



FORM A

1.	Name of the Company	POCL Enterprises Limited
2.	Annual Financial Statements for the year ended	March 31, 2015
3.	Type of Audit Observation	Un-qualified
4.	Frequency of observation	N.A.
5.	To be signed by -	
	CEO/Managing Director	Mr. Devakar Bansal <i>Devakar Bansal</i>
	CFO	Mr. N Ravichandran <i>N. Ravichandran</i>
	Audit Committee Chairman	Mr. D P Venkataraman <i>D. P. Venkataraman</i>
	Auditors of the Company	For M/s. Jeeravla & Co., Chartered Accountants (FRN: 001323S) <i>Sohan CJ Parmar</i>
		Sohan CJ Parmar Proprietor Membership No: 022321



POCL ENTERPRISES LIMITED



POEL

bonding together



POCL ENTERPRISES LIMITED

POEL Profile

CIN: U52599TN1988PLC015731

Board of Directors

Dr. Padam C Bansal	- Chairman
Mr. Devakar Bansal	- Managing Director
Mr. Sunil Kumar Bansal	- Joint Managing Director
Mr. Y V Raman	- Whole Time Director
Mr. D P Venkataraman	- Independent Director
Mr. Harish Kumar Lohia	- Independent Director
Mrs. Indra Somani	- Independent Director

Key Managerial Personnel

Mr. N Ravichandran	- Chief Financial Officer
Mr. Aashish Kumar K Jain	- Company Secretary

Registered Office

New No: 4, Old No: 319,
Valluvarkottam High Road,
Nungambakkam,
Chennai - 600034

Independent Auditors

M/s. Jeeravla & Co
Chartered Accountants
New # 27 (Old # 19A) I Floor, Barnaby Road,
Kilpauk, Chennai - 600 010
Phone No: +91-044 - 26421022

Registrar and Transfer Agents

M/s. Cameo Corporate Services Limited
Subramanian Building,
1, Club House Road,
Chennai - 600 002
Phone: +91-044-28460390
Fax: +91-044-28460129
E-Mail ID: cameo@cameoindia.com
Website: www.cameoindia.com

Plant Locations

- **Metallic Oxides Division [MOD]**
Behind A-73 & 74, PIPDIC Industrial Estate,
Mettupalayam, Puducherry-605 009
- **Plastic Additives Division [PAD]**
Sembiapalayam, Korkadu post,
Puducherry-605 110
- **Zinc Refining Division [ZRD]**
G-47, SIDCO Industrial Estate,
Kakkalur, Thiruvallur,
Tamil Nadu-602 003
- **Alloying & Refining Division [ARD]**
B 19 & 20 SIDCO Industrial Estate,
Maraimalai Nagar, Kancheepuram District,
Tamil Nadu-603209
- **Trading Division**
A1, SIDCO Industrial Estate,
Maraimalai Nagar, Kancheepuram District,
Tamil Nadu-603209

Bankers

Canara Bank - Anna Nagar East Branch
HDFC Bank - Mylapore Branch

Listing

BSE Limited - *effective from June 25, 2015*

Annual General Meeting

Day : Friday
Date : September 4, 2015
Time : 10:15 a.m.
Venue : Kasturi Srinivasan Hall (Mini Hall),
Music Academy, 306, T.T.K.Road,
Chennai - 600 014

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BOARD'S REPORT

Dear Shareholders,

Your Directors have pleasure in presenting the 27th Annual Report on your business and operation together with the Audited Accounts for the year ended March 31, 2015.

FINANCIAL RESULTS

The Company's financial performance for the year ended March 31, 2015 is summarized below:

PARTICULARS	2014-15* Rs. in Lakhs	2013-14 Rs. in Lakhs
Operational Income	16221.76	1677.44
Other Income	45.77	(1.76)
EBIDAT	709.29	57.71
Interest and Financial Charges	359.38	41.39
Depreciation & Amortization	98.18	0.88
Profit Before Taxation	251.73	15.44
Exceptional Item	—	(0.30)
Provision for Taxes Including Deferred Tax	102.54	4.89
Net Profit for the Year	149.19	10.25

**The Financial Statements of the Company for the year ended March 31, 2015 includes Assets, Liabilities and Results of Operations of four demerged undertakings and therefore the current year financials are strictly not comparable with the previous year financials.*

SCHEME OF ARRANGEMENT (DEMERGER) BETWEEN POCL ENTERPRISES LIMITED AND PONDY OXIDES AND CHEMICALS LIMITED

The Scheme of Arrangement (Demerger) ("the Scheme") between M/s. Pondy Oxides and Chemicals Limited ("Demerged Company") and M/s. POCL Enterprises Limited ("Resulting Company") which *inter alia*, envisaged for the Demerger of Metallic Oxides Division, Plastic Additives Division, Zinc Refining Division and Lead Alloying & Refining Divisions of M/s. Pondy Oxides and Chemicals Limited into the Company was approved by the Board of Directors in their meeting held on March 20, 2014.

The Scheme received the sanction of the Hon'ble High Court of Judicature at Madras vide its Order dated December 4, 2014 which was received by the Company on December 19, 2014 and the Scheme came into effect from December 22, 2014. Subsequent thereto, the transfer of four demerged undertakings of Demerged Company into the Resulting Company with effect from the Appointed Date, April 1, 2013 has been completed.

The Board of Directors thank the Management team and Associates for the seamless completion of the Demerger.

SHARE CAPITAL AND ALLOTMENT OF SHARES ON ACCOUNT OF DEMERGER

Prior to the Demerger, POCL Enterprises Limited ("POEL") was a wholly owned subsidiary of M/s. Pondy Oxides and Chemicals Limited ("POCL"). Pursuant to Scheme of Demerger, the entire 7,81,465 equity shares of Rs. 10/- each held by M/s. Pondy Oxides and Chemicals Limited in the Company were reduced

and cancelled. Consequently the Company also ceases to be a subsidiary of POCL. A Demerger Reserve has been created to extent of Rs. 78.15 Lakhs on account of such cancellation of shares.

In consideration to the Demerger of four divisions of POCL into the Company, each member of M/s. Pondy Oxides and Chemicals Limited, whose name stood recorded in the Register of Members as on January 9, 2015 (Record Date) have been allotted 1 (One) Equity Share of Rs. 10/- each in the Company for every 2 (Two) Equity Shares of Rs. 10/- each held by the shareholders in M/s. Pondy Oxides and Chemicals Limited. Consequently the Share Capital of the Company increased to Rs. 557.60 Lakhs.

RESERVES

On account of Demerger, the following reserves relating to four Demerged Undertakings have been transferred from M/s. Pondy Oxides and Chemicals Limited into the Company:

1. Securities Premium Account - Rs. 85.21 Lakhs
2. General Reserve - Rs. 14.08 Lakhs
3. Surplus (Deficit) in Profit & Loss Account - Rs. 505.88 Lakhs

The Company did not transfer any amount to General Reserve during the year.

LISTING OF EQUITY SHARES ON BSE LIMITED

Financial year 2014-15 is a notable year for the Company. The Company could successfully complete the Demerger. Post the Demerger, the Company applied for listing of shares on BSE Limited.

The Company received Listing Approval from BSE on April 22, 2015. Followed by BSE listing approval, the Company also obtained approval from SEBI pursuant to Rule 19(2)(b) of SCRR, 1957 on May 20, 2015. The Directors are pleased to inform the shareholders that the Company received the trading approval from BSE on June 23, 2015.

The equity shares of the Company are traded on BSE effective from June 25, 2015. The share price of the Company opened at Rs. 38/-

PERFORMANCE REVIEW

Prior to the Demerger, the Company was predominantly engaged in trading of various metals and chemicals. Post Demerger, the Company had manufacturing processes included in it. The Company reported an overall turnover of Rs. 16221.76 Lakhs from Metallic Oxides and Plastic Additives Segment. The EBIDAT margin stood at 4.36% and the Cash Profit of the Company stood at 1.52%.

In view of the Demerger, the current year performance is not comparable with the previous year's performance.

DIVIDEND

Your Directors have recommended a dividend of Re. 1 [i.e. 10%] per equity share for the financial year 2014-15. The dividend payout is subject to the approval of the shareholders at the ensuing Annual General Meeting. The total cash flow on account of dividend including distribution tax thereon will be Rs. 67.11 Lakhs.

EXTRACT OF ANNUAL RETURN

An extract of Annual Return as on March 31, 2015 in Form MGT-9 is annexed herewith as **Annexure I** to this Report.

BOARD MEETINGS

During the year, nine meetings of the Board of Directors were held. The details of the meetings are furnished in the Corporate Governance Report.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

Directors

During the year under review, the Board of Directors has appointed Mr. Devakar Bansal as Managing Director, Mr. Sunil Kumar Bansal as Joint Managing Director and Mr. Y V Raman as Whole Time Director. The tenure and the terms and conditions of the Directors were identical to their respective terms and conditions in M/s. Pandy Oxides and Chemicals Limited.

On expiration of tenure of above Directors, the Board of Directors in their meeting held on March 30, 2015 has re-appointed them for a further period of three years with effect from April 1, 2015. Since the profits of the Company are inadequate for payment of remuneration, the Board recommends the appointment of and remuneration to the above Directors by passing of a Special Resolution as mentioned in the Notice.

The Board also appointed Mr. D P Venkataraman and Mr. Harish Kumar Lohia as Independent Director of the Company with effect from December 24, 2014. Further in compliance with the provisions of the Companies Act, 2013 and Listing Agreement, the Board of Directors appointed Mrs. Indra Somani as Independent Director on the Board of the Company with effect from April 1, 2015. The Board recommends for the appointment of the above Independent Directors.

Dr. Padam C Bansal was appointed as additional director on the Board of the Company with effect from January 12, 2015. The Board recommends for the appointment of Dr. Padam C Bansal.

The Company has received declarations from all the Independent Directors of the Company confirming that they meet the criteria of independence as prescribed under the Companies Act, 2013 and Clause 49 of the Listing Agreement.

During the year under review, Mr. Anil Kumar Bansal, Mr. R P Bansal, Mr. Ashish Bansal, Mr. Anil Kumar Sachdev and Mr. K Kumaravel have tendered their resignation from the Directorship. The Board places on record the valuable contribution made by the above Directors during their tenure as Directors of the Company.

Key Managerial Personnel

Mr. Aashish Kumar K Jain was appointed as Company Secretary and Compliance Officer with effect from December 24, 2014. The Board of Directors also appointed Mr. N Ravichandran as Chief Financial Officer of the Company with effect from April 1, 2015.

BOARD COMMITTEES

In compliance to the provisions of Companies Act, 2013 and the Listing Agreement, the Company has constituted various Committees of the Board. The details on Composition of the Committee, Attendance of the Directors at the Committee Meeting and terms of reference of the Committee has been provided in the Corporate Governance Report.

RECOMMENDATION OF AUDIT COMMITTEE

During the year under review, all the recommendations made by the Audit Committee were accepted by the Board.

FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS

In compliance with Clause 49 of the Listing Agreement, the Board has adopted a policy on familiarisation programme for Independent Directors of the Company. The policy will enable the Independent Directors to understand their role, rights and responsibility in the Company. The Policy on Familiarisation Programme as approved by the Board may be accessed on the Company's website at the link: <http://www.poel.in/pdf/policyonfamiliarisationprogramme.pdf>

AUDITORS

Statutory Auditor

Due to the non-applicability of the provisions of Section 139(2) of the Companies Act, 2013, the Members of the Company in the previous Annual General Meeting had appointed M/s. Jeeravla & Co., Chartered Accountants as the Statutory Auditors of Company for a period of five years.

Post the Demerger and listing of Company, the provisions of Section 139(2) of the Companies Act, 2013 are attracted and in view of better Corporate Governance practice, M/s. Jeeravla & Co have expressed their unwillingness to continue as Statutory Auditor of the Company. They have further confirmed that they have no representation to make in this regard.

In place of retiring auditor, M/s. Jitesh & Ajay, Chartered Accountants have confirmed their willingness to be appointed as the Statutory Auditor of the Company. The Company has also received confirmation from them to the effect that their appointment, if made, would be within the prescribed limits as provided under Section 141(3)(g) of the Companies Act, 2013 and that they are not disqualified for appointment within the meaning of Section 141 of the said Act. The Company has received special notice under Section 140 read with Section 115 of the Companies Act, 2013 recommending the appointment of M/s. Jitesh & Ajay, Chartered Accountants as the Statutory Auditor of the Company.

Your Directors recommend the appointment of M/s. Jitesh & Ajay, Chartered Accountants, as the statutory auditors of the Company for the period of five years and request the members to authorise the Board of Directors to fix their remuneration.

In respect to the financial statements for the year 2014-15, the Auditors' Report does not contain any qualification, reservation or adverse remark.

Cost Auditor

Post the Demerger, the Company is into manufacturing of Inorganic Chemicals and Base Metals which are required to be audited by a Cost Accountant. In this regard, the Board of Directors at their Meeting held on January 12, 2015 had appointed M/s. Vivekanandan Unni & Associates, Cost Accountants (having Firm Registration No: 00085) as Cost Auditor of the Company to audit the cost records for the financial year 2014-15.

The Board had approved remuneration of Rs. 30,000/- (Rupees Thirty Thousand Only) in addition to service tax and out of pocket expenses. As per the provisions of Section 148 of the Companies Act, 2013, the remuneration of the Cost Auditor is required to be ratified by the shareholders of the Company. The Board recommends for approval of remuneration of M/s. Vivekanandan Unni & Associates to the Members of the Company.

Secretarial Audit

Since POEL was an unlisted Company till the closure of the financial year 2014-15 and also the Company did not exceed the other threshold parameters which call for the conduct of Secretarial Audit, the Company has not conducted Secretarial Audit for the financial year 2014-15.

APPOINTMENT OF RELATIVES OF DIRECTORS TO AN OFFICE OR PLACE OF PROFIT

During the year under review, the Board appointed Mr. Harsh Bansal, a Management Graduate on the rolls of the Company. The remuneration paid to Mr. Harsh Bansal is within the limits as prescribed under Section 188(1) of the Companies Act, 2013.

PARTICULARS OF REMUNERATION OF DIRECTORS AND EMPLOYEES U/S 197(12) OF THE COMPANIES ACT, 2013

Details pertaining to remuneration as required under Section 197(12) of the Companies Act, 2013 read

with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 has been provided as **Annexure II** to this Report.

PARTICULARS OF LOANS, INVESTMENT, GUARANTEE AND SECURITY U/S 186(4) OF THE COMPANIES ACT, 2013

During the year under review, the Company has not made, given or provided any loans/investment/guarantee/security to any person or body corporate. Investment in the equity shares of Madras Stock Exchange Limited was transferred to the Company on account of Demerger.

CONTRACTS AND ARRANGEMENTS WITH RELATED PARTIES

All transactions entered by the Company during the financial year with related parties were in the ordinary course of business and on an arm's length basis. The particulars of transactions entered with related parties as referred to in Section 188(1) of the Companies Act, 2013 are provided in AOC-2 which is given in **Annexure III** to this Report.

The Policy on related party transactions as approved by the Board may be accessed on the Company's website at the link: <http://www.poel.in/pdf/policyonrelatedpartytransactions.pdf>

Your Directors draw attention of the members to Note no. 37 to the financial statements which sets out related party disclosures.

REMUNERATION POLICY OF THE COMPANY

The Remuneration Policy of the Company comprising of appointment and remuneration of the Directors, Key Managerial Personnel and Senior Management Personnel of the Company including the criteria for determining qualifications, positive attributes, independence of Director and other related matters has been provided as **Annexure IV** to this Report.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

(i) Conservation of Energy

Steps taken on conservation of energy:

POEL understands the significance of conservation of energy not only as a method of cost reduction but also because of its global impact. The Company has taken the following steps for conserving the energy:

- Auto-shutting down of systems when not in use
- Utilisation of lights and stand alone air conditioners only when required
- Minimal usage of AC s and lights during weekend
- Use of fans, post office hours to reduce the power consumption

Steps taken for utilising alternate source of energy and Capital Investment made

The Company at its Plastic Additives Division had been using Generator and Low Tension Transformer. During the year, the Company has installed High Tension Transformer and has reduced the use of Generators. As a result the cost per unit of electricity has been reduced from Rs. 15/- per unit to Rs. 5/- per unit. The HT transformer has been capitalized only on March 31, 2015 at Rs. 29 Lakhs. The saving in the cost will be reflected only during the financial year 2015-16.

(ii) Research & Development and Technology Absorption

During the year under review, the Company continued to improve the quality of products through its normal research and development system. The Company has not acquired any imported or indigenous technology. No expenditure was incurred on Research & Development.

(iii) Foreign Exchange Earnings and Outgo

- | | |
|-------------------------------|----------------------|
| (a) Foreign Exchange Earnings | - Rs. 1853.18 Lakhs |
| (b) Foreign Exchange Outgo | - Rs. 11723.79 Lakhs |

CORPORATE GOVERNANCE

Your Company aims at achieving transparency, accountability, equity and ethics in all facets of its operations without compromising on compliances with laws and regulations framed by SEBI in this regard. The Company is committed to maintain the highest standard of Corporate Governance.

The report on Corporate Governance as stipulated under the Listing Agreement forms an integral part of this Report. This being the first Annual Report after listing of your Company, every endeavor is made to provide all necessary information to the stakeholders. Your Company has complied with the norms of the listing agreement, wherever possible despite being unlisted during the financial year. Auditor's Certificate confirming compliance with the conditions of Corporate Governance is not attached due to non-applicability of the norms of the listing agreement.

MANAGEMENT'S DISCUSSION AND ANALYSIS REPORT

Management's Discussion and Analysis Report for the year under review, as stipulated under Clause 49 of the Listing Agreement, is presented in a separate section forming part of this Annual Report.

RISK MANAGEMENT

During the year, your Directors have constituted a Risk Management Committee which has been entrusted with the responsibility to assist the Board in overseeing that all the risks which the organization faces have been identified and assessed and there is an adequate risk management infrastructure in place capable of addressing those risks.

The Risk Management Policy as approved by the Board may be accessed on the Company's website at the link: <http://www.poel.in/pdf/riskmanagementpolicy.pdf>

BOARD EVALUATION

As required under the provisions of Section 134(3)(p) of the Companies Act, 2013, the Board has carried out an formal annual evaluation of its own performance, and that of its committees and individual directors. The manner in which such performance evaluation was carried out is as under:

The performance evaluation framework is in the form of questionnaires. The questionnaire is set such that it reviews the effectiveness and efficiency of the Board/Committees/Individual Directors. The questionnaires are circulated to all the directors to seek their response on the evaluation. The evaluation framework provides for performance parameters and possible paths for improvements.

VIGIL MECHANISM

The Company has established a mechanism for Directors and employees to report their concerns relating to fraud, malpractice or any other activity or event which is against the interest of the Company. The details of the Mechanism and Policy are explained in the Corporate Governance Report.

DEPOSITS

The Company has not invited/accepted deposits from public during the year under review. Certain deposits were transferred on account of demerger which has been repaid by the Company and there is no amount outstanding at the end of the year.

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS

During the year under review, the Hon'ble High Court of Judicature at Madras sanctioned the Scheme of Arrangement (Demerger) vide its Order dated December 4, 2014 for the Demerger of Metallic Oxides Division, Plastic Additives Division, Zinc Refining Division and Lead Alloying & Refining Divisions of M/s. Pondy Oxides and Chemicals Limited into the Company.

DIRECTORS' RESPONSIBILITY STATEMENT

Your Directors state that:

- a) in the preparation of the annual accounts for the year ended March 31, 2015, the applicable accounting standards read with requirements set out under Schedule III to the Act, have been followed and there are no material departures from the same;
- b) the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2015 and of the profit and loss of the Company for that period;
- c) the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) the directors had prepared the annual accounts on a 'going concern' basis;
- e) the directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and
- f) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

The Company has in place an Anti Sexual Harassment Policy in line with the requirement of the Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013. Internal Complaints Committee (ICC) has been set up to redress complaints received regarding sexual harassment. All employees (permanent, contractual, temporary, trainees) are covered under this policy.

During the year under review, no complaints were received pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013

ACKNOWLEDGEMENT

Your Directors take this opportunity to place on record their sincere appreciation for the continued trust and confidence reposed in the Company by the bankers, business associates, regulatory authorities, customers, dealers, vendors and shareholders. Your Directors recognise and appreciate the services rendered by the officers, staff and employees of the Company at all levels for their dedicated efforts to improve the performance of the Company.

For **POCL Enterprises Limited**

Place : Chennai
Date : July 29, 2015

Devakar Bansal
Managing Director
DIN: 00232565

Sunil Kumar Bansal
Joint Managing Director
DIN: 00232617

FORM NO. MGT-9

EXTRACT OF ANNUAL RETURN

As on financial year ended on March 31, 2015

Pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Company
(Management & Administration) Rules, 2014

I. REGISTRATION AND OTHER DETAILS

i	CIN	U52599TN1988PLC015731
ii	Registration Date	20/05/1988
iii	Name of the Company	POCL Enterprises Limited
iv	Category/Sub-Category of the Company	Public Company Limited by Shares; Indian Non-Government Company
v	Address of the Registered Office & Contact Details	New No. 4, Old No. 319, Valluvarkottam High Road, Nungambakkam, Chennai- 600034
vi	Whether Listed Company	No (<i>The Company is listed effective from June 25, 2015 pursuant to the Scheme of Demerger</i>)
vii	Name, Address & Contact Details of the Registrar & Transfer Agent, if any.	M/s. Cameo Corporate Services Limited Subramanian Building, No.1, Club House Road, Chennai – 600 002. Tel: 044-2846 0390; Fax: 044 -2846 0129 Email: cameo@cameoindia.com Website: www.cameoindia.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10 percent or more of the total turnover of the company shall be stated

Sl. No	Name and Description of main Products/Services	NIC Code of the Product/Service	% to total turnover of the Company
1	Lead Oxides, Zinc Oxide and Lead Metal & Alloys	24203- Manufacture of Lead, Zinc & Tin Products & Alloys	58.22
2	Stearate, Phthalate, DBL Phosphite and PVC Compound	20119- Manufacture of Organic & Inorganic Chemicals Compounds	33.93

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Prior to the Demerger, the Company was a Wholly Owned Subsidiary of M/s. Pandy Oxides and Chemicals Limited. Pursuant to Clause 3.33 of the Scheme of Demerger, 7,81,465 equity shares of Rs. 10/- each by M/s. Pandy Oxides and Chemicals Limited in M/s. POCL Enterprises Limited was reduced and cancelled. Consequently the Company also ceases to be subsidiary of M/s. Pandy Oxides and Chemicals Limited. As on March 31, 2015, the Company has no Holding, Subsidiary or Associate Company.

IV. SHAREHOLDING PATTERN (EQUITY SHARE CAPITAL BREAKUP AS PERCENTAGE TO TOTAL EQUITY)

(i) Category-wise shareholding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year #				% Change during the year ~
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/HUF	0	0	0	0.00	2590839	0	2590839	46.46	
b) Central Govt	0	0	0	0.00	0	0	0	0.00	
c) State Govt(s)	0	0	0	0.00	0	0	0	0.00	
d) Bodies Corporates	0	781465	781465 ^{*^}	100.00	95307	0	95307	1.71	
e) Bank/FI	0	0	0	0.00	0	0	0	0.00	
f) Any Other	0	0	0	0.00	0	0	0	0.00	
SUB-TOTAL (A)(1)	0	781465	781465	100.00	2686146	0	2686146	48.17	
(2) Foreign									
a) NRI- Individuals	0	0	0	0.00	0	0	0	0.00	
b) Other Individuals	0	0	0	0.00	0	0	0	0.00	
c) Bodies Corporate	0	0	0	0.00	0	0	0	0.00	
d) Banks/FI	0	0	0	0.00	0	0	0	0.00	
e) Any Other- Director Relative NRI	0	0	0	0.00	212813	0	212813	3.82	
SUB TOTAL (A)(2)	0	0	0	0.00	212813	0	212813	3.82	
Total Shareholding of Promoter (A)= (A)(1)+(A)(2)	0	781465	781465	100.00	2898959	0	2898959	51.99	
B. PUBLIC SHAREHOLDING									
(1) Institutions									
a) Mutual Funds	0	0	0	0.00	0	0	0	0.00	
b) Banks/FI	0	0	0	0.00	0	0	0	0.00	
c) Central Govt	0	0	0	0.00	0	0	0	0.00	
d) State Govt(s)	0	0	0	0.00	0	0	0	0.00	
e) Venture Capital Fund	0	0	0	0.00	0	0	0	0.00	
f) Insurance Companies	0	0	0	0.00	0	0	0	0.00	
g) FIs	0	0	0	0.00	0	0	0	0.00	
h) Foreign Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	
i) Others (specify)	0	0	0	0.00	0	0	0	0.00	
SUB TOTAL (B)(1)	0	0	0	0.00	0	0	0	0.00	

Contd...

IV. SHAREHOLDING PATTERN (EQUITY SHARE CAPITAL BREAKUP AS PERCENTAGE TO TOTAL EQUITY)

(i) Category-wise shareholding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year #				% Change during the year ~
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
(2) Non Institutions									
a) Bodies corporates									
i) Indian	0	0	0	0.00	338633	5	338638	6.07	
ii) Overseas	0	0	0	0.00	0	0	0	0.00	
b) Individuals									
i) Individual shareholder holding nominal share capital upto Rs. 1 Lakh	0	0	0	0.00	1758683	104521	1863204	33.42	
ii) Individual shareholder holding nominal share capital in excess of Rs. 1 Lakh	0	0	0	0.00	357453	0	357453	6.41	
c) Others (specify)									
i) Clearing Members	0	0	0	0.00	5714	0	5714	0.10	
ii) Directors & their Relatives	0	0	0	0.00	0	1935	1935	0.03	
iii) Hindu Undivided Families	0	0	0	0.00	71367	0	71367	1.28	
iv) Non-Resident Indian	0	0	0	0.00	37729	0	37729	0.68	
v) Others	0	0	0	0.00	993	0	993	0.02	
SUB TOTAL (B)(2)	0	0	0	0.00	2570572	106461	2677033	48.01	
Total Public Shareholding (B)= (B)(1)+(B)(2)	0	0	0	0.00	2570572	106461	2677033	48.01	
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0.00	0	0	0	0.00	
Grand Total (A+B+C)	0	781465	781465	100.00	5469531	106461	5575992	100.00	

* Includes 2,200 equity shares held by other individual shareholders and Beneficial Interest held by M/s. Pandy Oxides and Chemicals Limited

^ Shares held by M/s. Pandy Oxides and Chemicals Limited, prior to the Demerger, were cancelled pursuant to the Scheme of Demerger

Shares issued and allotted pursuant to the Scheme of Demerger

~ The shareholding as on 31.03.2015 is not comparable with that of the financial year ended 31.03.2014, as the Company has allotted shares to the shareholders of M/s. Pandy Oxides and Chemicals Limited on 12.01.2015 pursuant to the Scheme of Demerger.

(ii) Shareholding of Promoters

SI No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share holding during the year #
		No of Shares	% of total shares of the Company	% of shares pledged/encumbered to total shares	No of shares	% of total shares of the company	% of shares pledged/encumbered to total shares	
1	M/s. Pandy Oxides and Chemicals Limited	781465*	100.00	0	0	0	0	
2	M/s. Ardee Industries Private Limited	0	0	0	95307	1.71	0	
3	Mr. Sunil Kumar Bansal	0	0	0	21844	0.39	0	
4	Mrs. Vandana Bansal	0	0	0	227393	4.08	0	
5	Mr. Anil Kumar Bansal	0	0	0	22973	0.41	0	
6	Mr. R P Bansal	0	0	0	287808	5.16	0	
7	Mr. Devakar Bansal	0	0	0	242416	4.35	0	
8	Mrs. Neelam Bansal	0	0	0	11780	0.21	0	
9	Mr. Anil Kumar Bansal	0	0	0	22812	0.41	0	
10	Mrs. Saroj Bansal	0	0	0	101574	1.82	0	
11	Mr. Pawan Kumar Bansal	0	0	0	123290	2.20	0	
12	Mr. Ashish Bansal	0	0	0	389063	6.98	0	
13	Mrs. Manju Bansal	0	0	0	292550	5.25	0	
14	Mrs. Charu Bansal	0	0	0	2762	0.05	0	
15	Mr. Anil Kumar Bansal	0	0	0	314312	5.64	0	
16	Mrs. Megha Choudhari	0	0	0	1640	0.03	0	
17	Mr. Sagar Bansal	0	0	0	12	0.00	0	
18	Mr. Harsh Bansal	0	0	0	12512	0.22	0	
19	Mr. Sunil Kumar Bansal	0	0	0	218029	3.91	0	
20	Mrs. Neelam Bansal	0	0	0	298069	5.35	0	
21	Dr. Padam C Bansal	0	0	0	212813	3.82	0	
	TOTAL	781465	100.00	0.00	2898959	51.99	0	

* Shares held by M/s. Pandy Oxides and Chemicals Limited, prior to the Demerger, were cancelled pursuant to the Scheme of Demerger

The shareholding of Promoters as on 31.03.2015 is not comparable with that of the financial year ended 31.03.2014, as the Company has allotted shares to the Promoters on 12.01.2015 pursuant to the Scheme of Demerger.

(iii) Change in Promoters' Shareholding

Name of the Shareholder	Share holding at the beginning of the Year		Cumulative Share holding during the year/ Shareholding at end of the year	
	No. of Shares	% of total shares of the Company	No of shares	% of total shares of the Company
M/s. Pandy Oxides and Chemicals Limited				
At the beginning of the year	781465	100.00	781465	100.00
Cancelled pursuant to Demerger on 12.01.2015	(781465)	(100.00)	0	0.00

Name of the Shareholder	Share holding at the beginning of the Year		Cumulative Share holding during the year/ Shareholding at end of the year	
	No. of Shares	% of total shares of the Company	No of shares	% of total shares of the Company
At the Beginning of year	0	0.00	0	0.00
Allotment of shares pursuant to Demerger on 12.01.2015*				
M/s. Ardee Industries Private Limited			95307	1.71
Mr. Sunil Kumar Bansal			21844	0.39
Mrs. Vandana Bansal			227393	4.08
Mr. Anil Kumar Bansal			22973	0.41
Mr. R P Bansal			287808	5.16
Mr. Devakar Bansal			242416	4.35
Mrs. Neelam Bansal			11780	0.21
Mr. Anil Kumar Bansal			22812	0.41
Mrs. Saroj Bansal			101574	1.82
Mr. Pawan Kumar Bansal			123290	2.20
Mr. Ashish Bansal			389063	6.98
Mrs. Manju Bansal			292550	5.25
Mrs. Charu Bansal			2762	0.05
Mr. Anil Kumar Bansal			314312	5.64
Mrs. Megha Choudhari			1640	0.03
Mr. Sagar Bansal			12	0.00
Mr. Harsh Bansal			12512	0.22
Mr. Sunil Kumar Bansal			218029	3.91
Mrs. Neelam Bansal			298069	5.35
Dr. Padam C Bansal			212813	3.82

* Promoters did not hold any shares at the beginning of the year. The Company has allotted shares to the Promoters on 12.01.2015 pursuant to the Scheme of Demerger. Post allotment, there was no change in shareholding of promoter. Hence the promoter continue to hold the same number of shares at the end of the year.

(iv) Shareholding Pattern of top ten Shareholders (Other than Directors, Promoters and Holders of GDRs and ADRs)

Name of the Shareholder	Share holding at the beginning of the Year		Cumulative Share holding during the year/ Shareholding at end of the year	
	No. of Shares	% of total shares of the Company	No. of shares	% of total shares of the Company
At the Beginning of year	0	0.00	0	0.00
Allotment of shares pursuant to Demerger on 12.01.2015*				
Ms. Sangeetha S	0	0.00	107145	1.92
Mr. Dipak Kanayalal Shah	0	0.00	50000	0.90
M/s. Westex Infotech Pvt Ltd	0	0.00	37500	0.67
Ms. Asha Ramesh Tolat	0	0.00	33308	0.60
Ms. Sathya S	0	0.00	32795	0.59
Mr. Ramesh Shantilal Tolat	0	0.00	31564	0.57
Mr. Shyamsundar Gupta	0	0.00	27743	0.50
Ms. Savitha S	0	0.00	22265	0.40
M/s. Setu Securities Private Limited	0	0.00	20000	0.36
M/s. Shanthi General Finance P Ltd	0	0.00	19250	0.35

* Prior to the Demerger, the Company was a wholly owned subsidiary of M/s. Pandy Oxides and Chemicals Limited. The Company has allotted shares to the shareholders on 12.01.2015 pursuant to the Scheme of Demerger. Post allotment, there was no change in shareholding of top ten shareholders. Hence the top ten shareholders continue to hold the same number of shares at the end of the year.

(v) Shareholding of Directors and Key Managerial Personnel

Name of the Shareholder	Share holding at the beginning of the Year		Cumulative Share holding during the year/ Shareholding at end of the year	
	No. of Shares	% of total shares of the Company	No. of shares	% of total shares of the Company
At the Beginning of year	0	0.00	0	0.00
Allotment of shares pursuant to Demerger on 12.01.2015*				
Dr. Padam C Bansal	0	0.00	212813	3.82
Mr. Devakar Bansal	0	0.00	242416	4.35
Mr. Sunil Kumar Bansal	0	0.00	239873	4.30
Mr. Y V Raman	0	0.00	564	0.01
Mr. D P Venkataraman	0	0.00	0	0.00
Mr. Harish Kumar Lohia	0	0.00	0	0.00
Mr. Aashish Kumar K Jain	0	0.00	0	0.00

* Directors and Key Managerial Personnel did not hold any shares at the beginning of the year. The Company has allotted shares to the Directors and KMP on 12.01.2015 pursuant to the Scheme of Demerger. Post allotment, there was no change in shareholding of Directors and KMP. Hence the Directors and KMP continue to hold the same number of shares at the end of the year.

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V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment

(Rs. In Lakhs)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	10.65	154.23	-	164.88
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	22.05	-	22.05
TOTAL (i+ii+iii)	10.65	176.28	-	186.93
Change in Indebtedness during the financial year				
Addition	11610.51	1992.20	-	13602.71
Transferred on account of Demerger	-	365.68	287.43	653.11
Reduction	8552.98	2006.28	287.43	10846.69
Net Change	3057.53	351.60	-	3409.13
Indebtedness at the end of the financial year				
i) Principal Amount	3068.18	527.88	-	3596.06
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	35.09	-	35.09
TOTAL (i+ii+iii)	3068.18	562.97	-	3631.15

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director(s), Whole Time Director and/or Manager:

(Rs. In Lakhs)

Sl.No	Particulars of Remuneration	Name of the MD/WTD/Manager			Total Amount
		Mr. Devakar Bansal Managing Director*	Mr. Sunil Kumar Bansal Jt. Managing Director*	Mr. Y V Raman Whole Time Director*	
1	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961.	28.80	28.80	10.12	67.72
	(b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961	0.36	3.09	0.49	3.94
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	-	-	-	-
2	Stock option	-	-	-	-
3	Sweat Equity	-	-	-	-
4	Commission				
	- as % of profit	-	-	-	-
	- others (specify)	-	-	-	-
5	Others, please specify	-	-	-	-
	Total (A)	29.16	31.89	10.61	71.66
	Ceiling as per the Act				

* Remuneration, upto December 31, 2014 is paid by the Demerged Company and has been accounted in the Resulting Company.

B. Remuneration to other directors:

(Rs. In Lakhs)

SI.No	Particulars of Remuneration	Name of the Directors		Total Amount
1	Independent Directors	Mr. DP Venkataraman*	Mr. Harish Kumar Lohia*	
	(a) Fee for attending Board/ Committee Meetings	0.12	0.12	0.24
	(b) Commission	-	-	-
	(c) Others, please specify	-	-	-
	TOTAL (1)	0.12	0.12	0.24
2	Other Non Executive Directors	Mr. Anil Kumar Sachdev#	Mr. K Kumaravel#	
	(a) Fee for attending Board/ Committee Meetings	0.06	0.12	0.18
	(b) Commission	-	-	-
	(c) Others, please specify.	-	-	-
	TOTAL (2)	0.06	0.12	0.18
	TOTAL (B)= (1+2)			0.42
	Total Managerial Remuneration			72.08
	Overall Ceiling as per the Act^			

* Appointed as Independent Director w.e.f 24.12.2014

Ceased to be director w.e.f 24.12.2014

^ The remuneration is paid in accordance with Schedule V to the Companies Act, 2013

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

(Rs. In Lakhs)

SI. No.	Particulars of Remuneration	Key Managerial Personnel	Total
1	Gross Salary	Company Secretary*	
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961.	4.36	4.36
	(b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961	0	0
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	0	0
2	Stock Option	0	0
3	Sweat Equity	0	0
4	Commission		
	- as % of profit	0	0
	- Others, specify	0	0
5	Others, please specify	0	0
	TOTAL	4.36	4.36

* Remuneration, upto December 31, 2014 is paid by the Demerged Company and has been accounted in the Resulting Company.

VII. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES

There were no penalties or punishments levied on the Company, Directors of the Company or any officer in default during the year. Also, there was no necessity for the Company or Director or any Officer in default to compound any offence.

ANNEXURE II

DETAILS PERTAINING TO REMUNERATION AS REQUIRED UNDER SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5 OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

S.No	Provisions	Compliance	
		Name of the Director	Ratio to the Median
1.	The ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year	Mr. Devakar Bansal, Managing Director	14.66
		Mr. Sunil Kumar Bansal, Joint Managing Director	15.92
		Mr. Y V Raman, Whole Time Director	4.90
		The median remuneration of employees of the Company during the financial year was Rs. 2.16 Lakhs	
2.	The percentage increase in remuneration of each director, Chief Financial Officer, Company Secretary, if any, in the financial year	Executive Directors and Company Secretary has been appointed w.e.f 24.12.2014. Hence percentage increase in remuneration could not be shown. Mr. R. P Bansal, Managing Director was holding office upto 24.12.2014 did not draw any remuneration from the Company.	
3.	The percentage increase in the median remuneration of employees in the financial year	The Company had only one employee on the rolls of the Company prior to the Demerger. Post Demerger, the employees of Demerged undertakings has been transferred to the Resulting Company. Hence percentage increase in the median remuneration of employees could not be shown.	
4.	The number of permanent employees on the rolls of Company	111 Employees as on March 31, 2015	
5.	The explanation on the relationship between average increase in remuneration and company performance	Not applicable in view of point no. 3	
6.	Comparison of the remuneration of the Key Managerial Personnel against the performance of the Company	The remuneration of Key Managerial Personnel is in accordance with industry standards.	
7.	Variations in the market capitalisation of the Company and price earnings ratio as at the closing date of the current financial year and previous financial year and percentage increase over decrease in the market quotations of the shares of the company in comparison to the rate at which the company came out with the last public offer or variations in the networth of the Company as at the close of the current financial and previous financial year.	Not Applicable as the Company was unlisted till the closure of financial year 2014-15. The networth per share is Rs. 24.67/- as on March 31, 2015 against Rs. 24.87/- as on March 31, 2014	
8.	Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile	Not applicable in view of point no. 2 & 3	

S.No	Provisions	Compliance
	increase in the managerial remuneration and justification thereof.	
9.	Comparison of the each remuneration of the Key Managerial Personnel against the performance of the Company	The remuneration of Key Managerial Personnel is in accordance with industry standards.
10.	The key parameters for any variable component of remuneration availed by the directors.	The variable component availed by the Directors is based on the recommendation of Nomination and Remuneration Committee and is as per the Remuneration Policy of the Company.
11.	The ratio of remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year.	Not Applicable.
12.	Affirmation that the remuneration is as per the Remuneration Policy of the Company.	It is hereby affirmed that the remuneration paid is as per the Remuneration Policy of the Company.
13.	Particulars of Employees as prescribed under Rule 5(2) & 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.	None of the employee was in receipt of remuneration in excess of the ceiling prescribed under the said Rule.

FORM NO. AOC-2

(pursuant to Clause (h) of sub-section (3) of Section 134 of the Act and Rule 8 (2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts/arrangements entered into by the Company with related parties referred to in sub-section (1) of Section 188 of the Companies Act, 2013 including certain arms length transactions under third proviso thereto

1. Details of contracts or arrangements or transaction not at arm's length basis

All related party transactions that were entered into during the financial year 2014-15 were on an arm's length basis

2. Details of material contracts or arrangement or transactions at arm's length basis

Sl.No	Name of the related party and nature of relationship	Nature of Transaction	Transaction Value (Rs. In Lakhs)	Duration of the Transaction
1	M/s. Ardee Industries P Ltd, Associated Concern	Sale of Goods	30.00	April 2014- March 2015
		Conversion Charges Paid	25.76	
		Selling & Distribution Expenses	0.15	
2	M/s. Bansal Chemicals (India), Associated Concern	Purchase of Goods	516.61	April 2014- March 2015
		Sale of Goods	724.06	
		Selling & Distribution Expenses	17.96	
3	M/s. Bansal Metallic Oxides, Associated Concern	Sale of Goods	58.72	April 2014- March 2015
		Conversion Charges Paid	84.24	
4	Mr. Harsh Bansal; Relative of Director	Remuneration	1.20	April 2014- March 2015

No amount is paid as advance.

All the transactions entered into with related parties are in the ordinary course of business and on arm's length basis. Hence the approval of the Board is not required to be obtained. However the Company has obtained the approval of the shareholders in the previous Annual General Meeting for entering into transactions with related parties which are not at arm's length basis for a period of three years.

For **POCL Enterprises Limited**

Place : Chennai
Date : July 29, 2015

Devakar Bansal
Managing Director
DIN: 00232565

Sunil Kumar Bansal
Joint Managing Director
DIN: 00232617

REMUNERATION POLICY

1. PREFACE

- i. Section 178 (3) of the Companies Act, 2013 provides that *“The Nomination and Remuneration Committee shall formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board, a policy, relating to the remuneration for the directors, key managerial personnel and other employees”*.
- ii. Under these circumstances, the Nomination and Remuneration Committee of the Board of Directors of POCL Enterprises Limited (**“the Company”**), proposes to formulate a Remuneration Policy relating to the remuneration for the Directors, Key Managerial Personnel and other employees.

2. POLICY OBJECTIVES

The Remuneration Policy of the Company is designed to attract, motivate and retain manpower in a competitive market. The policy reflects the Company’s objectives for good corporate governance as well as sustained long-term value creation for shareholders.

3. APPLICABILITY

The Remuneration Policy applies to the (i) Directors viz. Executive, Non-Executive and Independent Director (ii) Key Managerial Personnel (iii) Senior Management Personnel and (iv) Other Employees of the Company. The Remuneration Policy shall also apply to all future/ continuing employment/ engagement with the Company.

4. QUALIFICATION OF DIRECTORS INCLUDING INDEPENDENT DIRECTORS

- The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director and recommend to the Board his / her appointment.
- A person should possess adequate qualification, expertise and experience for the position he / she is considered for appointment. The Committee has discretion to decide whether qualification, expertise and experience possessed by a person is sufficient / satisfactory for the concerned position.
- Appointment of Independent Directors is subject to compliance of provisions of Section 149 of the Companies Act, 2013, read with Schedule IV to the Act and rules framed thereunder including the norms of the Listing Agreement

5. POSITIVE ATTRIBUTES OF DIRECTORS INCLUDING INDEPENDENT DIRECTORS

- Directors are to demonstrate integrity, credibility, trustworthiness, ability to handle conflict constructively, and the willingness to address issues proactively.
- Actively update their knowledge and skills with the latest developments in the commodity chemicals industry, market conditions and applicable legal provisions.
- Willingness to devote sufficient time and attention to the Company’s business and discharge their responsibilities.
- To assist in bringing independent judgment to bear on the Board’s deliberations especially on issues of strategy, performance, risk management, resources, key appointments and standards of conduct.
- Ability to develop a good working relationship with other Board members and contribute to the Board’s working relationship with the senior management of the Company.
- To act within their authority, assist in protecting the legitimate interests of the Company, its shareholders and employees

6. CRITERIA FOR APPOINTMENT OF KMP AND PERSONNEL AT SENIOR MANAGEMENT

A person shall be appointed as a KMP or at Senior Management if,

- He/She possess the required qualifications, experience, skills and expertise to effectively discharge their duties and responsibilities.
- He/She is capable of practicing and encouraging professionalism and ensuring transparent working environment.
- He/She is competent to build teams and carry the team members along, for achieving the goals and objectives and Company's mission.

7. REMUNERATION OF EXECUTIVE DIRECTORS

- The remuneration of the Executive Directors is recommended by the Nomination and Remuneration Committee and subsequently, the Board approves and adopts the same and wherever necessary forwards the same for the approval of the shareholders in the General Meetings of the Company.
- Executive Directors remuneration is evaluated annually against performance and a benchmark of Commodity Chemicals Company, which in size and function are similar to the Company.
- The Committee ensures that a significant proportion of Executive Directors remuneration is structured so as to link rewards to corporate and individual performance. In determining packages of remuneration, the Committee may consult with the Managing Director/Whole-time Director as appropriate.
- The total remuneration of Managing Director/Whole-time Director shall, *inter alia*, consist of Basic Salary, House Rent Allowance, Conveyance Allowance, Medical Allowance, Special Allowance, Medical Reimbursement for self and family members, Bonus, Leave Travel Allowance, Electricity Expenses, Utility Expenses, House Maintenance, Books & Periodicals.
- In addition, they shall also be entitled to contribution to Provident Fund, Superannuation or Annuity Fund, Gratuity, Encashment of unavailed leave at the end of tenure and Reimbursement of any out of pocket expenses incurred by Directors while discharging their functions/duties on behalf of the Company.

8. REMUNERATION OF NON-EXECUTIVE DIRECTORS

The Non-Executive Directors (NEDs) are paid remuneration by way of Sitting Fees. The Articles of Association of the Company have entrusted the Board of Directors of the Company to decide the remuneration payable to the Non-Executive Directors of the Company within the limits permissible under the Companies Act, 2013 and Rules framed thereunder for each meeting of the Board of Directors or Committee Meetings attended by them.

9. REMUNERATION OF KMP, PERSONNEL AT SENIOR MANAGEMENT AND OTHER EMPLOYEES

The KMP, Senior Management Personnel and other employees of the Company shall be paid monthly remuneration as per the Company's HR policies and / or as may approved by the Committee. The break-up of the pay scale and quantum of perquisites including employer's contribution to Provident fund, Pension Scheme, Medical Expenses, club fees etc. shall be as per the Company's HR policies.

10. GUIDING PRINCIPLES

The Guiding Principles for the Remuneration Policy shall be as under:

- To ensure that the level and components of remuneration is reasonable and sufficient to attract, retain and motivate Directors, KMP and other employees of the quality required to run the Company successfully.
- No Director/ KMP/ Other employee is involved in deciding his or her own remuneration.

- The trend prevalent in the similar industry, nature and size of business is kept in view and given due weightage to arrive at a competitive quantum of remuneration.
- It is to be ensured that relationship of remuneration to the performance is clear & meets appropriate performance benchmarks which are unambiguously laid down and communicated.
- Improved performance should be rewarded by increase in remuneration and suitable authority for value addition in future.
- Remuneration packages should strike a balance between fixed and incentive pay, where applicable, reflecting short and long term performance objectives appropriate to the Company's working and goals.

11. DISSEMINATION

Details of Policy including information relating to the remuneration of Directors and KMP shall be disclosed in the Annual Report as part of Board's Report.

12. AMENDMENT TO THE POLICY

The Board of Directors on its own and / or as per the recommendations of Nomination and Remuneration Committee can amend this Policy, as and when deem fit. In case of any amendment(s), clarification(s), circular(s) etc. issued by the relevant authorities, not being consistent with this Policy, then such amendment(s), clarification(s), circular(s) etc. shall prevail and the Policy shall stand automatically amended from the effective date as laid down under such amendment(s), clarification(s) and circular(s).

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

The Management Discussion and Analysis Report sets out developments in the business environment and the Company's performance. The analysis supplements the Board's report, which forms part of this Annual Report

INDUSTRY STRUCTURE, DEVELOPMENTS AND OUTLOOK

Zinc is an ancient metal with modern uses. India is a major recycling country. Zinc has impressive growth in production and consumption. Although zinc has a large number of applications, 2/3rd is being used for coating and galvanizing. The oxides market is just 5% and is for a huge growth with many new automobile tyre companies setting shops in India and the existing players expanding their capacities. Global zinc consumption is expected to grow steadily by 4–5% per annum in the coming years.

Although the primary lead capacity remains static, the secondary lead demand is growing year by year and is expected to maintain the same trend in the coming year 2015-16. With the expected growth in automotive and infrastructure market, the demand for lead acid batteries in both the said industries is set to grow in double digits as the lead oxides too have found good demand in 2014-15.

Pipes and fittings account for 70% of PVC consumption in India. The demand for pipes and fittings is seasonal and depends on weather conditions as it is widely used in construction and agriculture. Rigid pipes accounts for 85% of all pipes. Due to greater emphasis on improving rural water supplies and agriculture irrigational projects, the demand for PVC pipes is set to grow. PVC profiles for door and window frames are developing as environmental concerns over deforestation is leading to discouragement of use of wood. Wire and cables account for 5% of PVC consumption and is driven by investment in infrastructure and construction projects. Other applications include medical products like blood bags and tubing, consumer goods like footwear, toys and flooring. Consumption of PVC is set to grow at close to 8% during the next two years.

Government plans to invest about USD 1,000 Billion in the next two years in sectors like Power, Telecom, Roads, Ports and Aviation. These will certainly boost Telecom, Inverter UPS, Renewable Energy and PVC Pipes, Fittings and Profiles which will be highlighted for our core business and prospects.

OPPORTUNITIES AND THREATS

POEL believes that it has a competitive edge in the market as the Company delivers timely and quality products to its customers. The Company has long standing relationship with many of its customers and vendors. POEL also believes that the real strength of the Company lies with its employees and they are the assets of the Company.

POEL suffers from threats like currency fluctuations as the Company has significant forex exposure. The prices of products in which the Company deals in are highly volatile.

Lead and Zinc being commodity metals, volatility is the order of the day. The Company has put in proper hedging mechanism in place as a safeguard against the volatility risk.

SEGMENT-WISE PERFORMANCE

The business of the Company is structured into the following segments and their related performances are as follows:

(Rs. In Lakhs)			
Sl. No	Segments	Turnover	Profit/(Loss) Before Finance Cost and Tax
1.	Metallic Oxide	10974.54	394.64
2.	Plastic Additives	5504.22	290.70

Metallic Oxides Segment have contributed almost 68% of the turnover of the Company. The Plastic Additives business contributes 5.28% to the profit of its turnover and remains to be the most profitable segment for the Company. The margin on Metallic Oxides business is 3.60% of its turnover.

RISKS AND CONCERNS

Risk is an integral factor in virtually all businesses. At POEL, risks are adequately measured, estimated and controlled. Irrespective of the type of risk or the activity that creates it, the Company's fundamental approach to risk management remains the same by identifying and measuring risks, leverage an in depth-knowledge of the business and competitors and respond flexibly in our risk understanding and management.

Your Company operates both in the domestic market and overseas. Having its global presence with import and export trade, we are subject to currency rate fluctuation which may result into gain or loss. In order to safeguard the business, your company does adopt hedging techniques to protect itself against currency fluctuations.

Raw material availability and commodity price fluctuation also remains an area of concern. To overcome the fluctuation in metal prices, company fixes the selling price with major customers on average LME rate basis and accordingly purchase price is also hedged properly to minimize the risk in metal price fluctuation.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

Your Company has an established system of internal controls for ensuring optimal utilization of various resources. Investment decisions involving capital expenditure are taken up only after due appraisal and review. Adequate policies have been laid down for approval and control of expenditure. Internal audit is carried out by a firm of Chartered Accountants to ensure adequacy of the internal control systems. The internal audit report is reviewed by the Audit Committee to ensure that all policies and procedures are adhered to and all statutory obligations are complied with.

FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE

During the year under review, the Company's overall performance was good. The financial and operational performance for the year 2014-15 includes the performance of four Undertakings which were demerged into the Company during the year and therefore the current year performance is not comparable with that of the previous year. On account of Demerger, significant changes have taken place in the Share Capital and Reserves & Surplus of the Company which has been explained in the Board's Report. Financial details are forming part of Board's Report under the heading "Financial Results".

MATERIAL DEVELOPMENT IN HUMAN RESOURCES/INDUSTRIAL RELATIONS

Your Company believes that its employees are the main force in driving performance and developing competitive advantage. On account of Demerger, the employees employed in the Demerged Undertakings have been transferred to the Company. POEL is maintaining good employer-employee relationship. The Company provides Medical Care and Canteen Facility to the employees. POEL also provides food allowances to all its employees working in its manufacturing plant. Technical and safety training programs were held to enhance workers' knowledge and application skills.

As on March 31, 2015, the Company had permanent workforce of about 111 and contractual workforce of about 200. Industrial relations continued to remain cordial and harmonious during the year.

CAUTIONARY STATEMENT

Statements made herein describing the Company's expectations or predictions are "forward-looking statements". The actual results may differ materially from those expected or predicted depending on market conditions, input costs, economic development, Government policies and other incidental factors.

For **POCL Enterprises Limited**

Place : Chennai
Date : July 29, 2015

Devakar Bansal
Managing Director
DIN: 00232565

Sunil Kumar Bansal
Joint Managing Director
DIN: 00232617

CORPORATE GOVERNANCE REPORT

In accordance with Clause 49 of the Listing Agreement entered into with BSE Limited (BSE), the report containing the details of Corporate Governance systems and processes at POCL Enterprises Limited (POEL) is as follows:

The stakeholders may please note that POEL was an Unlisted Public Company during the financial year 2014-15. The Company was listed pursuant to the Scheme of Demerger with M/s. Pondy Oxides and Chemicals Limited. The Company shares are being traded in BSE from June 25, 2015. As the Company was unlisted, certain information could not be provided in this report due to non-applicability of regulations/provisions. However this being the first Annual Report after listing, the Company intends to provide all necessary information, wherever applicable in view of better Corporate Governance Practices.

COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

Corporate Governance is a set of practices which ensures that affairs of the Company are being managed in a manner which ensures accountability, transparency and fairness in all transactions. The Company aims not only for its own growth but also in maximization of benefits to the shareholders, employees, customers, government and also the public at large.

At POEL, we understand that Trust and Relationship are most important. That is why our logo also exhibits the relationship factor- "*Bonding Together, Onwards, Upwards*". We believe in building transparent relationship with our stakeholders.

We aim to achieve highest level of transparency and accountability. We conduct our business and operations with equity and ethics and without compromising on compliances with laws and regulations. We believe that Corporate Governance is a journey. Sound corporate governance system strengthens investors' trust and confidence which is of utmost importance for a business.

We assure that we will continue our efforts in raising the standards in corporate governance and will also review our systems and procedures constantly to keep pace with the changing economic environment.

BOARD OF DIRECTORS

Board Composition and Category of Directors

The Board of Directors is the body constituted by the shareholders for overseeing the Company's overall functioning. The Company's policy is to maintain optimum combination of Executive and Non-Executive Directors so as to maintain the independence of the Board.

As on March 31, 2015, the Company's Board consists of six directors having considerable professional experience in their respective fields. The Composition of the Board is in Conformity with Clause 49 of Listing Agreement with Stock Exchange and as per the provisions of Companies Act, 2013.

Category	Name of Directors
Promoter Director	Dr. Padam C Bansal Chairman & Non-Executive Director
	Mr. Devakar Bansal Managing Director
	Mr. Sunil Kumar Bansal Joint Managing Director
Executive Director	Mr. Y V Raman
Independent Directors	Mr. D P Venkataraman
	Mr. Harish Kumar Lohia

The Board of Directors at their meeting held on March 30, 2015 appointed Mrs. Indra Somani as an Independent Director on the Board with effect from April 1, 2015.

Dr. Padam C Bansal, Mr. Devakar Bansal and Mr. Sunil Kumar Bansal are brothers. None of the other directors are related to any other director on the Board.

Board Meetings

A Minimum of four Board Meetings are held every year. Additional Board Meetings are convened depending upon the needs and business to be transacted. Notice and Agenda for the Board Meetings are circulated in advance to enable the directors to understand the business to be transacted at the meeting.

Nine Board meetings were held during the year, as against the minimum requirement of four meetings. The details of Board meetings are given below:

Date	Board Strength	No. of Directors Present
May 28, 2014	6	6
July 31, 2014	6	6
November 6, 2014	6	5
December 24, 2014	10	9
December 30, 2014	5	4
January 12, 2015	6	4
February 18, 2015	6	4
March 18, 2015	6	4
March 30, 2015	6	5

The Maximum gap between two Board Meetings was not more than 120 days.

Attendance at Board Meetings, last Annual General Meeting (AGM) and details of other Board and Committees

Name of the Director	Attendance at Meetings during 2014-15		Number of Directorships as on 31-03-2015	No. of Membership(s)/ Chairmanship(s) of Board Committee in Companies as on 31-03-2015	
	Board Meeting	Last AGM		Chairman	Member
Mr. Devakar Bansal*	6	NA	-	-	2
Mr. Sunil Kumar Bansal^	9	Yes	-	-	-
Dr. Padam C Bansal [§]	-	NA	1	-	-
Mr. Y V Raman*	6	NA	-	-	-
Mr. Anil Kumar Bansal#	4	Yes	NA	NA	NA
Mr. R P Bansal#	4	Yes	NA	NA	NA
Mr. Ashish Bansal#	4	Yes	NA	NA	NA
Mr. D P Venkataraman*	4	NA	-	2	-
Mr. Harish Kumar Lohia*	4	NA	-	-	2
Mr. Anil Kumar Sachdev#	2	Yes	NA	NA	NA
Mr. K Kumaravel#	4	Yes	NA	NA	NA

In accordance with Clause 49 of the Listing Agreement, Memberships/Chairmanships of only Audit Committees and Stakeholders' Relationship Committees in all public limited companies including POCL Enterprises Limited have been considered.

*Appointed with effect from December 24, 2014

[§]Appointed with effect from January 12, 2015

Ceased to be a Director with effect from December 24, 2014

^ Director, whose designation was changed to Joint Managing Director with effect from December 24, 2014

MEETING OF INDEPENDENT DIRECTOR

During the year under review, a separate meeting of Independent Directors was held to assess and review the performance of Chairperson, Non-Independent Directors, Board and timely flow of information to Board from Company's Management. The Independent Directors of the Company were satisfied with the performance and timely flow of information.

PERFORMANCE EVALUATION OF INDEPENDENT DIRECTORS

The Nomination and Remuneration Committee of the Board has laid down the criteria for performance evaluation of Independent Directors. The performance evaluation has been done by the entire Board of Directors, except the Director concerned being evaluated. The criteria for performance evaluation, in brief, are as follows:

- Devoting sufficient time and attention to his professional obligations for informed and balanced decision making.
- Helping in bringing an independent judgment to bear on the Board's deliberations especially on issues of strategy, performance, risk management, resources, key appointments and standards of conduct.
- Bringing an objective view in the evaluation of the performance of Board and Management.
- Updating and refreshing the skills, knowledge and familiarity with the Company.
- Striving to attend every meeting of the Board and of the Board committees.
- Paying sufficient attention and ensuring that adequate deliberations are held before approving related party transactions and assuring that the same are in the interest of the Company.

AUDIT COMMITTEE

The Audit Committee which acts as a link between the management, external and internal auditors and the Board of Directors of the Company is responsible for overseeing the Company's financial reporting process by providing direction to audit function and monitoring the scope and quality of internal and statutory audits.

Audit Committee was constituted by the Board in their meeting held on January 12, 2015. The Company has a qualified and independent Audit Committee comprising of Executive and Non-Executive/Independent Directors. The Chairman of the Committee is an Independent Director.

Composition and Attendance

The Chairman and the Members of the Committee are as under:

Name of the Director	Designation	No of Meetings	
		Held	Attended
Mr. D P Venkataraman	Independent Director- Chairman	2	2
Mr. Harish Kumar Lohia	Independent Director- Member	2	2
Mr. Devakar Bansal	Managing Director- Member	2	2

Post the constitution, the Committee met two times:

1. January 12, 2015
2. March 30, 2015

All the members of the Committee are financially literate and have accounting and related financial management expertise. Mr. Aashish Kumar K Jain, Company Secretary acts as the Secretary to the Audit Committee. The Committee's composition and terms of reference meets with requirements of Section 177 of the Companies Act, 2013 and Clause 49 of the Listing Agreement.

Terms of Reference in brief

- ✓ Oversight of the Company’s financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
- ✓ Recommending the appointment, remuneration and terms of appointment of statutory auditors including cost auditors of the Company.
- ✓ Review of the quarterly/half-yearly/annual financial statements with reference to changes, if any in accounting policies and reasons for the same.
- ✓ Major accounting entries involving estimates based on exercise of judgment by management, and significant adjustments made in the financial statements, if any arising out of audit findings.
- ✓ Reviewing and monitoring the auditor’s independence and performance, and effectiveness of audit process.
- ✓ Reviewing, with the management, the performance of statutory auditors and internal auditors, and adequacy of internal control systems.
- ✓ Formulating the scope, functioning, periodicity and methodology for conducting internal audit.
- ✓ To review the functioning of the Whistle Blower Mechanism.
- ✓ Approval of appointment of the CFO (i.e. the Whole Time Finance Director or any other person heading the finance function or discharging that function) after assessing qualifications, experience and background, etc. of the candidate.
- ✓ Scrutiny of inter-corporate loans and investments
- ✓ Evaluation of internal financial controls and risk management systems

The Audit Committee also looks into the matters as are specifically referred to it by the Board of Directors besides looking into the mandatory requirements of the Listing Agreement and provisions of Section 177 of the Companies Act, 2013.

NOMINATION AND REMUNERATION COMMITTEE

Nomination and Remuneration Committee was constituted by the Board in their meeting held on January 12, 2015.

Composition and Attendance

The Chairman and the Members of the Company are as under:

Name of the Director	Designation	No of Meetings	
		Held	Attended
Mr. D P Venkataraman	Independent Director- Chairman	1	1
Mr. Harish Kumar Lohia	Independent Director- Member	1	1
Dr. Padam C Bansal	Non-Executive Director- Member	1	-

Post the constitution, the Committee met on March 30, 2015.

Mr. Aashish Kumar K Jain, Company Secretary acts as the Secretary to the Committee. The Committee’s composition and terms of reference meets with requirements of Section 178 of the Companies Act, 2013 and Clause 49 of the Listing Agreement.

Terms of Reference in brief

- ✓ To identify persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down and to recommend to the Board their appointment and/or removal.

- ✓ To formulate the criteria for determining qualifications, positive attributes and independence of a Director, and recommend to the Board a policy, relating to the remuneration for the Directors, key managerial personnel and other employees.
- ✓ To formulate the criteria for evaluation of Independent Directors and the Board.
- ✓ To recommend/review remuneration of the Managing Director(s) and Whole-time Director(s) based on their performance and defined assessment criteria.

Director's Remuneration

All decisions relating to the remuneration of the Directors were taken collectively by the Board of Directors of the Company and in accordance with the Shareholders' approval wherever necessary.

Details of Remuneration paid to the Managing Directors and Whole Time Directors during 2014-15:

Name of the Director	Basic Salary	Perquisites and Allowances	Bonus	Total (Rs. In Lakhs)
Mr. Devakar Bansal*	21.60	10.15	-	31.75
Mr. Sunil Kumar Bansal*	21.60	12.89	-	34.49
Mr. Y V Raman*	5.88	3.79	0.94	10.61

* Remuneration, upto December 31, 2014 is paid by the Demerged Company and has been accounted in the Resulting Company on account of Demerger.

The remuneration to the above directors is paid as per the provisions of Schedule V to the Companies Act, 2013. The tenure of office of the Managing Director and Whole Time Directors is for a period of three years from the date of their respective appointments. There is no separate provision for payment of severance fees.

Sitting fees paid to the Non-Executive Directors during 2014-15:

Name of the Non-Executive Director	Sitting Fee (Rs. In Lakhs)
Mr. D P Venkataraman	0.12
Mr. Harish Kumar Lohia	0.12
Mr. Anil Kumar Sachdev	0.06
Mr. K Kumaravel	0.12

The payment of sittings fees to the Non-Executive Directors is within the limits as prescribed under Companies Act, 2013.

The details of the shareholding of Directors are disclosed in Form MGT-9 forming part of this Annual Report.

Remuneration Policy

The Company's Remuneration Policy for Directors, Key Managerial Personnel and other employees is given as **Annexure IV** to the Board's Report.

STAKEHOLDER'S RELATIONSHIP COMMITTEE

Stakeholders' Relationship Committee was constituted by the Board in their meeting held on January 12, 2015. The Stakeholders' Relationship Committee consist of Executive and Non-Executive Directors. The Committee primarily focuses on redressal of shareholders grievances and strengthening investor relations.

Composition and Attendance

The Chairman and the Members of the Committee are as under:

Name of the Director	Designation	No of Meetings	
		Held	Attended
Mr. D P Venkataraman	Independent Director- Chairman	1	1
Mr. Harish Kumar Lohia	Independent Director- Member	1	-
Mr. Devakar Bansal	Managing Director- Member	1	1

The Stakeholders' Relationship Committee met on February 18, 2015.

Mr. Aashish Kumar K Jain, Company Secretary acts as the Secretary to the Committee and is the Compliance Officer of the Company. The Committee's composition and terms of reference meets with requirements of Section 178 of the Companies Act, 2013 and Clause 49 of the Listing Agreement.

Terms of Reference in brief

- ✓ Consider, resolve and monitor redressal of investors' and shareholders' grievances related to transfer of securities, non-receipt of Annual Report, non-receipt of declared dividend etc.
- ✓ Oversee the performance of the Company's Registrar and Transfer Agents.
- ✓ Recommend methods to upgrade the standard of services to investors

Investor Grievance Redressal

The Committee was constituted in line with the requirements of the Listing Agreement as a precondition to apply to BSE Limited for listing. The Company was an unlisted company till the close of the financial year 2014-15. No formal complaints were received from the investors.

Post the allotment of shares to the shareholders of M/s. Pandy Oxides and Chemicals Limited on January 12, 2015 and on account of pending listing/trading approval from BSE, various correspondences were received from the shareholders. Appropriate response was given to all the correspondences. No Complaint was pending as on March 31, 2015.

RISK MANAGEMENT COMMITTEE

Risk Management Committee was constituted by the Board in their meeting held on January 12, 2015.

Composition and Attendance

The Chairman and the Members of the Committee are as under:

Name of the Director	Designation	No of Meetings	
		Held	Attended
Mr. Devakar Bansal	Managing Director- Chairman	1	1
Mr. Sunil Kumar Bansal	Joint Managing Director- Member	1	1

The Risk Management Committee met on March 18, 2015 wherein all the members of the Committee were present. Mr. Aashish Kumar K Jain, Company Secretary acts as the Secretary to the Committee. The Committee's composition and terms of reference meets with requirements of Clause 49 of the Listing Agreement.

Terms of Reference in brief

- ✓ Framing of Risk Management Policy.
- ✓ Monitoring and Overseeing implementation of Risk Management Policy.

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- ✓ Reviewing the policy and framework in line with SEBI guidelines.
- ✓ Reviewing risks and evaluate treatment including initiating mitigation actions.
- ✓ Defining framework for identification, assessment, monitoring, mitigation and reporting of risks.

SHARE TRANSFER COMMITTEE

With an understanding to provide for quick responses for request of transfer, transmission etc., from the shareholders, the Board of Directors of the Company at their meeting held on January 12, 2015, constituted a sub-committee in the style of "Share Transfer Committee".

Composition

The Chairman and the Members of the Committee are as under:

Name of the Director	Designation
Mr. Devakar Bansal	Managing Director- Chairman
Mr. Sunil Kumar Bansal	Joint Managing Director- Member

Mr. Aashish Kumar K Jain, Company Secretary acts as the Secretary to the Committee. Pending the receipt of listing/trading approval from BSE, there was no necessity for the Committee to hold a meeting.

Terms of Reference in brief

- ✓ Transfer, Transmission and Transposition of shares
- ✓ Consolidation and Split of share certificates
- ✓ Issuance of duplicate share certificates, confirmation of demat/remat request and other connected matters

GENERAL BODY MEETINGS

Annual General Meeting

Year	Date	Time	Venue	Special Resolution
2013-14	September 22, 2014	11.00 a.m.	KRM Centre, 4 th Floor, No. 2, Harrington Road, Chetpet, Chennai- 600 031	1. Increase in borrowing power u/s 180(1)(c) 2. Related Party Transaction with M/s. Bansal Chemicals (India) 3. Related Party Transaction with M/s. Bansal Metallic Oxides 4. Related Party Transaction with M/s. Ardee Industries P Ltd 5. Related Party Transaction with M/s. Pondy Oxides and Chemicals Limited
2012-13	August 26, 2013	11.00 a.m.		No special resolution was passed at the meeting
2011-12	September 29, 2012	11.00 a.m.	11/2, Kamala Arcade, 669, Anna Salai, Chennai- 600006	No special resolution was passed at the meeting

Extra-Ordinary General Meeting

Two Extra-Ordinary General Meetings were held during the year under review. The details of the meetings are as follows:

Date	Time	Venue	Business Transacted
December 5, 2014	4.00 p.m.	KRM Centre, 4 th Floor, No. 2, Harrington Road, Chetpet, Chennai- 600 031	1. Increase in Authorised Share Capital 2. Amendment to Clause V of Memorandum of Association 3. Alteration of Articles of Association
December 31, 2014	11.00 a.m.	New No. 4, Old No. 319, Valluvarkottam High Road, Nungambakkam, Chennai- 600034	1. Appointment and fixing of remuneration of Mr. Devakar Bansal, Managing Director 2. Appointment and fixing of remuneration of Mr. Sunil Kumar Bansal, Joint Managing Director 3. Appointment and fixing of remuneration of Mr. Y V Raman, Whole Time Director.

Postal Ballot

No Postal Ballot was conducted during the year 2014-15.

There is no immediate proposal for passing any resolution through Postal Ballot. None of the businesses proposed to be transacted at the ensuing Annual General Meeting require passing a resolution through Postal Ballot.

DISCLOSURES

Related Party Transactions

During the year under review, the Company has not entered into any transactions with related parties which are in conflict with the interest of the Company. Transactions with the related parties are disclosed in Note No. 37 of financial statements, forming part of this Annual Report.

Statutory Compliance, Penalties and Strictures

Not applicable as POEL was an unlisted company till the closure of the financial year 2014-15.

Vigil Mechanism & Whistle Blower Policy

In compliance with Clause 49 of the Listing Agreement, the Company has set up the Vigil Mechanism on January 12, 2015. The Company has also adopted the Whistle Blower Policy pursuant to which employees of the Company can raise their concerns relating to fraud, malpractice or any other activity or event which is against the interest of the Company. The existence of the mechanism was appropriately communicated within the organization. No personnel of the Company has been denied access to the Audit Committee.

Non-Mandatory Requirements

In view of the better corporate governance practices, POEL despite being unlisted for the financial year 2014-15 has taken efforts to comply with the requirements of listing agreement wherever possible. As regards, the non-mandatory requirements, the Board will take cognizance and shall consider adopting the same as and when necessary.

MEANS OF COMMUNICATION

Quarterly Results were not required to be published by the Company for the financial year 2014-15 pending the receipt of listing/trading approval from BSE. The Company maintains a functional website www.poel.in. The website contains a separate dedicated section "Investors Desk" where all shareholders' information are made available. The Company also has a designated exclusive e-mail id correlations@poel.in for investor services.

GENERAL SHAREHOLDERS INFORMATION

Company Registration Details

POCL Enterprises Limited was incorporated on May 20, 1988. The Corporate Identity Number allotted to the Company by the Ministry of Corporate Affairs is **U52599TN1988PLC015731**. Presently, the Registered Office of the Company is situated at New No. 4, Old No. 319, Valluvarkottam High Road, Nungambakkam, Chennai- 600 034.

Annual General Meeting

The 27th Annual General Meeting of the Company will be held on Friday, September 4, 2015 at 10.15 a.m. at Kasturi Srinivasan Hall (Mini hall), Music Academy, 306, T.T.K Road, Chennai- 600 014.

Financial Year

The Company's financial year commences from 1st April and closes with 31st March.

Book Closure

The Transfer books of the Company shall be closed from August 29, 2015 to September 4, 2015 (both days inclusive).

Dividend Payment Date

The dividend, if declared shall be credited/paid on or after September 4, 2015 but before October 3, 2015.

Listing on Stock Exchange and Stock Code

Equity Shares of the Company are listed in BSE Limited from June 25, 2015.

- Stock Code : 539195
- Security ID : POEL
- ISIN : INE035S01010

Market Price Data and Performance of the share price of the Company in comparison to BSE Sensex

Not applicable as POEL was an unlisted company till the closure of the financial year 2014-15. The Company's equity share started trading in BSE effective from June 25, 2015. The shares of the Company opened at price of Rs. 38/-

Payment of Listing Fees/Custodian Fees

Annual Listing Fee for the financial year 2015-16 has been paid by the Company to BSE. Annual Custody fee for the financial year 2015-16 will be paid by the Company to NSDL and CDSL on receipt of invoices.

Registrar and Share Transfer Agents

M/s. Cameo Corporate Services Limited
Subramanian Building, No.1, Club House Road
Chennai – 600 002
Tel: 044-2846 0390; Fax: 044-2846 0129
Email: cameo@cameoindia.com
Website: www.cameoindia.com

Share Transfer System

98.09% of the equity shares of the Company are held in electronic form. Transfers of these shares are done through the depositories with no involvement of the Company. As regards transfer of shares held in

physical form, the transfer documents can be lodged with Registrar and Transfer Agents at the above mentioned address.

Share transfers in physical forms are processed and share certificates duly endorsed are returned within a period of fifteen days from the date of receipt, subject to documents being valid and complete in all respects. The Board has delegated the authority for approving transfer, transmission, etc. to Share Transfer Committee which approves the transfer and are also noted at subsequent Board Meeting.

Dematerialisation of shares and liquidity

The Company's shares are compulsorily traded in dematerialised form. As on March 31, 2015, 98.09% of the Company's equity share capital is held in dematerialised form.

As the Company was an unlisted company during the financial year 2014-15, information on the liquidity of the shares of the company could not be provided.

Mode of holding	Number of Shares held on March 31, 2015	% of total number of shares
NSDL	47,50,863	85.20
CDSL	7,18,668	12.89
Physical Form	1,06,461	1.91
Total	55,75,992	100.00

Outstanding GDRs/ADRs/Warrants or any Convertible Instruments, Conversion date and likely impact on equity

The Company has not issued any GDRs/ADRs/Warrants or any Convertible Instruments in the past and hence as on March 31, 2015, the Company does not have any Outstanding GDRs/ADRs/Warrants or any Convertible Instruments.

Distribution of Shareholding as on March 31, 2015

Category Code	Category of Shareholder	Number of shareholders	Total Number of shares held	As a percentage of Total No. of Shares
(A)	Shareholding of Promoter and Promoter Group			
(1)	Indian	19	26,86,146	48.1734
(2)	Foreign	1	2,12,813	3.8166
	Total Shareholding of Promoter and Promoter Group	20	28,98,959	51.9900
(B)	Public Shareholding			
(1)	Institutions	-	-	-
(2)	Non-Institutions	8,674	26,77,033	48.0100
	Total Public Shareholding	8,674	26,77,033	48.0100
	Total	8,694	55,75,992	100.00

Distribution of Shareholding by Size as on March 31, 2015

No. of Shares held	Number of Shareholders	% of Total Shareholders	Number of Shares held	% of Total Shares held
Upto 500	7810	89.83	8,78,944	15.76
501-1000	465	5.35	3,49,775	6.27
1001-2000	202	2.32	2,86,894	5.15
2001-3000	97	1.12	2,40,213	4.31
3001-4000	24	0.28	84,312	1.51
4001-5000	26	0.30	1,23,612	2.22
5001-10000	36	0.41	2,40,992	4.32
Above 10000	34	0.39	33,71,250	60.46
Total	8694	100.00	55,75,992	100.00

Plant Locations

- **Metallic Oxides Division [MOD]**
Behind A-73 & 74, PIPDIC Industrial Estate, Mettupalayam,
Puducherry-605 009
- **Plastic Additives Division [PAD]**
Sembiapalayam, Korkadu post,
Puducherry-605 110
- **Zinc Refining Division [ZRD]**
G-47, SIDCO Industrial Estate, Kakkalur, Thiruvallur,
Tamil Nadu-602 003
- **Alloying & Refining Division [ARD]**
B 19 & 20 SIDCO Industrial Estate, Maraimalai Nagar, Kancheepuram District,
Tamil Nadu-603209
- **Trading Division**
A1, SIDCO Industrial Estate, Maraimalai Nagar, Kancheepuram District,
Tamil Nadu-603209

Address for Correspondence

- Shareholders correspondence should be addressed to the Company's Registrar and Share Transfer Agents at the address mentioned above.
- Shareholders may also contact Mr. Aashish Kumar K Jain, Company Secretary, at the Registered Office of the Company for any assistance. He can also be contacted at aashish@poel.in
- Investors can also contact us at designated exclusive e-mail id correlations@poel.in for quick responses and resolution to their queries and grievances.
- Shareholders holding shares in electronic mode should address all their correspondence to their respective Depository Participant.

Equity Shares in Suspense Account

Post the allotment of equity shares to the shareholders of M/s. Pandy Oxides and Chemicals Limited on January 12, 2015, necessary dispatch of share certificates and demat credits were made. Certain share certificates were returned and are lying in the custody of the Company. In terms of Clause 5A(I) and Clause 5A(II) of the Listing Agreement, the Company reports that 10,641 equity shares belonging to 35 shareholders are lying in the Unclaimed Suspense Account as on March 31, 2015.

The voting rights on the shares in the suspense account as on March 31, 2015 shall remain frozen till the rightful owners of such shares claim the shares.

CERTIFICATE OF COMPLIANCE AS STIPULATED UNDER CLAUSE 49

Since the Company was an unlisted company till the closure of the financial year 2014-15, Certificate confirming compliance with conditions of Corporate Governance as stipulated under Clause 49 of the Listing Agreement is not applicable to the Company though the Company started complying with the provisions of the listing agreement, wherever possible post the listing application to BSE.

CEO AND CFO CERTIFICATION

The Managing Director and the Chief Financial Officer of the Company give annual certification on financial reporting and internal controls to the Board in terms of Clause 49 of the Listing Agreement. The annual certificate given by the Managing Director and the Chief Financial Officer is published in this Report.

CERTIFICATE ON COMPLIANCE WITH CODE OF CONDUCT

In accordance with sub-clause II(E) of Clause 49 of the Listing Agreement with the Stock Exchange, I hereby confirm that all the members of the Board and Senior Management Personnel have affirmed compliance with the Code of Conduct for the financial year 2014-15. The Code has been posted on the Company's website www.poel.in under the head Policies.

For **POCL Enterprises Limited**

Place : Chennai
Date : July 29, 2015

Devakar Bansal
Managing Director
DIN: 00232565

CEO / CFO CERTIFICATE UNDER CLAUSE 49 (IX)

To,
The Board of Directors
POCL Enterprises Limited

1. We have reviewed financial statements and the cash flow statement of POCL Enterprises Limited for the year ended 31st March, 2015 and to the best of our knowledge and belief:
 - (i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - (ii) these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
2. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's Code of Conduct.
3. We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of Company's internal control systems pertaining to financial reporting. We have not come across any reportable deficiencies in the design or operation of such internal controls.
4. We have indicated to the Auditors and the Audit Committee:
 - (i) that there are no significant changes in internal control over financial reporting during the year;
 - (ii) that there are no significant changes in accounting policies during the year; and
 - (iii) that there are no instances of significant fraud of which we have become aware.

Place : Chennai
Date : May 29, 2015

N Ravichandran
Chief Financial Officer

Devakar Bansal
Managing Director
DIN: 00232565

Independent Auditor's Report

To the Members of
POCL Enterprises Limited

Report on the Financial Statements

We have audited the accompanying financial statements of **POCL Enterprises Limited** ("the company"), which comprise the Balance Sheet as at 31st March, 2015, the Statement of Profit and Loss, and the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation and presentation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating

effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose expressing an opinion on whether the Company has in place an adequate internal financial control system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements, give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2015 and its profit and its cash flows for the year ended on that date.

Report on other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2015 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure a statement on the matters specified in the paragraph 3 and 4 of the Order, to the extent applicable.
2. As required by section 143(3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - (c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - (d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - (e) On the basis of written representations received from the directors as on 31st March, 2015, taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2015, from being appointed as a director in terms of Section 164(2) of the Act; and
 - (f) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11

of the Companies (Audit and Auditors) Rule, 2014, in our opinion and to the best of our information and according to the explanations given to us :

- i. The Company does not have any pending litigation which would impact its financial position.
- ii. The Company did not have any long-term contracts including derivatives contracts for which there were any material foreseeable losses.
- iii. There were no amounts which required to be transferred, to the Investor Education and Protection Fund by the Company.

for **JEERAVLA & Co.,**
Chartered Accountants
FRNo.001323S

SOHAN C J PARMAR
Proprietor

Place : Chennai
Date : 29/05/2015

Membership No.: 022321

Annexure to the Independent Auditor's Report

The annexure referred to in Para 1 under the heading of "Report on other Legal and Regulatory Requirements" of our report to the members of the Company for the year ended 31st March, 2015.

- 1) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
(b) The assets have been physically verified by the management at the end of financial year, which in our opinion is reasonable having regard to the size of the Company and the nature of its fixed assets. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
- 2) (a) The inventories have been physically verified during the year by the management. In our opinion, the frequency of verification is reasonable.
(b) In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.
(c) The Company has maintained proper records of inventories. As explained to us, there were no materials discrepancies noticed on physical verification of inventories as compared to the book records.
- 3) (a) During the year, the company has not granted any loans, secured or unsecured, to companies, firms or other parties covered in the Register maintained under Section 189 of the Companies Act, 2013.
(b) In view of our comment in paragraph (a) above, Clause III of the aforesaid order are not applicable to the company.
- 4) In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the Company and the nature of its business with regard to purchase of inventory and fixed assets and for the sale of goods and services. During the course of our audit, we have not observed any continuing failure to correct major weaknesses in internal control system.
- 5) The company has accepted Deposits from Directors and Inter Corporate. In our opinion and according to information and explanations given to us, all the directives issued by the Reserve Bank of India and

provisions of Section 73 to 76 or any other relevant provisions of the Companies Act 2013, and the rules framed there under wherever applicable were complied with. Further, we are informed by the management that no order has been passed by the Companies Law Board or National Company Law Tribunal or RBI or any court or any Other Tribunal on the Company.

- 6) We have broadly reviewed the cost records maintained by the Company specified by the Central Government under sub Section (1) of section 148 of the Companies Act, 2013 and are of the opinion that prima facie the prescribed accounts and records have been made and maintained. We have however not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.
- 7)
 - (a) According to the information and explanation given to us and on the basis of our examination of the records of the company, amount deducted/accrued in the books of accounts in respect of undisputed statutory dues including Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Wealth Tax, Service Tax, Customs Duty, Value Added Tax, Excise Duty, Cess and other material statutory dues applicable have been regularly deposited with the appropriate authorities.
 - (b) According to the information and explanations given to us, no undisputed amounts payable in respect of Income Tax, Wealth Tax, Service Tax, Sales Tax, Customs Duty and Excise Duty, Value Added Tax, Cess and other material statutory dues were in arrears as at 31st March, 2015 for a period of more than six months from the date they became payable.
 - (c) According to the information and explanation given to us, there are no disputed amounts payable in respect of Provident Fund, Income Tax, Sales Tax, Wealth Tax, Service Tax, Custom Duty, Value Added Tax, Excise Duty and Cess and other statutory dues were in arrears as at 31st March, 2015.
 - (d) According to the information and explanation given to us the amounts which were required to be transferred to the investor education and protection fund in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and rules made there under has been transferred to such fund within the time.
- 8) The company does not have any accumulated losses at the end of the financial year and has not incurred cash losses in the financial year and in the immediately preceding financial year.
- 9) Based on our audit procedures and according to the information and explanations given to us, we are of the opinion that the Company has not defaulted in repayment of dues to financial institutions and banks. The Company does not have any borrowings by way of debentures.
- 10) According to the information & explanations given to us, the Company has not given any guarantee for loans taken by others from banks and financial institutions.
- 11) The company has not raised any new term loan during the year.
- 12) In our Opinion and according to the information and explanations given to us, no material fraud on or by the Company has been noticed or reported during the year.

for **JEERAVLA & Co.,**
Chartered Accountants
FRNo.001323S

SOHAN C J PARMAR
Proprietor
Membership No.: 022321

Place : Chennai
Date : 29/05/2015

Balance Sheet as at 31st March, 2015

Rs. in Lakhs

Sl. No.	Particulars	Notes	As at 31 st March, 2015	As at 31 st March, 2014
I	EQUITY AND LIABILITIES			
1	Shareholders' Funds			
	(a) Share Capital	1	557.60	78.15
	(b) Reserves and Surplus	2	818.06	116.17
			1,375.66	194.32
2	Non-Current Liabilities			
	(a) Long-Term Borrowings	3	-	-
	(b) Deferred Tax Liabilities (Net)	4	-	0.14
	(c) Other Long-Term Liabilities		-	-
	(d) Long-Term Provisions	5	76.94	-
			76.94	0.14
3	Current Liabilities			
	(a) Short-Term Borrowings	6	3,603.00	164.88
	(b) Trade Payables	7	351.04	276.76
	(c) Other Current Liabilities	8	361.37	26.88
	(d) Short-Term Provisions	9	210.24	5.21
			4525.65	473.73
	TOTAL		5,978.25	668.19
II	ASSETS			
1	Non-Current Assets			
	(a) Fixed Assets			
	(i) Tangible Assets	10	458.75	15.03
	(iii) Capital Work-in-Progress	10	4.85	-
			463.60	15.03
	(b) Non-Current Investments	11	19.09	1.96
	(c) Deferred Tax Assets (Net)	12	0.58	-
	(d) Long-Term Loans and Advances	13	37.41	1.60
	(e) Other Non-Current Assets	14	10.51	-
			531.19	18.59
2	Current Assets			
	(a) Inventories	15	1,697.72	284.81
	(b) Trade Receivables	16	2,710.56	16.67
	(c) Cash and Cash Equivalents	17	279.73	166.14
	(d) Short-Term Loans and Advances	18	639.25	170.02
	(e) Other Current Assets	19	119.80	11.96
			5,447.06	649.60
	TOTAL		5,978.25	668.19
	Significant Accounting Policies			
	Notes on Financial Statements	1 to 39		

As per our Report of even date

For Jeeravla & Co.,
Chartered Accountants
FRN No : 001323S

Sohan C.J. Parmar
Proprietor
M.No. 022321

Place : Chennai
Date : 29/05/2015

For and on behalf of the Board

Devakar Bansal
Managing Director

N Ravichandran
Chief Financial Officer

Sunil Kumar Bansal
Joint Managing Director

Aashish Jain
Company Secretary

Statement of Profit and Loss for the year ended 31st March, 2015

Rs. in Lakhs

Sl. No.	Particulars	Notes	For the year ended 31 st March, 2015	For the year ended 31 st March, 2014
1	Income			
	(a) Revenue from Operations (Gross)	20	18,171.40	1,900.77
	Less: Excise Duty		1,949.64	223.33
	Revenue from Operations (Net)		16,221.76	1,677.44
	(b) Other Income	21	45.77	(1.76)
	Total Revenue		16,267.53	1,675.68
2	Expenses			
	(a) Cost of Materials Consumed	22	12,060.51	-
	(b) Purchases of Stock-in-Trade	23	1,198.10	1,492.87
	(c) Changes in Inventories of Finished Goods, Work-in-Progress and Stock-in-Trade	24	75.84	100.07
	(d) Employee Benefits Expense	25	507.86	3.28
	(e) Finance Costs	26	359.38	41.39
	(f) Depreciation and Amortisation Expense	27	98.18	0.88
	(e) Other Expenses	28	1,715.93	21.75
	Total Expenses		16,015.80	1,660.24
3	Profit / (Loss) before Exceptional and Extraordinary Items and Tax (1 -2)		251.73	15.44
4	Exceptional Items	29	-	(0.30)
5	Profit / (Loss) before Extraordinary Items and Tax (3 ± 4)		251.73	15.14
6	Extra-Ordinary Items			
7	Profit / (Loss) before Tax (5-6)		251.73	15.14
8	Tax Expense:			
	(a) Current Tax		121.07	4.91
	(b) Deferred Tax		(18.53)	(0.02)
9	Profit / (Loss) for the year (7-8)		149.19	10.25
	Earnings per equity share of face value of Rs.10 each Basic and Diluted (In Rs.)	30	2.68	1.31
	Significant Accounting Policies			
	Notes on Financial Statements	1 to 39		

As per our Report of even date

For Jeeravla & Co.,
Chartered Accountants
FRN No : 001323S

Sohan C.J. Parmar
Proprietor
M.No. 022321

Place : Chennai
Date : 29/05/2015

For and on behalf of the Board

Devakar Bansal
Managing Director

N Ravichandran
Chief Financial Officer

Sunil Kumar Bansal
Joint Managing Director

Aashish Jain
Company Secretary

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2015

[Rs. in lakhs]

Sl. No.	Particulars	Year ended March 31, 2015	Year ended March 31, 2014
(A)	Cash Flow from Operating activity		
	Profit before tax	251.73	15.14
	Adjustments for:		
	Add:		
	Depreciation as per the Companies Act 2013	90.00	0.88
	Loss on Long term investments	-	0.30
	Loss on foreign exchange fluctuation	-	16.08
	Interest Paid	359.38	41.39
	Tools and Implements Written off	5.55	-
	Preliminary Expenses Written off	2.63	-
	Less:		
	Profit on foreign exchange fluctuation	15.51	-
	Dividend income	0.01	0.04
	Interest Income	14.76	14.02
	Profit on sale of assets	-	0.24
	Miscellaneous Income	10.72	0.01
	Profit on sale of investments	4.77	-
	Operating Profit from Working Capital Changes	663.52	59.47
	Adjustments for :		
	(Increase) / Decrease in Inventories	(1,412.91)	154.73
	(Increase) / Decrease in Trade Receivable	(2,693.89)	74.55
	(Increase) / Decrease in Short term Loans & advances	(469.23)	(8.44)
	(Increase) / Decrease in Other current assets	(107.84)	12.84
	Increase / (Decrease) in Trade Payables	74.28	(66.33)
	Increase / (Decrease) in Other current liabilities	335.07	(12.08)
	Increase / (Decrease) in Short term provisions	272.13	(24.30)
	Income Tax paid	(100.00)	-
	Net Cash flow from operating activities	(3,438.87)	190.44
(B)	Cash Flow from Investing Activities		
	Adjustments for:		
	Add:		
	Dividend received	0.01	0.04
	Interest received	14.76	14.02
	Proceeds from sale of Investments	4.77	-
	Less:		
	Increase / (Decrease) in Investments	(17.13)	(0.81)
	Demerger Expenses	13.14	-
	Purchase of Tangible assets	80.70	0.20
	Adjustment to Capital work-in-progress	4.85	-
	Net Cash Flow From Investing Activities	(62.02)	14.67
(C)	Cash Flow from Financing Activities		
	Adjustments for:		
	Add		
	Increase / (Decrease) in Long term borrowings	-	14.25
	Increase / (Decrease) in Share Capital	479.45	-
	Increase / (Decrease) in Other long term liabilities	-	-
	Increase / (Decrease) in long term provisions	76.94	-
	(Increase) / Decrease in Long term loans and advances	(36.39)	-
	(Increase) / Decrease in Other non current assets	(10.51)	-
	Increase / (Decrease) in Short term borrowings	3,438.12	(138.05)
	Profit on Sale of Investments	-	0.24
	Profit on Foreign exchange fluctuation	15.51	-
	Miscellaneous Income	10.72	0.01
	Less		
	Short provision of earlier year tax paid	-	1.78
	Interest Paid	359.38	41.39
	Loss on Long Term Investments	-	0.30
	Loss on foreign exchange fluctuation	-	16.08
	Net cash from / (used) from Financing Activities	3614.47	(183.10)
	Net Increase / (Decrease) in Cash & Cash Equivalents	113.58	21.99
	Cash & Cash Equivalents as at 01.04.2014	166.14	144.15
	Cash & Cash Equivalents as at 31.03.2015	279.73	166.14

As per our Report of even date

For Jeeravla & Co.,
Chartered Accountants
FRN No : 001323S

Sohan C.J. Parmar
Proprietor
M.No. 022321

Place : Chennai
Date : 29/05/2015

For and on behalf of the Board

Devakar Bansal
Managing Director

N Ravichandran
Chief Financial Officer

Sunil Kumar Bansal
Joint Managing Director

Aashish Jain
Company Secretary

ACCOUNTING POLICIES AND NOTES ON ACCOUNTS

STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES:

Basis of Accounting:

These financial statements have been prepared to comply with the Generally Accepted Accounting Principles in India (Indian GAAP), including the Accounting Standards notified under the relevant provisions of the Companies Act, 2013.

The financial statements are prepared on accrual basis under the historical cost convention. The financial statements are presented in Indian rupees rounded off to the nearest rupees in Lakhs.

Use of Estimates:

The preparation of financial statements in conformity with Indian GAAP requires judgments, estimates and assumptions to be made that affect the reported amount of assets and liabilities, disclosure of contingent liabilities on the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Difference between the actual results and estimates are recognised in the period in which the results are known/ materialised.

Presentation and disclosure in financial statements:

For the year ended 31st March, 2015, the schedule III notified under the Companies Act, 2013, is applicable to the Company, for presentation and disclosures in financial statements. The company has reclassified the previous year's figures in accordance with the Schedule III as applicable in the current year.

Fixed Assets:

Tangible Fixed Assets:

Tangible Assets are stated at cost net of recoverable taxes, trade discounts and rebates and include amounts added on revaluation, less accumulated depreciation and impairment loss, if any. The cost of Tangible Assets comprises of its purchase price, borrowing cost and any cost directly attributable to bringing the asset to its working condition for its intended use, net charges on foreign exchange contracts and adjustments arising from exchange rate variations attributable to the assets.

Subsequent expenditures related to an item of Tangible Asset are added to its book value only if they increase the future benefits from the existing asset beyond its previously assessed standard of performance.

Projects under which assets are not ready for their intended use are disclosed under Capital Work-in-Progress.

Intangible Assets:

Intangible assets comprising of technical know-how, product designs, prototypes etc. either acquired or internally developed are stated at cost. In case of internally generated intangible assets, appropriate overheads including salaries and wages are allocated to the cost of the asset.

Leasehold land

Leasehold lands are shown at cost less accumulated amortization.

Lease:

Asset leased by the company in its capacity as lessee where substantially all the risk and rewards of ownership vest in the company are classified as finance lease and capitalized at the inception of the lease at cost. Lease payments under operating lease are recognized as an expense over the period of lease on straight line basis in statement of profit and loss account.

Depreciation and Amortisation :

Tangible Assets:

Depreciation on Fixed assets is provided to the extent of depreciable amount on Written Down Value method over the useful lives of assets specified in the Schedule II of the Companies Act, 2013. The Management

(Technical Expert) estimates the useful lives for some fixed assets based on internal assessment and/or independent technical evaluation carried out by external valuers. Depreciation for Assets Purchased/ sold, discarded, demolished or destroyed during the period is proportionately charged from the date of such addition or, as the case may be, up to the date, on which such asset has been sold, discarded, demolished or destroyed.

The cost and the accumulated depreciation for fixed assets sold, retired or otherwise disposed off are removed from the stated values and the resulting gains and losses are recognised in the profit and loss account.

Leasehold Assets are amortised over their period of lease.

Intangible Assets:

Intangible Assets are amortised over their estimated useful life. The estimated useful life of the intangible assets and the amortisation period are reviewed at the end of each financial year and the amortization method is reviewed to reflect the changed pattern.

Impairment of Assets :

The carrying amounts of assets are reviewed at each Balance Sheet date in accordance with Accounting Standards – 28 'Impairment of Assets' to determine whether there is any indication of impairment based on internal / external factors.

An impairment loss is recognized in the statement of Profit & Loss wherever the carrying amount of an asset exceeds its recoverable amount.

The impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined net of depreciation or amortization if no impairment loss had been recognized.

The recoverable amount is the greater of the assets net selling price and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value at the weighted average cost of capital.

Investments:

Non-current investments are carried at cost. Provision for diminution in the value of non-current investments is made only if such a decline is other than temporary in the opinion of the management.

Current investments are carried at lower of cost and fair value. The comparison of cost and fair value is done separately in respect of each category of investments.

On disposal of an investment, the difference between its carrying amount and net disposal proceeds is charged or credited to the statement of Profit and Loss. Profit or loss on sale of investments is determined on a first-in-first-out (FIFO) basis.

Investments in properties are carried individually at cost less depreciation and impairment if any. Investment in properties are capitalized and depreciated in accordance with the policy stated for fixed assets. Impairment in investment property is determined in accordance with the policy stated for impairment of assets.

Inventories:

Items of inventories are measured at lower of cost and net realisable value after providing for obsolescence, if any, except in case of by-products which are valued at net realisable value. Cost of inventories comprises of cost of purchase, cost of conversion and other costs including manufacturing overheads incurred in bringing them to their respective present location and condition.

Cost of raw materials, process chemicals, stores and spares, packing materials, trading and other products are determined on weighted average basis.

Cash and cash equivalents:

Cash comprises cash on hand and demand deposits with bank. Cash equivalents are short term balances, highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.

Foreign currency transactions :

Initial recognition:

Transactions in foreign currencies entered into by the company are accounted at the exchange rates prevailing on the date of the transaction.

Measurement of foreign currency items at the Balance Sheet date:

Foreign currency monetary items of the company are restated at the closing exchange rates. Non-monetary items are recorded at the exchange rate prevailing on the date of the transaction. Exchange differences arising out of these translations are charged to the Statement of Profit & Loss.

Derivative Contracts:

In respect of Derivative contracts, premium paid, gains / losses on settlement and losses on restatement are recognised in the Profit and Loss account except in case where they relate to the acquisition or construction of Fixed Assets, in which case, they are adjusted to the carrying cost of such assets.

Forward exchange contracts:

The premium or discount arising at the inception of forward exchange contract is amortized and recognized as an expenses/income over the life of the contract. Exchange differences on such contracts are recognized in the Statement of Profit & Loss in the period in which the exchange rates change. Any Profit or Loss arising on cancellation or renewal of such forward exchange contract is also recognized as income or expense for the period.

Revenue Recognition:

Revenue from sale are recognized on transfer of significant risk & rewards of ownership to the buyer that usually takes place on dispatch of goods in accordance with the terms of sale and is inclusive of excise duty but excluding sales returns, trade discount, CST and VAT.

In case of export sales, revenue is recognized as on the date of bill of lading, being the effective date of transfer of significant risks and rewards to the customer. Export benefits are accounted for on accrual basis.

Revenue arising due to price escalation claim is recognized in the period when such claim is made in accordance with terms of sale.

Inter-division transfers of materials and services for captive consumption are eliminated from Sales and other operative income of the respective division.

Revenue from services is recognized in accordance with the specific terms of contract on performance.

Dividend Income on investment is accounted for, as and when the right to receive the payment is established.

Interest is recognized on a time proportion basis taking into account the amount outstanding and the rate applicable.

Government grants and subsidies are accounted for on receipt basis.

Employee benefit:

All employee benefits payable wholly within twelve months of rendering the service are classified as short term employee benefits. Benefits such as salaries, wages and bonus, etc, are recognized in the statement of profit and loss in the period in which the employee renders the related service.

Defined contribution plans:

The employee's provident fund scheme, employees' state insurance fund and contribution to superannuation fund are defined contribution plans. The company's contribution paid/payable under these schemes is recognized as an expense in the statement of profit & loss during the period in which the employee renders the related service.

Defined benefit plans:

The company's gratuity plan is a defined benefit plan. The present value of gratuity obligation under such defined benefit plan is determined based on an actuarial valuation carried out by an independent actuary using the Projected Unit Credit Method, which recognizes each period of current and past service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation. The obligation is measured at the present value of the estimated future cash flows. The discount rate used for determining the present value of the obligation under defined benefit plans, is based on the market yields on Government securities as at the valuation date having maturity periods approximating to the terms of related obligations. Actuarial gains and losses are recognized immediately in the statement of profit and loss.

Gains or losses on the curtailment or settlement of any defined benefit plan are recognized when the curtailment or settlement occurs.

Provisions, Contingent Liabilities and Contingent assets:

A provision is created when there is a present obligation as a result of a past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of the obligation.

A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. When there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

The company does not recognize assets which are of contingent nature until there is virtual certainty of realisability of such assets. However, if it has become virtually certain that an inflow of economic benefits will arise, asset and related income is recognized in the financial statements of the period in which the change occurs.

Provision for Taxation:

Tax expense comprises of current tax (i.e. amount of tax for the period determined in accordance with the Income Tax Act, 1961) and deferred tax charge or credit (reflecting the tax effects of timing differences between accounting income and taxable income for the period).

The deferred tax charge or credit and the corresponding deferred tax liabilities or assets are recognised using the tax rates that have been enacted or substantively enacted by the Balance Sheet date.

Deferred tax assets are recognised only to the extent there is reasonable certainty that the assets can be realized in future; however, where there is unabsorbed depreciation or carry forward loss under taxation laws, deferred tax assets are recognised only if there is a virtual certainty of realization of such assets. Deferred tax assets are reviewed as at each Balance Sheet Date to reassess realization.

Minimum Alternate Tax (MAT) paid in excess of normal income tax is recognised as asset (MAT Credit entitlement) only to the extent, there is reasonable certainty that company shall be liable to pay tax as per the normal provisions of the Income Tax Act, 1961 in future.

Borrowing Cost:

Borrowing costs that are directly attributable to the acquisition or construction of a qualifying asset are capitalized as a part of the cost of such asset. The qualifying asset is one that necessarily takes a substantial period of time to get ready for its intended use. All other borrowing cost is recognized as expense in the period in which they are incurred.

Notes forming part of the financial statements

DEMERGER NOTE:

1. The Hon'ble High Court of Madras vide its Order dated December 4, 2014 sanctioned the Scheme of Arrangement (Demerger) in Company Petition No. 339 of 2014 for the Demerger of four undertakings of M/s. Pondy Oxides and Chemicals Limited (**Demerged Company**) namely Metallic Oxides Division, Plastic Additives Division, Zinc Refining Division and Lead Alloying & Refining Division along with their related assets and liabilities into POCL Enterprises Limited (**Resulting Company**), effective from April 1, 2013, as the appointed date.
2. The Net Profit/Loss for the period from Appointed Date i.e., 1st April 2013 to 31st March 2014 is adjusted in Surplus/(Deficit) in Statement of Profit and Loss.
3. The Financial Statements of the Company for the year ended March 31, 2015 includes Assets, Liabilities and Results of Operations of four demerged undertakings and therefore the current year financials are strictly not comparable with the previous year financials.
4. The excess of assets over liabilities of Rs. 1162.77 Lakhs as on March 31, 2013 relating to four undertakings have been transferred into the Company and corresponding adjustments have been given in share capital and reserves and surplus in the following manner:

(i) Share Capital	- Rs. 557.60 Lakhs
(ii) Securities Premium Account	- Rs. 85.21 Lakhs
(iii) General Reserves	- Rs. 14.08 Lakhs
(iv) Surplus/(Deficit) in Profit & Loss Account	- Rs. 505.88 Lakhs
Total	- Rs. 1162.77 Lakhs
5. As per the Scheme of Arrangement (Demerger) as referred above, each member of M/s. Pondy Oxides and Chemicals Limited, whose name stood recorded in the Register of Members as on January 9, 2015 (Record Date) have been allotted 1 (One) Equity Share of Rs. 10/- each in the Company for every 2 (Two) Equity Shares of Rs. 10/- each held by the shareholder in M/s. Pondy Oxides and Chemicals Limited. Consequently, the same has been credited to Share Capital Account.
6. The 7,81,465 equity shares of Rs. 10/- each held by M/s. Pondy Oxides and Chemicals Limited in the Company had been cancelled pursuant to the Scheme of Demerger. Consequently the Company ceases to be subsidiary of Pondy Oxides and Chemicals Limited.
7. The Effective Date for the Scheme of Demerger is December 22, 2014, being the date on which the Certified True Copy of the High Court Order was filed with Registrar of Companies, Tamilnadu.
8. The Company is in the process of changing the names of certain properties/assets covered by the Scheme.

Rs. in Lakhs

1 SHARE CAPITAL

Sl. No.	Particulars	As at 31 st March, 2015	As at 31 st March, 2014
(a)	Authorised Share Capital 60,00,000 (Previous year 17,00,000) equity share of Rs. 10/- each	600.00	170.00
(b)	Issued, Subscribed and Paid-up Share Capital 55,75,992 (Previous year 7,81,465) equity share of Rs. 10/- each fully paid up	557.60	78.15
	Total	557.60	78.15

Sl. No.	Particulars	No of Shares As at 31.03.2015	No of Shares As at 31.03.2014
1.1	Shares out of the issued, subscribed and paid up share capital were allotted in the last five years pursuant to the Schemes of Arrangement / Amalgamations without payments being received in cash	55,75,992	-

1.2 The details of Shareholders holding more than 5% shares:

Sl. No.	Particulars	As at 31 st March, 2015		As at 31 st March, 2014	
		No of Shares	% Held	No of Shares	% Held
1.2.1	M/s. Pandy Oxides and Chemicals Limited	-	-	781,465	100.00
1.2.2	Mr. Ashish Bansal	389,063	6.98	-	-
1.2.3	Mr. Anil Kumar Bansal	360,097	6.46	-	-
1.2.4	Mrs. Neelam Bansal	298,069	5.35	-	-
1.2.5	Mrs. Manju Bansal	292,550	5.25	-	-
1.2.6	Mr. R P Bansal	287,808	5.16	-	-

1.3 Reconciliation of the number of shares outstanding is set out below

Sl. No.	Particulars	As at 31 st March, 2015	As at 31 st March, 2014
	Equity shares at the beginning of the year	781,465	781,465
	Less: Cancellation of Shares pursuant to Demerger	781,465	-
	Add: Issue of Shares pursuant to Demerger	5,575,992	-
	Equity shares at the end of the year	5,575,992	781,465

1.4 The Company has only one class of equity shares having a par value of Rs. 10/- per share. Each holder of equity share is entitled to one vote per share. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

Rs. in Lakhs

2 RESERVES AND SURPLUS

SI. No.	Particulars	As at 31 st March, 2015	As at 31 st March, 2014
(a)	Securities Premium Account		
	Opening Balance	-	-
	Add: Adjustment pursuant to the Scheme of Demerger	85.21	-
	Closing Balance (A)	85.21	-
(b)	Demerger Reserve		
	Opening Balance	-	-
	Add: Cancellation of Share Capital pursuant to the Scheme of Demerger	78.15	-
	Closing Balance (B)	78.15	-
(c)	General Reserve		
	Opening Balance	-	-
	Add: Adjustment pursuant to the Scheme of Demerger	14.08	-
	Closing Balance (C)	14.08	-
(d)	Surplus / (Deficit) in Statement of Profit and Loss		
	Opening Balance	116.17	107.71
	Add: Adjustment pursuant to the Scheme of Demerger	453.11	-
	Add: Profit for the year	149.20	10.24
	Depreciation effect (Net of taxes) as per Companies Act, 2013	(10.75)	-
	Excess Provision for Current Tax Reversed	-	(1.78)
	Less: Proposed Dividend on Equity Shares (Dividend per share Re. 1.00 /- (Previous Year NIL)	55.76	-
	Tax on dividend	11.35	-
	Closing Balance (D)	640.62	116.17
	Total (A +B +C+D)	818.06	116.17

3 LONG TERM BORROWINGS

SI. No.	Particulars	As at 31 st March, 2015	As at 31 st March, 2014
(a)	Term loans from Banks		
	Secured	1.27	-
	Sub - total	1.27	-
(b)	Less : Shown under Current Maturities of Long Term Debt	1.27	-
	Total	-	-

3.1 Rs. 1.27 (NIL) Lakhs of Term Loan for Vehicle is secured by hypotheciation and repayable as per the terms of loan.

3.2 The above term loan was originally sanctioned to M/s. Pondy Oxides and Chemicals Limited and transferred to the Company along with the asset, on account of Demerger

4 DEFERRED TAX LIABILITY (NET)

SI. No.	Particulars	As at 31 st March, 2015	As at 31 st March, 2014
(a)	Deferred Tax Liability Related to Fixed Assets	-	0.14
	Total	-	0.14

5 LONG TERM PROVISIONS

SI. No.	Particulars	As at 31 st March, 2015	As at 31 st March, 2014
	Provision for Employee Benefits: Provision for Gratuity (Net)	76.94	-
	Total	76.94	-

6 SHORT TERM BORROWINGS

SI. No.	Particulars	As at 31 st March, 2015	As at 31 st March, 2014
(a)	Loans Repayable on demand		
(i)	Secured		
	1 Working Capital Loans		
	1.1 From Banks		
	1.1.1 Rupee Loans	2,435.94	10.65
	1.1.2 Foreign Currency Loans	632.24	-
	Total (a)	3,068.18	10.65
(ii)	Unsecured		
	1 From Banks	9.55	-
	2 Security Deposits	6.95	-
	3 From Others	518.32	154.23
	Total (b)	534.82	154.23
	Total (a+b)	3,603.00	164.88

6.1 Working Capital loans are secured by hypothecation of present and future stock of raw materials, stock-in-process, finished goods, stores & spares, book debts, materials in transit, etc., and guaranteed by promoter directors of the company

6.2 Unsecured Loans from others includes loans from Directors and Inter Corporate Borrowings.

7 TRADE PAYABLES

SI. No.	Particulars	As at 31 st March, 2015	As at 31 st March, 2014
(a)	Trade payables		
1	Micro, Small and Medium Enterprises	33.73	-
2	Others	317.31	276.76
	Total	351.04	276.76

There is no principal amount and interest overdue to Micro and Small Enterprises. During the year, no interest has been paid to such parties. Identification of the parties were based on the information provided by the entities.

Rs. in Lakhs

8 OTHER CURRENT LIABILITIES

SI. No.	Particulars	As at 31 st March, 2015	As at 31 st March, 2014
(a)	Current maturities of long-term debt (Refer Note 3(b) (above))	1.27	-
(b)	Interest accrued but not due on borrowings	35.10	22.05
(c)	Other payables		
1	Advances from customers	4.00	1.11
2	Audit Fee Payables	5.62	1.01
3	Others *	315.38	2.71
	Total	361.37	26.88

* Includes income tax, excise duty and sales tax payable

9 SHORT TERM PROVISIONS

SI. No.	Particulars	As at 31 st March, 2015	As at 31 st March, 2014
(a)	Provision for Employee Benefits:		
1	Provision for Bonus	27.23	0.30
(b)	Other Provisions:		
1	Provision for Tax	115.90	4.91
2	Provision for Equity Dividend and Dividend Tax	67.11	-
	Total	210.24	5.21

10 Fixed Assets

S.No	Description	Gross Block				Depreciation					Net Block		
		As on 1.4.2014	Additions	Adjustments (Refer Note 10.2)	Deduction	As on 31.03.2015	Upto 31.03.2014	For the Year	Adjustments (Refer Note 10.2)	Deduction	As on 31.03.2015	As on 31.03.2014	As on 31.03.2015
	Tangible Assets :												
1	Leasehold Land	0.00	0.00	19.79	0.00	19.79	0.00	0.14	1.54	0.00	1.68	0.00	18.11
2	Freehold land	8.13	0.00	77.62	0.00	85.75	0.00	0.00	0.00	0.00	0.00	8.13	85.75
3	Building	28.74	0.00	378.57	0.00	407.31	22.58	16.27	216.25	0.00	255.10	6.16	152.21
4	Plant & Machinery	0.00	21.66	531.86	152.74	400.78	0.00	45.48	366.60	140.02	272.06	0.00	128.72
5	Furniture & Fitting	0.41	3.01	2.60	0.72	5.30	0.39	0.43	1.93	0.73	2.02	0.02	3.28
6	Office Equipment	0.47	20.22	23.21	9.41	34.49	0.27	7.75	13.03	7.77	13.28	0.20	21.21
7	Vehicles	0.04	0.00	55.78	0.05	55.77	0.04	9.89	37.64	(0.12)	47.69	0.00	8.08
8	Lab Equipments	0.99	6.82	33.39	2.57	38.63	0.91	5.19	26.59	1.54	31.15	0.08	7.48
9	Electrical Fittings	5.25	28.99	36.62	6.23	64.63	4.81	4.85	26.93	5.87	30.72	0.44	33.91
	Total	44.03	80.70	1,159.44	171.72	1,112.45	29.00	90.00	690.51	155.81	653.70	15.03	458.75
	Previous Year 2013-14	43.82	0.21	-	-	44.03	28.12	0.86	-	-	28.98	15.70	15.05
	Capital Work in Progress			4.85								-	4.85

10.1 Capital work in Progress of Rs. 4.85 Lakhs (NIL) is machinery under installation.

10.2 Adjustments on account of Demerger

10.3 In accordance with the requirement of Schedule II to the Companies Act, 2013, the Company has

reassessed the useful life of the fixed assets and accordingly revised the life as per Schedule II to the Companies Act, 2013. Consequently an amount of Rs. 10.75 Lakhs (net of taxes) has been charged to the opening balance of retained earnings in respect of assets whose useful life is NIL as on April 1, 2014

11 NON CURRENT INVESTMENTS (VALUED AT COST) Rs. in Lakhs

SI. No.	Particulars	As at 31 st March, 2015	As at 31 st March, 2014
	Investment in Equity Instruments		
(a)	In Equity Shares of Other Companies		
(i)	Quoted		
	1 NIL (100) Equity Shares of Rs.10/- each in Vijaya Bank	-	0.02
	2 NIL (100) Equity Shares of Rs.10/- each in UCO Bank	-	0.01
	3 NIL (300) Equity Shares of Rs.10/- each in Orchid Chemicals Limited	-	0.31
	4 NIL (250) Equity Shares of Rs.10/- each in Rama Newsprint Ltd	-	0.10
	5 NIL (539) Equity Shares of Rs.10/- each in Ramco Systems Ltd	-	1.52
	Total (A)	0.00	1.96
(ii)	UNQUOTED		
	725420 (NIL) Equity Shares of Re.1/- each fully paid in Madras Stock Exchange*	19.09	-
	Total (B)	19.09	-
	Total C = (A + B)	19.09	1.96

* Transferred on account of Demerger.

12 DEFERRED TAX ASSETS (NET)

SI. No.	Particulars	As at 31 st March, 2015	As at 31 st March, 2014
	Deferred Tax Asset		
	Related to Fixed Assets	0.58	-
	Total	0.58	-

13 LONG TERM LOANS & ADVANCES (UNSECURED AND CONSIDERED GOOD)

SI. No.	Particulars	As at 31 st March, 2015	As at 31 st March, 2014
(a)	Security deposits	37.41	1.60
(b)	Advances for Capital Goods	-	-
	Total	37.41	1.60

14 OTHER NON-CURRENT ASSETS

SI. No.	Particulars	As at 31 st March, 2015	As at 31 st March, 2014
	Misc. Expenditure (to the extent not Written off or adjusted)		
(i)	Demerger Expenses	13.14	-
(ii)	Less : Written off	2.63	-
	Total	10.51	-

15 INVENTORIES (AT LOWER OF COST OR NET REALISABLE VALUE)

Rs. in Lakhs

SI. No.	Particulars	As at 31 st March, 2015	As at 31 st March, 2014
(a)	Raw Materials	853.31	-
(b)	Raw Material Transit	69.05	-
(c)	Work-in-Progress	188.03	-
(d)	Finished Goods (other than those acquired for Trading)	410.60	-
(e)	Trading Stock	130.46	284.81
(f)	Stores and Spares	35.18	-
(g)	Loose Tools	11.09	-
	Total	1,697.72	284.81

16 TRADE RECEIVABLES

SI. No.	Particulars	As at 31 st March, 2015	As at 31 st March, 2014
(a)	Trade Receivables outstanding for a period exceeding 180 days		
	(i) Unsecured and considered good	23.91	-
	Sub-Total	23.91	-
(b)	Other Trade Receivables		
	(i) Secured	397.76	-
	(ii) Unsecured and considered good	2,288.89	16.67
	Sub-Total	2,686.65	16.67
	Total	2,710.56	16.67

17 CASH AND CASH EQUIVALENTS

SI. No.	Particulars	As at 31 st March, 2015	As at 31 st March, 2014
	Cash & Cash Equivalents		
(a)	Cash on Hand	3.87	0.20
(b)	Balances with Bank		
	1 On Current & Cash Credit Accounts	18.83	0.93
	2 Deposits*	257.03	165.01
	Total	279.73	166.14

* Rs. 257.03 Lakhs (165.01) are with bank held as margin money, Guarantees and security against borrowings and this includes deposits of Rs. 50 Lakhs (Rs. 165.01) Lakhs with maturity of more than 12 months.

18 SHORT TERM LOANS & ADVANCES (UNSECURED AND CONSIDERED GOOD) Rs. in Lakhs

SI. No.	Particulars	As at 31 st March, 2015	As at 31 st March, 2014
(a)	Loans and advances to employees	0.90	0.17
(b)	Prepaid expenses	7.69	-
(c)	Balances with Excise, Sales Tax and I.T. Authorities		
	1 Central Excise Deposit	361.77	115.35
	2 TNVAT	0.75	0.02
	3 Income Tax	101.94	1.64
	4 Commissioner of Customs	16.12	-
	5 DEPB - Others	0.11	-
(d)	Others -Suppliers Advance (including for expenses)	149.97	52.84
	Total	639.25	170.02

19 OTHER CURRENT ASSETS

SI. No.	Particulars	As at 31 st March, 2015	As at 31 st March, 2014
(a)	Interest accrued on deposits	25.20	11.96
(b)	Rebate Receivables	94.60	-
	Total	119.80	11.96

20 REVENUE FROM OPERATIONS

SI. No.	Particulars	As at 31 st March, 2015	As at 31 st March, 2014
(a)	Sale of Products	18,156.28	1,900.77
(b)	Other Operating Revenues	15.12	-
		18,171.40	1,900.77
	Less:		
(c)	Excise duty	1,949.64	223.33
	Total	16,221.76	1,677.44

20.1 PARTICULARS OF SALE OF PRODUCTS

SI. No.	Particulars	As at 31 st March, 2015	As at 31 st March, 2014
(a)	Sale of Products comprises of:		
I	<u>Manufactured Goods</u>		
	1 Metals	202.95	-
	2 Metallic Oxides	9,899.85	-
	3 PVC Stabilisers	5,483.89	-
	4 Others	65.49	-
	Total - Sale of Manufactured Goods	15,652.18	-

Rs. in Lakhs

Sl. No.	Particulars	As at 31 st March, 2015	As at 31 st March, 2014
II	Traded Goods		
	1 Metals	253.12	-
	2 Metallic Oxides	-	-
	3 PVC Stabilisers	4.82	-
	4 Others	296.52	1,677.44
	Total - Sale of Traded Goods	554.46	1,677.44
	Total - Sale of Products	16,206.64	1,677.44
(b)	Other Operating Revenues:		
	Conversion Charges Received	15.12	-
	Total - Other Operating Revenues	15.12	-

21 OTHER INCOME

Sl. No.	Particulars	As at 31 st March, 2015	As at 31 st March, 2014
(a)	Interest income		
	- Bank Deposits	14.76	13.50
	- Interest on Loans and Advances	-	0.53
(b)	Dividend Income		
I	From Long-Term Investments		
	- Holding Company	-	0.04
	- Others	0.01	-
(c)	Net Gain on Foreign Currency Transactions and Translation (other than considered as finance cost)	15.51	(16.08)
(d)	Other Non-Operating Income (Net of expenses directly attributable to such income)	10.72	0.01
(e)	Profit from Sale of Investment	4.77	0.24
	Total	45.77	(1.76)

22 COST OF MATERIALS CONSUMED

Sl. No.	Particulars	As at 31 st March, 2015	As at 31 st March, 2014
(a)	Inventory at the beginning of the year	342.09	-
(b)	Add: Purchases	12,571.73	-
		12,913.82	-
(c)	Less: Inventory at the end of the year	853.31	-
	Cost of Material Consumed (a + b -c)	12,060.51	-
	Material Consumed		
	1 Lead Metal	4,168.58	-
	2 Zinc Metals	6,403.83	-
	3 Other Items	1,488.10	-
	Total	12,060.51	-

23 PURCHASE OF TRADED GOODS

Rs. in Lakhs

SI. No.	Particulars	As at 31 st March, 2015	As at 31 st March, 2014
1	Metals	510.51	1,490.32
2	Metallic Oxides	5.40	-
3	Others	682.19	2.55
	Total	1,198.10	1,492.87

24 CHANGES IN INVENTORIES OF FINISHED GOODS, WORK-IN-PROGRESS AND STOCK IN TRADE

SI. No.	Particulars	As at 31 st March, 2015	As at 31 st March, 2014
(a)	<u>Inventories at the end of the year:</u>		
1	Finished Goods	410.60	-
2	Work-in-Progress	188.03	-
3	Stock-in-Trade	130.46	284.81
	Total (a)	729.09	284.81
(b)	<u>Inventories at the beginning of the year:</u>		
1	Finished Goods	435.41	-
2	Work-in-Progress	87.20	-
3	Stock-in-Trade	284.81	384.88
	Total (b)	807.42	384.88
(c)	Excise duty on finished goods *	(2.49)	-
	Net (Increase) / Decrease (b-a)+c	75.84	100.07

* Excise duty shown above represents the difference between excise duty on opening and closing stock of finished goods.

25 EMPLOYEE BENEFITS EXPENSES

SI. No.	Particulars	As at 31 st March, 2015	As at 31 st March, 2014
1	Salaries and Wages	398.47	3.09
2	Contributions to Provident and other Funds	33.67	-
3	Staff Welfare Expenses	75.72	0.19
	Total	507.86	3.28

25.1 Employee Benefits (AS -15 revised)

As per Accounting Standard 15 "Employee Benefits", the disclosures as defined in the Accounting Standard are given below:

25.2 Defined Benefit Plan :

The Employee's Gratuity Liability has been made on actuarial basis. The Present value of obligation is determined by using the Projected Unit Credit Method, which recognises each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation.

Rs. in Lakhs

(I)	Amount recognised in Balance Sheet	As at 31st March, 2015	As at 31st March, 2014
		Gratuity Unfunded	Gratuity Unfunded
	Present value of unfunded obligations	76.94	63.09
	Unrecognised past service cost	-	-
	Net Liability	76.94	63.09
	Amount in the Balance Sheet		
	Liabilities	76.94	63.09
	Assets	-	-
	Net Liability	76.94	63.09
(II)	Expenses Recognised in Income Statement		
	Current Service Cost	7.63	5.51
	Interest on Obligation	5.02	-
	Expected Return on Plan Assets	-	-
	Net Actuarial Losses (Gains) recognised in the year	1.95	-
	Past Service Cost	-	-
	Losses (Gains) on Curtailments and Settlement	-	-
	Expenses recognised in Profit & Loss	14.60	NA
(III)	Changes in Benefit Obligations		
	Defined Benefit Obligation at the beginning of the year	63.09	-
	Current service cost	7.63	4.30
	Interest cost for the year	5.02	-
	Actuarial Losses (Gains)	1.95	58.79
	Benefits Paid	(0.74)	-
	Defined Benefit Obligation at the year end	76.95	63.09

26 FINANCE COSTS

Sl. No.	Particulars	As at 31st March, 2015	As at 31st March, 2014
(a)	Interest Expense on:		
	1 Bank Borrowings	265.66	2.49
	2 On Unsecured Loans	67.17	25.09
(b)	Bank Charges	26.55	13.81
(c)	Net (Gain) / Loss on Foreign Currency Transactions and Translation (considered as finance cost)	-	-
	Total	359.38	41.39

27 DEPRECIATION & AMORTISATION EXPENSES

Sl. No.	Particulars	As at 31st March, 2015	As at 31st March, 2014
(a)	Depreciation	90.00	0.88
(b)	Preliminary Expenses Written off	2.63	-
(c)	Tools & Implements Written off	5.55	-
	Total	98.18	0.88

Rs. in Lakhs

28 OTHER EXPENSES

Sl. No.	Particulars	As at 31 st March, 2015	As at 31 st March, 2014
1	Consumption of Stores and Spare Parts	26.85	-
2	Advertisement	1.89	-
3	Bad Trade and other receivables Written Off	2.79	5.30
4	Business Promotion	5.32	0.01
5	Computer Maintanance	0.85	-
6	Consumption of Packing Materials	87.22	0.01
7	Conversion Charges Paid	110.00	-
8	Director Sitting Fees	0.81	0.27
9	Entertainment Expenses	0.55	0.01
10	Environmental Control Expenses	-	-
11	Exhibition Expenses	7.62	-
12	Factory Expenses	45.24	2.34
13	Freight and Forwarding	280.33	2.21
14	General Expenses	4.21	0.55
15	Insurance	9.67	0.58
16	Laboratory Expenses	3.10	-
17	Legal and Professional Fees	8.24	1.36
18	Membership Fees	0.75	0.15
19	Newspaper & Periodicals	0.13	-
20	Office Maintenance	9.28	0.44
21	Payments to Auditors	4.50	1.12
22	Postage , Telegram & Telephone Expenses	10.75	0.04
23	Power and Fuel	721.56	0.43
24	Printing and Stationery	7.42	0.04
25	Purchase Commission	-	3.06
26	Rates and Taxes	9.60	0.74
27	Rent & Amenities Charges	11.49	2.04
28	Repairs and Maintenance - Buildings	17.59	-
29	Repairs and Maintenance - Machinery	61.71	0.02
30	Repairs and Maintenance - Others	17.82	0.29
31	Sales Commission	106.90	-
32	Sales Discount	59.80	0.04
33	Service Tax Paid	11.86	0.36
34	Share Transfer Expenses	0.05	0.02
35	Travelling and Conveyance	57.16	0.32
36	Vehicle Maintenance	12.87	-
	Total	1,715.93	21.75

28.1 PAYMENT TO AUDITORS AS

Rs. in Lakhs

SI. No.	Particulars	As at 31 st March, 2015	As at 31 st March, 2014
	Payments to the auditors comprises (net of service tax input credit, where applicable):		
1	As Auditors - Statutory Audit	3.50	1.12
2	For Taxation Matters	0.50	-
3	VAT and Transfer Pricing Audit	0.50	-
	Total	4.50	1.12

29 EXCEPTIONAL ITEMS

SI. No.	Particulars	As at 31 st March, 2015	As at 31 st March, 2014
(a)	Keyman Insurance Maturity Proceeds	-	(0.30)
(b)	Others	-	-
	Total	-	(0.30)

30 EARNINGS PER SHARE (EPS)

SI. No.	Particulars	As at 31 st March, 2015	As at 31 st March, 2014
(i)	Net Profit after Tax as per Statement of Profit and Loss attributable to equity shareholders	149.19	10.25
(ii)	Weighted Average number of Equity Shares used as denominator for calculating EPS	5,575,992	781,465
(iii)	Basic & Diluted Earning Per Share (in Rs.)	2.68	1.31
(iv)	Face Value per Equity Share (in Rs.)	10.00	10.00

31 VALUE OF IMPORTS ON CIF BASIS IN RESPECT OF

SI. No.	Particulars	As at 31 st March, 2015	As at 31 st March, 2014
(i)	Raw Materials and Stock in Trade	11,723.79	858.96
(ii)	Components and Spare Parts	-	-
(iii)	Capital Goods	-	-
	Total	11,723.79	858.96

32 EXPENDITURE IN FOREIGN CURRENCY

SI. No.	Particulars	As at 31 st March, 2015	As at 31 st March, 2014
(i)	Commission	-	3.06
(ii)	Others	-	-
	Total	-	3.06

33 EARNINGS IN FOREIGN EXCHANGE

Rs. in Lakhs

SI. No.	Particulars	As at 31 st March, 2015	As at 31 st March, 2014
(i)	Export of Goods calculated on FOB basis	1,853.18	-
(ii)	Others	-	-
	Total	1,853.18	-

34 REMITTANCE IN FOREIGN CURRENCY ON ACCOUNT OF DIVIDEND

No dividend has been declared by the Company in the previous financial years and hence question on remittance of dividend in foreign currency does not arise.

35 CONTINGENT LIABILITIES

SI. No.	Particulars	As at 31 st March, 2015	As at 31 st March, 2014
(I)	Contigent Liabilities		
	(a) Performance/ Finance Guarantees	26.87	-
	(b) Other Money for which the company is contingently liable		
	- Liability in respect of Letter of Credit Opened	500.23	-
	- Liability in respect of Bills Discounted with Banks	194.56	-
(II)	Commitments		
	(a) Estimated amount of contracts remaining to be executed on capital account and not provided for	-	-

36 SEGMENT REPORTING (AS- 17)

SI. No.	Particulars	As at 31 st March, 2015	As at 31 st March, 2014
(I)	Business Segment		
	Segment Revenue		
	External Turnover		
	a. Metallic Oxides	10974.54	-
	b. Plastic Additives	5504.22	-
	c. Others	1272.71	-
	Total	17751.47	-
	Less: Inter Segment Turnover	1529.71	-
	Net Sales / Income from Operations	16221.76	-
(II)	Segment Results		
	Profit / (Loss) (before tax and interest from each segment)		
	a. Metallic Oxides	394.64	-
	b. Plastic Additives	290.70	-
	c. Others	(58.46)	-
	Total	626.88	-

Rs. in Lakhs

Sl. No.	Particulars	As at 31 st March, 2015	As at 31 st March, 2014
	Interest & Finance Charges	359.38	-
	Other Unallocable Expenditure net of Un-allocable Income	15.77	-
	Profit Before Tax Before Exceptional Income / (Expenses) - Net	251.73	-
	Exceptional Income / (Expense)	0.00	-
	Profit from Ordinary Activities Before Tax	251.73	-
	Capital Employed (Segment Assets Less Segment Liabilities)		
	a. Metallic Oxides	1248.15	-
	b. Plastic Additives	664.14	-
	c. Others	1754.42	-
	d. Un-allocable Assets less Liabilities	(2291.05)	-
	Total Capital Employed	1375.66	-

The Company was engaged in the business of trading activities in the previous year which in the opinion of the Management is considered to be the only reportable business segment in the context of Accounting Standard- 17 on "Segment Reporting". Further there is no geographical segment applicable to the Company. Hence previous year figures are not reported

37 Related Party Disclosure in accordance with Accounting Standard 18, the disclosure required is given below

I) Related Parties with whom transaction have taken place during the year:

a) Key Managerial Personnel

1) Dr. Padam C Bansal	Chairman	(w.e.f 12/01/2015)
2) Mr. Devakar Bansal	Managing Director	(w.e.f 24/12/2014)
3) Mr. Sunil Kumar Bansal	Joint Managing Director	(w.e.f 24/12/2014)
4) Mr. Y V Raman	Whole Time Director	(w.e.f 24/12/2014)
5) Mr. Aashish Jain	Company Secretary	(w.e.f 24/12/2014)

b) Relative of Key Managerial Personnel

1) Mrs. Vandana Bansal	W/o Mr. Devakar Bansal
2) Mrs. Neelam Bansal	W/o Mr. Sunil Kumar Bansal
3) Mrs. Vijaya Bansal	W/o Dr. Padam C Bansal
4) Mr. Harsh Bansal	S/o Mr. Sunil Kumar Bansal
5) Mr. Ambar Bansal	S/o Mr. Devakar Bansal
6) Mr. Sagar Bansal	S/o Mr. Devakar Bansal
7) Mr. Anil Kumar Bansal	Brother of Mr. Devakar Bansal
8) Mr. R P Bansal	Brother of Mr. Devakar Bansal

c) Enterprise owned or significantly influenced by Key Managerial Personnel or their relatives

- 1) M/s. Ardee Industries Private Limited
- 2) M/s. Bansal Chemicals (India)
- 3) M/s. Bansal Metallic Oxides

II) Transaction with Related Parties during the year

(Rs. In Lakhs)

S.No	Related Party	Nature of Transaction	2014-15	2013-14
1	M/s. Ardee Industries Pvt Ltd	Sale of Goods	30.00	Nil
		Conversion Charges Paid	25.76	Nil
		Selling & Distribution Expenses	0.15	Nil
		Loan Taken*	45.29	Nil
		Loan Repaid	21.72	Nil
		Interes Paid	15.43	Nil
		Loan Outstanding*	154.48	Nil
2	M/s. Bansal Metallic Oxides	Sale of Goods	58.72	14.97
		Conversion Charges Paid	84.24	Nil
		Trade Receivable	24.34	Nil
3	M/s. Bansal Chemicals (India)	Purchase of Goods	516.61	NIL
		Sale of Goods	724.06	NIL
		Selling & Distribution Expenses	17.96	NIL
		Trade Receivable	238.83	NIL
4	Dr. Padam C Bansal	Interest Paid	8.16	0.28
		Loan Taken*	12.80	4.25
		Loan Outstanding*	78.68	4.45
5	Mr. Devakar Bansal	Remuneration#	32.66	NIL
		Interest Paid	9.73	NIL
		Loan Taken*	224.25	NIL
		Loan Outstanding*	233.91	NIL
6	Mr. Anil Kumar bansal	Loan Taken*	NIL	4.00
		Interest Paid	NIL	0.40
		Loan Outstanding*	NIL	4.36
7	Mr. Rajendra Prasad Bansal	Loan Taken*	NIL	6.00
		Interest Paid	NIL	0.61
		Loan Outstanding*	NIL	6.55
8	Mr. Sunil Kumar Bansal	Remuneration#	35.40	NIL
		Interest Paid	1.77	NIL
		Loan Taken*	96.75	NIL
		Loan Repaid	12.00	NIL
		Loan Outstanding*	86.35	NIL
9	Mr. Y V Raman	Remuneration#	9.91	NIL
		Interest Paid	0.06	NIL
		Loan Repaid*	0.50	NIL
10	Mr. Aashish Jain	Remuneration#	4.77	NIL
11	Mrs. Vijaya Bansal	Interest Paid	14.17	NIL
		Loan Taken*	1.75	NIL
		Loan Repaid*	128.39	NIL

(Rs. In Lakhs)

S.No	Related Party	Nature of Transaction	2014-15	2013-14
12	Mrs. Neelam Bansal	Interest Paid	4.05	NIL
		Loan Taken*	62.00	NIL
		Loan Repaid*	62.00	NIL
13	Mrs. Vandana Bansal	Interest Paid	6.79	NIL
		Loan Taken*	66.50	NIL
		Loan Repaid*	66.50	NIL
14	Mr. Harsh Bansal	Remuneration	1.20	NIL
15	Mr. Sagar Bansal	Interest Paid	0.55	NIL
		Loan Taken*	24.00	NIL
		Loan Repaid*	24.00	NIL
16	Mr. Ambar Bansal	Interest Paid	0.33	NIL
		Loan Taken*	4.25	NIL
		Loan Repaid*	4.25	NIL

* Loan taken during the year and Loan Outstanding at year end includes amount transferred on account of Demerger, wherever applicable

Remuneration upto 31st December 2014 is paid by the Demerged Company

38 IMPORTED AND INDIGENOUS RAW MATERIAL, COMPONENTS AND SPARE PARTS CONSUMED

S.No	Particulars	As at 31st March, 2015		As at 31st March, 2014	
		Amount	Percentage	Amount	Percentage
(i)	Imported	11,723.79	96.99	858.96	57.54
(ii)	Indigenous	363.57	3.01	633.91	42.46
	Total	12,087.36	100.00	1,492.87	100.00

39 Previous year figures have been regrouped/rearranged wherever necessary

As per our Report of even date

For Jeeravla & Co.,
Chartered Accountants
FRN No : 001323S

Sohan C.J. Parmar
Proprietor
M.No. 022321

Place : Chennai
Date : 29/05/2015

For and on behalf of the Board

Devakar Bansal
Managing Director

N Ravichandran
Chief Financial Officer

Sunil Kumar Bansal
Joint Managing Director

Aashish Jain
Company Secretary

NOTICE TO THE SHAREHOLDERS

Notice is hereby given that the Twenty Seventh Annual General Meeting of the Members of **POCL ENTERPRISES LIMITED** will be held on Friday, September 4, 2015 at 10.15 a.m. at Kasturi Srinivasan Hall (Mini Hall), Music Academy, 306, T.T.K. Road, Chennai – 600 014 to transact the following business:

Ordinary Business:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2015, the Board's Report and Auditor's Report thereon.
2. To declare dividend on Equity Shares for the financial year ended March 31, 2015.
3. To appoint a Director in the place of Mr. Devakar Bansal (DIN: 00232565), who retires by rotation and being eligible, offers himself for reappointment.
4. To appoint Statutory Auditors and fix their remuneration

*To consider and if thought fit, to pass, the following resolution as an **Ordinary Resolution:***

“RESOLVED THAT subject to the provisions of Section 139, 140 and other applicable provisions, if any of the Companies Act, 2013 read with Companies (Audit & Auditors) Rules, 2014, M/s. Jitesh & Ajay, Chartered Accountants, (Firm Registration No. 015535S) be and are hereby appointed as Statutory Auditors of the Company for their first term of 5 (five) years to hold the office from the conclusion of this Twenty Seventh Annual General Meeting till the conclusion of Thirty Second Annual General Meeting of the Company, subject to the ratification of the members at every Annual General meeting in place of retiring auditors M/s. Jeeravla & Co, Chartered Accountants, (Firm Registration No 001323S) who have expressed their unwillingness to be re-appointed.

RESOLVED FURTHER THAT Board of Directors of the Company be and are hereby authorized to fix the remuneration of the Statutory Auditors, as they deem fit.”

Special Business:

5. **Appointment and fixing of remuneration of Mr. Devakar Bansal (DIN: 00232565), Managing Director**

*To consider and if thought fit, to pass, the following resolution as a **Special Resolution:***

“RESOLVED THAT pursuant to the provisions of Sections 152, 196, 197, 203 and other applicable provisions, if any of the Companies Act, 2013, consent of the Members of the Company be and is hereby accorded for appointment of Mr. Devakar Bansal (DIN: 00232565), as the Managing Director of the Company for a period of three years with effect from April 1, 2015 and he shall be liable to retire by rotation.

RESOLVED FURTHER THAT the remuneration payable to Mr. Devakar Bansal shall be as under, with an authority to the Board to provide an annual increment not exceeding 25% of the existing remuneration:

- I. **Basic Salary:** Presently Rs. 1,75,000/- per month.
- II. **Perquisites and allowances:** Such as House Rent Allowance, Medical Allowance, Special Allowance, Provident Fund, Conveyance, Medical Reimbursement for self and family, Bonus, Leave Travel Concession, Gratuity, Utility expenses, House maintenance, Books, Periodicals and Annual subscription for residence, use of company maintained car for business and personal use and communication expenses as may be provided by the Company and as agreed upon by the Board of Directors of the Company and Mr. Devakar Bansal subject however that the total value of allowances and perquisites payable in a year shall not exceed the amount of annual salary.
- III. Reimbursement of expenses incurred for official purposes: On actual basis.

RESOLVED FURTHER THAT the above remuneration shall be subject to modification, as may be deemed fit by the Board from time to time and subject to the limits and stipulations prescribed by the Companies

Act, 2013 read with Schedule V thereto, and/or any guidelines prescribed by the Government from time to time.

RESOLVED FURTHER THAT where in any financial year, during the currency of the tenure of the Managing Director, the Company has no profits or its profits are inadequate, the Company shall pay the remuneration by way of salary, perquisites and allowances as specified above as minimum remuneration, subject to the limits and conditions under Schedule V to the Companies Act, 2013.”

6. Appointment and fixing of remuneration of Mr. Sunil Kumar Bansal (DIN: 00232617), Joint Managing Director

*To consider and if thought fit, to pass, the following resolution as a **Special Resolution**:*

“**RESOLVED THAT** pursuant to the provisions of Sections 152, 196, 197, 203 and other applicable provisions, if any of the Companies Act, 2013, consent of the Members of the Company be and is hereby accorded for appointment of Mr. Sunil Kumar Bansal (DIN: 00232617), as the Joint Managing Director of the Company for a period of three years with effect from April 1, 2015 and he shall be liable to retire by rotation.

RESOLVED FURTHER THAT the remuneration payable to Mr. Sunil Kumar Bansal shall be as under, with an authority to the Board to provide an annual increment not exceeding 25% of the existing remuneration:

- I. **Basic Salary:** Presently Rs. 1,75,000/- per month.
- II. **Perquisites and allowances:** Such as House Rent Allowance, Medical Allowance, Special Allowance, Provident Fund, Conveyance, Medical Reimbursement for self and family, Bonus, Leave Travel Concession, Gratuity, Utility expenses, House maintenance, Books, Periodicals and Annual subscription for residence, use of company maintained car for business and personal use and communication expenses as may be provided by the Company and as agreed upon by the Board of Directors of the Company and Mr. Sunil Kumar Bansal subject however that the total value of allowances and perquisites payable in a year shall not exceed the amount of annual salary.
- III. Reimbursement of expenses incurred for official purposes: On actual basis.

RESOLVED FURTHER THAT the above remuneration shall be subject to modification, as may be deemed fit by the Board from time to time and subject to the limits and stipulations prescribed by the Companies Act, 2013 read with Schedule V thereto, and/or any guidelines prescribed by the Government from time to time.

RESOLVED FURTHER THAT where in any financial year, during the currency of the tenure of the Joint Managing Director, the Company has no profits or its profits are inadequate, the Company shall pay the remuneration by way of salary, perquisites and allowances as specified above as minimum remuneration, subject to the limits and conditions under Schedule V to the Companies Act, 2013.”

7. Appointment and fixing of remuneration of Mr. Y V Raman (DIN: 00232762), Whole Time Director

*To consider and if thought fit, to pass, the following resolution as a **Special Resolution**:*

“**RESOLVED THAT** pursuant to the provisions of Sections 152, 196, 197 and other applicable provisions, if any of the Companies Act, 2013, consent of the Members of the Company be and is hereby accorded for appointment of Mr. Y V Raman (DIN: 00232762), as the Whole Time Director of the Company for a period of three years with effect from April 1, 2015 and he shall be liable to retire by rotation.

RESOLVED FURTHER THAT the remuneration payable to Mr. Y V Raman shall be as under, with an authority to the Board to provide an annual increment not exceeding 25% of the existing remuneration:

- I. **Basic Salary:** Presently Rs. 73,000/- per month.

II. Perquisites and allowances: Such as House Rent Allowance, Medical Allowance, Special Allowance, Provident Fund, Conveyance, Medical Reimbursement for self and family, Bonus, Leave Travel Concession, Gratuity, Utility expenses, House maintenance, Books, Periodicals and Annual subscription for residence, use of company maintained car for business and personal use and communication expenses as may be provided by the Company and as agreed upon by the Board of Directors of the Company and Mr. Y V Raman subject however that the total value of allowances and perquisites payable in a year shall not exceed the amount of annual salary.

III. Reimbursement of expenses incurred for official purposes: On actual basis.

RESOLVED FURTHER THAT the above remuneration shall be subject to modification, as may be deemed fit by the Board from time to time and subject to the limits and stipulations prescribed by the Companies Act, 2013 read with Schedule V thereto, and/or any guidelines prescribed by the Government from time to time.

RESOLVED FURTHER THAT where in any financial year, during the currency of the tenure of the Whole time Director, the Company has no profits or its profits are inadequate, the Company shall pay the remuneration by way of salary, perquisites and allowances as specified above as minimum remuneration, subject to the limits and conditions under Schedule V to the Companies Act, 2013.”

8. Appointment of Dr. Padam C Bansal (DIN:00232863) as Director

*To consider and if thought fit, to pass, the following resolution as an **Ordinary Resolution**:*

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and Clause 49 of the Listing Agreement, Dr. Padam C Bansal (DIN:00232863), who was appointed as an Additional Director with effect from January 12, 2015, and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company and whose term of office is liable to determined by rotation.”

9. Appointment of Mr. D.P. Venkataraman (DIN:00232894) as an Independent Director

*To consider and if thought fit, to pass, the following resolution as an **Ordinary Resolution**:*

“**RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and Clause 49 of the Listing Agreement, Mr. D.P. Venkataraman (DIN:00232894), who was appointed as an Additional Director with effect from December 24, 2014, and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for 5 (five) consecutive years for a term upto December 23, 2019.”

10. Appointment of Mr. Harish Kumar Lohia (DIN:00233227) as an Independent Director

*To consider and if thought fit, to pass, the following resolution as an **Ordinary Resolution**:*

“**RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and Clause 49 of the Listing Agreement, Mr. Harish Kumar Lohia (DIN:00233227), who was appointed as an Additional Director with effect from December 24, 2014, and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member

proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for 5 (five) consecutive years for a term upto December 23, 2019.”

11. Appointment of Mrs. Indra Somani (DIN:07136517) as an Independent Director

*To consider and if thought fit, to pass, the following resolution as an **Ordinary Resolution**:*

“**RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and Clause 49 of the Listing Agreement, Mrs. Indra Somani (DIN:07136517), who was appointed as an Additional Director with effect from April 1, 2015, and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, to hold office for a term upto 31st Annual General Meeting of the Company to be held in the Calendar year 2019 and she shall not be liable to retire by rotation.”

12. Ratification of remuneration of the Cost Auditors for the financial year ended March 31, 2015

*To consider and if thought fit, to pass, the following resolution as an **Ordinary Resolution**:*

“**RESOLVED THAT** the shareholders hereby ratify the actions of the Board of Directors pursuant to the provisions of Section 148(3) and other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, for payment of remuneration of Rs. 30,000/- (Rupees Thirty Thousand only) plus applicable service tax and out of pocket expenses to M/s. Vivekanandan Unni & Associates, Cost Auditor (having Firm Registration Number 00085) to conduct the audit of the cost records of the Company for the financial year ended March 31, 2015.”

By Order of the Board
For **POCL Enterprises Limited**

Place : Chennai
Date : July 29, 2015

Aashish Kumar K Jain
Company Secretary

NOTES:

- 1. A member entitled to attend and vote at the Annual General Meeting (the “Meeting”) is entitled to appoint a proxy to attend and vote on a poll instead of him and the proxy need not be a member of the Company.**
- 2. The instrument appointing the proxy should, however, be deposited at the Registered Office of the Company not less than forty-eight hours before the commencement of the Meeting.**
- 3. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.**
- 4. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.**
- 5. A Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.**

6. The relevant details as required under Clause 49 of the Listing Agreement, of persons seeking appointment/re-appointment as Directors under Item No. 3, 5 to 11 of the Notice, are annexed hereto.
7. Members are requested to bring their attendance slip along with their copy of Annual Report to the meeting. Duly completed and signed Attendance Slip shall be handed over at the entrance of the meeting venue.
8. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
9. Relevant documents referred to in the accompanying Notice and the Statement are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, during business hours up to the date of the Annual General Meeting.
- 10. Members seeking any information with regard to Accounts, are requested to write to the Company at an early date at correlations@poel.in so as to enable the Management to provide the information at the meeting.**
11.
 - (a) The Company has notified closure of Share Transfer Books from August 29, 2015 to September 4, 2015 (both days inclusive) for determining the names of members eligible for dividend on Equity Shares, if declared at the Meeting.
 - (b) The dividend on Equity Shares, if declared at the Meeting, will be credited / dispatched within thirty days to those shareholders whose names are on the Company's Register of Members as on August 28, 2015. In respect of the shares held in dematerialized form, the dividend will be paid to members whose names are furnished by National Securities Depository Limited and Central Depository Services (India) Limited as beneficial owners as on that date.
 - (c) Members holding shares in electronic form may note that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrar and Transfer Agents, M/s. Cameo Corporate Services Limited ("Cameo") cannot act on any request received directly from the members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant by the members.
12. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to the Company / Cameo.
13. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company / Cameo.
14. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company. In this regard members can write to us on correlations@poel.in.
15. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to Cameo, for consolidation into a single folio.
16. Members holding shares in physical form are requested to consider converting their holding to dematerialized form to eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact the Company or Cameo for assistance in this regard.
17. The Notice of the Annual General Meeting along with the Annual Report 2014-15 is sent by electronic mode to those members whose e-mail address are registered with the Company/Depositories, unless

any member has request for a physical copy of the same. For members who have not registered their e-mail address, physical copies are being sent in the permitted mode.

- 18. To support the 'Green Initiative' Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.**
19. Information and other instructions relating to e-voting are as under:

General Instructions:

1. Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014, as amended and Clause 35B of the Listing Agreement, the Company is pleased to provide e-voting facility to the members to cast their vote electronically on all the resolutions set forth in the Notice convening the 27th Annual General Meeting ("remote e-voting").
2. The Company has engaged the services of Central Depository Services (India) Limited ("CDSL") as the Agency to provide e-voting facility.
3. The remote e-voting facility will be available during the following period:
 - a. Commencement of remote e-voting : From 9.00 a.m. (IST) on September 1, 2015
 - b. End of remote e-voting : Up to 5.00 p.m. (IST) on September 3, 2015
4. Once the resolution is cast by Member, it cannot be subsequently changed or voted again. The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by CDSL upon expiry of aforesaid period.
5. The members who have cast their vote by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote again.
6. The facility for voting through ballot will also be made available at the AGM and members who could not cast their vote by remote e-voting, may cast their vote at the AGM through ballot paper. **The route map for the venue of the AGM is also provided in this report.**
7. The Voting rights of shareholders shall be in proportion to their shares in the paid up share capital of the Company as on August 28, 2015. Members holding shares either in physical form or dematerialized form, as on August 28 2015 i.e. cut-off date, may cast their vote electronically. Any person who is not a Member as on the cut- off date should treat this Notice for information purposes only.
8. The Board of Directors of the Company vide their meeting held on July 29, 2015 has appointed M/s. KSM Associates, Practicing Company Secretaries as Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for same purpose.
9. At the AGM, at the end of the discussion on the resolution on which the voting is to be held, the Chairman would, with the assistance of the Scrutinizer, order voting by ballot paper for all those members who are present but have not cast their votes electronically using the remote e-voting facility.
10. The Scrutinizer shall, immediately after the conclusion of voting at AGM, count the votes cast at the AGM and thereafter unblock the votes cast through remote e-voting in the presence of atleast two witnesses who are not in the employment of the Company. The Scrutinizer will submit a consolidated Scrutinizer's Report of the total votes cast in the favour of or against, if any, not later than three days after the conclusion of AGM to the Chairman of the Company. The Chairman, or any other person authorized by the Chairman, shall declare the result of the voting forthwith.
11. The results along with the Scrutinizer's Report will be placed on the website of the Company www.poel.in and on the website of CDSL immediately after the results are declared by the Chairman or any other person authorized by the Chairman and the same shall be communicated to BSE Limited.

Steps for e-Voting

1. The shareholders should log on to the e-voting website www.evotingindia.com.
2. Click on **Shareholders**.
3. Now Enter your User ID

For CDSL	16 digits beneficiary ID
For NSDL	8 Character DP ID followed by 8 Digits Client ID
Members holding shares in Physical Form	Folio Number registered with the Company

4. Next enter the Image Verification as displayed and Click on Login.
5. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
6. If you are a first time user follow the steps given below:

PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders).</p> <p>Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</p> <p>In case the sequence number is less than 8 digits enter the applicable number of 0's before the number, after the first two characters of the name in CAPITAL letters. (<i>Sequence No. has been provided as Sl. No. in the address label</i>)</p> <p>Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</p>
DOB	<p>Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.</p>
Dividend Bank Details	<p>If your DOB is not registered with Company/Depository, Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <p>If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction 3 above.</p>

7. After entering these details appropriately, click on "SUBMIT" tab.
8. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
9. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
10. Click on the EVSN of POCL Enterprises Limited.

11. On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/ NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
12. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
13. After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
14. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
15. You can also take print out of the voting done by you by clicking on “Click here to print” option on the Voting page.
16. If Demat account holder has forgotten the changed password, then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
17. Note for Non – Individual Shareholders and Custodians
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
18. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.
19. Any grievance or clarifications with regard to voting by electronic means may be addressed to Mr. Aashish Kumar K Jain, Company Secretary at aashish@poel.in

Explanatory Statement

(Pursuant to Section 102(1) of the Companies Act, 2013)

As required under Section 102(1) of the Companies Act, 2013 (Act), the following explanatory statement sets out all the material facts relating to the business mentioned under Item No. 4 to 12 of the accompanying notice:

Item No. 4- Appointment of Statutory Auditor and fixing his remuneration

The Members of the Company, in the Annual General Meeting held for the year 2014, appointed M/s. Jeeravla & Co., Chartered Accountants as the Statutory Auditors of Company for a period of five years. The appointment was made due to non-applicability of the provisions of Section 139(2) of the Companies Act, 2013.

Post the Demerger and listing of Company, the provisions of Section 139(2) of the Companies Act, 2013 are attracted and in view of better Corporate Governance practice, M/s. Jeeravla & Co have expressed their unwillingness to continue as Statutory Auditor of the Company. They have further confirmed that they have no representation to make in this regard.

In place of retiring auditor, M/s. Jitesh & Ajay, Chartered Accountants have confirmed their willingness to be appointed as the Statutory Auditor of the Company. The Company has also received confirmation from them to the effect that their appointment, if made, would be within the prescribed limits as provided under Section 141(3)(g) of the Companies Act, 2013 and that they are not disqualified for appointment within the meaning of Section 141 of the said Act.

The Company has received special notice under Section 140 read with Section 115 of the Companies Act, 2013 recommending the appointment of M/s. Jitesh & Ajay, Chartered Accountants as the Statutory Auditor of the Company.

The members are requested to authorize the Board of Directors to fix the remuneration of the auditors.

None of the Directors, Key Managerial Personnel or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution

Your Directors recommends the resolution set out in Item No. 4 of the Notice for approval by the Members.

Item No. 5, 6 & 7- Appointment of Mr. Devakar Bansal, Mr. Sunil Kumar Bansal and Mr. Y V Raman

Mr. Devakar Bansal is a Chemistry Graduate. He has experience in the production areas of Metallic Oxides and PVC Stabilisers. Presently he is in charge of the entire production activity of the units of Metallic Oxides and Plastic Additives of the Company. He has rich experience in machinery installation and erection.

Mr. Sunil Kumar Bansal heads the Purchasing, Material Procurement and Finance activities of the Company. He is a B.Com Graduate. He has been responsible for identifying suppliers and customers for the company's products. Mr. Sunil Kumar Bansal is the Joint Managing Director of the Company.

Mr. Y V Raman is a B.Sc., Graduate. He has more than two decades of experience in Marketing areas. Presently he is heading the marketing division of the Company. He has been responsible for bringing various new customers for Plastic Additives Business of the Company. Presently he occupies Director- Marketing on the rolls of the Company.

The tenure of Mr. Devakar Bansal, Mr. Sunil Kumar Bansal and Mr. Y V Raman expired on March 31, 2015. Taking into consideration of the valuable services rendered by them, based on the recommendation of Nomination and Remuneration Committee, the Board of Directors in their meeting held on March 30, 2015 re-appointed them for a period of three years with effect from April 1, 2015.

Pursuant to the provisions of Sections 152, 196 and 197 of the Companies Act, 2013 approval of the shareholders is being sought for the appointment and payment of remuneration to Mr. Devakar Bansal, Managing Director Mr. Sunil Kumar Bansal, Joint Managing Director, and Mr. Y V Raman, Whole Time Director of the Company.

A summary of the material terms and conditions relating to the appointment of above directors is as follows:

Director	Mr. Devakar Bansal	Mr. Sunil Kumar Bansal	Mr. Y V Raman
Tenure	For a period of three years from April 1, 2015		
Basic Salary	Rs. 1,75,000 p.m.	Rs. 1,75,000 p.m.	Rs. 73,000 p.m.
Perquisites & Allowances	House Rent Allowance, Medical Allowance, Special Allowance, Provident Fund, Conveyance, Medical Reimbursement for self and family, Bonus, Leave Travel Concession, Gratuity, Utility expenses, House maintenance, Books, Periodicals and Annual subscription for residence, use of company maintained car for business and personal use and communication expenses as may be provided by the Company and as agreed upon by the Board of Directors of the Company and the respective director subject however that the total value of allowances and perquisites payable in a year shall not exceed the amount of annual salary.		
Reimbursement of Official Expenses	On actual basis		

Minimum Remuneration: In the years where the Company has no profits or the profits are inadequate, the remuneration would be within the limits set out in Part II - Section II of Schedule V to the Companies Act, 2013. The Board of Directors of the Company may also be authorised to determine and modify from time to time the remuneration payable to the said directors in accordance with the provisions of Sections 197 of the Companies Act, 2013 read with Schedule V thereof and stipulations contained in and any other applicable provision of the Companies Act, 2013.

Accordingly, resolutions under Item Nos. 5, 6 & 7 are placed before the shareholders for obtaining their approval for the appointment and payment of remuneration payable to the Managing Director, Joint Managing Director and Whole Time Director of the Company.

Information as required under the Part II - Section II of Schedule V to the Companies Act, 2013 in respect of each appointee is produced below:

I. General Information

1. Nature of Industry

The Company is engaged in the manufacture of Metallic Oxides such as Zinc Oxides and Lead Oxides, Metals such as Zinc Metal and Lead Metal and PVC Stabilizers.

2. Date or expected date of commencement of commercial production

The Company has been in business for the past 25 years and focusing on trading and manufacturing of various chemicals and oxides.

3. In case of new companies, expected date of commencement of activities

Not applicable, as the Company is an existing company.

4. Financial performance based on given indicators

Rs. in Lakhs

Particulars	FY 2014-15	FY 2013-14	FY 2012-13
Sales (Net)	16221.76	1677.44	2101.50
Profit Before Tax	251.73	15.16	72.21
Profit After Tax	149.19	10.27	50.10
Shareholders' Funds	1376.66	194.32	185.86

5. Foreign investments or collaborators, if any: NIL

II (A) Information about Mr. Devakar Bansal, Managing Director

1. Background details

Mr. Devakar Bansal is a Chemistry Graduate. He has experience in the production areas of Metallic Oxides and PVC Stabilisers. Presently he is in charge of the entire production activity of the units of Metallic Oxides and Plastic Additives of the Company. He has rich experience in machinery installation and erection. Presently he is the Managing Director of the Company.

2. Past remuneration

The total remuneration drawn by him during the financial year 2014-15 was Rs. 31.75 Lakhs.

3. Job profile and his suitability

Mr. Devakar Bansal is a B.Sc graduate. He has specialised knowledge in production and R&D areas of Metallic Oxides and Plastic Additives and having more than two decades of experience.

Mr. Devakar Bansal shall carry out such duties as may be entrusted to him by the Board from time to time and separately communicated to him and exercise such powers as may be assigned to him, subject to superintendence, control and directions of the Board.

4. Remuneration proposed

The remuneration of Mr. Devakar Bansal is as set out in the resolution.

5. Comparative remuneration profile with respect to industry, size of the company, profile of the position and person

The remuneration is as per Section 197 and 198 of the Companies Act, 2013 read with Schedule V and is comparable with the remuneration in similar sized industries in same/similar segment of business for this position and profile.

6. Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any

Other than the remuneration stated above, Mr. Devakar Bansal has no other pecuniary relationship directly or indirectly with the Company. He holds 2,42,416 equity shares in the Company as on March 31, 2015.

Mr. Devakar Bansal is related to Mr. Sunil Kumar Bansal, Joint Managing Director and Dr. Padam C Bansal, Director of the Company.

II (B) Information about Mr. Sunil Kumar Bansal, Joint Managing Director

1. Background details

Mr. Sunil Kumar Bansal was a non-executive director of the Company since 1988. He currently heads the Purchasing, Material Procurement and Finance activities of the Company. He is a B.Com Graduate. He has been responsible for identifying suppliers and customers for the company's products. Mr. Sunil Bansal is the Joint Managing Director of the Company.

2. Past remuneration

The total remuneration drawn by him during the financial year 2014-15 was Rs. 34.49 Lakhs.

3. Job profile and his suitability

Mr. Sunil Kumar Bansal is a B.Com Graduate. He has been looking after the purchase and finance activities of the Company and has been responsible for identifying potential suppliers and customers for the Company's products contributing effectively through cost management in terms of purchases,

procurements and optimum selling of the products. He has also been responsible for implementing various cost cutting measures that have been advantageous and profitable to the Company.

Mr. Sunil Kumar Bansal will devote his whole time and attention to the business of the Company and carry out such duties as may be entrusted to him by the Board from time to time and separately communicated to him and exercise such powers as may be assigned to him, subject to superintendence, control and directions of the Board.

4. Remuneration proposed

The remuneration of Mr. Sunil Kumar Bansal is as set out in the resolution.

5. Comparative remuneration profile with respect to industry, size of the company, profile of the position and person

The remuneration is as per Section 197 and 198 of the Companies Act, 2013 read with Schedule V and is comparable with the remuneration in similar sized industries in same/similar segment of business for this position and profile.

6. Pecuniary relationship directly or indirectly with the company, or relationship with managerial personnel, if any

Other than the remuneration stated above, Mr. Sunil Kumar Bansal has no other pecuniary relationship directly or indirectly with the Company. He holds 2,39,873 equity shares in the Company as on March 31, 2015.

Mr. Sunil Kumar Bansal is related to Mr. Devakar Bansal, Managing Director and Dr. Padam C Bansal, Director of the Company.

II(C) Information about Mr. Y V Raman, Whole Time Director

1. Background details

Mr. Y V Raman is a B.Sc., Graduate. He has more than two decades of experience in Marketing areas. Presently he is heading the marketing division of the Company. He has been responsible for bringing various new customers for Plastic Additives Business of the Company. Presently he occupies Director- Marketing on the rolls of the Company.

2. Past remuneration

The total remuneration drawn by him during the financial year 2014-15 was Rs. 10.61 Lakhs.

3. Job profile and his suitability

Mr. Y V Raman holds a degree of B.Sc., and he did his specialisation in marketing of various products. He has an experience of over 20 years in the marketing field.

4. Remuneration proposed

The remuneration of Mr. Y V Raman is as set out in the resolution.

5. Comparative remuneration profile with respect to industry, size of the company, profile of the position and person

The remuneration is as per Section 197 and 198 of the Companies Act, 2013 read with Schedule V and is comparable with the remuneration in similar sized industries in same/similar segment of business for this position and profile.

6. Pecuniary relationship directly or indirectly with the company, or relationship with managerial personnel, if any

Other than the remuneration stated above, Mr. Y V Raman has no other pecuniary relationship directly or indirectly with the Company. He holds 564 equity shares in the Company as on March 31, 2015.

He is not related to any other Director of the Company.

III. OTHER INFORMATION

1. Reasons of inadequate profit

The Company operates in an industry where volatility is the order of the day. The Company suffers from Metal fluctuation and FOREX fluctuation which can affect the profitability of the Company significantly. Further due to heavy competition, the profit margin on the Company's products is low. The Company has enough order position to meet the turnover requirement.

2. Steps taken / proposed to be taken for improvement

To overcome the above problems, the Company started locking the price for import of raw materials on average LME basis every month as the sales realisation also based on the average LME price of the previous month. Further, the Company also introduced value added products to maximize the profitability. Hedging Mechanism is in place to safeguard against the volatility risk.

3. Expected increase in productivity and profits in measurable terms

In view of the steps taken by the Company, turnover and profitability is expected to increase. The Company is also aiming to increase the turnover by 30-40% and profitability by 10% during the year 2015-16 as per the initiatives taken by the Management.

IV. DISCLOSURES: As required, the information is provided under the Corporate Governance Section of the Annual Report.

The Explanatory Statement together with the accompanying Notice may be treated as an abstract of the terms of appointment of Mr. Devakar Bansal, Managing Director, Mr. Sunil Kumar Bansal, Joint Managing Director and Mr. Y V Raman, Whole Time Director and payment of remuneration to them and the Memorandum of interest under Section 190 of the Companies Act, 2013.

Your Directors recommends the resolutions set out in Item Nos. 5, 6 & 7 of the Notice for approval by the Members.

Item No. 8- Appointment of Dr. Padam C Bansal

Dr. Padam C Bansal was appointed as additional director by the Board in their Meeting held on January 12, 2015. Pursuant to the provisions of Section 161 of the Companies Act, 2013, Dr. Padam C Bansal holds office up to the date of the ensuing Annual General Meeting.

The resolution seeks the approval of members for the appointment of Dr. Padam C Bansal as Director in Non-Executive Capacity, liable to retire by rotation.

The Company has received a notice in writing from a member along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Dr. Padam C Bansal for the office of Director of the Company.

Dr. Padam C Bansal is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director.

The Board considers that the continued association of Dr. Padam C Bansal would be of immense benefit to the Company and it is desirable to continue to avail his services.

Copy of the letter for appointment of Dr. Padam C Bansal setting out the terms and conditions is available for inspection, without any fee, by members at the Registered Office of the Company.

Dr. Padam C Bansal, Mr. Devakar Bansal and Mr. Sunil Kumar Bansal are interested in the resolution set out in Item No. 8 of the Notice. The relatives of Dr. Padam C Bansal may be deemed to be interested in the resolution set out at Item No. 8 of the Notice, to the extent of their shareholding interest, if any, in the Company. He holds 2,12,813 equity shares in the Company as on March 31, 2015.

Save and except the above, none of the other Directors, Key Managerial Personnel or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

Your Directors recommends the resolution set out at Item No. 8 of the Notice for approval by the Members.

Item No. 9 & 10-Appointment of Mr. D.P. Venkataraman (DIN: 00232894) and Mr. Harish Kumar Lohia (DIN: 00233227) as Independent Directors

In accordance with the provisions of Section 149 read with Schedule IV to the Act, appointment of Independent Director requires approval of members. The Company, pursuant to the provisions of Clause 49 of the Listing Agreement as a pre-condition to make listing application to BSE had appointed Mr. D.P. Venkataraman and Mr. Harish Kumar Lohia as Independent Directors on the Board of the Company in their Meeting held on December 24, 2014.

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors have proposed that Mr. D.P Venkataraman and Mr. Harish Kumar Lohia be appointed as an Independent Directors of the Company to hold office till December 23, 2019.

The Company has received notices in writing from members along with the deposit of requisite amount under Section 160 of the Act proposing the candidatures of Mr. D.P. Venkataraman and Mr. Harish Kumar Lohia for the office of Directors of the Company.

The Company has received declarations from Mr. D.P. Venkataraman and Mr. Harish Kumar Lohia that they meet with the criteria of independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and under Clause 49 of the Listing Agreement. Further Mr. D.P. Venkataraman and Mr. Harish Kumar Lohia are not disqualified from being appointed as a Director in terms of Section 164 of the Act and they have given their consent to act as a Director.

In the opinion of the Board, Mr. D.P. Venkataraman and Mr. Harish Kumar Lohia fulfill the conditions for appointment as Independent Directors as specified in the Act and the Listing Agreement and are independent of the Management.

The Board considers that continued association with the above mentioned Independent Directors would be of immense benefit to the Company and it is desirable to continue to avail their services.

Copies of the letters for respective appointments of Mr. D.P. Venkataraman and Mr. Harish Kumar Lohia as Independent Directors setting out the terms and conditions are available for inspection, without any fee, by members at the Registered Office of the Company.

Mr. D.P. Venkataraman and Mr. Harish Kumar Lohia are interested in the resolutions set out respectively in Item Nos. 9 and 10 of the Notice with regard to their respective appointments.

Save and except the above, none of the other Directors, Key Managerial Personnel or their respective relatives are, in any way, concerned or interested, financially or otherwise, in these resolutions.

Your Directors recommends the resolutions set out in Item Nos. 9 and 10 of the Notice for approval by the Members.

Item No. 11- Appointment of Mrs. Indra Somani (DIN: 07136517) as an Independent Director

In accordance with the provisions of Section 149 read with Schedule IV to the Act, appointment of Independent Director requires approval of members. The Board of Directors, in their Meeting held on March 30, 2015 had appointed Mrs. Indra Somani as an Independent Director of the Company with effect from April 1, 2015.

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors have proposed that Mrs. Indra Somani be appointed as an Independent Director of the Company to hold office for a term upto the 31st Annual General Meeting of the Company to be held in Calendar year 2019.

The Company has received notices in writing from members along with the deposit of requisite amount under Section 160 of the Act proposing the candidate of Mrs. Indra Somani for the office of Director of the Company.

The Company has received declarations from her that she meets with the criteria of independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and under Clause 49 of the Listing Agreement. Further Mrs. Indra Somani is not disqualified from being appointed as a Director in terms of Section 164 of the Act and she has given her consent to act as Director.

In the opinion of the Board, Mrs. Indra Somani fulfills the conditions for appointment as Independent Director as specified in the Act and the Listing Agreement and she is independent of the Management.

The Board considers that continued association with Mrs. Indra Somani would be of immense benefit to the Company and it is desirable to continue to avail her services.

Copy of the appointment letter of Mrs. Indra Somani as Independent Director setting out the terms and conditions is available for inspection, without any fee, by members at the Registered Office of the Company.

Mrs. Indra Somani is interested in the resolution set out in Item No. 11 of the Notice with regard to her appointment.

Save and except the above, none of the other Directors, Key Managerial Personnel or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the above resolution.

Your Directors recommends the resolution set out in Item No. 11 of the Notice for approval by the Members.

Brief resume of Directors, nature of their expertise in specific functional areas and names of companies in which they hold directorships and memberships/chairmanships of Board Committees, shareholding and relationships between directors *inter-se* as stipulated under Clause 49 of the Listing Agreement with the Stock Exchange, forms part of this Annual Report.

Item No. 12- Ratification of remuneration of the Cost Auditors for the financial year ended March 31, 2015

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of M/s. Vivekanandan Unni & Associates as the Cost Auditor (having Firm Registration Number 00085) to conduct the audit of the cost records of the Company for the financial year ended March 31, 2015.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors as recommended by the Audit Committee and approved by the Board of Directors, has to be ratified by the members of the Company.

The remuneration payable to the cost auditor is Rs. 30,000 (Rupees Thirty Thousand Only) in addition to applicable service tax and reimbursement of incidental expenses incurred by the Auditor for carrying out the cost audit.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out in Item No. 12 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ended March 31, 2015.

None of the Directors, Key Managerial Personnel or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 12 of the Notice.

By Order of the Board
For **POCL Enterprises Limited**

Place : Chennai
Date : July 29, 2015

Aashish Kumar K Jain
Company Secretary

Information of the Directors Seeking Appointment/Re-appointment at the Twenty Seventh Annual General Meeting
[as required under Clause 49 (VIII)(E) of the Listing Agreement]

Name of the Director	Mr. Devakar Bansal	Mr. Sunil Kumar Bansal	Mr. Y V Raman	Dr. Padam C Bansal	Mr. Harish Kumar Lohia	Mr. D P Venkata raman	Mrs. Indra Somani
Date of Birth	May 23, 1960	June 30, 1959	July 12, 1952	July 10, 1947	February 27, 1958	January 30, 1936	December 15, 1962
Date of Appointment	December 24, 2014	January 28, 1998	December 24, 2014	January 12, 2015	December 24, 2014	December 24, 2014	April 1, 2015
DIN	00232565	00232617	00232762	00232863	00233227	00232894	07136517
Relationship between Directors <i>inter-se</i>	Brother of Promoter - Directors*	Brother of Promoter - Directors*	Not related to any Director of the Company	Brother of Promoter - Directors*	Not related to any Director of the Company	Not related to any Director of the Company	Not related to any Director of the Company
Qualification and Expertise	B.Sc;Specialised in Production and R & D	B.Com;Specialised in Purchase and Finance Activities	B.Sc;Specialised in Marketing	P.hd;Specialised in sustained release drugs and chemicals	B.Com;Specialised in Marketing	B.Sc, CIIAB; Specialised in Banking	M.Com, B.Ed; Specialised in Public Relations
Directorship held in other Companies	NIL	NIL	NIL	Pondy Oxides and Chemicals Limited [^]	NIL	NIL	NIL
Membership/Chairmanship of Committees across other Public Companies, if any	POCL Enterprises Limited Member - Audit Committee & Stakeholders Relationship Committee Chairman - Share Transfer Committee & Risk Management Committee	POCL Enterprises Limited Member - Share Transfer Committee & Risk Management Committee	NIL	POCL Enterprises Limited Member - Nomination and Remuneration Committee	POCL Enterprises Limited Member - Audit Committee, Stakeholders Relationship Committee and Nomination & Remuneration Committee	POCL Enterprises Limited Chairman - Audit Committee, Stakeholders Relationship Committee and Nomination & Remuneration Committee	NIL
Number of shares held as on March 31, 2015	2,42,416	239,873	564	2,12,813	NIL	NIL	NIL

*Promoter Directors
Dr. Padam C Bansal
Mr. Devakar Bansal
Mr. Sunil Kumar Bansal

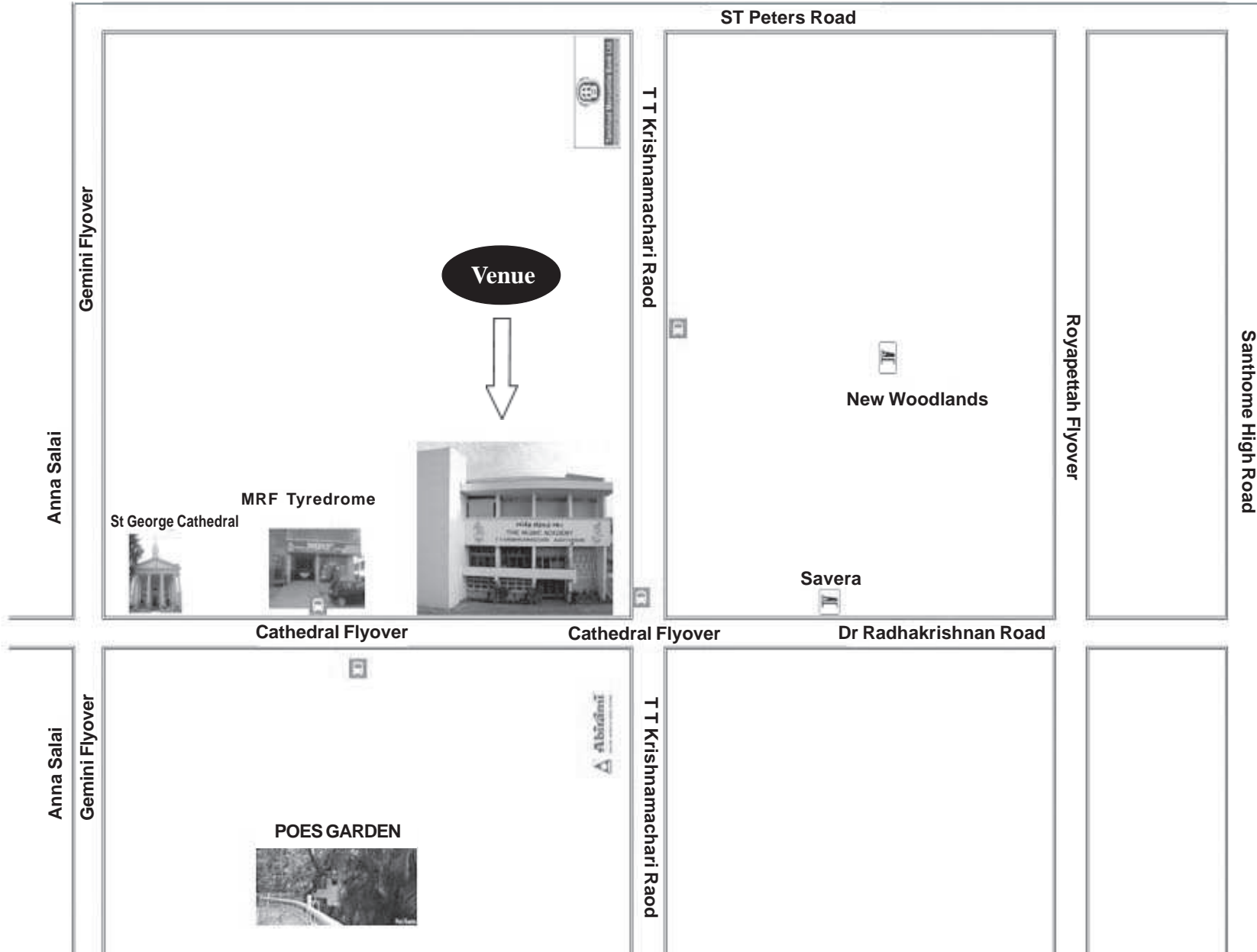
[^] Resigned with effect from April 6, 2015

POCL ENTERPRISES LIMITED
YEARS AT A GLANCE

Rs in Lakhs

Particulars	2014-15*	2013-14	2012-13	2011-12	2010-11
Revenue from Operation	16,221.76	1,677.44	2,101.48	492.62	569.39
Total Income	16,267.53	1,675.68	2,117.36	516.61	585.62
Earnings before Interest Depreciation and Tax (EBIDAT)	709.29	57.41	114.50	25.69	11.73
Profit Before Tax (PBT)	251.73	15.14	72.18	7.81	5.39
Profit After Tax (PAT)	149.19	10.25	50.10	5.64	3.96
Equity Share Capital	557.60	78.15	78.15	78.15	78.15
Reserves & Surplus	818.06	116.17	107.69	57.59	51.95
Total Term Liabilities	76.94	0.14	0.16	0.18	0.20
Net Fixed Asset (Including WIP)	463.60	15.03	15.69	16.59	17.49
Other Non-Current Assets	67.59	3.56	4.38	9.14	4.28
Net Current Asset	921.41	175.87	165.95	110.20	108.53
Earnings Per Share (EPS)	2.68	1.31	6.41	0.72	0.51
Book-Value Per Share (BVPS)	24.67	24.87	23.78	17.37	16.65
Dividend %	10.00	-	-	-	-
Dividend Payout Ratio	37.31	-	-	-	-
Interest Coverage Ratio (ICR)	1.70	1.37	2.74	1.46	2.03
EBIDAT Margin	4.37	3.42	5.45	5.21	2.06
Current Ratio	1.36	2.03	1.24	2.19	2.27
Total Asset Turnover Ratio	11.17	8.63	11.30	3.62	4.37
Return on Networth	10.84	5.27	26.96	4.16	3.04

*Not comparable on account of Demerger



POCL ENTERPRISES LIMITED

U52599TN1988PLC015731

Regd Office: New No: 4, Old No: 319, Valluvarkottam High Road,
Nungambakkam, Chennai – 600034.

Form No. MGT-11

Proxy Form

*[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies
(Management and Administration) Rules, 2014]*

Name of the Member :

Registered Address :

Email ID :

Folio :

DP ID/Client ID :

I/We, being the member holding shares of M/s. POCL Enterprises Limited, hereby appoint:

1. ofhaving e-mail id
or failing him

2. ofhaving e-mail id
or failing him

3. ofhaving e-mail id

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 27th Annual General Meeting of the Company, to be held on Friday, September 4, 2015 at 10:15 a.m. at Kasturi Srinivasan Hall (Mini Hall), Music Academy, 306, T.T.K. Road, Chennai – 600 014 and at any adjournment thereof in respect of the following such resolutions as indicated below:

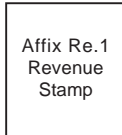
Resolutions:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2015, the Board's Report and Auditor's Report thereon.
2. To declare dividend on Equity Shares for the financial year ended March 31, 2015.
3. To appoint a Director in the place of Mr. Devakar Bansal (DIN: 00232565), who retires by rotation and being eligible, offers himself for reappointment.
4. To appoint Statutory Auditors and fix their remuneration
5. Appointment and fixing of remuneration of Mr. Devakar Bansal (DIN: 00232565), Managing Director
6. Appointment and fixing of remuneration of Mr. Sunil Kumar Bansal (DIN: 00232617), Joint Managing Director
7. Appointment and fixing of remuneration of Mr. Y V Raman (DIN: 00232762), Whole Time Director
8. Appointment of Dr. Padam C Bansal (DIN:00232863) as Director
9. Appointment of Mr. D.P. Venkataraman (DIN:00232894) as an Independent Director

(Cont.,...)

10. Appointment of Mr. Harish Kumar Lohia (DIN:00233227) as an Independent Director
11. Appointment of Mrs. Indra Somani (DIN:07136517) as an Independent Director
12. Ratification of remuneration of the Cost Auditors for the financial year ended March 31, 2015

Signed this.....day of..... 2015



Signature of Shareholder

Signature of first proxy holder

Signature of second proxy holder

Signature of third proxy holder

Notes:

1. ***This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.***
2. ***A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.***

POCL ENTERPRISES LIMITED

CIN: U52599TN1988PLC015731

Regd Office: New No: 4, Old No: 319, Valluvarkottam High Road,
Nungambakkam, Chennai – 600034

ATTENDANCE SLIP

Please fill Attendance Slip and hand it over at the Entrance of the Meeting Hall

Name of the Shareholder :

Address of the Shareholder :

DP ID/ Client ID/Folio No :

No of Shares held :

I certify that I am a member /proxy/authorised representative for the member of the Company.

I hereby record my presence at the 27th **Annual General Meeting** of the Company held on Friday, September 4, 2015 at 10:15 a.m. at Kasturi Srinivasan Hall (Mini Hall), Music Academy, 306, T.T.K. Road, Chennai – 600 014.

Signature of the Shareholder/Proxy



POCL Enterprises Limited - POEL

An ISO 9001 : 2008 Certified Company

if undelivered please return to

Registered Office

New No. 4, Old No. 319, 2nd Floor, Valluvarkottam High Road, Nungambakkam, Chennai - 600 034. India
P : + 91 44 49145454 / 28251418 F : +91 44 49145455 E: info@poel.in; corprelations@poel.in W: www.poel.in