

**BSE LTD**  
**ACKNOWLEDGEMENT**

Acknowledgement No	: 1504201907011427	Date & Time	: 15/04/2019 07:01:14 PM
Scrip Code	: 539195		
Entity Name	: POCL ENTERPRISES LIMITED		
Compliance Type	: Regulation 27(2)- Corporate Governance		
Quarter / Period	: 31/03/2019		
Mode	: E-Filing		

<b>General information about company</b>	
Scrip code	539195
NSE Symbol	
MSEI Symbol	
ISIN	INE035S01010
Name of the entity	POCL ENTERPRISES LIMITED
Date of start of financial year	01-04-2018
Date of end of financial year	31-03-2019
Reporting Quarter	Yearly
Date of Report	31-03-2019
Risk management committee	Not Applicable

## Annexure I

### Annexure I to be submitted by listed entity on quarterly basis

#### I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory

Whether the listed entity has a Regular Chairperson

Yes

Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of appointment in the current term	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Notes for not providing PAN	Notes for not providing DIN
1	Mr	DEVAKAR BANSAL	AADPB4378D	00232565	Executive Director	Not Applicable	MD	01-04-2018			1	2	0		
2	Mr	SUNIL KUMAR BANSAL	AADPB5086A	00232617	Executive Director	Not Applicable	MD	01-04-2018			1	0	0		
3	Mr	PADAM C BANSAL	ALJPB5983H	00232863	Non-Executive - Non Independent Director	Chairperson		04-09-2015			1	0	0		
4	Mr	YERRAMALLI VENKATRAMAN	AAEPV7985P	00232762	Executive Director	Not Applicable		01-04-2018			1	0	0		

**Annexure I to be submitted by listed entity on quarterly basis**

**I. Composition of Board of Directors**

**Disclosure of notes on composition of board of directors explanatory**

Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of appointment in the current term	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Notes for not providing PAN	Notes for not providing DIN
5	Mr	VENKATARAMAN	ACEPV5928J	00232894	Non-Executive - Independent Director	Not Applicable		24-12-2014		52	1	0	2		
6	Mr	HARISH KUMAR LOHIA	AAAPL5388C	00233227	Non-Executive - Independent Director	Not Applicable		24-12-2014		52	1	2	0		
7	Mrs	INDRA SOMANI	AAFPI5238P	07136517	Non-Executive - Independent Director	Not Applicable		24-12-2014		48	1	2	0		
8	Mr	JYOTI KUMAR CHOWDHRY	ABRPC4259R	02016718	Non-Executive - Independent Director	Not Applicable		01-06-2018		10	1	0	0		

**Annexure I to be submitted by listed entity on quarterly basis**

**I. Composition of Board of Directors**

**Disclosure of notes on composition of board of directors explanatory**

Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of appointment in the current term	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Notes for not providing PAN	Notes for not providing DIN
9	Mr	HARSH BANSAL	AKLPB2224N	08139235	Executive Director	Not Applicable		01-06-2018			1	0	0		
10	Mr	AMBER BANSAL	AXIPA6226B	08139234	Executive Director	Not Applicable		01-06-2018			1	0	0		

**Annexure 1**

**II. Composition of Committees**

Disclosure of notes on composition of committees explanatory

Textual Information(1)

**Annexure 1 Text Block**

Textual Information(1)

The provisions of Section 135 of the Companies Act, 2013 is not applicable to the Company. Accordingly, the Company has not constituted Corporate Social Responsibility Committee.

Audit Committee Details							
Whether the Audit Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00232894	VENKATARAMAN	Non-Executive - Independent Director	Chairperson	12-01-2015		
2	00233227	HARISH KUMAR LOHIA	Non-Executive - Independent Director	Member	12-01-2015		
3	07136517	INDRA SOMANI	Non-Executive - Independent Director	Member	12-02-2016		
4	00232565	DEVAKAR BANSAL	Executive Director	Member	12-01-2015		



Nomination and remuneration committee							
Whether the Nomination and remuneration committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00232894	VENKATARAMAN	Non-Executive - Independent Director	Chairperson	12-01-2015		
2	00233227	HARISH KUMAR LOHIA	Non-Executive - Independent Director	Member	12-01-2015		
3	07136517	INDRA SOMANI	Non-Executive - Independent Director	Member	12-02-2016		
4	00232863	PADAM C BANSAL	Non-Executive - Non Independent Director	Member	12-01-2015		

Stakeholders Relationship Committee							
Whether the Stakeholders Relationship Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00232894	VENKATARAMAN	Non-Executive - Independent Director	Chairperson	12-01-2015		
2	00233227	HARISH KUMAR LOHIA	Non-Executive - Independent Director	Member	12-01-2015		
3	07136517	INDRA SOMANI	Non-Executive - Independent Director	Member	12-02-2016		
4	00232565	DEVAKAR BANSAL	Executive Director	Member	12-01-2015		





Other Committee						
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks
1	00232565	DEVAKAR BANSAL	SHARE TRANSFER COMMITTEE	Executive Director	Chairperson	
2	00232617	SUNIL KUMAR BANSAL	SHARE TRANSFER COMMITTEE	Executive Director	Member	

**Annexure 1**

**Annexure 1**

**III. Meeting of Board of Directors**

Disclosure of notes on meeting of board of directors explanatory				
Sr	Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (if any) in the current quarter	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date
1	13-11-2018			
2		12-02-2019	90	

## Annexure 1

### IV. Meeting of Committees

Disclosure of notes on meeting of committees explanatory								
Sr	Name of Committee	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (Yes/No)	Requirement of Quorum met	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings (in number of days)	Name of other committee	Reason for not providing date
1	Audit Committee	12-02-2019	Yes		13-11-2018	90		
2	Nomination and remuneration committee	12-02-2019	Yes					As there were no agenda's relating to the purview of the Nomination and Remuneration Committee. Accordingly, the meeting of the Nomination and Remuneration Committee was not held in the previous quarter (September, 2018 to December, 2018). Therefore, the previous quarter meeting date was not provided.
3	Stakeholders Relationship Committee	12-02-2019	Yes		13-11-2018	90		
4	Other Committee	14-01-2019	Yes		11-12-2018	33	SHARE TRANSFER COMMITTEE	
5	Other Committee	28-03-2019	Yes		11-12-2018	106	SHARE TRANSFER COMMITTEE	
6	Other Committee	30-03-2019	Yes		11-12-2018	108	SHARE TRANSFER COMMITTEE	

**Annexure 1**

**V. Related Party Transactions**

Sr	Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Whether prior approval of audit committee obtained	Yes	
2	Whether shareholder approval obtained for material RPT	NA	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	



**Annexure 1****VI. Affirmations**

Sr	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 100 listed entities)	NA
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
7	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes
9	Any comments/observations/advice of Board of Directors may be mentioned here:	Textual Information(1)

**Annexure 1**

Sr	Subject	Compliance status
1	Name of signatory	AASHISH KUMAR K JAIN
2	Designation	Company Secretary and Compliance Officer

**Text Block**

Textual Information(1)

The Corporate Governance Report for the quarter ended December 31, 2018 was placed before the meeting of the Board of Directors of the Company. There were no observations or comments from the Board and the same was take note. The Corporate Governance Report for the quarter ended March 31, 2019 will be placed before the next meeting of the Board of Directors of the Company.

## Annexure II

Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)

### I. Disclosure on website in terms of Listing Regulations

Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
1	Details of business	Yes		<a href="http://poel.in/">http://poel.in/</a>
2	Terms and conditions of appointment of independent directors	Yes		<a href="http://poel.in/">http://poel.in/</a>
3	Composition of various committees of board of directors	Yes		<a href="http://poel.in/">http://poel.in/</a>
4	Code of conduct of board of directors and senior management personnel	Yes		<a href="http://poel.in/">http://poel.in/</a>
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		<a href="http://poel.in/">http://poel.in/</a>
6	Criteria of making payments to non-executive directors	Yes		<a href="http://poel.in/">http://poel.in/</a>
7	Policy on dealing with related party transactions	Yes		<a href="http://poel.in/">http://poel.in/</a>
8	Policy for determining 'material' subsidiaries	NA		
9	Details of familiarization programmes imparted to independent directors	Yes		<a href="http://poel.in/">http://poel.in/</a>

## Annexure II

**Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)**

### **I. Disclosure on website in terms of Listing Regulations**

Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		<a href="http://poel.in/">http://poel.in/</a>
11	email address for grievance redressal and other relevant details	Yes		<a href="http://poel.in/">http://poel.in/</a>
12	Financial results	Yes		<a href="http://poel.in/">http://poel.in/</a>
13	Shareholding pattern	Yes		<a href="http://poel.in/">http://poel.in/</a>
14	Details of agreements entered into with the media companies and/or their associates	NA		
15	New name and the old name of the listed entity	NA		

## Annexure II

### II. Annual Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes	
2	Board composition	17(1)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Review of Compliance Reports	17(3)	Yes	
5	Plans for orderly succession for appointments	17(4)	Yes	
6	Code of Conduct	17(5)	Yes	
7	Fees/compensation	17(6)	Yes	
8	Minimum Information	17(7)	Yes	
9	Compliance Certificate	17(8)	Yes	
10	Risk Assessment & Management	17(9)	Yes	

## Annexure II

### II. Annual Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
11	Performance Evaluation of Independent Directors	17(10)	Yes	
12	Composition of Audit Committee	18(1)	Yes	
13	Meeting of Audit Committee	18(2)	Yes	
14	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
15	Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes	
16	Composition and role of risk management committee	21(1),(2),(3), (4)	NA	
17	Vigil Mechanism	22	Yes	
18	Policy for related party Transaction	23(1),(5),(6), (7) & (8)	Yes	
19	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
20	Approval for material related party transactions	23(4)	NA	

## Annexure II

### II. Annual Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
21	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA	
22	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3), (4),(5) & (6)	NA	
23	Maximum Directorship & Tenure	25(1) & (2)	Yes	
24	Meeting of independent directors	25(3) & (4)	Yes	
25	Familiarization of independent directors	25(7)	Yes	
26	Memberships in Committees	26(1)	Yes	
27	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
28	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
29	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
	Any other information to be provided - Add Notes			



**Annexure II**

1	Name of signatory	AASHISH KUMAR K JAIN
2	Designation	Company Secretary and Compliance Officer

**Annexure II**

**III. Affirmations**

<b>Sr</b>	<b>Particulars</b>	<b>Compliance status (Yes/No/NA)</b>
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	NA
	Any other information to be provided	

**Annexure II**

1	Name of signatory	AASHISH KUMAR K JAIN
2	Designation	Company Secretary and Compliance Officer

**Signatory Details**

Name of signatory	AASHISH KUMAR K JAIN
Designation of person	Company Secretary and Compliance Officer
Place	CHENNAI
Date	15-04-2019