

POEL ENTERPRISES LIMITED



*bonding
together
onwards
upwards*



29th



**ANNUAL
REPORT**



POEL POCL ENTERPRISES LIMITED

POEL Profile

CIN: L52599TN1988PLC015731

Board of Directors

Dr. Padam C Bansal

Chairman

Mr. Devakar Bansal

Managing Director

Mr. Sunil Kumar Bansal

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

Chief Financial Officer

Mr. N Ravichandran

Company Secretary

Mr. Aashish Kumar K Jain

Registered Office

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

Bankers

Canara Bank

HDFC Bank

Auditors

M/s. Jitesh & Ajay

Statutory Auditors

M/s. Jatin Sanghvi & Associates

Internal Auditors

M/s. KSM Associates

Secretarial Auditors

M/s. Vivekanandan Unni & Associates

Cost Auditors

Registrar and Transfer Agents

M/s. Cameo Corporate Services Limited

Subramanian Building,

1, Club House Road,

Chennai – 600 002

Phone: 044-28460390

Fax: 044-28460129

E-Mail ID: cameo@cameoindia.com

Website: www.cameoindia.com

Invitation

Dear Members,

*You are cordially invited to the 29th
Annual General Meeting of the members of
POCL Enterprises Limited.*

Date : September 14, 2017

Time : 10:30 a.m.

*Venue : Kasturi Srinivasan Hall, (Mini Hall),
'The Music Academy',
No. 168, T.T.K. Road, Royapettah,
Chennai – 600 014*

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BOARD'S REPORT

Dear Members,

Your Directors have pleasure in presenting the 29th Annual Report on your business and operations together with the Audited Financial Statements for the year ended March 31, 2017.

FINANCIAL RESULTS

The Company's financial performance for the year ended March 31, 2017 is summarized below:

PARTICULARS	2016-17 Rs. in Lakhs	2015-16 Rs. in Lakhs
Sales	31977.24	20337.80
- Out of which Exports	10567.42	4133.77
Other Income	201.07	53.91
Operating Expenditure	31414.30	19634.93
Profit Before Interest, Depreciation and Taxes (PBIDT)	857.19	756.78
Interest and Financial Charges	598.30	355.50
Depreciation & Amortisation	129.60	78.77
Profit Before Taxation	129.29	322.51
Provision for Taxes including Deferred Tax and MAT	44.33	111.46
Net Profit for the Year	84.96	211.05

BUSINESS PERFORMANCE

Your Company witnessed an overall 57 percent growth in sales during the financial year 2016-17, with total sales being Rs. 31,977.25 Lakhs as against Rs. 20,337.80 Lakhs during the previous financial year.

Total export sales for the year was Rs. 10,567.42 Lakhs as against Rs. 4,133.77 Lakhs in the previous year signifying the demand for the Company's product internationally.

Due to the uncertainties and turbulence in the LME markets, the PBIDT has declined by 1.05%. Profit for the year was Rs. 84.96 Lakhs as against Rs. 211.05 Lakhs for the previous year.

During the year, key raw material prices were volatile in nature and this unpredictability impacted margins. The Company was able to manage its growth in revenue, but the margin has shrunk due to the rise in input costs because of LME fluctuations. This fall in profit was on account of factors like volatility in raw material prices, increased debt, higher finance cost and depreciation charges.

The profits include an Exceptional Item of Rs. 93.18 Lakhs towards maturity from Keyman Insurance Policy.

DIVIDEND

With a view to meet the current financial obligations, your directors have not recommended any dividend for the financial year 2016-17.

TRANSFER TO RESERVES

Your Company does not propose to transfer any amount to the General Reserve out of the amount available for appropriation. Accordingly, the entire undistributed Profit after Tax is carried forward to the Profit and Loss Account.

TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND

As per the provisions of Section 124(5) of the Companies Act, 2013 dividend which remained unclaimed for a period of seven years from the date of transfer to unpaid dividend account are required to be credited to IEPF Account.

As at March 31, 2017, dividend amounting to Rs. 93,837/- and Rs. 79,180/- for the financial years 2014 – 15 and 2015 – 16 respectively has not been claimed by the shareholders. The details of unclaimed dividend for the said years are available on the website of the Company.

Members who are yet to claim their dividend amount, may write to the Company Secretary or Company's Registrar and Share Transfer Agent M/s. Cameo Corporate Services Limited.

MATERIAL CHANGES & COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY

There have been no material changes and commitments affecting the financial position of the Company subsequent to the end of the financial year of the Company till the date of this report.

RE-CLASSIFICATION

Mr. Anil Kumar Bansal, Mr. R P Bansal, Mrs. Manju Bansal, Mrs. Saroj Bansal, Mr. Ashish Bansal, Mr. Pawan Kumar Bansal, Mrs. Charu Bansal and Mrs. Megha Choudhari (collectively referred to as "Reclassifying Promoters") desired to reclassify themselves from Promoter category to Public category. The reclassifying promoters do not, either acting individually or jointly or in concert, control the management or policies of POCL Enterprises Limited and they do not have the ability to appoint majority of the directors on the Board of the Company. Accordingly, the application for reclassification was made under Regulation 31A (2) read with Regulation 31A (7) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 by the reclassifying promoters.

The Board of Directors of the Company approved the reclassification in their meeting held on November 11, 2016. Subsequently the Company forwarded the application to Bombay Stock Exchange (BSE Limited). Presently, the re-classification is due for approval from BSE.

PARTICULARS OF SUBSIDIARY COMPANY, ASSOCIATE COMPANY AND JOINT VENTURE COMPANY

The Company is neither a holding company nor a subsidiary of any other company as at March 31, 2017. The Company has no associate company or joint venture company within the meaning of Section 2(6) of the Companies Act, 2013.

DIRECTORS

Your Board is currently constituted with seven (7) Directors comprising of three (3) Independent Directors, three (3) Executive Directors and one (1) Non-Executive Director.

In accordance with the provisions of the Companies Act, 2013 and the Articles of Association of the Company, Mr. Sunil Kumar Bansal, Managing Director, will retire by rotation at the ensuing Annual General Meeting and is eligible for re-appointment.

Mr. Sunil Kumar Bansal is re-designated as the Managing Director of the Company with effect from May 30, 2017. His re-designation is subject to the approval of the shareholders at the ensuing Annual General Meeting. Accordingly, the resolutions for retirement by rotation and re-designation will be placed for approval by the shareholders.

Brief particulars of Mr. Sunil Kumar Bansal and his expertise in various functional areas are given in the Notice convening the Annual General Meeting.

During the year under review, there was no change in the constitution of the Board of Directors. The Directors on the Board are Mr. Devakar Bansal, Mr. Sunil Kumar Bansal, Mr. Y. V. Raman, Dr. Padam C Bansal, Mr. D. P. Venkataraman, Mr. Harish Kumar Lohia and Mrs. Indra Somani.

INDEPENDENT DIRECTORS AND FAMILIARISATION PROGRAMME

In terms of the provisions of Section 149(7) of the Companies Act, 2013, all the Independent Directors of the Company have furnished a declaration to the Company stating that they fulfill the criteria of Independence as prescribed under Section 149(6) of the Companies Act, 2013 and are not disqualified to act as an Independent Director.

In compliance with Regulation 25 of the SEBI Listing Regulations, the Board has adopted a policy on familiarization programme for Independent Directors of the Company. The policy familiarizes the Independent Directors with the nature of industry in which the Company operates, business model of the Company, their roles, rights and responsibilities in the Company.

The Policy on Familiarisation Programme and details of training imparted can be viewed on the Company's website at <http://poel.in/investors.html#invstr>.

KEY MANAGERIAL PERSONNEL

In Compliance with the requirements of Section 203 of the Companies Act, 2013, Mr. Devakar Bansal, Managing Director, Mr. Sunil Kumar Bansal, Managing Director, Mr. N. Ravichandran, Chief Financial Officer and Mr. Aashish Kumar K Jain, Company Secretary are the Key Managerial Personnel of the Company.

MEETINGS OF THE BOARD

The Board of Directors met six (6) times during the financial year 2016-17. The details of the Board Meetings with regard to their dates and attendance of each Director thereat have been provided in the Corporate Governance Report.

BOARD COMMITTEES

In compliance to the provisions of Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has various Committees of the Board. Details of scope, constitution, terms of reference, number of meetings held during the year under review along with attendance of Committee Members therein forms part of the Report on Corporate Governance which is annexed to this report. Details of the constitution of these Committees is also available on the website of the Company www.poel.in.

BOARD EVALUATION

The Board of Directors of the Company has carried out the annual evaluation of its own performance as well as the evaluation of the working of its Committees and individual Directors. This exercise was carried out through structured questionnaires formulated by the Nomination & Remuneration Committee. 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.

The performance evaluation of the Non-Independent Directors, Chairman and the Board as a whole were carried out by the Independent Directors in their Meeting held on February 13, 2017.

Details of performance evaluation of Independent Directors as required under Schedule IV to the Companies Act, 2013 is provided in Report on Corporate Governance.

The Directors have expressed their satisfaction with the evaluation process and its results.

REMUNERATION POLICY OF THE COMPANY

The policy of the Company on directors' appointment and remuneration, including criteria for determining qualifications, positive attributes, independence of a director and other matters, as required under Section 178(3) of the Companies Act, 2013, can be viewed on the Company's website www.poel.in. There has been no change in the policy since the last financial year.

RECOMMENDATION OF THE AUDIT COMMITTEE

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

INTERNAL FINANCIAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company has in place adequate internal financial controls with reference to financial statements. Such internal financial controls over financial reporting are operating effectively and the Statutory Auditor has expressed their opinion on the same in the Annexures to the Auditors Report.

STATUTORY AUDITOR, AUDIT AND FRAUD REPORTING

At the 27th Annual General Meeting held on September 4, 2015, M/s. Jitesh & Ajay, Chartered Accountants, Chennai (having Firm Registration Number: 015535S) were appointed as statutory auditors of the Company to hold office till the conclusion of the Annual General Meeting to be held in the calendar year 2020. In terms of the first proviso to Section 139 of the Companies Act, 2013, the appointment of the auditors shall be placed for ratification at every Annual General Meeting.

Accordingly, the appointment of M/s. Jitesh & Ajay, Chartered Accountants, as statutory auditors of the Company, is placed for ratification by the shareholders. They have confirmed their eligibility and willingness for continuation of their term. The Board recommends their appointment as an ordinary resolution and request the members to authorize the Board of Directors to fix their remuneration.

The report of M/s. Jitesh & Ajay, on the financial statements of the Company for the year ended March 31, 2017, is annexed as part of the financial statements. The said Audit Report does not contain any qualification, reservation or adverse remark.

The Statutory Auditor has not reported any fraud under Section 143 (12) of the Companies Act, 2013.

COST AUDIT

M/s. Vivekanandan Unni & Associates, Cost Accountants (having Firm Registration Number 00085) has been appointed as the Cost Auditors of the Company for the year 2016-17 for conducting audit of the cost accounts maintained by the Company relating to Inorganic Chemicals and Base Metals.

The Board of Directors on the recommendation of the Audit Committee has 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 Auditors is required to be ratified by the shareholders of the Company. A resolution seeking members' ratification for the remuneration payable to the Cost Auditor forms part of the notice convening this Annual General Meeting.

In respect of the cost audit for the year 2015-16, the Cost Audit Report does not contain any qualification, reservation or adverse remark.

SECRETARIAL AUDIT

The Secretarial Audit on the Compliance and Corporate Governance for the year 2016-17 is undertaken by M/s. KSM Associates, Practicing Company Secretaries. The Secretarial Audit Report is annexed as **Annexure I** to this Report.

The Secretarial Audit Report does not contain any qualification, reservation or adverse remarks on the Compliance and Corporate Governance of the Company.

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

During the year under review, the Board appointed Mr. Amber Bansal, as Manager- Finance & Operations. Mr. Amber Bansal, is an Associate Chartered Accountant from The Institute of Chartered Accountants of England and Wales. The remuneration paid to Mr. Amber Bansal is within the limits as prescribed under Section 188(1) of the Companies Act, 2013.

RISK MANAGEMENT

A robust and integrated risk management framework is in existence under which the common prevailing risks in the Company are identified, the risks so identified are reviewed by the Audit Committee and the management's actions to mitigate the risk exposure are assessed. The Risk Management Policy can be viewed on the Company's website at <http://poel.in/investors.html#invstr>.

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

The Company has not given any loans or made investment or provided any security during the financial year under review. The Company has not given any guarantees other than bank guarantees in the normal course of business to meet contractual obligations.

EXTRACT OF ANNUAL RETURN

In terms of the provisions of Section 92(3) of the Companies Act, 2013 read with Rule 12 of the Companies (Management and Administration) Rules, 2014, the extract of the Annual Return of the Company in Form MGT-9 is annexed as **Annexure II** to this report.

TRANSACTIONS WITH RELATED PARTIES

All contracts or arrangements or transactions with related parties were at arms' length basis. There are no material significant related party transactions made by the Company which may have potential conflict with the interest of the Company.

Prior omnibus approval of the Audit Committee is obtained for the transactions which are of foreseen and repetitive in nature. The transactions entered into pursuant to the omnibus approval are placed before the Audit Committee and the Board of Directors for their approval on a quarterly basis. The policy on Related Party Transactions can be viewed on the Company's website at <http://poel.in/investors.html#invstr>.

Information on transactions with related parties pursuant to section 134(3)(h) of the Companies Act, 2013 read with Rule 8(2) of the Companies (Accounts) Rules, 2014 are given as **Annexure III** in Form AOC-2 which forms part of this report.

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

Disclosures 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, as amended has been provided as an **Annexure IV** to this Report.

CORPORATE GOVERNANCE

In order to maximize the shareholders' value on a sustained basis, your Company has been constantly reassessing and benchmarking itself with well-established Corporate Governance practices besides strictly complying with the requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('SEBI Listing Regulations') applicable provisions of Companies Act, 2013 and other applicable laws.

In terms of Schedule V to SEBI Listing Regulations, a detailed report on Corporate Governance along with Compliance Certificate issued by the Statutory Auditors of the Company is annexed and forms an integral part of this Annual Report.

The Statutory Auditors of the Company have examined the requirements of Corporate Governance and certified the compliance, as required under SEBI Listing Regulations. The certificate is forming part of the Corporate Governance Report.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

The Management Discussion and Analysis Report as required under Schedule V to the SEBI Listing Regulations is included in this Annual Report. Certain Statements in the said report may be forward looking. Many factors may affect the actual results, which could be different from what the Directors envisage in terms of the future performance and outlook.

DEPOSITS

The Company has not accepted any deposits from public and as such, no amount on account of principal or interest on deposits from public was outstanding as on the date of the balance sheet.

Details as required under proviso to Rule 2(c)(viii) of Companies (Acceptance of Deposits) Rules, 2014, as amended, relating to monies accepted from Directors during the year are furnished under the head "related party transactions" in Note No. 39 of the financial statements.

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 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 utilizing alternate source of energy and capital investment made: NIL

(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. 10567.42 Lakhs (Rs. 4133.77 Lakhs) |
| (b) Foreign Exchange Outgo | - Rs. 18820.86 Lakhs (Rs. 8558.19 Lakhs) |

VIGIL MECHANISM/ WHISTLE BLOWER POLICY

The Company is having an established and effective Vigil Mechanism. The mechanism has been appropriately communicated within the organization. The Whistle Blower Policy provides a framework to promote responsible whistle blowing by employees. It protects employees who raise a concern about serious irregularities, unethical behavior, actual or suspected fraud within the Company. It is affirmed that no personnel of the Company have been denied access to the Chairman of the Audit Committee.

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS

During the year under review, no significant and material orders were passed by the regulators or courts or tribunals which impact the going concern status and future operations of the Company.

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

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

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Section 134(5) of the Companies Act, 2013, your Board of Directors, state and confirm that:

- a) in the preparation of the annual accounts for the year ended March 31, 2017, 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) they have 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, 2017 and of the profit of the Company for that period;
- c) they have 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) they have prepared the annual accounts on a 'going concern' basis;
- e) they have 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) they have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

Based on the framework of internal financial controls maintained by the Company, work performed by the internal and statutory auditors including audit of internal financial controls over financial reporting by the statutory auditors, the Board is of the opinion that the Company's internal financial controls were adequate and operating effectively during financial year 2016-17.

DISCLOSURES WITH RESPECT TO UNCLAIMED SUSPENSE ACCOUNT

The Company observed that some physical share certificates issued pursuant to the Scheme of Demerger have been returned undelivered. The details of such returned share certificates are available on the website of the Company (www.poel.in).

The Company is in the process of sending second reminder to the shareholders for claiming their shares. In case there is no response after three reminders, the unclaimed shares shall be transferred to one folio in the name of "Unclaimed Suspense Account" and the voting rights on such shares shall remain frozen until the rightful owner claims the shares.

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 recognize and appreciate the value of contributions rendered by every member of the POEL family at all levels in order to improve the performance of the Company.

For **POCL Enterprises Limited**

Place : Chennai
Date : May 30, 2017

Devakar Bansal
Managing Director
DIN: 00232565

Sunil Kumar Bansal
Managing Director
DIN: 00232617

Form No. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31ST MARCH 2017

[Pursuant to section 204(1) of the Companies Act, 2013 and rule no. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,

The Members,
POCL Enterprises Limited
CIN: L52599TN1988PLC015731
New No. 4, Old No. 319,
Valluvarkottam High Road, Nungambakkam,
Chennai-600 034
Tamil Nadu

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **POCL Enterprises Limited** (CIN: L52599TN1988PLC015731) (hereinafter called the company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of POCL Enterprises Limited's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31st March, 2017 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by POCL Enterprises Limited (the Company) for the financial year ended on 31st March, 2017 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
 - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;

- d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999¹;
- e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008²;
- f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009³; and
- h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998⁴;
- (vi) Following other laws applicable specifically to the company:
 - a) Air (Prevention & Control of Pollution) Act, 1981 and The Air (Prevention & Control of Pollution) Rules, 1982
 - b) Water (Prevention and Control of Pollution) Act, 1974 and The Water (Prevention and Control of Pollution) Rules, 1974.
 - c) Water (Prevention and Control of Pollution) Cess Act, 1977 & Water (Prevention and Control of Pollution) Cess Rules, 1978
 - d) The Environment (Protection) Act, 1986 and The Environment (Protection) Rules, 1986
 - e) Hazardous and Other Wastes (Management and Transboundary Movement) Rules, 2016
 - f) The Factory Act, 1948 & respective State Factories Rules
 - g) The Employees State Insurance Act, 1948
 - h) The Industrial Employment (Standing Orders) Act, 1946
 - i) Industrial Disputes Act, 1947
 - j) Minimum Wages Act, 1948
 - k) Payment of Wages Act, 1936
 - l) TN Shops and Establishments Act and Rules thereunder
 - m) The Employees Provident Fund and Miscellaneous Provisions Act, 1952
 - n) Payment of Bonus Act, 1965
 - o) Payment of Gratuity Act, 1972
 - p) The Employees Compensation Act, 1923
 - q) The Legal Metrology Act, 2009 and the rules made thereunder.

We have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards with respect to Meetings of Board of Directors (SS-1) and General Meetings (SS-2) issued by The Institute of Company Secretaries of India.
- (ii) The Uniform Listing Agreement entered into by the Company with Bombay Stock Exchange pursuant to the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

We further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-

¹ Not applicable to the Company, as it does not have any such Scheme.

² Not applicable to the Company, as the Company does not have any debts listed.

³ Not applicable to the Company, as there was no delisting done during the year.

⁴ Not applicable to the Company, as there was no buy-back by the Company during the year.

POEL Annual Report 2016-17

Executive Directors and Independent Directors for the year under review. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent, at least seven days in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views, wherever there is any, are captured and recorded as part of the minutes.

We further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period there were no events/actions having a major bearing on the company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. except that the Company has applied for reclassification of certain Promoters as Public.

This Report is to be read along with Annexure A of even date which forms integral part of this Report.

For KSM Associates, Company Secretaries

Place : Chennai
Date : 30.05.2017

Krishna Sharan Mishra
Partner
FCS 6447; CP 7039

ANNEXURE – A

To,

The Members,
POCL Enterprises Limited
CIN: L52599TN1988PLC015731
New No. 4, Old No. 319,
Valluvarkottam High Road, Nungambakkam
Chennai - 600 034
Tamil Nadu

Our secretarial audit report of even date is to be read along with this letter.

- a. Maintenance of secretarial and other records is the responsibility of the management of the Company. Our responsibility is to express an opinion on the relevant records based on our audit.
- b. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the relevant records and compliances. The verification was done on test basis to verify that correct facts are reflected in secretarial and other relevant records. We believe that the processes and practices we followed provide a reasonable basis for our opinion.
- c. We have not verified the correctness and appropriateness of financial, cost and tax records and books of accounts of the Company.
- d. Wherever required, we have obtained the Management Representation about the compliance of laws, rules and regulations and happening of events etc.
- e. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of the procedures on test/sample basis.
- f. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For KSM Associates, Company Secretaries

Place : Chennai
Date : 30.05.2017

Krishna Sharan Mishra
Partner
FCS 6447; CP 7039

FORM NO. MGT-9**EXTRACT OF ANNUAL RETURN**

As on financial year ended on March 31, 2017

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

I. REGISTRATION AND OTHER DETAILS

i	CIN	L52599TN1988PLC015731
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 Tel No: 044 - 4914 5454 Fax No: 044 - 4914 5455 Email: info@poel.in Website: www.poel.in
vi	Whether Listed Company	Yes, BSE Limited
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 are stated below :

SI. 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	79.34
2	Stearate, Phthalate, DBL Phosphite and PVC Compound	20119- Manufacture of Organic & Inorganic Chemicals Compounds	20.04

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

As on March 31, 2017, 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	2,522,443	-	2,522,443	45.24	2,286,481	-	2,286,481	41.00	(4.24)
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corporate	133,621	-	133,621	2.40	139,384	-	139,384	2.50	0.10
e) Bank/FI	-	-	-	-	-	-	-	-	-
f) Any Other	-	-	-	-	-	-	-	-	-
SUB- TOTAL (A)(1)	2,656,064	-	2,656,064	47.64	2,425,865	-	2,425,865	43.50	(4.14)
(2) Foreign									
a) NRI- Individuals	-	-	-	-	-	-	-	-	-
b) Other Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corporate	-	-	-	-	-	-	-	-	-
d) Banks/FI	-	-	-	-	-	-	-	-	-
e) Any Other- Director Relative NRI	212,813	-	212,813	3.82	212,813	-	212,813	3.82	-
SUB TOTAL (A)(2)	212,813	-	212,813	3.82	212,813	-	212,813	3.82	-
Total Shareholding of Promoter (A)= (A)(1)+(A)(2)	2,868,877	-	2,868,877	51.46	2,638,678	-	2,638,678	47.32	(4.14)
B. PUBLIC SHAREHOLDING									
(1) Institutions									
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks/FI	-	-	-	-	-	-	-	-	-
c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Fund	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIs	-	-	-	-	20,000	-	20,000	0.36	0.36
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
SUB TOTAL (B)(1)	-	-	-	-	20,000	-	20,000	0.36	0.36

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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 corporate (Indian/ Overseas)	110,670	5	110,675	1.98	128,817	5	128,822	2.31	0.33
b) Individuals									
i) Individual shareholder holding nominal share capital upto Rs. 1 Lakh	1,580,970	101,582	1,682,552	30.17	1,517,826	91,114	1,608,940	28.85	(1.32)
ii) Individual shareholder holding nominal share capital in excess of Rs. 1 Lakh	664,388	-	664,388	11.92	915,661	-	915,661	16.42	4.50
c) Others (specify)									
i) Clearing Members	1,083	-	1,083	0.02	6,123	-	6,123	0.11	0.09
ii) Hindu Undivided Families	86,054	-	86,054	1.54	97,381	-	97,381	1.75	0.21
iii) Non-Resident Indian	162,363	-	162,363	2.91	160,387	-	160,387	2.88	(0.03)
SUB TOTAL (B)(2)	2,605,528	101,587	2,707,115	48.54	2,826,195	91,119	2,917,314	52.32	3.78
Total Public Shareholding (B)= (B)(1)+(B)(2)	2,605,528	101,587	2,707,115	48.54	2,846,195	91,119	2,937,314	52.68	4.14
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	5,474,405	101,587	5,575,992	100.00	5,484,873	91,119	5,575,992	100.00	0.00

(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. Ardee Industries Private Limited	133,621	2.40	-	139,384	2.50	-	0.10
2	Mr. Sunil Kumar Bansal	521,731	9.36	-	521,731	9.36	-	-
3	Mrs. Vandana Bansal	507,331	9.10	-	507,331	9.10	-	-
4	Mr. Devakar Bansal	544,165	9.76	-	544,165	9.76	-	-
5	Mrs. Neelam Bansal	693,792	12.44	-	693,792	12.44	-	-
6	Dr. Padam C Bansal	212,813	3.82	-	212,813	3.82	-	-
7	Mr. Harsh Bansal	12,512	0.22	-	12,524	0.22	-	-
8	Mr. Pawan Kumar Bansal	123,290	2.21	-	6,938	0.12	-	(2.09)
9	Mr. Anil Kumar Bansal	14,602	0.26	-	-	-	-	(0.26)
10	Mr.R P Bansal Jt: Mrs. Saroj Bansal	36,374	0.65	-	-	-	-	(0.65)
11	Mr. Ashish Bansal	48,387	0.87	-	-	-	-	(0.87)
12	Mrs. Manju Bansal	18,607	0.34	-	-	-	-	(0.34)
13	Mrs. Megha Choudhari	1,640	0.03	-	-	-	-	(0.03)
14	Mr. Sagar Bansal	12	0.00	-	-	-	-	-
	TOTAL	2,868,877	51.46	-	2,638,678	47.32	-	(4.14)

(iii) Change in Promoters' Shareholding

Sl No.	Name of the Shareholder	Share holding at the beginning of the year		Cumulative Share holding during the year	
		No. of Shares	% of total shares of the Company	No of shares	% of total shares of the Company
1	M/s. Ardee Industries Private Limited				
	At the Beginning of year	133,621	2.40	133,621	2.40
	Purchase on 12.08.2016	5,763	0.10	139,384	2.50
	At the End of the Year			139,384	2.50
2	Mr. Sunil Kumar Bansal				
	At the Beginning of year	521,731	9.36	521,731	9.36
	At the End of the Year			521,731	9.36
3	Mrs. Vandana Bansal				
	At the Beginning of year	507,331	9.10	507,331	9.10
	At the End of the Year			507,331	9.10
4	Mr. Anil Kumar Bansal				
	At the Beginning of year	14,602	0.26	14,602	0.26
	Sale on 29.04.2016	(14,602)	(0.26)	-	-
	At the End of the Year			-	-
5	Mr. R P Bansal Jt. Mrs. Saroj Bansal				
	At the Beginning of year	36,374	0.65	36,374	0.65
	Sale on 03.06.2016	(10)	(0.00)	36,364	0.65
	Sale on 10.06.2016	(19,890)	(0.36)	16,474	0.29
	Sale on 16.12.2016	(7,600)	(0.14)	8,874	0.15
	Sale on 23.12.2016	(1,250)	(0.02)	7,624	0.13
	Sale on 30.12.2016	(3,538)	(0.06)	4,086	0.07
	Sale on 06.01.2017	(4,000)	(0.07)	86	0.00
	Sale on 13.01.2017	(86)	(0.00)	-	(0.00)
	At the End of the Year			-	(0.00)
6	Mr. Devakar Bansal				
	At the Beginning of year	544,165	9.76	544,165	9.76
	At the End of the Year			544,165	9.76
7	Mrs. Neelam Bansal				
	At the Beginning of year	693,792	12.44	693,792	12.44
	At the End of the Year			693,792	12.44

(iii) Change in Promoters' Shareholding

Sl No.	Name of the Shareholder	Share holding at the beginning of the year		Cumulative Share holding during the year	
		No. of Shares	% of total shares of the Company	No of shares	% of total shares of the Company
8	Mr. Ashish Bansal				
	At the Beginning of the Year	48,387	0.87	48,387	0.87
	Sale on 29.04.2016	(19,992)	(0.36)	28,395	0.51
	Sale on 22.07.2016	(7,095)	(0.13)	21,300	0.38
	Sale on 05.08.2016	(2,600)	(0.05)	18,700	0.34
	Sale on 26.08.2016	(301)	(0.01)	18,399	0.33
	Sale on 02.09.2016	(1,669)	(0.03)	16,730	0.30
	Sale on 23.09.2016	(2,172)	(0.04)	14,558	0.26
	Sale on 07.10.2016	(7,074)	(0.13)	7,484	0.13
	Sale on 14.10.2016	(1,000)	(0.02)	6,484	0.12
	Sale on 02.12.2016	(2,518)	(0.05)	3,966	0.07
	Sale on 09.12.2016	(3,966)	(0.07)	-	-
	At the End of the Year			-	-
9	Mrs. Manju Bansal				
	At the Beginning of the Year	18,607	0.34	18,607	0.34
	Sale on 29.04.2016	(5,132)	(0.09)	13,475	0.25
	Sale on 03.06.2016	(8,821)	(0.16)	4,654	0.09
	Sale on 10.06.2016	(4,654)	(0.09)	-	-
	At the End of the Year			-	-
10	Mr. Pawan Kumar Bansal				
	At the Beginning of year	123,290	2.21	123,290	2.21
	Sale on 15.07.2016	(18,205)	(0.33)	105,085	1.88
	Sale on 22.07.2016	(1,286)	(0.02)	103,799	1.86
	Sale on 05.08.2016	(159)	(0.00)	103,640	1.86
	Sale on 12.08.2016	(2,074)	(0.04)	101,566	1.82
	Sale on 26.08.2016	(3,742)	(0.07)	97,824	1.75
	Sale on 09.09.2016	(9,139)	(0.16)	88,685	1.59
	Sale on 16.09.2016	(5,918)	(0.11)	82,767	1.48
	Sale on 23.09.2016	(5,745)	(0.10)	77,022	1.38
	Sale on 07.10.2016	(11,000)	(0.20)	66,022	1.18
	Sale on 25.11.2016	(10,000)	(0.18)	56,022	1.00
	Sale on 23.12.2016	(800)	(0.01)	55,222	0.99
	Sale on 30.12.2016	(607)	(0.01)	54,615	0.98
	Sale on 06.01.2017	(9,225)	(0.17)	45,390	0.81
	Sale on 13.01.2017	(3,907)	(0.07)	41,483	0.74
	Sale on 20.01.2017	(9,800)	(0.18)	31,683	0.57
	Sale on 27.01.2017	(5,110)	(0.09)	26,573	0.48
	Sale on 03.03.2017	(4,635)	(0.08)	21,938	0.39
	Sale on 10.03.2017	(15,000)	(0.27)	6,938	0.12
	At the End of the Year			6,938	0.12

Contd...

(iii) Change in Promoters' Shareholding

Sl No.	Name of the Shareholder	Share holding at the beginning of the year		Cumulative Share holding during the year	
		No. of Shares	% of total shares of the Company	No of shares	% of total shares of the Company
11	Mrs. Megha Choudhari				
	At the Beginning of year	1,640	0.03	1,640	0.03
	Sale on 11.11.2016	(1,640)	(0.03)	-	-
	At the End of the Year			-	-
12	Mr. Sagar Bansal				
	At the Beginning of year	12	0.00	12	0.00
	Sale on 30.09.2016	(12)	(0.00)	-	-
	At the End of the Year			-	-
13	Mr. Harsh Bansal				
	At the Beginning of year	12,512	0.22	12,512	0.22
	Purchase on 30.09.2016	12	0.00	12,524	0.22
	At the End of the Year			12,524	0.22
14	Dr. Padam C Bansal				
	At the Beginning of year	212,813	3.82	212,813	3.82
	At the End of the Year			212,813	3.82

(iv) Shareholding Pattern of top ten Shareholders as on 31.03.2017 (Other than Directors, Promoters and Holders of GDRs and ADRs)

Sl No.	Name of the Shareholder	Share holding at the beginning of the year		Cumulative Share holding during the year	
		No. of Shares	% of total shares of the Company	No of shares	% of total shares of the Company
1	Mr. Lukman Munavar Patel				
	At the Beginning of the Year	226,820	4.07	226,820	4.07
	Purchase on 15.04.2016	4,471	0.08	231,291	4.15
	Purchase on 22.04.2016	8,608	0.15	239,899	4.30
	Purchase on 29.04.2016	36,202	0.65	276,101	4.95
	Purchase on 06.05.2016	25,302	0.45	301,403	5.41
	Purchase on 27.05.2016	25,497	0.46	326,900	5.86
	Purchase on 03.06.2016	34,397	0.62	361,297	6.48
	Purchase on 10.06.2016	38,703	0.69	400,000	7.17
	Purchase on 29.07.2016	14,717	0.26	414,717	7.44
	Purchase on 23.09.2016	10,196	0.18	424,913	7.62
	Purchase on 07.10.2016	4,900	0.09	429,813	7.71
	Purchase on 18.11.2016	1,600	0.03	431,413	7.74

Contd...

(iv) Shareholding Pattern of top ten Shareholders as on 31.03.2017 (Other than Directors, Promoters and Holders of GDRs and ADRs)

Sl No.	Name of the Shareholder	Share holding at the beginning of the year		Cumulative Share holding during the year	
		No. of Shares	% of total shares of the Company	No of shares	% of total shares of the Company
	Purchase on 25.11.2016	5,645	0.10	437,058	7.84
	Purchase on 02.12.2016	1,094	0.02	438,152	7.86
	Purchase on 09.12.2016	990	0.02	439,142	7.88
	Purchase on 16.12.2016	2,682	0.05	441,824	7.92
	Purchase on 30.12.2016	2,508	0.04	444,332	7.97
	Purchase on 17.02.2017	2,500	0.04	446,832	8.01
	Sale on 24.02.2017	(10,502)	(0.19)	436,330	7.83
	Sale on 03.03.2017	(1,000)	(0.02)	435,330	7.81
	Purchase on 10.03.2017	9,701	0.17	445,031	7.98
	Sale on 24.03.2017	(5,031)	(0.09)	440,000	7.89
	At the End of the Year			440,000	7.89
2	Mr. Subramanian P				
	At the Beginning of year	-	-	-	-
	Purchase on 14.10.2016	159,330	2.86	159,330	2.86
	Sale on 02.12.2016	(3,330)	(0.06)	156,000	2.80
	At the End of the Year			156,000	2.80
3	Mr. Sabyasachi Ghosh				
	At the Beginning of the Year	129,230	2.32	129,230	2.32
	Purchase on 22.07.2016	1,000	0.02	130,230	2.34
	Sale on 24.02.2017	(2,000)	(0.04)	128,230	2.30
	Sale on 10.03.2017	(747)	(0.01)	127,483	2.29
	At the End of the Year			127,483	2.29
4	Mrs. Asha Ramesh Tolat Jt1 : Ramesh Shantilal Tolat Jt2 : Amber Ramesh Tolat				
	At the Beginning of year	33,308	0.60	33,308	0.60
	At the End of the Year			33,308	0.60
5	Mr. Ramesh Shantilal Tolat Jt: Asha Ramesh Tolat				
	At the Beginning of year	31,564	0.57	31,564	0.57
	At the End of the Year			31,564	0.57
6	Mr. Shyamsundar Gupta				
	At the Beginning of year	27,743	0.50	27,743	0.50
	At the End of the Year			27,743	0.50
7	Mr. Nainish Babubhai Shah Jt1 : Ami Nainish Shah				
	At the Beginning of year	-	-	-	-
	Purchase on 08.07.2016	6,933	0.12	6,933	0.12
	Purchase on 15.07.2016	5,067	0.09	12,000	0.22

Contd...

(iv) Shareholding Pattern of top ten Shareholders as on 31.03.2017 (Other than Directors, Promoters and Holders of GDRs and ADRs)

Sl No.	Name of the Shareholder	Share holding at the beginning of the year		Cumulative Share holding during the year	
		No. of Shares	% of total shares of the Company	No of shares	% of total shares of the Company
	Purchase on 29.07.2016	4,000	0.07	16,000	0.29
	Purchase on 26.08.2016	3,600	0.06	19,600	0.35
	Purchase on 09.09.2016	5,400	0.10	25,000	0.45
	At the End of the Year			25,000	0.45
8	Mr. Rajendra Rajaram Dhole				
	At the Beginning of the Year	24,000	0.43	24,000	0.43
	At the End of the Year			24,000	0.43
9	M/s. Shilpa Stock Broker Pvt. Ltd				
	At the Beginning of year	-	-	-	-
	Purchase on 07.10.2016	16,680	0.30	16,680	0.30
	Purchase on 14.10.2016	500	0.01	17,180	0.31
	Sale on 21.10.2016	(1,700)	(0.03)	15,480	0.28
	Purchase on 04.11.2016	10,000	0.18	25,480	0.46
	Sale on 30.12.2016	(900)	(0.02)	24,580	0.44
	Sale on 17.02.2017	(2,000)	(0.04)	22,580	0.40
	At the End of the Year			22,580	0.40
10	Mr. Rameshwar Nath Pandey				
	At the Beginning of year	-	-	-	-
	Purchase on 02.09.2016	3,065	0.05	3,065	0.05
	Purchase on 09.09.2016	35	0.00	3,100	0.06
	Sale on 23.09.2016	(400)	(0.01)	2,700	0.05
	Sale on 07.10.2016	(2,700)	(0.05)	-	-
	Purchase on 18.11.2016	9,999	0.18	9,999	0.18
	Purchase on 25.11.2016	10,613	0.19	20,612	0.37
	Purchase on 30.12.2016	467	0.01	21,079	0.38
	Sale on 17.02.2017	(2,450)	(0.04)	18,629	0.33
	Purchase on 24.02.2017	2,500	0.04	21,129	0.38
	Purchase on 30.03.2017	600	0.01	21,729	0.39
	At the End of the Year			21,729	0.39

Note: The above information is based on weekly beneficiary position received from the Depositories.

(v) Shareholding of Directors and Key Managerial Personnel

Sl No.	Name of the Shareholder	Share holding at the beginning of the Year		Cumulative Share holding during the year	
		No. of Shares	% of total shares of the Company	No of shares	% of total shares of the Company
1	Mr. Devakar Bansal				
	At the Beginning of year	544,165	9.76	544,165	9.76
	At the End of the Year			544,165	9.76
2	Mr. Sunil Kumar Bansal				
	At the Beginning of year	521,731	9.36	521,731	9.36
	At the End of the Year			521,731	9.36
3	Dr. Padam C Bansal				
	At the Beginning of year	212,813	3.82	212,813	3.82
	At the End of the Year			212,813	3.82
4	Mr. Y V Raman				
	At the Beginning of year	564	0.01	564	0.01
	At the End of the Year			564	0.01
5	Mr. Harish Kumar Lohia				
	At the Beginning of year	522	0.01	522	0.01
	Sale on 16.09.2016	(522)	(0.01)	-	-
	At the End of the Year			-	-
6	Mr. N. Ravichandran				
	At the Beginning of year	4,067	0.07	4,067	0.07
	At the End of the Year			4,067	0.07

Note: Mr. D. P. Venkataraman, Mrs. Indra Somani and Mr. Aashish Kumar K Jain do not hold any shares in the Company.

V. INDEBTEDNESS

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

(Rs. In Lakhs)

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	3,381.53	1,071.75	-	4,453.28
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
TOTAL (i+ii+iii)	3,381.53	1,071.75	-	4,453.28
Change in Indebtedness during the financial year				
Addition	2,664.34	180.89	-	2,845.23
Reduction	22.13	178.08	-	200.21
Net Change	2,642.21	2.81	-	2,645.02
Indebtedness at the end of the financial year				
i) Principal Amount	6,023.74	1,074.56	-	7,098.30
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
TOTAL (i+ii+iii)	6,023.74	1,074.56	-	7,098.30

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 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.	33.00	33.00	15.06	81.06
	(b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961	0.76	2.26	0.71	3.73
	(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 (Company's Contribution to PF)	2.52	2.52	-	5.04
	Total (A)	36.28	37.78	15.77	89.83
	Ceiling as per the Act				

B. Remuneration to other directors:

(Rs. In Lakhs)

SI.No	Particulars of Remuneration	Name of the Directors			Total Amount
		Mr. D P Venkataraman	Mr. Harish Kumar Lohia	Mrs. Indra Somani	
1	Independent Directors				
	(a) Fee for attending Board/ Committee Meetings	0.30	0.20	0.20	0.70
	(b) Commission	-	-	-	-
	(c) Others, please specify	-	-	-	-
	TOTAL (B)	0.30	0.20	0.20	0.70
	Total Managerial Remuneration				90.53
	Overall Ceiling as per the Act^				

^ The remuneration to Managing Director(s) and Whole Time Director is paid in accordance with Schedule V to the Companies Act, 2013

Dr.Padam C Bansal, Non-Executive Director did not draw any remuneration during the financial year 2016 - 17.

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

(Rs. In Lakhs)

SI. No.	Particulars of Remuneration	Key Managerial Personnel		Total
		Aashish Kumar K Jain, Company Secretary	N. Ravichandran, Chief Financial Officer	
1	Gross Salary			
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961.	8.56	10.90	19.46
	(b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961	-	0.86	0.86
	(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 (Company's Contribution to PF)	0.22	-	0.22
	TOTAL	8.78	11.76	20.54

VII. PENALTIES/ PUNISHMENT/ COMPOUNDING OF OFFENCES

There were no penalties/ punishments/ compounding of offences under any section of the Companies Act, 2013 against the Company or its Directors or other Officers in default during the year.

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 arm's length transactions under third proviso thereto

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

All related party transactions that were entered into during the financial year 2016-17 were on an arm's length basis.

2. Details of material contracts or arrangements 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)	Salient Terms of Contracts/ Arrangements/ Transactions	Duration of the Transaction
1	M/s. Ardee Industries P Ltd, Associated Concern	Sale of Goods	9.72	Buying and selling of raw materials and finished goods and availing/ rendering of services including services of job work	April 2016- March 2017
		Conversion Charges Paid	18.86		
2	M/s. Bansal Chemicals (India), Associated Concern	Purchase of Goods	706.82		April 2016- March 2017
		Sale of Goods	664.62		
		Selling & Distribution Expenses	19.39		
		Rent Received	2.16		
3	M/s. Bansal Metallic Oxides, Associated Concern	Sale of Goods	105.58	April 2016- March 2017	
		Conversion Charges Paid	138.71		
4	Mr. Harsh Bansal, Relative of Director	Remuneration	7.60	—	April 2016- March 2017
5	Mr. Amber Bansal Relative of Director	Remuneration	1.30	—	January 2017 - March 2017

Notes:

- The related party transactions mentioned above are not material transactions as per the policy on related party transactions of the Company framed under Regulation 23 of SEBI Listing Regulations and limits prescribed under Section 188 of the Companies Act, 2013 read with rules made thereunder.
- Appropriate approvals have been taken for related party transactions. Advances paid have been adjusted against billings, wherever applicable.
- All transactions entered into with related parties are in the ordinary course of business except for the rent received from M/s. Bansal Chemicals (India). Approval of the Board and Audit Committee has been obtained for the said transaction.

For POCL Enterprises Limited

Place : Chennai
Date : May 30, 2017

Devakar Bansal
Managing Director
DIN: 00232565

Sunil Kumar Bansal
Managing Director
DIN: 00232617

ANNEXURE IV**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**

1. Remuneration of each Director and Key Managerial Personnel (KMP) along with particulars of increase in remuneration during the financial year and ratio of remuneration of Directors to the Median remuneration of employees

SN	Name of the Director	Remuneration (Rs. In Lakhs)	Ratio to median remuneration of the employees	% increase in Remuneration
1.	Mr. Devakar Bansal, Managing Director	36.28	22.47 : 1	**
2.	Mr. Sunil Kumar Bansal, Managing Director	37.78	23.40 : 1	**
3.	Mr. Y. V. Raman, Whole Time Director	15.77	9.77 : 1	12.04
4.	Mr. N. Ravichandran, Chief Financial Officer	11.76	—	14.73
5.	Mr. Aashish Kumar K Jain, Company Secretary	8.78	—	23.68

***Mr. Devakar Bansal and Mr. Sunil Kumar Bansal desired to continue with same remuneration and proposed for no increase in compensation levels.*

Other directors are paid sitting fees, details of which are mentioned in the extract of Annual Return.

2. In the Financial Year, there was an increase of 2.21% in the median remuneration of employees.
3. There were 332 permanent employees on the rolls of the Company as on March 31, 2017.
4. The average annual increase in the salaries of employees other than the managerial personnel during the last financial year was around 14.50%, as compared to increase in managerial remuneration of 0.50%. Increase in remuneration of the Managing Personnel is decided based on the individual performance, inflation, prevailing industry trends and benchmarks.
5. Particulars of Employees as prescribed under Rule 5(2) & 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

The details of top ten employees in terms of remuneration is provided in the table below.

None of the employee was in receipt of remuneration in excess of the ceiling prescribed under the rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

6. It is affirmed that the remuneration paid is as per the Remuneration Policy of the Company.

For **POCL Enterprises Limited**

Place : Chennai
Date : May 30, 2017

Devakar Bansal
Managing Director
DIN: 00232565

Sunil Kumar Bansal
Managing Director
DIN: 00232617

Top Ten Employees in terms of Remuneration

SN	Name of the Employee	Designation	Qualification	Experience (in Years)	Age	Date of Joining	Remuneration Received (Rs. In Lakhs)	Last Employment	% of Equity Shares
1	Mr. Sunil Kumar Bansal	Managing Director (Joint Managing Director for the year 2016-17)	B. Com	35	58	28-01-1998	37.78	Director - M/s. Pondy Oxides and Chemicals Limited	21.80
2	Mr. Devakar Bansal	Managing Director	B. Sc	35	57	24-12-2014	36.28	Director - M/s. Pondy Oxides and Chemicals Limited	18.86
3	Mr. Y.V.Raman	Whole Time Director	B. Sc	30	61	24-12-2014	15.77	Director - M/s. Pondy Oxides and Chemicals Limited	0.02
4	Mr. S. Arun Kumar	Vice President R & D	M.Sc, P.hd	7	39	09-04-2016	12.97	Research - Columbia University, USA	-
5	Mr. N. Ravichandran	Chief Financial Officer	M.A	40	66	01-04-2016	11.76	Manager - M/s. Bansal Chemicals (India)	0.09
6	Mr. Aashish Kumar K Jain	Company Secretary	ACS, LLB	4	26	24-12-2014	8.78	Chief Financial Officer M/s. Pondy Oxides and Chemicals Limited	-
7	Mr. N. Sundar	Deputy General Manager	M.Sc, MBA, CMA	30	53	24-12-2014	8.46	Manager - M/s. Pondy Oxides and Chemicals Limited	0.02
8	Mr. Harsh Bansal	Manager - Commercial Operations	MBA	2	30	01-01-2015	7.60	Started Career with POEL	0.22
9	Mr. T.S. Viswanathan	Vice President Marketing	B.Sc	40	63	24-12-2014	5.96	Vice President Marketing - M/s. Pondy Oxides and Chemicals Limited	-
10	Mr. Sunderasen	President Technical	DPT	40	68	24-12-2014	5.66	Supervisor, Sriram Fibres Limited, Chennai	-

All employees reported above are on the permanent rolls of the Company.

Mr. Devakar Bansal and Mr. Sunil Kumar Bansal are brothers and holds Directorship in the Company. Their brother Dr. Padam C Bansal is also on the Board of the Company.

Mr. Harsh Bansal is the son of Mr. Sunil Kumar Bansal who holds Directorship in the Company.

The Percentage of shareholding reported above includes shares held by self and spouse.

MANAGEMENT DISCUSSION & ANALYSIS REPORT

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

GLOBAL AND INDIAN ECONOMIC OVERVIEW

While the global economies continued to witness slow growth during the current year as well, the Indian economy on a macro basis stayed fairly robust. The below par performance of global economy was reflected by a continued slowdown in growth in most emerging and developing economies, driven by weaker capital inflows and a subdued global trade. After growing steadily at 3.4% over the last three years, the world GDP growth slipped to 3.1% in 2016.

Moving along the global economy, India too witnessed a marginally lower GDP growth, where Central Statistics Office (CSO) has estimated it to be 7.1% in FY17 as against 7.6% in FY16. However, India continues to hold its crown of fastest growing major economy overtaking China for the consecutive second year. The economic growth in India is expected to have been even better had it not gone through the shock of demonetization.

To root out the parallel cash economy, government de-notified prevalent Rs. 500 and Rs. 1000 currency notes at the stroke of midnight on 08th November 2016. This had an adverse impact on many MSMEs, as business did not continue at the usual pace.

Reserve Bank of India (RBI) during the year gifted two 25bps repo rate cuts, one in April 2016 and next in October 2016 to further strengthen the economic growth.

The Central Government moving ahead with its growth focus agenda was able to get clearance for some of the revolutionary reforms notably being the transformational Goods and Services Tax (GST) and Insolvency and Bankruptcy Code. This would further give a fillip to India's economic growth. It is widely expected that GST implementation in Financial year 2017-18 would auger well for economic growth. Economists estimate potential long-term GDP growth impact at 2-4 percentage points attributable to GST.

After surpassing the highs of Rs. 68 in November 2016, INR against USD has emerged at stronger position at the end of February 2017. The Dollar index during the year has significantly strengthened but INR has not ceased much ground. However, against emerging market trend, INR has significantly strengthened and witnessed rise where it has moved nearly to 65 levels by March 2017. The trend has continued in April and May 2017 and given the current fundamentals it is expected to remain stable.

Initiatives such as Make in India, Invest India, Start Up India and e-biz Mission Mode Project under the National e-Governance Plan are expected to further improve the ease of doing business and provide a boost to the manufacturing sector in the country.

The growth prospects of India continues to remain very strong. As per IMF's WEO, India would continue to hold its head high with its crown of the world's fastest growing major economy in FY18.

INDUSTRY STRUCTURE, DEVELOPMENTS AND OUTLOOK

Zinc

Galvanizing industry is the single largest consumer of zinc accounting for about 75% of the global production, as zinc is efficient in protecting steel against corrosion. Apart from this, zinc is also used for manufacturing alloys and other chemical compounds.

The year 2016-17 saw a sharp increase in LME prices for refined zinc, with a low of around \$1750 per tonne and a high of \$2900 per tonne in November 2016. Subsequently, the prices have generally remained in a range between \$2500 and \$2800 per tonne.

The key drivers for zinc demand are infrastructural sectors, building and constructions. Demand for zinc is expected to increase again this year by about 2.6%, with major requirements in China and India coming from the countries' infrastructure growth. Demand in Europe and United States is also expected to be on par with previous year. Overall, an increase in output is expected in this year, but significant demand will ensure that the price of zinc will be steady.

Lead

Lead is the key constituent in Lead Acid Batteries with more than 80% of lead is used for this application. Additionally, lead compounds are used in PVC processing as stabilisers and in the preparation of pigments and glasses. Lead is one of the most recycled metal, with more than 90% of the spent metal and metal oxide recycled to pure form.

Like many other metals, lead prices have also headed northwards over the past year. From about \$1700-\$1800 a tonne year ago, prices on the London Metal Exchange have moved up 25-35 per cent to \$2200-\$2300 a tonne.

As a sharp increase in domestic and global automobile is projected, it is set to increase demand for lead and lead alloys for battery applications, both from manufacturers and retailers who sells replacement batteries. Industrial/UPS/inverter batteries used in homes, telecom towers and railways will keep the demand going as well.

According to the International Lead and Zinc Study Group, the prices of lead metal is expected to be stable over the next year.

PVC Stabilisers

The PVC industry is set for 8% - 10% growth in India in the coming years. More than 70% of PVC is processed in India using lead-based stabilisers. PVC Products are used in construction, housing-related industry and include pipes and fittings, doors and window frames, foamed sheets and electrical cable insulation. Use of PVC-wood composites is also increasing in India, offering durable and aesthetic products.

With increase in housing and infrastructure projects – notably schemes like Pradhan Mantri Awas Yojana, Atal Mission for Rejuvenation and Urban Transportation (AMRUT) and Smart Cities Mission- PVC demand is expected to increase significantly in India in the next few years. Investment in agriculture through Pradhan Mantri Krishi Sinchayee Yojana will directly benefit PVC related industries as they are utilised for efficient water supply. Production of pipes for agriculture applications is also set to increase in India, with consumption of borewell column and casing pipes.

PVC resin manufactures in India are increasing production domestically to meet higher demand. Correspondingly, use of PVC stabilisers is also set to increase. Many new factories manufacturing PVC Pipes, fittings, profile and other products are being setup around the country and existing factories are also augmenting production capacity to meet the increase in demand. Consequently, demand for PVC stabilisers will increase substantially over the next few years, at a minimum projected rate of 8% to 10%.

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.

The Company faces foreign currency fluctuation risk. Looking at the broad long term trend, the Company keeps its position generally open. However, at times, the Company hedges the risk partially by entering into forward contracts with Banks. The Company has import and export operations and therefore exports proceeds acts as a natural hedge for imports to that extent.

The Company considers exposure to commodity price fluctuations to be an integral part of our business and its usual policy is to sell its products at prevailing market prices. Price and demand of the Company's finished products are inherently volatile and remain strongly influenced by global economic conditions. Any fluctuation in finished product prices has direct impact on the Company's revenue and profits.

During the year, the prices of Lead and Zinc Metal increased from \$1700/tonne to \$2300/tonne and from \$1750/tonne to \$2900/tonne respectively. Your Company has incurred losses during the third and fourth quarter due to unexpected increase in the prices of the metals.

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 gains or losses. In order to safeguard the business, your company adopts hedging techniques to protect itself against currency fluctuation. Raw material availability and commodity price fluctuation also remains an area of challenge. Your Company is in the business of non-ferrous metals which are subjected to market volatility. This volatility can create deep pockets either ways. Your Company has incurred losses due to significant increase in metal prices in the third and fourth quarter.

Risks arising from delayed implementation of Government policies, exchange rate risks from a weaker rupee and global trends on oil prices can also have a significant impact on the short term profitability. Competition from unorganized players can also act as impediment to the business.

While risk is an inherent aspect of any business, the Company is conscious of the need to have an effective monitoring mechanism and has put in place appropriate measures for its mitigation.

FINANCIAL REVIEW

Financial Year 2016- 17 has been a challenging year for the Company. The main reason for the worse performance in financial year 2016-17 was unexpected significant increase in the prices of raw material.

Brief highlights on the financial and operational performance for the year 2016-17 is summarised below:

- Revenue from Operations of the Company increased by 57% over the previous year. The significant increase was accounted due to metal segment.
- Export Performance of the Company has crossed Rs. 100 Crore Mark. Total export sales during the year 2016 - 17 was Rs. 10,567.42 Lakhs as against Rs. 4,133.77 Lakhs in the previous year. This reflects demand for your company's product internationally.
- Major expenditure is accounted towards material cost. The material cost of the Company has increased from 83.83% to 88.39% on its turnover. Volatility in metal prices has contributed to increased raw material cost.
- Finance Cost for the year was Rs. 598.30 Lakhs as against Rs. 355.50 Lakhs in the previous year. The increase in cost was attributed to increased borrowings from banks for working capital.
- During the year, the Company received Rs. 93.18 Lakhs towards maturity from Keyman Insurance Policies. As per Clause 3.25 of the Scheme of Demerger between M/s. Pondy Oxides and Chemicals Limited (Demerged Company) and M/s. POCL Enterprises Limited (Resulting Company), the Demerged Company transferred to the Resulting Company the above said amount net of taxes.
- Total shareholders' funds as at March 31, 2017 stood at Rs. 1,637.84 Lakhs.
- Your Company generated profits post taxes of Rs. 84.96 Lakhs. The de-grew in profitability was mainly on account of material cost and finance cost.
- Earnings per share de-grew from Rs. 3.78/- to Rs. 1.51/-

Your Company has set better targets for the year 2017-18 and is expected to gain momentum from the second quarter.

SEGMENT-WISE PERFORMANCE

The business of your Company is structured into three segments and their related performance are as follows:

(Rs. In Lakhs)

Segments	Turnover	Profit/(Loss) before Finance Cost and Tax
Metal	11,762.80	3.50
Metallic Oxides	14,355.36	365.63
Plastic Additives	6,409.63	286.95

GEOGRAPHICAL REVENUE ANALYSIS

Particulars	2016-17	2015-16
Domestic	67%	80%
International	33%	20%

Metallic Oxides Segment contributed 43% of the turnover of the Company and generated a profit of 2.69% on its turnover. The Plastic Additives business contributes 4.48% of profit on its turnover and remains to be the most profitable segment for the Company. Metal segment, despite contributing 37% of the total turnover of the Company was not profitable due to volatility in the metal prices.

Export Performance of the Company has crossed Rs. 100 Crore Mark. This reflects demand for your company's product internationally.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company has a proper and adequate internal control system to ensure that all assets are safeguarded and protected against loss from unauthorized use or disposition and that the transactions are authorised, recorded and reported correctly. 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. The internal control is designed to ensure that the financial and other records are reliable for preparing financial statements and other data, and for maintaining accountability of persons.

The CEO and CFO Certification provided in this Annual Report discusses the adequacy of our internal control systems and procedures. M/s. Jitesh & Ajay, the Statutory Auditors of the Company has issued a report on our internal control over financial reporting. The statutory auditors have reported that the Company has adequate internal financial control system over financial reporting and such internal financial control systems over financial reporting were operating effectively.

Also, the Company has an Internal Auditing system in place handled by a reputed Chartered Accounting firm. The findings are discussed with the process owners and corrective action is taken as necessary.

The Audit Committee reviews the reports submitted by the Internal Auditors and Statutory Auditors. Suggestions for improvement are considered by the Audit Committee. The audit observations and corrective action taken thereon are reviewed by the audit committee to ensure effectiveness of the internal control system.

MATERIAL DEVELOPMENT IN HUMAN RESOURCES/INDUSTRIAL RELATIONS

Your Company believes that its employees are the main force in driving performance and developing competitive advantage. POEL maintains good employer-employee relationship. In a competitive economy, proper utilization of human resource plays a crucial role. It begins with best practices in recruiting people and moves through learning and development, engagement, employee feedback and recognition.

To keep the Company and its human resource competitive, the Company organizes training programs to train employees at various levels. Technical and safety training programs are conducted to enhance workers' knowledge and application skills.

POEL also provides food allowances to all its employees working in manufacturing plant.

The Company has a strength of 332 employees as on 31st March, 2017. 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 : May 30, 2017

Devakar Bansal
Managing Director
DIN: 00232565

Sunil Kumar Bansal
Managing Director
DIN: 00232617

REPORT ON CORPORATE GOVERNANCE

In accordance with Regulation 34 (3) read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as applicable, the report containing the details of Corporate Governance systems and processes at POCL Enterprises Limited (**POEL**) is as follows:

I. POEL GOVERNANCE PHILOSOPHY

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.

POEL believes that corporate governance is about commitment to values and ethical business conduct. It is about how an organization is managed. Timely and accurate disclosure of information regarding the financial situation, performance, ownership and management of the Company is an important part of corporate governance.

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.

The Company is in compliance with the requirements stipulated under Regulation 17 to 27 read with Schedule V and clauses (b) to (i) of sub-regulation (2) of regulation 46 of SEBI Listing Regulations, as applicable, with regard to corporate governance.

II. BOARD OF DIRECTORS

A. Board Composition and Category of Directors

- i. 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.
- ii. As on March 31, 2017, the Company's Board consists of seven (7) directors having considerable experience in their respective fields. The Composition of the Board is in conformity with Regulation 17 of SEBI Listing Regulations and as per the provisions of Companies Act, 2013.
- iii. None of the Directors on the Board hold directorships in more than ten public companies. Further none of them is a member of more than ten committees or chairman of more than five committees across all the public companies in which he/she is a Director.
- iv. Independent Directors of the Company have confirmed that they meet the criteria as mentioned under Regulation 16(1)(b) of the SEBI Listing Regulations and Section 149(6) of the 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 Managing Director
Executive Director	Mr. Y V Raman Whole Time Director
Independent Directors	Mr. D P Venkataraman Mr. Harish Kumar Lohia Mrs. Indra Somani

- v. Disclosure of relationships between directors *inter-se*: Dr. Padam C Bansal, Mr. Devakar Bansal and Mr. Sunil Kumar Bansal are brothers. None of the other directors are related to each other.

B. 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. The Board Meetings are generally held at the Registered Office of the Company.

Six (6) 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 26, 2016	7	6
July 29, 2016	7	5
September 3, 2016	7	5
November 11, 2016	7	6
December 29, 2016	7	4
February 13, 2017	7	6

The Maximum gap between two Board Meetings was not more than 120 days. The necessary quorum was present for all the meetings.

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

Name of the Director	Attendance at Meetings during 2016-17		Number of Directorships as on 31-03-2017	No. of Membership(s)/ Chairmanship(s) of Board Committee in Companies as on 31-03-2017	
	Board Meeting	Last AGM		Chairman	Member
Mr. Devakar Bansal	6	Yes	—	—	2
Mr. Sunil Kumar Bansal	6	Yes	—	—	—
Dr. Padam C Bansal	1	Yes	—	—	—
Mr. Y V Raman	5	Yes	—	—	—
Mr. DP Venkataraman	6	Yes	—	2	—
Mr. Harish Kumar Lohia	4	No	—	—	2
Mrs. Indra Somani	4	Yes	—	—	2

In accordance with Regulation 26 of SEBI Listing Regulations, Memberships/Chairpersonships of only Audit Committees and Stakeholders' Relationship Committees in all public limited companies including POCL Enterprises Limited have been considered.

D. Details of equity shares held by the Non – Executive Directors as on March 31, 2017

Name of the Director	Category	No of equity shares held as on 31.03.2017
Dr. Padam C Bansal	Non – Executive Director	2,12,813
Mr. D. P. Venkataraman	Independent Director	—
Mr. Harish Kumar Lohia	Independent Director	—
Mrs. Indra Somani	Independent Director	—

The Company has not issued any Convertible Instruments.

E. MEETING OF INDEPENDENT DIRECTORS

During the year under review, Independent Directors met on February 13, 2017 to review the performance of Non-Independent Directors and the Board as a whole, review the performance of the Chairman of the Company and has assessed the quality, quantity and timeliness of flow of information between the Company's Management and the Board.

Attendance of Independent Directors at the meeting is given hereunder:

Name of the Director	Whether Present or not
Mr. D. P. Venkataraman	Yes
Mr. Harish Kumar Lohia	Yes
Mrs. Indra Somani	Yes

The Independent Directors of the Company were satisfied with the performance and timely flow of information.

F. FAMILIARISATION PROGRAM FOR INDEPENDENT DIRECTORS

The Company has familiarization programme for the Independent Directors with regard to their roles, rights and responsibilities in the Company, nature of the industry in which the Company operates, the business model of the Company, etc. The familiarization programmes along with the details of the same imparted to the Independent Directors during the year are available on the website of the Company at <http://poel.in/investors.html#invstr>. Formal letter of appointment has been issued to the Independent Directors and the same is also hosted on the website of the Company.

III. 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 the audit function and monitoring the scope and quality of internal and statutory audits.

The Committee's composition and terms of reference meet the requirements of Regulation 18 of SEBI Listing Regulations and Section 177 of the Companies Act, 2013.

The Company has a qualified and Independent Audit Committee comprising of Executive and Independent Directors. The Chairman of the Committee is an Independent Director. All the members of the Committee are financially literate and have accounting and related financial management expertise.

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.
- ✓ Recommendation for appointment, remuneration and terms of appointment of statutory auditors including cost auditors of the Company.
- ✓ Review of 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, 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 Chief Financial Officer after assessing qualifications, experience, 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 SEBI Listing Regulations and provisions of Section 177 of the Companies Act, 2013.

Composition and Attendance

The Composition of the Audit Committee and the details of meetings attended by its members are given below:

Name of the Director	Category	No of Meetings during the Financial Year 2016 – 17	
		Held	Attended
Mr. D P Venkataraman	Independent Director - Chairman	5	5
Mr. Harish Kumar Lohia	Independent Director - Member	5	5
Mr. Devakar Bansal	Managing Director - Member	5	5
Mrs. Indra Somani	Independent Director - Member	5	4

The Audit Committee met five times during the year on May 26, 2016, July 29, 2016, September 3, 2016, November 11, 2016 and February 13, 2017. The necessary quorum was present for all the meetings. The gap between two meetings did not exceed 120 days.

Mr. D. P. Venkataraman, Chairman of the Audit Committee was present at the 28th Annual General Meeting held on September 2, 2016 to address the shareholders queries.

Mr. Aashish Kumar K Jain, Company Secretary of the Company acts as the Secretary to the Committee.

IV. NOMINATION AND REMUNERATION COMMITTEE

The Nomination and Remuneration Committee of the Company is constituted in line with the provisions of Regulation 19 of SEBI Listing Regulations and Section 178 of the Companies Act, 2013.

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 based on their performance and defined assessment criteria.

Composition and Attendance

The Composition of the Nomination and Remuneration Committee and the details of meetings attended by its members are given below:

Name of the Director	Category	No of Meetings during the Financial Year 2016 – 17	
		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	—
Mrs. Indra Somani	Independent Director - Member	1	1

The Nomination and Remuneration Committee met once during the year on February 13, 2017. The necessary quorum was present for the meeting.

Mr. Aashish Kumar K Jain, Company Secretary of the Company acts as the Secretary to the Committee.

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 was done by the entire Board of Directors and in the evaluation the Directors who are subject to evaluation had not participated. 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 the Board and the 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.

Remuneration Policy

The policy of the Company on directors' appointment and remuneration, including criteria for determining qualifications, positive attributes, independence of a director and other matters, as required under Section 178(3) of the Companies Act, 2013, can be viewed on the Company's website at www.poel.in. There has been no change in the policy since the last financial year. We affirm that the remuneration paid to the directors is as per the terms laid down in the remuneration policy of the Company.

V. REMUNERATION OF DIRECTORS**A. Remuneration to Executive Directors**

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.

The Company pays remuneration by way of salary, perquisites, allowances and bonus to its Executive Directors. Annual Increments are decided by the Nomination and Remuneration Committee within the salary scale approved by the members and are effective from 1st April every year. Details of Remuneration paid to the Executive Directors during the financial year 2016-17 are as under:

(Rs. In Lakhs)

Name of the Director	Fixed Salary	Perquisites	Bonus	Company's Contribution to PF	Total
Mr. Devakar Bansal	33.00	0.76	—	2.52	36.28
Mr. Sunil Kumar Bansal	33.00	2.26	—	2.52	37.78
Mr. Y V Raman	13.50	0.71	1.56	—	15.77

The above figure does not include provision for gratuity.

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 Directors and Whole Time Director is for a period of three years from the date of their respective appointments. There is no separate provision for payment of severance fees. The Company does not have any stock option scheme.

B. Remuneration to Non-Executive Directors

During the financial year 2016 – 17, Independent Directors were paid sitting fees of Rs. 5000/- for attending each meeting of the Board. The details of sitting fees paid are as under:

Name of the Non-Executive Director	Sitting Fee (Rs. In Lakhs)
Mr. D P Venkataraman	0.30
Mr. Harish Kumar Lohia	0.20
Mrs. Indra Somani	0.20

The payment of sittings fees to the Non-Executive Directors is within the limits as prescribed under the Companies Act, 2013. The independent directors of the Company do not have any other pecuniary relationship or transactions with the Company. The details of transactions with Dr. Padam C Bansal are disclosed under Note No. 39 of the financial statements.

VI. STAKEHOLDER'S RELATIONSHIP COMMITTEE

The Stakeholder Relationship Committee is constituted in line with the provisions of Regulation 20 of SEBI Listing Regulations and Section 178 of the Companies Act, 2013.

Terms of Reference in brief

- ✓ Consider, resolve and monitor redressal of investor's 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.

Composition and Attendance

The Composition of the Stakeholders Relationship Committee and the details of meetings attended by its members are given below:

Name of the Director	Category	No of Meetings during the Financial Year 2016 – 17	
		Held	Attended
Mr. D P Venkataraman	Independent Director – Chairman	4	4
Mr. Harish Kumar Lohia	Independent Director – Member	4	4
Mr. Devakar Bansal	Managing Director – Member	4	4
Mrs. Indra Somani	Independent Director – Member	4	4

Mr. Aashish Kumar K Jain, Company Secretary of the Company acts as the Secretary to the Committee and is the Compliance Officer of the Company. Four meetings of the Stakeholders Relationship Committee were held on May 26, 2016, July 29, 2016, November 11, 2016 and February 13, 2017.

Details of Investor Complaints received and redressed during the year 2016 – 17 are as follows:

Complaints outstanding at the beginning of the year	Complaints received during the year	Complaints disposed off during the year	Complaints unresolved at the end of the year
0	1	1	0

VII. SHARE TRANSFER COMMITTEE

With an understanding to provide quick responses for request of transfer, transmission etc., from the shareholders, the Board of Directors of the Company constituted a sub-committee in the style of “Share Transfer Committee”.

Terms of Reference in brief

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

Composition and Attendance

The Composition of the Share Transfer Committee and the details of meetings attended by its members are given below:

Name of the Director	Category	No of Meetings during the Financial Year 2016 – 17	
		Held	Attended
Mr. Devakar Bansal	Managing Director – Chairman	3	3
Mr. Sunil Kumar Bansal	Managing Director – Member	3	3

Mr. Aashish Kumar K Jain, Company Secretary of the Company acts as the Secretary to the Committee. Three meetings of the Share Transfer Committee were held on November 9, 2016, January 27, 2017 and March 13, 2017.

VIII. GENERAL BODY MEETINGS

Annual General Meeting

Year	Date	Time	Venue	Special Resolutions
2015-16	September 2, 2016	10.15 a.m.	Kasturi Srinivasan Hall (Mini Hall), 'The Music Academy', No. 168, T.T.K. Road, Royapettah, Chennai – 600 014	No special resolution was passed at the meeting
2014-15	September 4, 2015	10.15 a.m.		1. Appointment and fixing of remuneration of Mr. Devakar Bansal (DIN: 00232565), Managing Director
				2. Appointment and fixing of remuneration of Mr. Sunil Kumar Bansal (DIN: 00232617), Joint Managing Director
			3. Appointment and fixing of remuneration of Mr. Y V Raman (DIN: 00232762), Whole Time Director	

Year	Date	Time	Venue	Special Resolutions
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. Pandy Oxides and Chemicals Limited

Other General Meetings

No Extra-Ordinary General Meeting was held during the year 2016 – 17.

Postal Ballot

No Postal Ballot was conducted during the year 2016-17.

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 of resolution through Postal Ballot.

Remote e-voting and ballot voting at the AGM

To allow the shareholders to vote on the resolutions proposed at the AGM, the Company has arranged for a remote e-voting facility. The Company has engaged CDSL to provide e-voting facility to all the members. Members whose names appear on the Register of Members as on September 7, 2017 shall be eligible to participate in the e-voting.

The facility for voting through ballot will also be made available at the AGM, and the members who have not cast their vote by remote e-voting can exercise their vote at the AGM.

IX. DISCLOSURES

A. 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. 39 of the financial statements, forming part of this Annual Report. The Policy on Related Party Transactions can be viewed on the Company's website at <http://poel.in/investors.html#invstr>.

B. Statutory Compliance, Penalties and Strictures

There have been no instances of non-compliance by the Company and no penalties and/or strictures have been imposed on it by Stock Exchanges or SEBI or any Statutory Authority on any matter related to the capital markets since listing.

C. Vigil Mechanism & Whistle Blower Policy

In compliance with Regulation 22 of the SEBI Listing Regulations, the Company has adopted the Whistle Blower Policy 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 existence of the vigil mechanism is appropriately communicated within the organization. No personnel of the Company have been denied access to the Audit Committee.

The Whistle Blower Policy can be viewed on the Company's website at <http://poel.in/investors.html#invstr>.

D. Compliance with Mandatory & Non-Mandatory Requirements

The Company has complied with all the mandatory and major non mandatory requirements of the SEBI Listing Regulations relating to Corporate Governance.

The Company has duly fulfilled the following discretionary requirements as prescribed in Part E of Schedule II to the SEBI Listing Regulations:

1. The Company has appointed separate persons to the post of Chairman and Managing Director.
2. The auditors' report on financial statements of the Company is unqualified.

E. Code of Conduct

The members of the Board and senior management personnel have affirmed compliance with POEL Code of Conduct for the year ended March 31, 2017. The annual report of the Company contains a certificate by the Managing Director in terms of SEBI Listing Regulations on the compliance declarations received from Board Members and Senior Management Personnel.

F. Auditors Certificate on Corporate Governance

As required under Schedule V to the SEBI Listing Regulations, the Auditor's Certificate confirming compliance with the conditions of Corporate Governance is provided in this Annual Report.

X. MEANS OF COMMUNICATION

The Company promptly reports all material information including quarterly/half year and annual audited financial results to the Stock Exchange. All disclosures and communications to the BSE are filed electronically through the designated portal.

The quarterly/half yearly/annual financial results and other statutory information are generally communicated to the shareholders by way of an advertisement in one national (English) newspaper and in one vernacular (Tamil) newspaper. The quarterly/half-yearly Results are not sent individually to the Shareholders.

The Company's website www.poel.in contains a dedicated functional segment called "Investors Desk" where all the information needed by the shareholders is available, including the Corporate Governance Report, Shareholding Patterns, Financial Results, Intimations sent to exchange and Annual Reports.

The Company also has an exclusive e-mail id correlations@poel.in for investor services.

XI. 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 **L52599TN1988PLC015731**. 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 29th Annual General Meeting of the Company will be held on Thursday, September 14, 2017 at 10.30 a.m. at Kasturi Srinivasan Hall (Mini Hall), 'The Music Academy', No. 168, T.T.K. Road, Royapettah, Chennai – 600 014.

Financial Year

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

Book Closure

The Share Transfer books of the Company shall be closed from September 8, 2017 to September 14, 2017 (both days inclusive).

Listing on Stock Exchange

Equity Shares of the Company are listed on BSE Limited, P.J. Towers, Dalal Street, Mumbai – 400 001

POEL Annual Report 2016-17

Stock Code

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

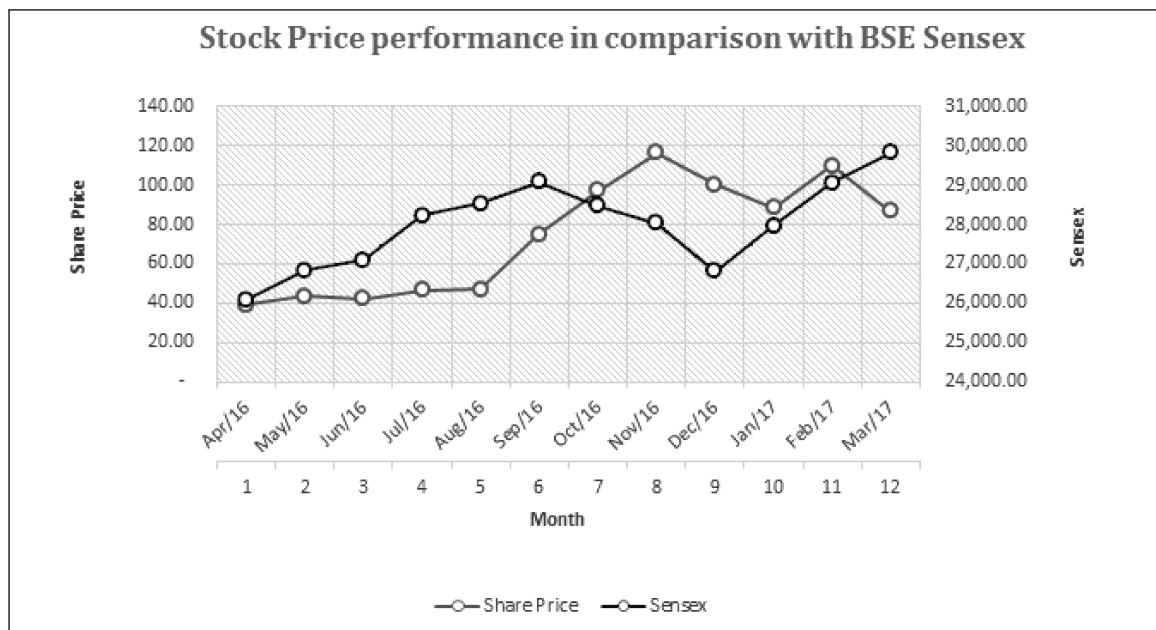
Payment of Listing Fees/Custodian Fees

Annual Listing Fee for the financial year 2017-18 has been paid by the Company to BSE. Annual Custody fee for the financial year 2017-18 is also paid to NSDL and CDSL.

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

Month	BSE – Share Price in Rs.		Sensex	
	High	Low	High	Low
April-16	39.00	26.65	26,100.54	24,523.20
May-16	43.70	30.10	26,837.20	25,057.93
June-16	42.45	36.05	27,105.41	25,911.33
July-16	46.50	38.00	28,240.20	27,034.14
August-16	47.00	38.85	28,532.25	27,627.97
September-16	75.10	42.15	29,077.28	27,716.78
October-16	97.15	82.20	28,477.65	27,488.30
November-16	116.55	73.25	28,029.80	25,717.93
December-16	100.30	76.05	26,803.76	25,753.74
January-17	88.65	76.00	27,980.39	26,447.06
February-17	109.90	76.25	29,065.31	27,590.10
March-17	86.90	70.50	29,824.62	28,716.21

Performance of the share price of the Company in comparison to the BSE Sensex



Registrar and Share Transfer Agents

The Company's Registrar and Share Transfer Agents are M/s. Cameo Corporate Services Limited located at 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

98.37% 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 the Share Transfer Committee which approves the transfer and are also noted at subsequent Board Meeting.

Disclosures with respect to Unclaimed Suspense Account

The Company observed that some physical share certificates issued pursuant to the Scheme of Demerger have been returned undelivered. The details of such returned share certificates are available on the website of the Company (www.poel.in).

The Company is in the process of sending second reminder to the shareholders for claiming their shares. In case there is no response after three reminders, the unclaimed shares shall be transferred to one folio in the name of "Unclaimed Suspense Account" and the voting rights on such shares shall remain frozen until the rightful owner claims the shares.

In terms of Regulation 39 of SEBI Listing Regulations, the Company reports that 10,455 equity shares belonging to 32 shareholders are lying unclaimed as on March 31, 2017. 60 shares were claimed by a shareholder during the year 2016 – 17.

Dematerializations of shares and liquidity

The Company's shares are compulsorily traded in dematerialised form. As on March 31, 2017, 98.37% of the Company's equity share capital is held in dematerialised form. The ISIN of Company's Shares in demat form is INE035S01010. Entire Shareholding of the Promoters is held in Dematerialised form. The Equity Shares of the Company are traded in BSE and have good liquidity.

Mode of holding	Number of Shares held on March 31, 2017	% of total number of shares
NSDL	41,02,695	73.58
CDSL	13,82,178	24.79
Physical Form	91,119	1.63
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, 2017, the Company does not have any Outstanding GDRs/ADRs/Warrants or any Convertible Instruments.

Commodity price risk or foreign exchange risk and hedging activities

During the year 2016 – 17, the Company managed foreign exchange risk and hedged to the extent considered necessary.

The Company faces foreign currency fluctuation risk. Looking at the broad long term trend, the Company keeps its position generally open. However, at times, the Company hedges the risk partially by entering into forward contracts with Banks. The Company has import and export operations and therefore exports proceeds acts as a natural hedge for imports to that extent.

The Company considers exposure to commodity price fluctuations to be an integral part of our business and its usual policy is to sell its products at prevailing market prices. Price and demand of the Company's finished products are inherently volatile and remain strongly influenced by global economic conditions. Any fluctuation in

finished product prices has direct impact on the Company's revenue and profits. The details of foreign exchange exposures as on 31st March, 2017 are disclosed in Notes to the financial statements.

Distribution of Shareholding as on March 31, 2017

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	9	24,25,865	43.50
(2)	Foreign	1	212,813	3.82
	Total Shareholding of Promoter and Promoter Group (A)	10	26,38,678	47.32
(B)	Public Shareholding			
(1)	Institutions	1	20,000	0.36
(2)	Non-Institutions	6,668	29,17,314	52.32
	Total Public Shareholding (B)	6,669	29,37,314	52.68
	Total (A + B)	6,679	55,75,992	100.00

Distribution of Shareholding by Size as on March 31, 2017

No. of Shares held	Number of Shareholders	% of Total Shareholders	Number of Shares held	% of Total Shares held
Upto 500	5929	88.77	6,46,124	11.59
501 - 1000	391	5.85	2,96,803	5.32
1001 - 2000	172	2.58	2,55,768	4.59
2001 - 3000	71	1.06	1,78,152	3.19
3001 - 4000	26	0.39	90,034	1.61
4001 - 5000	20	0.30	95,358	1.71
5001 - 10000	38	0.57	2,83,574	5.09
Above 10000	32	0.48	37,30,179	66.90
Total	6,679	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 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 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.

XII. 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 Regulation 17(8) of the SEBI Listing Regulations. The Managing Director and the Chief Financial Officer also give quarterly certification on financial results while placing the financial results before the Board in terms of Regulation 33(1)(e) read with Schedule IV to the SEBI Listing Regulations. The annual certificate given by the Managing Director and the Chief Financial Officer is forming part of this Annual Report

For **POCL Enterprises Limited**

Place : Chennai
Date : May 30, 2017

Devakar Bansal
Managing Director
DIN: 00232565

Sunil Kumar Bansal
Managing Director
DIN: 00232617

INDEPENDENT AUDITORS CERTIFICATE ON CORPORATE GOVERNANCE

To

The Members of,
POCL Enterprises Limited

We have examined the compliance of conditions of Corporate Governance by POCL Enterprises Limited (“the Company”) for the year ended March 31, 2017, as stipulated in regulations 17 to 27 and clauses (b) to (i) of regulation 46(2) and paragraph C, D and E of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “SEBI Listing Regulations”).

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of corporate governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

We conducted our examination in accordance with the Guidance Note on Reports or Certificates for Special Purposes issued by the Institute of Chartered Accountants of India (‘ICAI’). The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in regulations 17 to 27 and clauses (b) to (i) of regulation 46(2) and paragraph C, D and E of Schedule V of the SEBI Listing Regulations.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For **Jitesh & Ajay,**
Chartered Accountants
Firm Registration No: 015535S

Place : Chennai
Date : May 30, 2017

Jitesh Parmar
Partner
Membership No. 209233

DECLARATION PURSUANT TO CLAUSE D OF SCHEDULE V TO SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

I, Devakar Bansal, Managing Director of POCL Enterprises Limited, declare that all the members of the Board of Directors and Senior Management have affirmed compliance with the POEL Code of Conduct for the year ended March 31, 2017.

For **POCL Enterprises Limited**

Place : Chennai
Date : May 30, 2017

Devakar Bansal
Managing Director
DIN: 00232565

CEO/CFO CERTIFICATION

To,
The Board of Directors,
POCL Enterprises Limited.

Dear Members of the Board,

We, Devakar Bansal, Managing Director and N. Ravichandran, Chief Financial Officer of POCL Enterprises Limited, to the best of our knowledge and belief, certify that:

1. We have reviewed financial statements and the cash flow statement for the year ended March 31, 2017;
2. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
3. 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;
4. There are no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's code of conduct;
5. We accept the responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting. We have not come across any reportable deficiencies in the design or operation of such internal controls.
6. We have indicated to the auditors and the Audit Committee:
 - a) That there are no significant changes in internal control over financial reporting during the year;
 - b) That there are no significant changes in accounting policies during the year; and
 - c) That there are no instances of significant fraud of which we have become aware.

Place : Chennai
Date : May 30, 2017

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 of the Balance Sheet as at March 31, 2017, the Statement of Profit and Loss, 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 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 the 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 a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence obtained by us 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 March 31, 2017, and its profits 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, 2016 ("the Order"), as amended, 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**" a statement on the matters specified in paragraphs 3 and 4 of the Order.
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 purpose 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 accounts;
 - d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under section 133 of the Act, read with relevant rule issued thereunder.
 - e) On the basis of written representations received from the directors as on March 31, 2017 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2017 from being appointed as a director in terms of Section 164(2) of the Act.
 - f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "**Annexure B**".
 - g) 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) Rules, 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 litigations which would impact its financial position.
 - (ii) The Company did not have any long term contracts including derivative contracts for which there were any material foreseeable losses.
 - (iii) There were no amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
 - (iv) The company had provided requisite disclosures in its financial statements as to holdings as well as dealings in Specified Bank Notes during the period from 8th November, 2016 to 30th December, 2016 and these are in accordance with the books of accounts maintained by the company.

for **JITESH & AJAY**,
Chartered Accountants
Firm Registration No: 015535S

Jitesh Parmar
Partner
Membership No. 209233

Place : Chennai
Date : May 30, 2017

ANNEXURE – A TO THE INDEPENDENT AUDITORS’ REPORT

The Annexure referred to in Independent Auditors’ Report to the members of the Company on the financial statements for the year ended March 31, 2017, we report that:

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) The fixed assets have been physically verified by the management during the year and no material discrepancies have been noticed on such verification. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets.
- (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties are held in the name of the Company.
- (ii) As explained to us, the inventories were physically verified during the year by the Management at reasonable intervals and no material discrepancies were noticed on physical verification.
- (iii) The Company has not granted any loans, secured or unsecured to companies, firms, Limited Liability Partnership or other parties covered in the Register Maintained under Section 189 of the Act. Accordingly, the provisions of Clause 3 (iii) (a) to (c) of the Order are not applicable to the Company.
- (iv) In our opinion and according to the information and explanations given to us, the Company has not granted loans, made investments or provided any guarantees or security which are covered by the provisions of Section 185 and 186 of the Act.
- (v) According to the information and explanations given to us, the Company has not accepted any deposit during the year and accordingly, the question of complying with Sections 73 and 76 of the Act does not arise.
- (vi) We have broadly reviewed the cost records maintained by the Company, pursuant to the Companies (Cost Records and Audit) Rules, 2014, as amended and prescribed 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 cost 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.
- (vii) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted / accrued in the books of accounts in respect of undisputed statutory dues including provident fund, employees state insurance, income-tax, sales tax, value added tax, duty of customs, duty of excise, service tax, cess and other material statutory dues have been regularly deposited during the year by the Company with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of the above were in arrears as at March 31, 2017 for a period of more than six months from the date on when they become payable.
- (b) According to the information and explanations given to us, there are no dues of provident fund, income tax, sales tax, value added tax, duty of customs, duty of excise, service tax, cess and other material statutory dues on account of any disputes as on March 31, 2017.
- (viii) In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of loans or borrowings to a financial institution and banks. The Company has not borrowed from Government. Also the Company has not issued debentures.
- (ix) Based upon the Audit Procedure performed and the information and explanation given by the management, the Company did not raise any money by way of initial public offer or further public offer (including debt instruments) or any term loans during the year.
- (x) To the best of our knowledge and belief and according to the information and explanations given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.

- (xi) According to the information and explanations give to us and based on our examination of the records of the Company, the Company has paid / provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Act.
- (xii) The Company is not a Nidhi company and hence reporting under Clause 3(xii) of the Order is not applicable.
- (xiii) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with Sections 177 and 188 of the Act, wherever applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- (xiv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
- (xv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with them. Accordingly, the provision of Clause 3(xv) of the Order is not applicable.
- (xvi) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934.

for **JITESH & AJAY**,
Chartered Accountants
Firm Registration No: 015535S

Jitesh Parmar
Partner

Membership No. 209233

Place : Chennai
Date : May 30, 2017

ANNEXURE – B TO THE INDEPENDENT AUDITOR’S REPORT OF EVEN DATE ON THE FINANCIAL STATEMENTS OF POCL ENTERPRISES LIMITED

Report on the Internal Financial Controls over financial reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)

We have audited the Internal Financial Controls over financial reporting of POCL Enterprises Limited (“the Company”) as of March 31, 2017 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

The Company’s management is responsible for establishing and maintaining Internal Financial Controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditors’ Responsibility

Our responsibility is to express an opinion on the Company’s Internal Financial Controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable

to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the Internal Financial Controls system over financial reporting and their operating effectiveness. Our audit of Internal Financial Controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. 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.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2017, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

for **JITESH & AJAY,**
Chartered Accountants
Firm Registration No: 015535S

Jitesh Parmar
Partner
Membership No. 209233

Place : Chennai
Date : May 30, 2017

Balance Sheet as at 31st March, 2017

Rs. in Lakhs

Sl. No.	Particulars	Notes	As at 31 st March, 2017	As at 31 st March, 2016
I	EQUITY AND LIABILITIES			
1	Shareholders' Funds			
	(a) Share Capital	1	557.60	557.60
	(b) Reserves and Surplus	2	1,080.24	980.55
			1,637.84	1,538.15
2	Non-Current Liabilities			
	(a) Long-Term Borrowings	3	83.19	111.97
	(b) Deferred Tax Liabilities (Net)	4	13.85	-
	(c) Long-Term Provisions	5	90.91	81.87
			187.95	193.84
3	Current Liabilities			
	(a) Short-Term Borrowings	6	6,999.59	4,331.69
	(b) Trade Payables	7		
	(i) Payable to Micro and Small Enterprises		74.09	89.99
	(ii) Other Payable		460.13	459.13
	(c) Other Current Liabilities	8	294.68	164.30
	(d) Short-Term Provisions	9	86.24	233.76
			7,914.73	5,278.87
	TOTAL		9,740.52	7,010.86
II	ASSETS			
1	Non-Current Assets			
	(a) Fixed Assets			
	(i) Tangible Assets	10	956.63	745.27
	(ii) Capital Work-in-Progress	10	21.19	158.90
			977.82	904.17
	(b) Non-Current Investments	11	19.09	19.09
	(c) Deferred Tax Assets (Net)	12	-	4.13
	(d) Long-Term Loans and Advances	13	58.12	43.71
	(e) Other Non-Current Assets	14	5.25	7.88
			1,060.28	978.98
2	Current Assets			
	(a) Inventories	15	2,260.48	1,177.78
	(b) Trade Receivables	16	4,755.31	3,293.84
	(c) Cash and Cash Equivalents	17	435.08	420.62
	(d) Short-Term Loans and Advances	18	794.15	1,106.53
	(e) Other Current Assets	19	435.22	33.11
			8,680.24	6,031.88
	TOTAL		9,740.52	7,010.86
	Significant Accounting Policies			
	Notes on Financial Statements	1 to 41		

The accompanying notes forms an integral part of the financial statement

As per our report of even date attached

For and on behalf of the Board of Directors
of POCL Enterprises Limited

For JITESH & AJAY
Chartered Accountants
FRN No: 015535S

Jitesh Parmar
Partner
M.No. 209233

Devakar Bansal
Managing Director
(DIN: 00232565)

Sunil Kumar Bansal
Managing Director
(DIN: 00232617)

Place : Chennai
Date: May 30, 2017

N Ravichandran
Chief Financial Officer

Aashish Jain
Company Secretary

Statement of Profit and Loss for the year ended 31st March, 2017

Rs. in Lakhs

Sl. No.	Particulars	Notes	For the year ended 31 st March, 2017	For the year ended 31 st March, 2016
1	Income			
	(a) Revenue from Operations (Gross)	20	35,323.07	22,549.91
	Less: Excise Duty		3,345.83	2,212.11
	Revenue from Operations (Net)		31,977.24	20,337.80
	(b) Other Income	21	201.07	53.91
	Total Revenue		32,178.31	20,391.71
2	Expenses			
	(a) Cost of Materials Consumed	22	28,639.12	16,194.63
	(b) Purchases of Stock-in-Trade	23	291.53	712.78
	(c) Changes in Inventories of Finished Goods, Work-in-Progress and Stock-in-Trade	24	(667.04)	141.05
	(d) Employee Benefits Expenses	25	769.81	645.83
	(e) Finance Costs	26	598.30	355.50
	(f) Depreciation and Amortisation Expenses	27	129.60	78.77
	(g) Other Expenses	28	2,380.88	1,940.64
	Total Expenses		32,142.20	20,069.20
3	Profit / (Loss) before Exceptional Items and Tax (1 -2)		36.11	322.51
4	Exceptional Items	29	93.18	0.00
5	Profit / (Loss) before Tax (3 + 4)		129.29	322.51
6	Tax Expense:			
	(a) Current Tax		-	115.00
	(b) Deferred Tax		17.97	(3.54)
	(c) Minimum Alternate Tax		26.36	-
7	Profit / (Loss) for the year (5 - 6)		84.96	211.05
	EARNINGS PER EQUITY SHARE			
	Equity Share of par value Rs.10/- each			
	- Basic (In Rs.)	30	1.51	3.78
	- Diluted (In Rs.)		1.51	3.78
	Number of shares used in computing earnings per share			
	- Basic		5,575,992	5,575,992
	- Diluted		5,575,992	5,575,992
	Significant Accounting Policies			
	Notes on Financial Statements	1 to 41		

The accompanying notes forms an integral part of the financial statement

As per our report of even date attached

For and on behalf of the Board of Directors
of POCL Enterprises Limited

For JITESH & AJAY
Chartered Accountants
FRN No: 015535S

Jitesh Parmar
Partner
M.No. 209233

Devakar Bansal
Managing Director
(DIN: 00232565)

Sunil Kumar Bansal
Managing Director
(DIN: 00232617)

Place : Chennai
Date : May 30, 2017

N Ravichandran
Chief Financial Officer

Aashish Jain
Company Secretary

Cash Flow Statement for the year ended 31st March, 2017

Rs. in Lakhs

Sl. No.	Particulars	For the year ended 31 st March, 2017	For the year ended 31 st March, 2016
(A)	Cash Flow from Operating Activities		
	Profit Before Tax	129.29	322.51
	Adjustments for:		
	Add:		
	Depreciation as per the Companies Act 2013	113.01	69.94
	Interest Paid	598.30	355.50
	Tools and Implements Written off	13.96	6.20
	Preliminary Expenses Written off	2.63	2.63
	Bad Debts Written Off	1.13	-
	Less:		
	Profit on foreign exchange fluctuation	148.38	-
	Dividend income	5.08	-
	Interest Income	31.27	30.40
	Rent Received	1.74	1.74
	Profit on sale of assets	2.70	-
	Miscellaneous Income	11.90	15.79
	Keyman Insurance	93.18	-
	Operating Profit from Working Capital Changes	564.07	708.85
	Adjustments for :		
	(Increase) / Decrease in Inventories	(1,082.70)	519.94
	(Increase) / Decrease in Trade Receivable	(1,461.46)	(583.28)
	(Increase) / Decrease in Short term Loans & advances	372.38	(444.78)
	(Increase) / Decrease in Other current assets	(402.11)	86.69
	Increase / (Decrease) in Trade Payables	(14.91)	198.09
	Increase / (Decrease) in Other current liabilities	130.38	(117.06)
	Increase / (Decrease) in Short term provisions	(107.11)	(93.94)
	Extra Ordinary Item	93.18	-
	Income Tax paid	(60.00)	(40.00)
	Net Cash flow from Operating Activities	(1,968.28)	234.51
(B)	Cash Flow from Investing Activities		
	Adjustments for:		
	Add:		
	Proceeds from Sale of Fixed Assets	4.14	-
	Dividend received	5.08	-
	Interest received	31.27	30.40
	Rent Received	1.74	1.74
	Less:		
	Purchase of Tangible assets	325.81	356.46
	Adjustment to Capital work-in-progress	(137.71)	154.05
	Net Cash From Investing Activities	(145.87)	(478.37)
(C)	Cash Flow from Financing Activities		
	Adjustments for:		
	Add:		
	Increase / (Decrease) in Long term borrowings	(28.79)	111.97
	Increase / (Decrease) in Share Capital	-	-
	Increase / (Decrease) in Other long term liabilities	-	-
	Increase / (Decrease) in long term provisions	9.04	19.78
	(Increase) / Decrease in Long term loans and advances	(14.41)	11.19
	(Increase) / Decrease in Other non current assets	-	-
	Increase / (Decrease) in Short term borrowings	2,667.90	648.64
	Net Profit/Loss on Foreign exchange fluctuation	148.38	-
	Miscellaneous Income	11.90	15.79
	Less:		
	Interest Paid	598.30	355.50
	Dividend Paid and Tax on Dividend	67.11	67.11
	Net cash from / (used) from Financing Activities	2,128.61	384.76
	Net Increase / (Decrease) in Cash & Cash Equivalents	14.46	140.90
	Cash & Cash Equivalents at the Beginning of the Period	420.62	279.72
	Cash & Cash Equivalents as at end of the Period	435.08	420.62

The accompanying notes forms an integral part of the financial statement

As per our report of even date attached

For and on behalf of the Board of Directors
of POCL Enterprises LimitedFor JITESH & AJAY
Chartered Accountants
FRN No: 015535SJitesh Parmar
Partner
M.No. 209233Devakar Bansal
Managing Director
(DIN: 00232565)Sunil Kumar Bansal
Managing Director
(DIN: 00232617)Place : Chennai
Date : May 30, 2017N Ravichandran
Chief Financial OfficerAashish Jain
Company Secretary

ACCOUNTING POLICIES AND NOTES ON ACCOUNTS**STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES:****Basis of Accounting:**

The Financial Statements have been prepared and presented in accordance with the generally accepted accounting principles in India (Indian GAAP) under the historical cost convention, to comply in all material respects with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 and the Companies (Accounting Standards) Amendment Rules, 2016 and the relevant provisions of the Companies Act, 2013 and guidelines issued by the Securities and Exchange Board of India (SEBI).

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 March 31, 2017, the Schedule III- Division I 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 recognized 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 the 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 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 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 when there is a 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 an asset (MAT Credit entitlement) only to the extent, when there is a 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

Rs. in Lakhs

1 SHARE CAPITAL

Sl. No.	Particulars	As at 31 st March, 2017	As at 31 st March, 2016
(a)	Authorised Share Capital 60,00,000 (Previous year 60,00,000) equity shares of Rs. 10/- each	600.00	600.00
(b)	Issued, Subscribed and Paid-up Share Capital 55,75,992 (Previous year 55,75,992) equity shares of Rs. 10/- each fully paid up	557.60	557.60
	Total	557.60	557.60

Sl. No.	Particulars	No of Shares As at 31.03.2017	No of Shares As at 31.03.2016
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	5,575,992	5,575,992

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

Sl. No.	Particulars	As at 31 st March, 2017		As at 31 st March, 2016	
		No of Shares	% Held	No of Shares	% Held
1.2.1	Mrs. Neelam Bansal	693,792	12.44	693,792	12.44
1.2.2	Mr. Devakar Bansal	544,165	9.76	544,165	9.76
1.2.3	Mr. Sunil Kumar Bansal	521,731	9.36	521,731	9.36
1.2.4	Mrs. Vandana Bansal	507,331	9.10	507,331	9.10
1.2.5	Mr. Lukman Munavar Patel	440,000	7.89	226,820	4.07

1.3 Reconciliation of the number of shares outstanding is as follows:

Sl. No.	Particulars	As at 31 st March, 2017	As at 31 st March, 2016
	Equity shares at the beginning of the year	5,575,992	5,575,992
	Equity shares at the end of the year	5,575,992	5,575,992

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, if any 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, 2017	As at 31 st March, 2016
(A)	Securities Premium Account		
	Opening Balance	85.21	85.21
	Add: Additions during the year	-	-
	Closing Balance (A)	85.21	85.21
(B)	Demerger Reserve		
	Opening Balance	78.15	78.15
	Add: Additions during the year	-	-
	Closing Balance (B)	78.15	78.15
(C)	General Reserve		
	Opening Balance	39.08	14.08
	Add : Additions during the year	-	25.00
	Closing Balance (C)	39.08	39.08
(D)	Surplus / (Deficit) in Statement of Profit and Loss		
	Opening Balance	778.11	640.62
	Add: Profit for the year	84.96	211.05
	Add: Excess Provision for Current Tax Reversed	14.73	18.55
	Less: Proposed Dividend on Equity Shares (Dividend Nil- per share (Previous Year Re. 1/- per share)	-	55.76
	Dividend Distribution Tax	-	11.35
	Transfer to General Reserve	-	25.00
	Closing Balance (D)	877.80	778.11
	Total (A +B +C+D)	1,080.24	980.55

3 LONG TERM BORROWINGS

SI. No.	Particulars	As at 31 st March, 2017	As at 31 st March, 2016
(a)	Term loans from Banks		
	Secured	112.02	134.15
	Sub Total	112.02	134.15
(b)	Less : Shown under Current Maturities of Long Term Debt	28.83	22.18
	Total	83.19	111.97

3.1. Rs. 4.07 Lakhs (Rs. 7.15 Lakhs) of Term Loan for Vehicle is secured by hypotheciation of the concerned vehicle and repayable as per the terms of loan.

3.2. Rs. 107.95 Lakhs (Rs. 127 Lakhs) of Term Loan is availed for purchase of machinery and repayable in 5 Years. The term loan is primarily secured by hypotheciation of concerned machinery and existing securities provided to the bank also acts as collateral to this term loan. The term loan is also guaranteed by executive promoter directors of the Company.

4 DEFERRED TAX LIABILITY (NET)

Rs. in Lakhs

Sl. No.	Particulars	As at 31 st March, 2017	As at 31 st March, 2016
(i)	Deferred Tax Liabilities		
	(a) Related to Fixed Assets	24.02	-
	(b) Related to Others	-	-
	Gross Deferred Tax Liabilities (A)	24.02	-
(ii)	Deferred Tax Assets		
	(a) Related to Fixed Assets	-	-
	(b) Related to Others	10.17	-
	Gross Deferred Tax Assets (B)	10.17	-
	Net Deferred Tax Liabilities (A) - (B)	13.85	-

5 LONG TERM PROVISIONS

Sl. No.	Particulars	As at 31 st March, 2017	As at 31 st March, 2016
	Provision for Employee Benefits: Provision for Gratuity (Net)	90.91	81.87
	Total	90.91	81.87

6 SHORT TERM BORROWINGS

Sl. No.	Particulars	As at 31 st March, 2017	As at 31 st March, 2016
(a)	Loans Repayable on Demand		
(i)	Secured		
	1 Working Capital Loans		
	1.1 From Banks		
	1.1.1 Rupee Loans	4,450.58	2,503.51
	1.1.2 Foreign Currency Loans	1,461.14	743.87
	Total (a)	5,911.72	3,247.38
(ii)	Unsecured		
	1 From Banks	86.06	264.14
	2 Security Deposits	13.31	12.56
	3 From Others	988.50	807.61
	Total (b)	1,087.87	1,084.31
	Total (a+b)	6,999.59	4,331.69

6.1 Working capital Loans are secured by hypotheciation of present and future stock of raw materials, stock-in-progress, finished goods, stores & spares, book debts, materials in transit etc., The working capital loans are also guaranteed by executive promoter directors of the Company.

6.2 Unsecured Loans from others includes loans from directors and inter corporate borrowing and are repayable on demand.

Rs. in Lakhs

7 TRADE PAYABLES

Sl. No.	Particulars	As at 31 st March, 2017	As at 31 st March, 2016
1	Total outstanding dues to micro and small enterprises (Refer Note 31)	74.09	89.99
2	Total outstanding dues to creditors other than micro and small enterprises	460.13	459.13
	Total	534.22	549.12

Identification of the vendors are based on the information provided by the entities

8 OTHER CURRENT LIABILITIES

Sl. No.	Particulars	As at 31 st March, 2017	As at 31 st March, 2016
(a)	Current maturities of long-term debt (Refer Note 3b)	28.83	22.18
(b)	Unpaid / Unclaimed dividends	1.73	1.00
(c)	Other payables		
1	Advances from customers	7.55	5.45
2	Audit Fee Payables	-	5.20
3	Others *	256.57	130.47
	Total	294.68	164.30

* Includes income tax, excise duty and sales tax payable

9 SHORT TERM PROVISIONS

Sl. No.	Particulars	As at 31 st March, 2017	As at 31 st March, 2016
(a)	Provision for Employee Benefits:		
1	Provision for Bonus	42.24	37.90
2	Provision for Gratuity	17.64	13.75
(b)	Other Provisions:		
1	Provision for Income Taxes	26.36	115.00
2	Provision for Equity Dividend and Dividend Distribution Tax	-	67.11
	Total	86.24	233.76

10 Fixed Assets

S.No	Description	Gross Block				Depreciation				Net Block	
		As on 14.2.2016	Additions	Deduction	As on 31.03.2017	Upto 31.03.2016	For the Year	Deduction	As on 31.03.2017	As on 31.03.2016	As on 31.03.2017
	Tangible Assets :										
1	Leasehold Land*	19.79	0.00	0.00	19.79	1.88	0.20	0.00	2.08	17.91	17.71
2	Freehold Land	85.75	28.22	0.00	113.97	0.00	0.00	0.00	0.00	85.75	113.97
3	Factory Building	425.21	24.28	0.00	449.49	270.15	17.23	0.00	287.38	155.06	162.11
4	Plant & Machinery	723.84	187.44	0.00	911.28	297.21	61.58	0.00	358.79	426.63	552.49
5	Furniture & Fittings	5.72	8.54	0.00	14.26	3.00	2.69	0.00	5.69	2.72	8.57
6	Office Equipment	37.85	30.36	2.21	66.00	25.97	11.32	2.06	35.23	11.88	30.77
7	Vehicles	67.51	0.00	25.73	41.78	52.98	4.11	24.44	32.65	14.53	9.13
8	Lab Equipments	38.63	29.43	0.00	68.06	32.73	7.92	0.00	40.65	5.90	27.41
9	Electrical Fittings	64.62	17.53	0.00	82.15	39.73	7.95	0.00	47.68	24.89	34.47
	Total	1,468.92	325.80	27.94	1,766.78	723.65	113.00	26.50	810.15	745.27	956.63
	Previous Year 2015-16	1,112.46	356.46	0.00	1,468.92	653.71	69.94	0.00	723.65	458.75	745.27
	Capital Work in Progress									158.90	21.19

10.1 Capital Work In Progress of Rs. 21.19 Lakhs (Rs. 158.90 Lakhs) is Machinery under installation.

10.2 The Lease rentals charged during the period and the obligation on long-term operating lease is payable as per the rentals stated in the respective agreement. Certain leases extend upto to a maximum period of 99 years* and some leases extend upto 5 years from their respective dates of inception and relate to the rented premises. Some of these agreement have price escalation clauses.

Rs. in Lakhs

11 NON CURRENT INVESTMENTS

SI. No.	Particulars	As at 31 st March, 2017	As at 31 st March, 2016
	INVESTMENTS (VALUED AT COST)		
	UNQUOTED		
	725420 (725420) Equity Shares of Re.1/- each fully paid in Madras Stock Exchange	19.09	19.09
	Total	19.09	19.09

12 DEFERRED TAX ASSETS (NET)

SI. No.	Particulars	As at 31 st March, 2017	As at 31 st March, 2016
(i)	Deferred Tax Asset		
(a)	Related to Fixed Assets		-
(b)	Related to Others	-	6.18
	Gross Deferred Tax Asset (A)	-	6.18
(ii)	Deferred Tax Liabilities		
(a)	Related to Fixed Assets	-	2.05
(b)	Related to Others	-	-
	Gross Deferred Tax Liability (B)	-	2.05
	Net Deferred Tax Asset (A) - (B)	-	4.13

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

SI. No.	Particulars	As at 31 st March, 2017	As at 31 st March, 2016
(i)	Security Deposits		
(a)	Rental Deposits	12.70	11.70
(b)	Deposits with Statutory Authorities	25.50	13.41
(c)	Others Deposits	2.94	1.11
(ii)	Advances for Capital Goods	16.97	17.50
	Total	58.12	43.71

14 OTHER NON-CURRENT ASSETS

SI. No.	Particulars	As at 31 st March, 2017	As at 31 st March, 2016
	Misc. Expenditure (to the extent not Written off or adjusted)		
(i)	Demerger Expenses	7.88	10.51
(ii)	Less : Written off	2.63	2.63
	Total	5.25	7.88

Rs. in Lakhs

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

SI. No.	Particulars	As at 31 st March, 2017	As at 31 st March, 2016
(a)	Raw Materials	664.08	551.79
(b)	Work-in-Progress	229.86	139.23
(c)	Finished Goods (other than those acquired for Trading)	1,024.28	329.03
(d)	Trading Stock	77.66	109.59
(e)	Stores and Spares	64.50	35.74
(f)	Loose Tools	27.93	12.40
(g)	Goods in Transit	172.17	-
	Total	2,260.48	1,177.78

16 TRADE RECEIVABLES

SI. No.	Particulars	As at 31 st March, 2017	As at 31 st March, 2016
(a)	Debts outstanding for a period exceeding six months		
(i)	Unsecured and considered good	17.97	12.86
	Sub-Total (A)	17.97	12.86
(b)	Other Debts		
(i)	Secured	272.88	314.92
(ii)	Unsecured and considered good#	4,464.46	2,966.06
	Sub-Total (B)	4,737.34	3,280.98
	Total (A) + (B)	4,755.31	3,293.84

Includes dues of Rs. 108.24 Lakhs (Rs. 131.22 Lakhs) from concerns in which Directors are interested.

17 CASH AND CASH EQUIVALENTS

SI. No.	Particulars	As at 31 st March, 2017	As at 31 st March, 2016
	Cash & Cash Equivalents		
(a)	Cash on Hand	2.93	1.83
(b)	Balances with Bank		
1	Current & Cash Credit Accounts	15.07	44.19
2	Margin Money	9.23	19.56
3	Unclaimed Dividend Accounts	1.73	1.00
4	Deposits*	406.12	354.04
	Total	435.08	420.62

* Deposits of Rs. 406.12 Lakhs (Rs. 354.04 Lakhs) are with bank held as margin money deposits, guarantees and security against borrowings. It includes deposits of Rs. 37.64 Lakhs (Rs. 21.73 Lakhs) with maturity of more than 12 months.

Rs. in Lakhs

18 SHORT TERM LOANS & ADVANCES (UNSECURED AND CONSIDERED GOOD)

Sl. No.	Particulars	As at 31 st March, 2017	As at 31 st March, 2016
(a)	Loans and advances to employees (salary advance)	3.05	1.42
(b)	Prepaid expenses	23.69	9.86
(c)	Balances with Excise, Sales Tax and Income Tax Authorities		
1	Central Excise Deposit	419.70	250.13
2	TNVAT	6.38	0.53
3	Income Tax	65.77	44.72
4	Commissioner of Customs	14.64	14.56
5	DEPB - Others	0.00	0.56
(d)	Others -Suppliers Advance (including for expenses)	260.92	784.75
	Total	794.15	1,106.53

19 OTHER CURRENT ASSETS

Sl. No.	Particulars	As at 31 st March, 2017	As at 31 st March, 2016
	Rebate Receivables	435.22	33.11
	Total	435.22	33.11

20 REVENUE FROM OPERATIONS

Sl. No.	Particulars	2016-17	2015-16
(a)	Sale of Products	35,306.21	22,535.43
(b)	Other Operating Revenues	16.86	14.48
		35,323.07	22,549.91
	Less:		
(c)	Excise duty	3,345.83	2,212.11
	Total	31,977.24	20,337.80

20.1 PARTICULARS OF SALE OF PRODUCTS

Sl. No.	Particulars	2016-17	2015-16
(a)	Sale of Products comprises of:		
1	Manufactured Goods		
1	Metals	11,409.65	1,897.28
2	Metallic Oxides	13,659.45	12,545.32
3	PVC Stabilisers	6,408.47	5,177.57
4	Others	163.89	31.97
	Total - Sale of Manufactured Goods	31,641.46	19,652.14

Rs. in Lakhs

Sl. No.	Particulars	2016-17	2015-16
II	Traded Goods		
1	Metals	310.10	666.06
2	Metallic Oxides	-	-
3	PVC Stabilisers	-	-
4	Others	8.82	5.12
	Total - Sale of Traded Goods	318.92	671.18
	Total - Sale of Products	31,960.38	20,323.32
(b)	Other Operating Revenues:		
	Conversion Charges Received	16.86	14.48
	Total - Other Operating Revenues	16.86	14.48

21 OTHER INCOME

Sl. No.	Particulars	2016-17	2015-16
(a)	Interest income		
	- Bank Deposits	31.27	30.30
	- Interest on overdue trade receivables	-	0.10
(b)	Dividend Income	5.08	-
(c)	Net Gain on Foreign Currency Transactions and Translation (other than considered as finance cost)	148.38	-
(d)	Other Non-Operating Income (Net of expenses directly attributable to such income) (Refer Note 21.1)	16.34	23.51
	Total	201.07	53.91

21.1 PARTICULARS OF OTHER NON-OPERATING INCOME

Sl. No.	Particulars	2016-17	2015-16
1	Rental income	1.74	1.74
2	Profit on sale of fixed assets (net of expenses directly attributable)	2.70	-
3	Miscellaneous income (net of expenses directly attributable)	11.90	14.05
4	Commission Received	-	7.72
	Total	16.34	23.51

Rs. in Lakhs

22 COST OF MATERIALS CONSUMED

Sl. No.	Particulars	2016-17	2015-16
(a)	Inventory at the beginning of the year	551.79	853.31
(b)	Add: Purchases	28,751.41	15,893.11
		29,303.20	16,746.42
(c)	Less: Inventory at the end of the year	664.08	551.79
	Cost of Material Consumed (a + b - c)	28,639.12	16,194.63
	Material Consumed		
1	Lead Metals	18,566.88	7,824.87
2	Zinc Metals	8,319.38	7,194.18
3	Other Items	1,752.86	1,175.58
	Total	28,639.12	16,194.63

23 PURCHASE OF TRADED GOODS

Sl. No.	Particulars	2016-17	2015-16
1	Metals	286.91	710.20
2	Metallic Oxides	-	-
3	Others	4.62	2.58
	Total	291.53	712.78

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

Sl. No.	Particulars	2016-17	2015-16
(a)	<u>Inventories at the end of the year:</u>		
1	Finished Goods	1,024.28	329.03
2	Work-in-Progress	229.86	139.23
3	Stock-in-Trade	77.66	109.59
	Total (a)	1,331.80	577.85
(b)	<u>Inventories at the beginning of the year:</u>		
1	Finished Goods	329.03	410.60
2	Work-in-Progress	139.23	188.03
3	Stock-in-Trade	109.59	130.46
	Total (b)	577.85	729.09
(c)	Excise duty on finished goods *	86.91	(10.19)
	Net (Increase) / Decrease (b-a)+c	(667.04)	141.05

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

25 EMPLOYEE BENEFIT EXPENSES

Sl. No.	Particulars	2016-17	2015-16
1	Salaries and Wages	581.32	497.46
2	Contributions to Provident and other Funds	51.38	43.59
3	Staff Welfare Expenses	137.11	104.78
	Total	769.81	645.83

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:

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.

(I)	Amount recognised in Balance Sheet	As at 31st March, 2017	As at 31st March, 2016
		Gratuity Unfunded	Gratuity Unfunded
	Present value of unfunded obligations	108.55	95.62
	Unrecognised past service cost	-	-
	Net Liability	108.55	95.62
	Amount in the Balance Sheet		
	Liabilities	108.55	95.62
	Assets	-	-
	Net Liability	108.55	95.62
(II)	Expenses Recognised in Income Statement		
	Current Service Cost	10.53	8.78
	Interest on Obligation	7.15	5.80
	Expected Return on Plan Assets	0.00	0.00
	Net Actuarial Losses (Gains) recognised in the year	(1.79)	7.24
	Past Service Cost	0.00	0.00
	Losses (Gains) on Curtailments and Settlement	0.00	0.00
	Expenses recognised in Profit & Loss	15.89	21.82
(III)	Changes in Benefit Obligations		
	Defined Benefit Obligation at the beginning of the year	95.62	76.95
	Current service cost	10.53	8.78
	Interest cost for the year	7.15	5.80
	Actuarial Losses (Gains)	(1.79)	7.24
	Benefits Paid	(2.96)	(3.15)
	Defined Benefit Obligation at the year end	108.55	95.62
(IV)	Classification of Gratuity Obligation		
	Current Obligation	17.64	13.75
	Non Current Obligation	90.91	81.87
	Total Liability	108.55	95.62

Rs. in Lakhs

26 FINANCE COSTS

SI. No.	Particulars	2016-17	2015-16
(a)	Interest Expense on:		
1	Bank Borrowings	427.77	238.28
2	On Unsecured Loans	107.37	80.02
(b)	Bank Charges	63.16	37.20
(c)	Net (gain) / loss on foreign currency transactions and translation (considered as finance cost)	-	-
	Total	598.30	355.50

27 DEPRECIATION & AMORTISATION EXPENSES

SI. No.	Particulars	2016-17	2015-16
(a)	Depreciation	113.01	69.94
(b)	Preliminary Expenses Written off	2.63	2.63
(c)	Tools & Implements Written off	13.96	6.20
	Total	129.60	78.77

28 OTHER EXPENSES

SI. No.	Particulars	2016-17	2015-16
1	Consumption of Stores and Spare Parts	44.90	43.59
2	Advertisement	0.77	4.25
3	Bad Debts and Other Receivables Written Off	1.13	0.49
4	Business Promotion	14.85	7.98
5	Computer Maintenance	1.61	0.75
6	Audit Expenses	0.40	0.36
7	Consumption of Packing Materials	115.31	108.14
8	Conversion Charges Paid	162.25	145.65
9	Director Sitting Fees	0.70	0.50
10	Entertainment Expenses	0.16	0.13
11	Environmental Control Expenses	4.42	0.00
12	Exhibition Expenses	4.81	-
13	Loss on foreign exchange transactions (Net)	-	26.07
14	Factory Expenses	74.86	57.79
15	Freight and Forwarding	535.62	342.72
16	General Expenses	3.22	5.88
17	Insurance	15.65	14.87
18	Laboratory Expenses	6.31	4.46
19	Legal and Professional Fees	17.08	15.90
20	Membership Fees	2.74	2.09
21	Newspaper & Periodicals	0.31	0.48
22	Office Maintenance	2.23	2.62
23	Payments to Auditors	6.18	5.02

Rs. in Lakhs

Sl. No.	Particulars	2016-17	2015-16
24	Postage , Telegram & Telephone Expenses	19.38	20.42
25	Power and Fuel	788.74	636.47
26	Printing and Stationery	6.58	6.33
27	Rates and Taxes	25.61	14.81
28	Rent & Amenities Charges	25.43	23.76
29	Repairs and Maintenance - Buildings	11.45	4.41
30	Repairs and Maintenance - Machinery	54.75	48.63
31	Repairs and Maintenance - Others	36.41	25.52
32	Sales Commission	148.53	148.19
33	Sales Discount	121.28	121.91
34	Service Tax Paid	14.70	14.81
35	Travelling and Conveyance	97.83	73.09
36	Vehicle Maintenance	14.68	12.55
	Total	2,380.88	1,940.64

28.1 PAYMENT TO AUDITORS AS

Sl. No.	Particulars	2016-17	2015-16
	Payments to the auditors comprises (net of service tax input credit, where applicable):		
1	Statutory Audit	4.56	3.52
2	For Taxation Matters	0.50	0.50
3	VAT Audit	0.50	0.50
4	Limited Review and Other Certifications	0.62	0.50
	Total	6.18	5.02

29 EXCEPTIONAL ITEMS

Sl. No.	Particulars	2016-17	2015-16
(a)	Keyman Insurance Maturity Proceeds	93.18	-
(b)	Others	-	-
	Total	93.18	-

During the year, the Company has received Rs. 93.18 Lakhs towards maturity from Keyman Insurance Policies. As per Clause 3.25 of the Scheme of Demerger between M/s. Pondy Oxides and Chemicals Limited (Demerged Company) and M/s. POCL Enterprises Limited (Resulting Company), the Demerged Company transferred to the Resulting Company the above said amount net of taxes.

Rs. in Lakhs

30 EARNINGS PER SHARE (EPS)

SI. No.	Particulars	2016-17	2015-16
(i)	Net Profit after Tax as per Statement of Profit and Loss attributable to equity shareholders	84.96	211.05
(ii)	Weighted Average number of Equity Shares used as denominator for calculating EPS	5,575,992	5,575,992
(iii)	Basic Earning Per Share (in Rs.)	1.52	3.78
(iv)	Diluted Earning Per Share (in Rs.)	1.52	3.78
(v)	Face Value per Equity Share (in Rs.)	10.00	10.00

31 DETAILS OF DUES TO MICRO AND SMALL ENTERPRISES

SI. No.	Particulars	As at 31 st March, 2017	As at 31 st March, 2016
(i)	Principal amount remaining unpaid	74.09	89.99
(ii)	Interest due thereon remaining unpaid	-	-
(iii)	Interest paid by the Company in terms of Section 16 of the MSMED Act, 2006, along-with the amount of the payment made to the suppliers beyond the appointed day during the period	-	-
(iv)	Interest due and payable for the period of delay in making payment (which have been paid but beyond the appointment day during the period) but without adding interest specified under the MSMED Act, 2006	-	-
(v)	Interest accrued and remaining unpaid	-	-
(vi)	Interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprises	-	-

32 VALUE OF IMPORTS ON CIF BASIS IN RESPECT OF

SI. No.	Particulars	2016-17	2015-16
(i)	Raw Materials and Stock in Trade	18,788.82	8,280.49
(ii)	Components and Spare Parts	13.89	-
(iii)	Capital Goods	-	256.31
	Total	18,802.71	8,536.80

33 EXPENDITURE IN FOREIGN CURRENCY

Sl. No.	Particulars	2016-17	2015-16
(i)	Commission	16.74	3.40
(ii)	Travelling	1.08	2.72
(iii)	Technical and Other Service	0.33	15.27
	Total	18.15	21.39

34 EARNINGS IN FOREIGN EXCHANGE

Sl. No.	Particulars	2016-17	2015-16
(i)	Export of Goods calculated on FOB basis	10,567.42	4,133.77
(ii)	Others	-	-
	Total	10,567.42	4,133.77

35 DISCLOSURE ON SPECIFIED BANK NOTES

During the year, the Company had Specified Bank Notes (SBNs) or other denomination notes as defined in the MCA Notification, G.S.R. 308(E) dated March 31, 2017. The Details of SBNs held and transacted during the period from November 8, 2016 to December 30, 2016, the denominations-wise SBNs and other notes as per the notification are as follows:

Sl. No.	Particulars	SBNs*	Other Denominations	Total
1	Cash in hand as on 08.11.2016	21.40	2.17	23.57
2	Add: Withdrawal from Bank Accounts	-	29.41	29.41
3	Add: Permitted Receipts	-	5.68	5.68
4	Less: Permitted Payments	-	34.32	34.32
5	Less: Amounts Deposited in Banks	21.40	-	21.40
6	Cash in hand as on 30.12.2016	-	2.94	2.94

* Specified Bank Notes (SBNs) shall have the same meaning as provided in the Notification of the Government of India, in the Ministry of Finance, Department of Economic Affairs number S.O. 3407(E), dated November 8, 2016

36 REMITTANCE IN FOREIGN CURRENCY ON ACCOUNT OF DIVIDEND

Sl. No.	Particulars	2016-17	2015-16
1	Number of Non Resident Shareholders	57	68
2	Number of Equity Shares held by them	372,483	368,866
3	Amount Remitted (Rs. In Lakhs)	3.72	3.69
4	Year to which dividend relates	2015-16	2014-15

37 CONTINGENT LIABILITIES

Rs. in Lakhs

Sl. No.	Particulars	As at 31 st March, 2017	As at 31 st March, 2016
(I)	Contingent Liabilities		
(a)	Performance/ Finance Guarantees	18.34	42.63
(b)	Other Money for which the company is contingently liable		
	- Liability in respect of Letter of Credit Opened	-	118.92
	- Liability in respect of Bills Discounted with Banks	825.82	573.36
(II)	Commitments		
(a)	Estimated amount of contracts remaining to be executed on capital account and not provided for	1.57	3.10

38 SEGMENT REPORTING (AS- 17)

Sl. No.	Particulars	2016-17	2015-16
(I)	Business Segment		
	Segment Revenue		
	External Turnover		
	a. Metal	11,762.80	2,663.87
	b. Metallic Oxides	14,355.36	12,954.03
	c. Plastic Additives	6,409.63	5,186.75
	d. Others	196.71	43.91
	Total	32,724.50	20,848.56
	Less: Inter Segment Turnover	747.26	510.76
	Net Sales / Income from Operations	31,977.24	20,337.80
(II)	Segment Results		
	Profit / (Loss) (before tax and interest from each segment)		
	a. Metal	3.50	(44.39)
	b. Metallic Oxides	365.63	497.45
	c. Plastic Additives	286.95	425.76
	d. Others	(6.66)	(8.45)
	Total	649.42	870.37
	Interest & Finance Charges	465.91	286.70
	Other Unallocable Expenditure net of Un-allocable Income	147.39	261.16
	Profit Before Tax and Exceptional Income	36.11	322.51
	Exceptional Income	93.18	-
	Profit from Ordinary Activities Before Tax	129.29	322.51
(III)	Capital Employed (Segment Assets Less Segment Liabilities)		
	a. Metal	1,918.68	907.88
	b. Metallic Oxides	2,537.19	2,382.47
	c. Plastic Additives	1,286.04	1,015.57
	d. Others	130.67	147.38
	e. Un-allocable Assets less Liabilities	(4,234.74)	(2,915.15)
	Total Capital Employed	1,637.84	1,538.15

39 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
2) Mr. Devakar Bansal	Managing Director
3) Mr. Sunil Kumar Bansal	Joint Managing Director
4) Mr. Y V Raman	Whole Time Director
5) Mr. Aashish Jain	Company Secretary
6) Mr. N Ravichandran	Chief Financial Officer

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) Mr. Harsh Bansal	S/o Mr. Sunil Kumar Bansal
4) Mr. Amber Bansal	S/o 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
- 4) M/s. Pandy Oxides and Chemicals Limited

ii) Transaction with Related Parties during the year

[Rs. in lakhs]

S.No	Related Party	Nature of Transaction	2016-17	2015-16
1	M/s. Ardee Industries Private Limited	Sale of Goods	9.72	15.60
		Conversion Charges Paid	18.86	26.08
		Loan Taken	47.63	-
		Loan Repaid	12.30	9.06
		Interest Paid	21.71	18.09
		Loan Outstanding	216.58	161.70
		Trade Payable	-	4.74
2	M/s. Bansal Metalic Oxides	Sale of Goods	105.58	111.51
		Conversion Charges Paid	138.71	119.57
		Trade Receivable	-	26.94
		Trade Payable	14.85	-
3	M/s. Bansal Chemicals (India)	Purchase of Goods	706.82	387.06
		Sale of Goods	664.62	620.00
		Selling & Distribution Expenses	19.39	18.97
		Rent Received	2.16	2.16
		Trade Payable	58.03	61.62
		Trade Receivable	108.09	104.29
4	M/s. Pandy Oxides and Chemicals Limited*	Purchase of Goods	-	49.19
		Sale of Goods	-	106.80
		Conversion Charges Received	16.86	13.92
		Trade Receivable	-	1.47

S.No	Related Party	Nature of Transaction	2016-17	2015-16
5	Dr. Padam C Bansal	Interest Paid Loan Taken Loan Repaid Loan Outstanding	21.49 - 7.68 226.68	18.07 128.00 - 219.33
6	Mr. Devakar Bansal	Remuneration Interest Paid Loan Taken Loan Repaid Loan Outstanding	36.28 45.53 71.00 48.49 387.34	36.13 33.89 100.95 41.50 323.86
7	Mr. Sunil Kumar Bansal	Remuneration Interest Paid Loan Taken Loan Repaid Loan Outstanding	37.78 18.65 138.25 99.85 157.90	39.25 9.98 31.90 24.50 102.72
8	Mr. Y V Raman	Remuneration	15.77	14.08
9	Mr. Aashish Jain	Remuneration	8.78	7.10
10	Mr. N. Ravichandran	Remuneration	11.76	10.25
11	Mr. Harsh Bansal	Remuneration	7.60	6.10
12	Mr. Amber Bansal	Remuneration	1.30	-

* During the year, the Company has received Rs. 93.18 Lakhs towards maturity from Keyman Insurance Policies. As per Clause 3.25 of the Scheme of Demerger between M/s. Pandy Oxides and Chemicals Limited (Demerged Company) and M/s. POCL Enterprises Limited (Resulting Company), the Demerged Company transferred to the Resulting Company the above said amount net of taxes.

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

S.No	Particulars	2016-17		2015-16	
		Amount	Percentage	Amount	Percentage
(i)	Imported	18,802.71	64.64	8,280.49	48.85
(ii)	Indigenous	10,285.13	35.36	8,670.50	51.15
	Total	29,087.84	100.00	16,950.99	100.00

41 Previous year figures have been regrouped/rearranged wherever necessary

As per our report of even date attached

For and on behalf of the Board of Directors
of POCL Enterprises Limited

For JITESH & AJAY
Chartered Accountants
FRN No: 015535S

Jitesh Parmar
Partner
M.No. 209233

Devakar Bansal
Managing Director
(DIN: 00232565)

Sunil Kumar Bansal
Managing Director
(DIN: 00232617)

Place : Chennai
Date: May 30, 2017

N Ravichandran
Chief Financial Officer

Aashish Jain
Company Secretary

NOTICE TO

THE SHAREHOLDERS

Notice is hereby given that the 29th Annual General Meeting of the Members of **POCL ENTERPRISES LIMITED** will be held on Thursday, September 14, 2017 at 10.30 a.m. at Kasturi Srinivasan Hall (Mini Hall), 'The Music Academy', No. 168, T.T.K. Road, Royapettah, 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, 2017, the Board's Report and Auditor's Report thereon**

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

"RESOLVED THAT the Audited Financial statements for the year ended March 31, 2017 and Board's Report and Auditor's Report thereon be and are hereby considered and adopted."

2. **To appoint a Director in the place of Mr. Sunil Kumar Bansal (DIN: 00232617), who retires by rotation and being eligible, offers himself for reappointment**

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

"RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions, if any of the Companies Act, 2013 read with rules framed thereunder, Mr. Sunil Kumar Bansal (DIN 00232617), who retires by rotation and being eligible for re-appointment, be and is hereby re-appointed as the Director of the Company."

3. **To ratify the appointment of Statutory Auditors of the Company and to fix their remuneration**

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

"RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any of the Companies Act, 2013 read with rules framed thereunder and pursuant to the resolution passed at the 27th Annual General Meeting held on September 4, 2015, the appointment of M/s. Jitesh & Ajay, Chartered Accountants (Firm Registration No. 015535S) as Statutory Auditors of the Company be and is hereby ratified to hold the office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting and that the Board of Directors be and are hereby authorised to fix their remuneration for the financial year 2017 – 18, in consultation with the Statutory Auditors."

Special Business:

4. **Change in Designation of Mr. Sunil Kumar Bansal (DIN: 00232617) as the Managing Director of the Company**

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

"RESOLVED THAT pursuant to the provisions of Section 152, 196, 197, 203 and other applicable provisions, if any of the Companies Act, 2013 and in partial modification of the resolution passed by the members at the 27th Annual General Meeting held on September 4, 2015, Mr. Sunil Kumar Bansal, who was earlier designated as the Joint Managing Director of the Company be and is hereby designated as the Managing Director of the Company with effect from May 30, 2017 on the same terms and conditions including the remuneration as approved earlier by the members."

5. **Ratification of remuneration of the Cost Auditors for the financial year ended March 31, 2017**

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

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory

modification(s) or re-enactment(s) thereof for the time being in force), remuneration of Rs. 30,000/- (Rupees Thirty Thousand only) plus applicable taxes and reimbursement of out of pocket expenses payable to M/s. Vivekanandan Unni & Associates, Cost Accountants (having Firm Registration Number 00085) for audit of the cost records of the Company for the financial year ended March 31, 2017 as approved by the Board of Directors of the Company, be and is hereby ratified.”

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

Place : Chennai
Date : May 30, 2017

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 himself and the proxy need not be a member of the Company.**
2. **The instrument appointing the proxy, duly completed, must 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 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, authorizing 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, in relation to Item Nos. 3 to 5 of the notice is annexed hereto.
6. The relevant details as required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings (SS-2), of person seeking appointment/re-appointment as Director under Item No. 2 of the Notice, is annexed hereto. The Company has received requisite consent/declaration from the Director seeking his appointment/re-appointment.
7. Members and Proxies are requested to bring their attendance slip along with the copy of Annual Report to the Meeting. Duly completed and signed Attendance Slip should 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 Explanatory 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 respect to financials, are requested to write to the Company at an early date at corprelations@poel.in so as to enable the Management to provide the information at the meeting.**
11. The Share Transfer Books of the Company shall remain closed from September 8, 2017 to September 14, 2017 (both days inclusive).

12. The Company or its Registrar and Share Transfer Agent, 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.
13. As per the provisions of Section 124(5) of the Companies Act, 2013 dividend which remained unclaimed for a period of seven years from the date of transfer to unpaid dividend account are required to be credited to IEPF Account. As at March 31, 2017, dividend amounting to Rs. 93,837/- and Rs. 79,180/- for the financial years 2014 – 15 and 2015 – 16 respectively has not been claimed by the shareholders. The details of unclaimed dividend for the said years are available on the website of the Company. Members, who are yet to claim their dividend amount, may write to the Company Secretary or Company’s Registrar and Share Transfer Agent M/s. Cameo Corporate Services Limited.
14. 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.
15. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the 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.
16. 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 at correlations@poel.in.
17. 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.
18. 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.
19. The Notice of the Annual General Meeting along with the Annual Report 2016-17 is sent by electronic mode to those members whose e-mail address are registered with the Company/Depositories, unless any member has requested for a physical copy of the same. For members who have not registered their e-mail address, physical copies are sent in the permitted mode.
20. 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 communications including Annual Report, Notices, Circulars, etc. from the Company electronically.
21. The route map along with landmark showing directions to reach the venue of the Annual General Meeting is annexed and forms part of the notice.
22. 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 Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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 29th 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 11, 2017
b.	End of remote e-voting	Up to 5.00 p.m. (IST) on September 13, 2017
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 the members, who could not cast their vote by remote e-voting, may cast their vote at the AGM through ballot paper.
7. The voting rights of shareholders shall be in proportion to their shares in the paid up share capital of the Company as on September 7, 2017. Members holding shares either in physical form or dematerialized form, as on September 7, 2017 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. Any person, who acquires shares of the Company and becomes member of the Company after dispatch of the notice and holding shares as on September 7, 2017, may obtain the login Id and password by sending request at helpdesk.evoting@cdslindia.com.
9. The Board of Directors of the Company vide their meeting held on May 30, 2017 has appointed M/s. KSM Associates, Practicing Company Secretaries as the Scrutinizer to scrutinize the ballot voting and remote e-voting process in a fair and transparent manner and the firm has communicated their willingness to be appointed and will be present at the AGM.
10. At the Annual General Meeting, 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.
11. 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 at least 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, to the Chairman of the Company. The Chairman or any other person authorized by him shall declare the result of the voting forthwith.
12. The results along with the Scrutinizer’s Report will be placed on the website of the Company and on the website of CDSL. The results will also be communicated to BSE Limited.

Steps for e-Voting

1. The voting period begins at 9.00 a.m. (IST) on September 11, 2017 and ends at 5.00 p.m. (IST) on September 13, 2017. During this period, shareholders of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date of September 7, 2017 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
2. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting.

3. The shareholders should log on to the e-voting website www.evotingindia.com.
4. Click on **Shareholders**.
5. 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

6. Next enter the image verification as displayed and Click on Login.
7. 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.
8. If you are a first time user follow the steps given below:

PAN	Enter your 10-digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)
	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.
	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>)
	Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details or Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

9. After entering these details appropriately, click on "SUBMIT" tab.
10. 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.
11. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
12. Click on the EVSN of POCL Enterprises Limited on which you chose to vote.
13. 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.

14. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
15. 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.
16. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
17. You can also take print of the votes cast by clicking on “Click here to print” option on the voting page.
18. If a Demat account holder has forgotten the login password, then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
19. Shareholders can also use Mobile app. “m-Voting” for e-voting. m-Voting app is available on iOS, Android & windows based mobile. Shareholders may log into m-Voting using their e-Voting credentials to vote for the Company resolution(s).
20. 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 linked in the login 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.
21. 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.
22. 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 (the 'Act'), the following explanatory statement sets out all the material facts relating to the business mentioned under Item Nos. 3 to 5 of the accompanying notice:

Item No. 3- To ratify the appointment of Statutory Auditors of the Company and to fix their remuneration

This explanatory statement is provided though strictly not required as per Section 102 of the Act.

M/s. Jitesh & Ajay (Firm Registration No. 015535S), Chartered Accountants, Chennai were appointed as the statutory auditors of the Company for a period of five years at the Annual General Meeting (AGM) of the Company held on September 4, 2015, to hold office from the conclusion of the 27th Annual General Meeting till conclusion of the 32nd Annual General Meeting to be held in the year 2020. The Company has received necessary consent and declaration from M/s. Jitesh & Ajay to act as Statutory Auditors of the Company for the financial year 2017-18.

As per the provisions of Section 139(1) of the Act, the appointment of statutory auditors for the above tenure is subject to ratification by members at every AGM.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out in Item No. 3 of the Notice for ratification of appointment of the Statutory Auditors for the financial year 2017 - 18.

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. 3 of the Notice.

Item No. 4- Change in Designation of Mr. Sunil Kumar Bansal (DIN: 00232617) as Managing Director of the Company.

Mr. Sunil Kumar Bansal was appointed as Joint Managing Director by the Board of Directors with effect from December 24, 2014. The appointment of Mr. Sunil Kumar Bansal was also ratified by the members in their Annual General Meeting held on September 4, 2015.

With the change in roles and responsibilities of Mr. Sunil Kumar Bansal, the Board decided to change his designation to Managing Director. Accordingly, the Board of Directors in their meeting held on May 30, 2017 accorded approval for the change in designation of Mr. Sunil Kumar Bansal as Managing Director of the Company, subject to the approval of the shareholders.

Mr. Sunil Kumar Bansal devotes his whole time attention to the business of the Company and carries out such duties as may be entrusted to him by the Board from time to time. The terms and conditions of appointment including the remuneration as approved by the shareholders at their meeting held on September 4, 2015 shall remain unchanged.

Accordingly, consent of the members is sought for passing a Special Resolution as set out in Item No. 4 of the Notice for change in designation of Mr. Sunil Kumar Bansal as the Managing Director of the Company.

Except Mr. Sunil Kumar Bansal and his relatives, Mr. Devakar Bansal and Dr. Padam C Bansal, none of the other 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. 4 of the Notice.

Additional information on Director seeking appointment/ re-appointment as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings

Mr. Sunil Kumar Bansal

Director Identification Number : 00232617
 Date of Birth : June 30, 1959
 Date of first appointment on the Board : January 28, 1998

Mr. Sunil Kumar Bansal was a non-executive director of the Company since 1998. He was appointed as the Joint Managing Director by the Board of Directors with effect from December 24, 2014. Subsequently the Board of Directors appointed Mr. Sunil Kumar Bansal as the Managing Director with effect from May 30, 2017.

Mr. Sunil Kumar Bansal is a B.com graduate. He currently heads the Purchasing, Material Procurement and Finance Activities of the Company. He has been responsible for identifying Suppliers and Customers for the Company's Product 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 devotes his whole time attention to the business of the Company and carries 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.

Details on remuneration drawn and number of Board Meetings attended by Mr. Sunil Kumar Bansal during the year 2016 – 17 is provided in Report on Corporate Governance.

Mr. Sunil Kumar Bansal is related to Mr. Devakar Bansal, Managing Director and Dr. Padam C Bansal, Director of the Company. He does not hold the position of Director in any other Company. As on March 31, 2017, he holds 5,21,731 equity shares in the Company.

Item No. 5- Ratification of remuneration of the Cost Auditors for the financial year ended March 31, 2017

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 maintained by the Company for the financial year ended March 31, 2017.

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 Cost Auditor for carrying out the cost audit.

In accordance with the provisions of Section 148 of the Companies Act, 2013 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.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out in Item No. 5 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ended March 31, 2017.

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. 5 of the Notice.

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

Place : Chennai
 Date : May 30, 2017

Aashish Kumar K Jain
 Company Secretary

POCL ENTERPRISES LIMITED
YEARS AT A GLANCE

Rs. in Lakhs

Particulars	2016-17	2015-16	2014-15	2013-14	2012-13	2011-12	2010-11
Revenue from Operations	31,977.24	20,337.80	16,221.76	1,677.44	2,101.48	492.62	569.39
Total Income	32,178.31	20,391.71	16,267.53	1,675.68	2,117.36	516.61	585.62
Earnings before Interest Depreciation and Tax (EBIDAT)	857.19	756.78	709.29	57.41	114.50	25.69	11.73
Profit Before Tax (PBT)	129.29	322.51	251.73	15.14	72.18	7.81	5.39
Profit After Tax (PAT)	84.96	211.05	149.19	10.25	50.10	5.64	3.96
Equity Share Capital	557.60	557.60	557.60	78.15	78.15	78.15	78.15
Reserves & Surplus	1,080.24	980.55	818.06	116.17	107.69	57.59	51.95
Total Term Liabilities	187.95	193.84	62.09	0.14	0.16	0.18	0.20
Net Fixed Asset (Including WIP)	977.82	904.17	463.60	15.03	15.69	16.59	17.49
Other Non-Current Assets	82.46	74.81	67.59	3.56	4.38	9.14	4.28
Net Current Asset	765.51	753.01	906.56	175.87	165.95	110.20	108.53
Earnings Per Share (EPS) (In Rs.)	1.51	3.78	2.68	1.31	6.41	0.72	0.51
Book-Value Per Share (BVPS) (In Rs.)	29.37	27.59	24.67	24.87	23.78	17.37	16.65
Dividend (%)	—	10.00	10.00	—	—	—	—
Dividend Payout Ratio (%)	—	26.46	37.31	—	—	—	—
Interest Coverage Ratio (ICR) (times)	1.22	1.91	1.70	1.37	2.74	1.46	2.03
EBIDAT Margin (%)	2.68	3.72	4.37	3.42	5.45	5.21	2.06
Current Ratio (%)	1.25	1.35	1.35	2.03	1.24	2.19	2.27
Total Asset Turnover Ratio (times)	17.51	11.74	11.28	8.63	11.30	3.62	4.37
Return on Networth (%)	5.19	13.72	10.84	5.27	26.96	4.16	3.04

Note: Figures from financial year 2014-15 are not comparable with previous years on account of Demerger.

POCL ENTERPRISES LIMITED

CIN: L52599TN1988PLC015731

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

Ph No: 044 – 4914 5454 | Fax No: 044 – 4914 5455 | www.poel.in | corprelations@poel.in

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(s) :

Registered Address :

Email ID :

Folio No / Client ID :

DP ID :

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

1. residing at
having e-mail id or failing him / her

2. residing at
having e-mail id or failing him / her

3. residing at
having e-mail id

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **29th Annual General Meeting** of the Company, to be held on **Thursday, 14th day of September, 2017 at 10:30 a.m.** at Kasturi Srinivasan Hall (Mini Hall), 'The Music Academy', No. 168, T.T.K. Road, Royapettah, 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, 2017, the Board's Report and Auditor's Report thereon.
2. To appoint a Director in the place of Mr. Sunil Kumar Bansal (DIN: 00232617), who retires by rotation and being eligible, offers himself for reappointment.
3. To ratify the appointment of Statutory Auditors of the Company and fix their remuneration.
4. Change in Designation of Mr. Sunil Kumar Bansal (DIN: 00232617) as the Managing Director of the Company
5. Ratification of remuneration of the Cost Auditors for the financial year ended March 31, 2017.

Signed this.....day of..... 2017

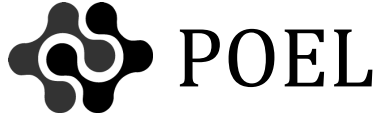


Signature of Shareholder

Signature of 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: L52599TN1988PLC015731

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

Ph No: 044 – 4914 5454 | Fax No: 044 – 4914 5455

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ATTENDANCE SLIP

(To be presented at the entrance)

29th Annual General Meeting – September 14, 2017

Name of the Shareholder :

Address of the Shareholder :

Email ID :

DP ID & Client ID/Folio No :

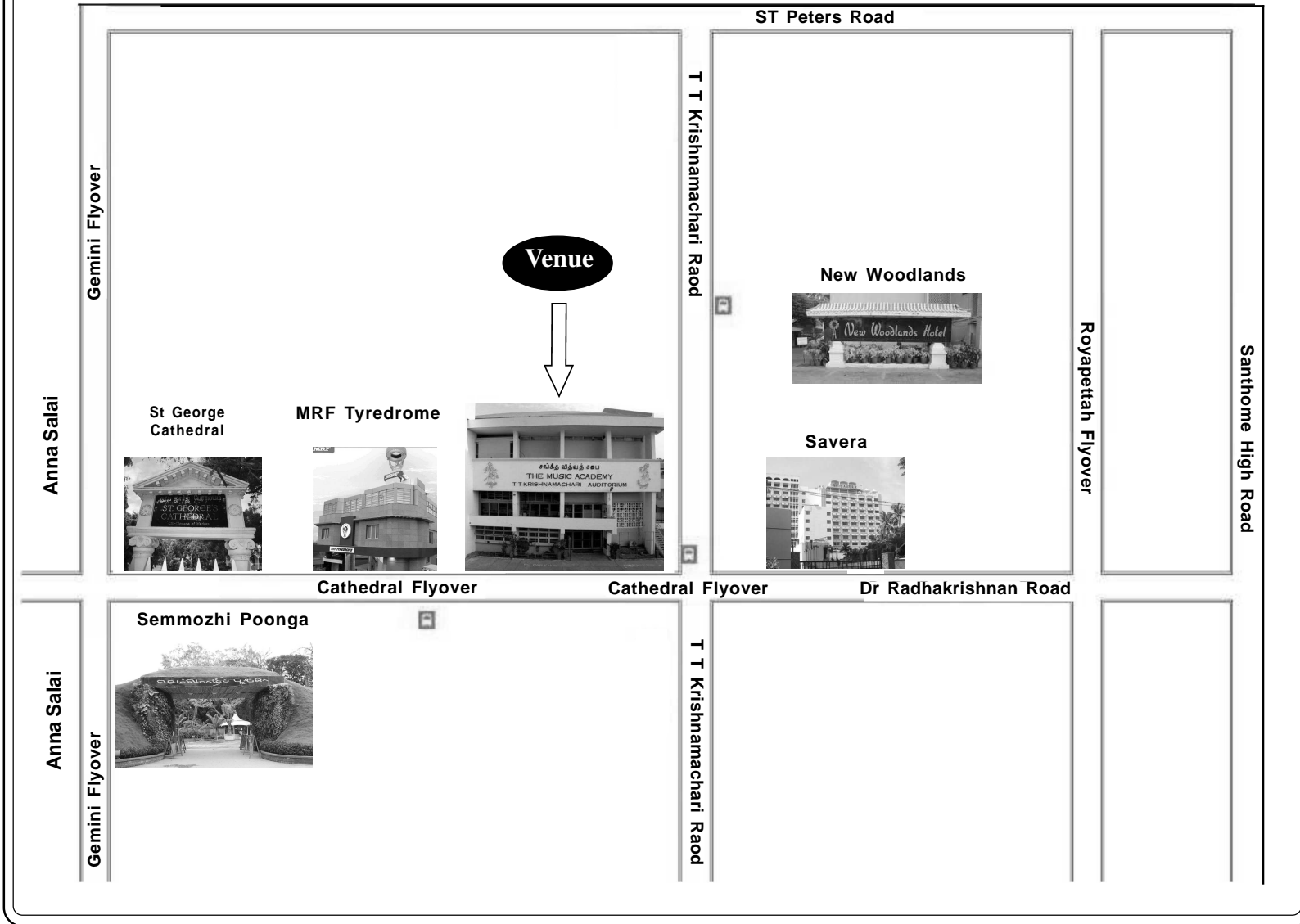
No of Shares held :

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

I hereby record my presence at the **29th Annual General Meeting** of the Company held on Thursday, September 14, 2017 at 10:30 a.m. at Kasturi Srinivasan Hall (Mini Hall), 'The Music Academy', No. 168, T.T.K. Road, Royapettah, Chennai – 600 014.

Signature of the member/proxy

Route map for the venue of 29th AGM of POCL Enterprises Limited
to be held on Thursday September 14, 2017 at 10:30 a.m.





POCL Enterprises Limited - POEL

An ISO 9001 : 2015 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