by NSDL for voting thereafter.
7. Members are requested to cast their vote through the remote e-voting process no later than 5:00 p.m. on June 23rd, 2024, to be eligible for consideration. Votes not cast by this deadline will be considered as not received from the member.
8. The Board of Directors of the Company has appointed Mr. K.V. Chalama Reddy, proprietor of K V C REDDY & ASSOCIATES, Company Secretaries (Membership Number FCS: 9268, COP: 5451), as the Scrutinizer to conduct the postal ballot (e-voting process) in a fair and transparent manner.
9. Once the vote on the resolution is cast by a member, it cannot be changed subsequently.
10. The Scrutinizer, upon completing the scrutiny of voting through the remote e-voting process, will submit his report to the Chairman or any other person duly authorized by him, and the result of the remote e-voting by Postal Ballot will be announced within two working days from the conclusion of the remote e-voting, i.e., on or before 25th, June, 2024.
11. This Postal Ballot Notice will also be available on the Company's website at (www.pokarna.com), the websites of the Stock Exchanges, i.e., BSE Limited and National Stock Exchange of India Limited, at www.bseindia.com and www.nseindia.com, respectively, and on the website of Kfin Tech at <https://evoting.kfintech.com/public/Downloads.aspx>.
12. The resolutions, if passed by the requisite majority, shall be deemed to have been passed on 23rd June, 2024, i.e., the last date specified for receipt of votes through the remote e-voting process.



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13. Important Instructions for Members Holding Shares in Physical Form:

- i. SEBI, vide its circular no. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655, dated November 3, 2021, clarification vide circular no. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/687, dated December 14, 2021, circular no. SEBI/HO/MIRSD/POD-1/P/CIR/2023/158 dated September 26, 2023, and circular no. SEBI/HO/MIRSD/POD-1/P/CIR/2023/181 dated November 17, 2023, has simplified the process for investor service requests. Accordingly, listed entities are mandated to process the following service requests viz. issue of duplicate securities certificate, renewal/exchange of securities certificate; endorsement, sub-division/splitting of securities certificate, consolidation of securities certificates/folios; transmission and transposition in dematerialized form only. In view of the same and to eliminate all risks associated with physical shares, members are advised to dematerialize the shares held by them in physical form. Members can contact the Company or the RTA for assistance in this regard.
- ii. As per the SEBI Circular, the Company/RTA can entertain a shareholder's service request only upon completion of the KYC, registration of PAN, and Nomination. The service requests are required to be submitted in the format prescribed by SEBI.
- iii. Members are requested to update their records by submitting duly filled and signed relevant forms along with the relevant proofs listed in the forms to KFin Technologies Limited, Unit: Pokarna Limited, Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500 032. Alternatively, members can also send digitally signed documents from their registered email address to einward.ris@kfintech.com. Details of the relevant forms are provided hereinbelow:

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| ISR-1: Request for registering PAN, KYC details or changes/updates thereof |
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| ISR-2: Confirmation of signature of the securities holder by the banker |
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| ISR-3: Declaration form for holders of physical securities in listed companies to opt-out of nomination |
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| ISR-4: Request for issue of Duplicate Certificate and other Service Requests |
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| ISR-5: Request for Transmission of Securities by Nominee or Legal Heir |
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| SH-13: Nomination form |
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| SH-14: Cancellation or variation of Nomination |
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14. Members holding shares in demat form who wish to update any of the details mentioned above can contact their depository participant for the same.

15. SEBI, vide its Master Circular SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/145 dated August 11, 2023, has introduced Online Dispute Resolution (ODR), which is in addition to the existing SEBI Complaints Redress System (SCORES) platform, which can be utilized by the investors and the Company for dispute resolution. Please note that the investors can initiate dispute resolution through the ODR portal only after exhausting the option to resolve disputes with the Company and on the SCORES platform. The SMART ODR Portal can be accessed at: <https://smartodr.in/login>](<https://smartodr.in/login>



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PROCEDURE TO CAST VOTE THROUGH REMOTE E-VOTING

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

| Type of shareholders | Login method |
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| Individual shareholders holding securities in demat mode with NSDL | A. Users registered for NSDL IDeAS facility. 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: Option to register is available at https://eservices.nsdl.com Select “Register Online for IDeAS” Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp and proceed with completing the required fields. After successful registration, please follow the steps given above to cast your vote |
| | C. By visiting the e-voting website of NSDL: i. Visit the e-voting website of NSDL. Open web browser by typing the 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. ii. A new screen will open. Enter your User ID (i. e. your 16-digit |



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| | <p>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 demat | <p>i. Shareholders can also login using the login credentials of their demat account through their Depository Participant registered with NSDL/CDSL for e-voting facility. Once logged-in, you will</p> |



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| mode) logging in through their depository participants. | be able to see e-voting option. 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. 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. |
| 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.



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- g) Upon successful login, the system will prompt you to select the “EVENT” i.e. “**POKARNA LIMITED**”
- h) On the voting page, the number of shares (which represents the number of votes) held by you as on the **cut-off date 17th May 2024**, 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**’, 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., **17th May 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).



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

STATEMENT AS REQUIRED UNDER SECTION 102 AND 110 OF THE COMPANIES ACT, 2013 AND APPLICABLE SECRETARIAL STANDARDS

Item no. 1: Special Resolution

Mr. Prasanth Nandigala, aged 52 years, completed his B. Tech in Chemical Engineering from the Indian Institute of Technology, Mumbai, and an MS in Chemical Engineering from Iowa State University, Ames, Iowa, USA. He later earned an MBA in Finance from Indiana University, Bloomington, USA. With over 25 years of experience, his professional journey began with his involvement in the senior leadership team of Virchow Laboratories Limited from 1999 onwards. During his tenure, Mr. Prasanth Nandigala played a pivotal role in shaping the overall group strategy, fostering growth, and overseeing mergers and acquisitions initiatives at Virchow Laboratories Limited. Mr. Prasanth Nandigala has extensive experience in Corporate Finance, Treasury Operations, Chemical Plant Equipment Design and Maintenance, Pharmaceutical Quality Systems, Product Costing, Taxation Matters, Navigating partnerships and family businesses, contract and labour negotiations, and conflict resolution. Considering the background, vast experience, industry standards, and other relevant factors, and based on the criteria, desired attributes, skills, and capabilities required for the role as finalized by the Nomination and Remuneration Committee ("NRC") for the selection of an Independent Director, and as recommended by the NRC, the Board of Directors, at their meeting held on March 23, 2024, appointed Mr. Prasanth Nandigala (DIN: 01740471) as an Additional Director (Independent) of the Company for a term of three (3) consecutive years commencing from April 1, 2024, up to March 31, 2027, and he shall not be liable to retire by rotation. His global experience and current Board roles will further enhance the diverse skills on the Board. The company anticipates benefiting from his expertise to expand its value creation initiatives further.

Pursuant to Regulation 17(1C) of the Listing Regulations, Mr. Prasanth Nandigala 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. Prasanth Nandigala 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. Prasanth Nandigala (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



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thereunder and Regulation 16(1)(b) of the Listing Regulations. Mr. Prasanth Nandigala 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. Prasanth Nandigala 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. Prasanth Nandigala 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 Postal Ballot/e-voting.

Except for Mr. Prasanth Nandigala, none of the other Directors, Key Managerial Personnel of the Company, or their relatives are in any way concerned or interested, financially or otherwise, in this resolution.

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. 1 of the Notice, for approval by the Members.

Item no. 2: Special Resolution

Mr. Agnihotra Dakshina Murty Chavali, aged 69, is a distinguished professional with over three decades of extensive experience in the banking and finance sector. He holds a Research Fellowship in Modern Algebra from the Indian Institute of Technology, Delhi, and is a MSc in Pure Mathematics from Andhra University, Visakhapatnam, and a BSc in Double Maths and Physics from Andhra Loyola College, Vijayawada. Throughout his career, Mr. Chavali has



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excelled in various domains including Treasury Operations, International Banking, Planning, Public Relations, Retail Banking, Human Resources, Risk Management, Credit Monitoring, and Resource Management. His expertise spans Large Corporate Credit, International Business, Treasury Operations, Human Resources, Law/Recovery, Risk Management, Retail Banking, Planning, Public Relations, and Credit Monitoring. Notably, he served as the Executive Director of Indian Overseas Bank and as the Managing Director of Bank of Baroda Asset Management Company Ltd. Mr. Agnihotra Dakshina Murty Chavali has a profound understanding of Corporate Finance, Industrial Finance, Investments, Asset Management, and Risk Management. He has also been a member of several prestigious committees, including the RBI committee for implementing the Negotiated Dealing System, the FIMMDA Valuation Committee, and the Advisory Board for Banking and Financial Frauds under the CVC. His vast experience and leadership have made him a valuable contributor to the Indian banking and finance industry. Considering the background, vast experience, industry standards, and other relevant factors, and based on the criteria, desired attributes, skills, and capabilities required for the role as finalized by the Nomination and Remuneration Committee (“NRC”) for the selection of an Independent Director, and as recommended by the NRC, the Board of Directors, at their meeting held on March 23, 2024, appointed Mr. Agnihotra Dakshina Murty Chavali (DIN: 00374673) as an Additional Director (Independent) of the Company for a term of three (3) consecutive years commencing from April 1, 2024, up to March 31, 2027, and he shall not be liable to retire by rotation. His vast experience and current Board roles will further enhance the diverse skills on the Board. The company anticipates benefiting from his expertise to expand its value creation initiatives further.

Pursuant to Regulation 17(1C) of the Listing Regulations, Mr. Agnihotra Dakshina Murty Chavali 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. Chavali 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. Agnihotra Dakshina Murty Chavali (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. Agnihotra Dakshina Murty Chavali 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



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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. Agnihotra Dakshina Murty Chavali 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. Agnihotra Dakshina Murty Chavali 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 Postal Ballot/e-voting.

Except for Mr. Agnihotra Dakshina Murty Chavali, none of the other Directors, Key Managerial Personnel of the Company, or their relatives are in any way concerned or interested, financially or otherwise, in this resolution.

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. 2 of the Notice, for approval by the Members.

Item no. 3: Special Resolution

Mrs. Paulomi Romi Dhawan, aged 67, is an accomplished Brand Builder, Media Marketing Communications Advisor, and Social Impact Strategist with 40 years of extensive experience in media, marketing, and brand communications. Throughout her career, she has significantly contributed to the brand equity of numerous leading Indian brands across various sectors, including FMCG, durables, services, media, and NGOs. Mrs. Paulomi Romi Dhawan has served as a Strategic Advisor to CMDs, CEOs, and Board members, offering expertise in perception image management, media investments, marketing, and brand communications.



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Mrs. Paulomi Romi Dhawan believes in giving -She was the President of Inner Wheel Club of Bombay Queen's Necklace (2017-18), where she initiated socially impactful projects - "Adopt a Village". Her focus was to bring transformation from the grass root level. She serves on the Board of SHED (Society for Human & Environmental Development). She is now also on the Board of Make-a-Wish Foundation of India as Managing Trustee and Chairperson. Her deep understanding of the efficiency and efficacy of diverse media platforms, combined with her strategic vision in media investment management, has earned her widespread recognition. Her blend of professional acumen and commitment to social impact has made her a respected figure in both the corporate and social sectors. Considering the background, vast experience, industry standards, and other relevant factors, and based on the criteria, desired attributes, skills, and capabilities required for the role as finalized by the Nomination and Remuneration Committee ("NRC") for the selection of an Independent Director, and as recommended by the NRC, the Board of Directors, at their meeting held on March 23, 2024, appointed, Mrs. Paulomi Romi Dhawan (DIN:01574580) as an Additional Director (Independent) of the Company for a term of three (3) consecutive years commencing from April 1, 2024, up to March 31, 2027, and he shall not be liable to retire by rotation. Her extensive experience and current board roles will further enhance the diverse skills on the board. The company anticipates benefiting from her expertise to expand its value creation initiatives further.

Pursuant to Regulation 17(1C) of the Listing Regulations, Mrs. Paulomi Romi Dhawan 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. Mrs. Paulomi Romi Dhawan 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 her candidature as an Independent Director of the Company.

The Company has received from Mrs. Paulomi Romi Dhawan (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 she is not disqualified under Section 164(2) of the Act; and (iii) a declaration to the effect that she 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. Mrs. Paulomi Romi Dhawan has confirmed that she is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to her registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs. Further, she 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 she is not aware of any



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circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties as an Independent Director of the Company.

In the opinion of the Board, Mrs. Paulomi Romi Dhawan 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. She 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 Mrs. Paulomi Romi Dhawan 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 Postal Ballot/e-voting.

Except for Mrs. Paulomi Romi Dhawan, none of the other Directors, Key Managerial Personnel of the Company, or their relatives are in any way concerned or interested, financially or otherwise, in this resolution.

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.3 of the Notice, for approval by the Members.



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ANNEXURE TO NOTICE DATED 16th May 2024

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

Mr. Prasanth Nandigala (DIN: 01740471)

| | |
|---|---|
| Age | 52 |
| Qualification | B.Tech in Chemical Engineering, an MS in Chemical Engineering, and an MBA in Finance. |
| Experience (including expertise in specific functional area) / Brief Resume | With over 25 years of experience, his professional journey began with his involvement in the senior leadership team of Virchow Laboratories Limited from 1999 onwards. He has extensive experience in Corporate Finance, Treasury Operations, Chemical Plant Equipment Design and Maintenance, Pharmaceutical Quality Systems, Product Costing, Taxation Matters, Navigating partnerships and family businesses, contract and labour negotiations, and conflict resolution. |
| Terms and Conditions of Appointment | As per the resolution set out at Item No. 1 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 | April 1, 2024 |
| 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 (2023-24) | Not Applicable |
| Directorships of other Boards as on date of Notice* | <ul style="list-style-type: none">• Pokarna Engineered Stone Limited• Saraca Laboratories Limited |



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-
- Virchow Drugs Limited
 - Virchow Laboratories Limited
 - Andhra Organics Limited
 - Covalent Laboratories Private Limited
 - Virchow Petrochemical Private Limited
 - Imex Engineering Company Private Limited
 - Vizag Care Ingredients Private Limited
 - Virchow Biotech Private Limited

Membership / Chairmanship of Committees of other Boards as on date of Notice*

Audit Committee

- Pokarna Engineered Stone Limited

Nomination and Remuneration Committee

- Pokarna Engineered Stone Limited Risk Management Committee

Committee

- Pokarna Engineered Stone Limited Stakeholders' Relationship Committee

- Pokarna Engineered Stone Limited

Listed entities from which the Director has resigned in the past three years

None

*As per disclosure received from the Director.

Mr. Agnihotra Dakshina Murty Chavali (DIN: 00374673)

Age

69

Qualification

Research Fellowship in Modern Algebra, an MSc in Pure Mathematics, and a BSc in Double Maths and Physics.

Experience (including expertise in specific functional area) / Brief Resume

Mr. Agnihotra Dakshina Murty Chavali is a distinguished professional with over three decades of experience in the banking and finance sector. His expertise spans Treasury Operations, International Banking, Corporate and Retail Banking, Human



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| | |
|---|---|
| | Resources, Risk Management, Credit Monitoring, and Resource Management. He also has specialized knowledge in Corporate Finance, Industrial Finance, Investments, and Asset Management. |
| Terms and Conditions of Appointment | As per the resolution set out at Item No. 2 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 | April 1, 2024 |
| 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 (2023-24) | Not Applicable |
| Directorships of other Boards as on date of Notice* | <ul style="list-style-type: none">• Pokarna Engineered Stone Limited• Indian Immunological Limited• Capsave Finance Private Limited• Kalyan Jewellers India Limited[#]• Natco Pharma Limited[#] |
| Membership / Chairmanship of Committees of other Boards as on date of Notice* | <p>Audit Committee</p> <ul style="list-style-type: none">• Pokarna Engineered Stone Limited• Indian Immunological Limited• Capsave Finance Private Limited• Kalyan Jewellers India Limited[#]• Natco Pharma Limited[#] <p>Nomination and Remuneration Committee</p> <ul style="list-style-type: none">• Pokarna Engineered Stone Limited• Kalyan Jewellers India Limited[#]• Capsave Finance Private Limited <p>Corporate Social Responsibility Committee</p> <ul style="list-style-type: none">• Kalyan Jewellers India Limited[#] |



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Stakeholders Relationship Committee

- Pokarna Engineered Stone Limited
- ### Risk Management Committee
- Pokarna Engineered Stone Limited

Listed entities from which the Director has resigned in the past three years

Munz Fintech Private (Limited w.e.f. 11th September, 2021)

*As per disclosure received from the Director.

#Listed entities.

Mrs. Paulomi Romi Dhawan (DIN:01574580)

Age

67

Qualification

B.Com., D.B.M.

Experience (including expertise in specific functional area) / Brief Resume

Mrs. Paulomi Romi Dhawan is an accomplished Brand Builder, Media Marketing Communications Advisor, and Social Impact Strategist with 40 years of extensive experience in media, marketing, and brand communications. Throughout her career, she has significantly contributed to the brand equity of numerous leading Indian brands across various sectors, including FMCG, durables, services, media, and NGOs. Mrs. Paulomi Romi Dhawan has served as a Strategic Advisor to CMDs, CEOs, and Board members, offering expertise in perception image management, media investments, marketing, and brand communications.

She was the President of Inner Wheel Club of Bombay Queen's Necklace (2017-18), where she initiated socially impactful projects - "Adopt a Village". Her focus was to bring transformation from the grass root



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| | |
|---|--|
| | level. She serves on the Board of SHED (Society for Human & Environmental Development). She is now also on the Board of Make-a-Wish Foundation of India as Managing Trustee and Chairperson. |
| Terms and Conditions of Appointment | As per the resolution set out at Item No.3 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 | April 1, 2024 |
| 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 (2023-24) | Not Applicable |
| Directorships of other Boards as on date of Notice* | <ul style="list-style-type: none">• DB Corp Limited[#]• Mukta Arts Limited[#]• The Indian Society of Advertisers• Mukta A2 Cinemas Limited• Whistling Woods International Limited• Pokarna Engineered Stone Limited |
| Membership / Chairmanship of Committees of other Boards as on date of Notice* | <p>Audit Committee</p> <ul style="list-style-type: none">• Pokarna Engineered Stone Limited• Mukta Arts Limited[#]• Whistling Woods International Limited• The Indian Society of Advertisers• DB Corp Limited[#] <p>Nomination and Remuneration Committee</p> <ul style="list-style-type: none">• Mukta Arts Limited[#] |



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-
- Whistling Woods International Limited
 - DB Corp Limited[#]
- Stakeholders Relationship Committee
- Mukta Arts Limited[#]
- Corporate Social Responsibility Committee
- Pokarna Engineered Stone Limited
 - DB Corp Limited[#]
- Compensation Committee
- DB Corp Limited[#]

| | |
|--|------|
| Listed entities from which the Director has resigned in the past three years | None |
|--|------|

*As per disclosure received from the Director.

[#]Listed entities.

By order of the Board
For Pokarna Limited

Sd/-
Rahul Jain
Managing Director
DIN: 00576447

Regd. Office:

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

CIN: L14102TG1991PLC013299

Place: Secunderabad

Date: May 16th, 2024