



POCL ENTERPRISES LIMITED

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CORRIGENDUM TO THE NOTICE OF EXTRA-ORDINARY GENERAL MEETING **DATED APRIL 03, 2025**

This has reference to the Notice of Extra-ordinary General Meeting (“**EGM Notice**”) dated April 03, 2025, which has already been e-mailed to all the shareholders of the Company on April 04, 2025, together with Explanatory Statement, scheduled to be held on Monday, the 28th day of April 2025, at 11:30 A.M. through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”) pursuant to the applicable provisions of the Companies Act, 2013 (“**Companies Act**”), read with applicable Rules of the Companies (Management and Administration) Rules, 2014 (“**Rules**”), (including any statutory modification or re-enactment thereof, for the time being in force), Secretarial Standard on General Meetings (“**SS-2**”), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”) and other applicable laws and regulations.

The Company through this corrigendum (“**Corrigendum**”) wishes to draw the stakeholders / shareholders attention regarding certain following alterations / modifications in the said EGM Notice read along with the Explanatory Statement which was annexed to the EGM Notice:

1. Revision in list of allottees and quantity of Equity Shares to the respective allottees mentioned in the resolution under item no. 2

The following proposed allottee whose name is mentioned in the table of list of allottees of Equity shares in the resolution under item no. 2 of the EGM Notice has been disqualified for the present preferential issue under Regulation 159(1) of the SEBI (ICDR) Regulations, 2018:

S.N.	Name of the Investor	Category	No. of Equity shares	Consideration (INR)
57	Namrata Baldwa	Non-Promoter	49,505	1,00,00,010

Due to such disqualification, the said name has been removed from the list of proposed allottees.

It is now being proposed to increase the number of shares proposed to be issued to the below mentioned existing proposed allottees, which shall be replaced under the respective serial numbers 22 and 56 as below in the resolution under item no. 2 of the EGM Notice:

S.N.	Name of the Investor	Category	No. of Equity shares	Consideration (INR)
22	Sunanda Jhaver	Non-Promoter	37,129	75,00,058
56	Girdharlal Jhaver	Non-Promoter	74,257	1,49,99,914

Accordingly, Serial nos. 58 to 64 in the table be renumbered as 57 to 63.

All other particulars in the said resolution such as issue size, issue price, total number of equity shares proposed to certain Identified Promoter and Non-Promoter Persons / Entities and all other details remain unchanged.

The shareholders are requested to understand and interpret the abovesaid resolution under item no. 2 after taking into account the foregoing changes.

2. Changes to the Explanatory Statement under item no. 2

The following proposed allottee of Equity Shares whose name is mentioned in the **Annexure-A** of the Explanatory Statement annexed to the EGM Notice is disqualified for the present preferential issue under Regulation 159(1) of the SEBI (ICDR) Regulations, 2018 and hence her name mentioned below stands removed:

S.N	Name of the Allottee	Category	Pre-Preferential Issue		No. of Shares proposed to be allotted	No. of Warrants proposed to be allotted	Post-Preferential Issue*	
			No. of equity shares held	% held			No. of equity shares held	% held
63	Namrata Baldwa	Non-Promoter	-	-	49,505	-	49,505	0.16

**Assuming full conversion of Warrants into Equity Shares issued through this Notice. There would be no change in control of the Company pursuant to this preferential issue of securities.*

It is now being proposed to allot such Equity Shares to the below mentioned proposed allottees, which shall be replaced under the respective serial numbers 22 and 56 as below in **Annexure-A** to the EGM Notice:

S.N	Name of the Allottee	Category	Pre-Preferential Issue		No of Shares proposed to be allotted	No. of Warrants proposed to be allotted	Post-Preferential Issue*	
			No. of equity shares held	% held			No. of equity shares held	% held
22	Sunanda Jhaver	Non-Promoter	-	-	37,129	-	37,129	0.12
62	Girdharlal Jhaver	Non-Promoter	-	-	74,257	-	74,257	0.24

**Assuming full conversion of Warrants into Equity Shares issued through this Notice. There would be no change in control of the Company pursuant to this preferential issue of securities*

Accordingly, Serial no. 64 to 70 in the table be renumbered as 63 to 69.

All other particulars in the said Explanatory Statement such as issue size, issue price, total number of equity shares proposed in both categories i.e., (i) promoter/promoter group category (ii) non-promoter category and all other details remain unchanged.

The shareholders are requested to understand and interpret the abovesaid Explanatory Statement under item no. 2 after taking into account the foregoing changes.

The shareholders are requested to note the corrections in the EGM Notice read with the explanatory statement annexed to it.

This Corrigendum to the EGM Notice shall form an integral part of the said Notice, which has already been circulated to the Shareholders of the Company as well as others entitled thereto pursuant to Section 101 of the Companies Act, 2013, and on and from the date hereof, the EGM Notice shall always be read in conjunction with this Corrigendum. Accordingly, all concerned shareholders, Stock Exchanges, Depositories, Registrar and Share Transfer Agent, agencies appointed for e-voting, other Authorities, regulators, and all other concerned persons are requested to take note of the above changes.

All other contents of the EGM Notice, save and except as modified or supplemented by this Corrigendum, shall remain unchanged.

This corrigendum is being uploaded on the website of the Company at <https://poel.in/pdf/investors-desk/Corrigendum-to-EGM-Notice-dated-April-03-2025.pdf> and on the website of the Stock Exchange i.e. BSE Limited (BSE) at www.bseindia.com, where the shares of the Company are listed.

We regret the inconvenience caused to the members and all other concerned in this regard.

For the sake of utmost clarity and have better understanding, the revised resolution at item no.2 along with the explanatory statement of the same are reproduced after incorporating the above changes as follows:

ITEM NO.2:

ISSUANCE OF 30,86,647 EQUITY SHARES ON PREFERENTIAL BASIS TO CERTAIN IDENTIFIED PROMOTER AND NON-PROMOTER PERSONS/ENTITIES

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

“RESOLVED THAT pursuant to the provisions of Sections 23(1)(b), 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, (**“Companies Act”**), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the **“SEBI ICDR Regulations”**), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the **“SEBI Listing Regulations”**), the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (**“SEBI Takeover Regulations”**), the Foreign Exchange Management Act, 1999 and the rules, regulations and guidelines made thereunder as amended from time to time, and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time to time by the Ministry of Corporate Affairs, the Reserve Bank of India, the Securities and Exchange Board of India (**“SEBI”**) and/or any other competent authorities including BSE Limited (the **“Stock Exchange”**) on which the Equity Shares of the Company having face value of Rs. 2/- (Rupees Two only) each (**“Equity Shares”**) are listed and the Depositories (**“NSDL”** and **“CDSL”**) (hereinafter collectively referred to as **“Applicable Regulatory Authorities”**) from time to time to the extent applicable, and the enabling provisions of the Memorandum of Association and Articles of Association of the Company, and subject to such approvals, consents and permissions as may be necessary or required from Applicable Regulatory Authorities and subject to such conditions and modifications as may be imposed or prescribed while granting such approvals, consents and permissions, which the Board of Directors of the Company (hereinafter referred to as the **“Board”**, which term shall be deemed to mean and include one or more committee(s) constituted by the Board to exercise its powers including the powers conferred by this resolution), is hereby authorised to accept, the consent and approval of the Members of the Company (**“Members”**) be and is hereby accorded to the Board to create, issue, offer and allot, in one or more tranches, up to 30,86,647 Equity Shares at an issue price of Rs. 202/- (Rupees Two Hundred and Two only) per Equity Share, including premium of Rs. 200/- (Rupees Two Hundred only) per Equity Share, aggregating to Rs. 62,35,02,694/-

(Rupees Sixty-Two Crores Thirty-Five Lakhs Two Thousand Six Hundred and Ninety-Four only) (“**Consideration**”), as determined in accordance with the provisions of Chapter V of SEBI (ICDR) Regulations, to the persons / entities / body corporates mentioned in the below table (collectively referred to as the “**Proposed Allottees**”/ “**Investors**”) for cash, on preferential basis (“**Preferential Issue**”), and on such terms and conditions as may be determined by the Board in accordance with the SEBI ICDR Regulations and other applicable laws:

S.N.	Name of the Investor	Category	No. of Equity Shares	Consideration (INR)
1	Neelam Bansal	Promoter Group	148,515	30,000,030
2	Sunil Kumar Bansal	Promoter	37,129	7,500,058
3	Harsh Bansal	Promoter Group	123,763	25,000,126
4	Devakar Bansal	Promoter	37,129	7,500,058
5	Amber Bansal	Promoter Group	61,881	12,499,962
6	Sagar Bansal	Promoter Group	61,881	12,499,962
7	Vandana Bansal	Promoter Group	148,515	30,000,030
8	Padam Chandra Bansal	Promoter Group	148,515	30,000,030
9	Narendra Kumar Gupta	Non-Promoter	74,258	15,000,116
10	Jawaharilal	Non-Promoter	24,753	5,000,106
11	Sweksha Goyal	Non-Promoter	148,515	30,000,030
12	Antara India Evergreen Fund Ltd	Non-Promoter	74,258	15,000,116
13	Padma Bhandari	Non-Promoter	34,654	7,000,108
14	Deepak Bhandari	Non-Promoter	34,654	7,000,108
15	Prince Bhandari	Non-Promoter	17,327	3,500,054
16	Samrat Bhandari	Non-Promoter	17,327	3,500,054
17	Harish Kumar Lohia	Non-Promoter	24,753	5,000,106
18	Namrata Tibrewala	Non-Promoter	24,753	5,000,106
19	Rahul Tibrewala	Non-Promoter	24,753	5,000,106
20	Jyoti Kumar Chowdhry	Non-Promoter	24,753	5,000,106
21	Padma Bhansali	Non-Promoter	12,376	2,499,952
22	Sunanda Jhaver	Non-Promoter	37,129	7,500,058
23	Sunny M Patel	Non-Promoter	14,852	3,000,104
24	Naveen Hirawat	Non-Promoter	61,881	12,499,962
25	Vikas Hirawat	Non-Promoter	12,376	2,499,952
26	Vipul Hirawat	Non-Promoter	12,376	2,499,952
27	Deepakkumar R Dugar	Non-Promoter	24,753	5,000,106
28	Sarita Mittal	Non-Promoter	24,753	5,000,106
29	Ramesh Surjan	Non-Promoter	24,753	5,000,106
30	R & V Tube Sales Private Limited	Non-Promoter	148,515	30,000,030

S.N.	Name of the Investor	Category	No. of Equity Shares	Consideration (INR)
31	Arjun Sonthalia	Non-Promoter	12,376	2,499,952
32	Anuradha Sonthalia	Non-Promoter	12,376	2,499,952
33	Amar M Sonthalia	Non-Promoter	24,753	5,000,106
34	Metalscrap Recycling Agencies LLP	Non-Promoter	24,753	5,000,106
35	Ruby Parakh	Non-Promoter	12,376	2,499,952
36	Mamta Todi	Non-Promoter	12,376	2,499,952
37	M Ponnuswami	Non-Promoter	12,376	2,499,952
38	Neha Anant Goenka	Non-Promoter	12,376	2,499,952
39	Rajiv Khanna	Non-Promoter	148,515	30,000,030
40	Priyanka Nanda	Non-Promoter	148,515	30,000,030
41	Ravinder Kumar Rishabchand	Non-Promoter	247,525	50,000,050
42	Sandeep Agarwal	Non-Promoter	24,753	5,000,106
43	Anita Agarwal	Non-Promoter	24,753	5,000,106
44	Vishal Bomb	Non-Promoter	24,753	5,000,106
45	Vivek Bomb	Non-Promoter	24,753	5,000,106
46	Prakash Chand	Non-Promoter	12,376	2,499,952
47	Sushant Jain	Non-Promoter	12,376	2,499,952
48	Nitesh Gupta	Non-Promoter	12,376	2,499,952
49	Suresh Kumar Jain	Non-Promoter	24,753	5,000,106
50	Mukesh Kumar Jain	Non-Promoter	24,753	5,000,106
51	Ravina S Jain	Non-Promoter	4,951	1,000,102
52	Vilina S Jain	Non-Promoter	4,951	1,000,102
53	Geetha K Jain	Non-Promoter	247,525	50,000,050
54	Dilip Kumar Khemchand	Non-Promoter	12,376	2,499,952
55	Rachana Bhansali	Non-Promoter	24,753	5,000,106
56	Girdharlal Jhaver	Non-Promoter	74,257	14,999,914
57	Manmohan Mittal And Sons (HUF)	Non-Promoter	24,753	5,000,106
58	Abhay Singh Chhajer	Non-Promoter	49,505	10,000,010
59	Vasumathi S	Non-Promoter	12,376	2,499,952
60	Shekar Chandak HUF	Non-Promoter	24,753	5,000,106
61	Veesamsetty Jayasri	Non-Promoter	12,376	2,499,952
62	Omprakash Porwal	Non-Promoter	49,505	10,000,010
63	Karan Kumar Bagmar	Non-Promoter	24,753	5,000,106
TOTAL			3,086,647	623,502,694

RESOLVED FURTHER THAT in terms of the provisions of Chapter V of the SEBI ICDR Regulations, the relevant date for determining the floor price for the Preferential Issue of the Equity Shares is March 28, 2025 (**“Relevant Date”**), being

the preceding working day to the date 30 (thirty) days prior to the date of this Extraordinary General Meeting.

RESOLVED FURTHER THAT without prejudice to the generality of the above resolution, the issue of the Equity Shares shall be subject to the following terms and conditions in addition to the terms and conditions as contained in the Statement under Section 102 of the Companies Act annexed hereto, which shall be deemed to form part hereof and any other laws as applicable:

- a) The Equity Shares to be issued and allotted shall be fully paid up and rank *pari-passu* with the existing Equity Shares of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof, and shall be subject to the requirements of all applicable laws and the provisions of the Memorandum of Association and Articles of Association of the Company.
- b) The Equity Shares to be allotted shall be locked in for such period as specified in the provisions of Chapter V of the SEBI ICDR Regulations and will be listed on the Stock Exchange subject to receipt of necessary regulatory permissions and approvals.
- c) The pre-preferential shareholding and the Equity Shares so allotted to the Investors under this resolution shall not be sold, transferred, pledged or encumbered in any manner during the period of lock-in provided under SEBI ICDR Regulations, except to the extent and in the manner permitted thereunder.
- d) The Equity Shares shall be allotted in one or more tranches, on receipt of subscription monies within a period of fifteen (15) days from the date of passing of the special resolution by the Members, provided that where the allotment of Equity Shares is subject to receipt of any approval or permission from Applicable Regulatory Authorities, the allotment shall be completed within a period of fifteen (15) days from the date of receipt of last of such approvals or permissions.
- e) The Equity Shares shall be allotted by the Company to the Proposed Allottees in dematerialized form within the time prescribed under the applicable laws.
- f) The Investors shall bring in 100% of the Consideration, on or before the date of allotment thereof, and
- g) The Consideration shall be paid by the Investors from their respective bank accounts.

RESOLVED FURTHER THAT the Board, be and is hereby authorized to accept any modifications in the terms of issue of Equity Shares, subject to the provisions of

the Companies Act and the SEBI ICDR Regulations, without being required to seek any further consent or approval of the Members.

RESOLVED FURTHER THAT the Equity Shares issued to the Investors shall be listed on the Stock Exchange where the existing Equity Shares of the Company are currently listed.

RESOLVED FURTHER THAT the monies received by the Company from the Investors pursuant to this Preferential Issue shall be kept by the Company in a separate account opened/maintained by the Company for this purpose and shall be utilized by the Company in accordance with the provisions of the Companies Act.

RESOLVED FURTHER THAT the Board, be and is hereby authorized to make an offer to the Investors through private placement offer letter in Form PAS-4 within the timelines prescribed under the applicable laws.

RESOLVED FURTHER THAT pursuant to the provisions of the Companies Act, the name(s) of the Proposed Allottees shall be recorded in Form No. PAS-5 for the issuance of invitation to subscribe to the Equity Shares.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board, any committee of the Board constituted for this purpose and the Key Managerial Personnel, be and are hereby jointly and severally authorized on behalf of the Company to do all such acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary, desirable or expedient, for this purpose, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the aforementioned (including modification to the terms of the Preferential Issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Preferential Issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Members and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Equity Shares and listing thereof with the Stock Exchange as appropriate, and utilisation of proceeds of the Preferential Issue, and take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the aforementioned and the decision of the Board shall be final and conclusive.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred upon it by this resolution, as it may deem fit in its absolute discretion, to any committee of the Board or any one or more Director(s)/Company Secretary/any Officer(s) of the Company to give effect to this resolution, including execution of any documents on behalf of the Company and to represent the Company before any government or regulatory authorities and to

appoint any professionals, advisors, bankers, consultants and advocates to give effect to this resolution and further to take all other steps which may be incidental, consequential, relevant or ancillary in this regard.

RESOLVED FURTHER THAT to give effect to this resolution the Board of Directors /Committee/Company Secretary/any Officer(s) of the Company be and are hereby jointly and severally authorized to settle any question, difficulty or doubt that may arise with regard to giving effect to the above resolution and to do all such acts, deeds, things as may be necessary to finalise any documents and writings related thereto and all actions taken, be and are hereby approved, ratified and confirmed in all respects.”

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.

ITEM NO.2: ISSUANCE OF 30,86,647 EQUITY SHARES ON PREFERENTIAL BASIS TO CERTAIN IDENTIFIED PROMOTER AND NON-PROMOTER PERSONS/ENTITIES

In order to meet the funding requirements for strategic acquisitions including but not limited to mergers and takeovers, or acquisition of any business undertaking(s) on going concern basis, etc., and for working capital requirements and general corporate purposes of the Company, the Company proposes to raise further capital through issuance of Equity Shares on preferential basis as explained herein, to persons belonging to Promoter category and certain identified Non-promoter persons/entities.

Accordingly, the Company proposes to issue and allot 30,86,647 Equity Shares to certain identified Promoter and Non-promoter persons/entities, at a price of Rs. 202/- (Rupees Two Hundred and Two only) per Equity Share, including a premium of Rs. 200/- (Rupees Two Hundred only) per Equity Share, each payable in cash, aggregating to Rs. 62,35,02,694/- (Rupees Sixty-Two Crores Thirty-Five Lakhs Two Thousand Six Hundred and Ninety-Four only) at such price being not less than the minimum price (Floor Price) as on the “Relevant Date” determined in accordance with the provisions of Chapter V of the SEBI ICDR Regulations.

The details of the preferential issue of Equity Shares and other particulars as required in terms of Chapter V of the SEBI (ICDR) Regulations, 2018, Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 and Rule 14 of the Companies (Prospectus and Allotment of securities) Rules, 2014 in relation to the Special Resolution set out in Item No. 2 of the EGM Notice are given below:

(i) Particulars of the Preferential Issue including date of passing of Board resolution

The Board of Directors at its meeting held on April 03, 2025, had, subject to the approval of the Members and such other approvals as may be required, approved

the issuance of up to 30,86,647 Equity Shares each at a price of Rs. 202/- (Rupees Two Hundred and Two only) per Equity Share, including a premium of Rs. 200/- (Rupees Two Hundred only) per Equity Share, aggregating to Rs. 62,35,02,694/- (Rupees Sixty-Two Crores Thirty-Five Lakhs Two Thousand Six Hundred and Ninety-Four only) to certain identified promoter and non-promoter persons/entities, for cash, on preferential basis.

(ii) Objects of the Preferential Issue

The Company shall utilize the net proceeds from the Preferential Issue (i.e. total proceeds after adjustment of expenses related to the Preferential Issue, if any) ("Net Proceeds") towards:

SN	Proposed Objects	Proposed Allocation of Issue Proceeds (Amount in INR)*	Proposed Timeline for Utilisation
1.	Towards funding organic and inorganic growth opportunities and strategic acquisitions including but not limited to entering into Joint Ventures, acquisition of shares whether resulting in Associate or otherwise, mergers, takeovers, acquisition by Slump Sale etc., or acquisition of any business undertaking on going concern basis or acquisition directly by the Company.	20,00,00,000/-	One year
2.	To meet the working capital requirement of the company, including the working capital requirements of the undertaking /company acquired by way of strategic acquisitions either in the form of equity shares/ preference shares/ quasi-equity/ unsecured loan.	33,50,00,000/-	Two Years
3.	Funding of Capital Expenditure (Capex) for purchase of plant and machinery, equipments, manufacturing units, building, land, etc., and refurbishment and renovation of Company Assets.	6,00,00,000/-	Three Years
4.	For general corporate purposes, which include, inter alia, meeting general corporate exigencies, contingencies and expenses as applicable in such manner	2,85,02,694/-	One Year

	and proportion as may be decided by the Board from time to time, and/ or any other general purposes as may be permissible under the applicable laws.		
TOTAL		62,35,02,694/-	

**Contingent upon full subscription of offer within the stipulated time.*

The Main Object Clause of Memorandum of Association of the Company enables to undertake the existing activities and the activities for which the funds are being raised through the present Preferential Issue. Further, the activities which have been carried out by the Company till date are in accordance with the Object Clause of the Memorandum of Association.

In terms of the BSE Circular No. 20221213-47 dated December 13, 2022, the amount specified for the Objects may deviate +/- 10% depending upon the future circumstances, given that the Objects are based on the Management estimates and other commercial and technical factors.

Accordingly, the same is dependent on a variety of factors such as financial, market and sectoral conditions, business performance and strategy, competition and other external factors, which may not be within the control of the Company and may result in modifications to the proposed schedule for utilization of the Issue Proceeds at the discretion of the Board, subject to compliance with applicable laws.

Tentative timelines for utilization of Issue Proceeds

The Net Issue Proceeds to be received by the Company on the allotment of Equity Shares in terms of Chapter V of the SEBI ICDR Regulations would be utilized for the Objects, in phases, as per the Company's business requirements and availability of Issue Proceeds, within the timelines as mentioned above. If the Issue Proceeds are not utilized (in full or in part) for the Objects during the period stated above due to any such factors, the remaining Issue Proceeds shall be utilized in subsequent periods in such manner as may be determined by the Board, in accordance with applicable laws. This may entail rescheduling and revising the planned expenditure and funding requirements and any variation in the expenditure for a particular purpose from the planned expenditure as may be determined by the Board, subject to compliance with applicable laws.

Interim use of Issue Proceeds

Pending utilization of the proceeds from the Preferential Issue, the Company shall be entitled to invest such proceeds in money market instruments including money market mutual funds, deposits in scheduled commercial banks or any other investment as permitted under applicable laws.

Monitoring of utilization of funds

As the issue size is less than Rs. 100 Crore (Rupees One Hundred Crore only), the Company is not required to appoint a credit rating agency as a monitoring agency in terms of regulation 162A of the SEBI ICDR Regulations.

(iii) Kinds of securities offered and the price at which security is being offered and material terms of raising such securities

It is proposed to offer, allot and issue up to 30,86,647 Equity Shares to the Promoter & Promoter Group and certain identified Non-promoter persons/entities, at a price of Rs. 202/- (Rupees Two Hundred and Two only) per Equity Share, including a premium of Rs. 200/- (Rupees Two Hundred only) per Equity Share, each payable in cash, aggregating to Rs. 62,35,02,694/- (Rupees Sixty-Two Crores Thirty-Five Lakhs Two Thousand Six Hundred and Ninety-Four only) at such price being not less than the minimum price (Floor Price) as on the “Relevant Date” determined in accordance with the provisions of Chapter V of the ICDR Regulations.

The material terms of the proposed preferential issue of the Equity Shares are stipulated in the special resolution set forth in item no. 2 and in this explanatory statement to the Notice.

(iv) Maximum number of specified securities to be issued

It is proposed to offer, issue and allot up to 30,86,647 fully paid-up Equity Shares of the Company having a face value of Rs. 2/- (Rupees Two only) each.

(v) Amount which the company intends to raise by way of such securities

The Company intends to raise an amount aggregating to Rs. 62,35,02,694/- (Rupees Sixty-Two Crores Thirty-Five Lakhs Two Thousand Six Hundred and Ninety-Four only) by way of Equity Shares on preferential basis.

(vi) Relevant Date with reference to which the price has been arrived at

In terms of the provisions of Chapter V of SEBI ICDR Regulations, relevant date for determining the floor price for the Preferential Issue of the Equity Shares is March 28, 2025, which is the preceding working day to the date 30 days prior to the date of this Meeting (“**Relevant Date**”).

(vii) Basis on which the price has been arrived at and justification for the price along with the report of the Registered Valuer

The Equity Shares of the Company are listed on BSE Limited (“**BSE**”) (referred to as the “**Stock Exchange**”). The Equity Shares are frequently traded in terms of the SEBI ICDR Regulations.

In accordance with regulation 166A(1) of the SEBI ICDR Regulations, the Company is not required to obtain a valuation report from an independent registered valuer since the proposed Preferential Issue is not expected to result in a change in control or allotment of more than 5% (five per cent) of the post issue fully diluted share capital of the Company. Additionally, the Company being a listed company is also exempted by rule 13(1) of the Companies (Share Capital and Debentures) Rules, 2014 from undertaking valuation of its shares. However, the Company has appointed Mr. Subbarao Kesavarapu, Independent Registered Valuer having IBBI Registration No. IBBI/RV/02/2019/12292 for determining the floor price.

In terms of the SEBI ICDR Regulations, the floor price determined by the valuer, at which the Equity Shares can be issued is Rs. 201.92 (Rupees Two Hundred and One and Paise Ninety-Two only) per Equity Share, as per the pricing formula prescribed under the SEBI ICDR Regulations for the Preferential Issue and is the highest of the following:

- (a) 90 (ninety) trading days volume weighted average price (VWAP) of the Equity Shares of the Company preceding the Relevant Date: i.e., Rs. 189.64/- (Rupees One Hundred and Eighty-Nine and Paise Sixty-Four only) per Equity share;
- (b) 10 (ten) trading days volume weighted average price (VWAP) of the Equity Shares of the Company preceding the Relevant Date: i.e., Rs. 201.92/- (Rupees Two Hundred and One and Paise Ninety-Two only) per Equity share;
- (c) Floor price determined in accordance with the provisions of the Articles of Association of the Company. However, the Articles of Association of the Company does not provide for any method of determination for valuation of shares which results in floor price higher than determined price pursuant to SEBI ICDR Regulations.

Further, given that the Equity Shares of the Company have been listed for a period of more than 90 (ninety) trading days prior to the relevant date, the Company is not required to re-compute the issue price as per Regulation 164(3) of the SEBI ICDR Regulations, and therefore, the Company is not required to submit the undertakings specified under Regulations 163(1)(g) and 163(1)(h) of the SEBI ICDR Regulations.

If the Company is required to re-compute the price then it shall undertake such re-computation and if the amount payable on account of the re-computation of price is not paid by the Proposed Allottees within the time stipulated in the SEBI ICDR Regulations, the Equity Shares proposed to be issued pursuant to this resolution would be continued to be locked in till the time such amount would have paid by the Proposed Allottees.

The price determined by the Registered Valuer is Rs. 201.92/- (Rupees Two Hundred and One and Paise Ninety-Two only) per Equity Share. The valuation

report is available at the website of the Company at <https://poel.in/pdf/investors-desk/Valuation-Report.pdf>.

The price of the Equity Shares to be allotted on preferential basis has been approved by the Board of Directors as Rs. 202/- per Equity Share, which is not lower than the floor price determined in the manner set out above.

(viii) The class or classes of persons to whom the allotment is proposed to be made

The allotment is proposed to be made to the persons/entities belonging to the promoter / promoter group category and to the non-promoter category, as mentioned herein.

(ix) Intent of the Promoters, Directors, Key Managerial Personnel or senior management of the Company to subscribe to the Preferential Issue

The Promoters, Directors, Key Managerial Personnel (KMP) and the Senior Management Personnel of the Company intend to subscribe to the preferential issue, in the manner provided below:

Name of the Promoter / Director / KMP / senior management	No. of Equity shares proposed to be subscribed	Aggregate amount of proceeds proposed to be raised (INR)
Mrs. Neelam Bansal - Promoter Group	148,515	30,000,030
Mr. Sunil Kumar Bansal - Promoter & Managing Director	37,129	7,500,058
Harsh Bansal - Promoter Group & Whole-time Director	123,763	25,000,126
Devakar Bansal - Promoter & Managing Director	37,129	7,500,058
Amber Bansal - Promoter Group, Whole-time Director & CFO	61,881	12,499,962
Sagar Bansal - Promoter Group & Senior Management Personnel	61,881	12,499,962
Vandana Bansal - Promoter Group	148,515	30,000,030
Padam Chandra Bansal - Promoter Group & Director	148,515	30,000,030
Jyoti Kumar Chowdhry - Director (Non-Promoter)	24,753	5,000,106

Apart from the above Proposed Allottees, none of the promoters, members of the promoter group, directors, key managerial personnel or senior management personnel of the Company intend to subscribe to the offer.

(x) Time frame within which the Preferential Issue shall be completed

As required under the SEBI ICDR Regulations, the Equity Shares shall be allotted by the Company within a period of 15 days from the date of passing of this Resolution, provided that where the allotment of the proposed Equity Shares is pending on account of receipt of any approval or permission from any regulatory or statutory authority, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approvals or permissions.

(xi) Identity of the natural persons who are the ultimate beneficial owners of the Equity shares proposed to be allotted and/or who ultimately control the Investors

The following are the details of Ultimate Beneficial Ownership of the Non-Individual Allottees, as applicable:

S.N	Name of the Allottees	Name of Beneficial Owner(s) / who ultimately controls the Investors
1	R & V Tube Sales Private Limited	Mr. Vinod L Bathija, Mr. Rahul V Bathija
2	Metalscrap Recycling Agencies LLP	Mr. Vihaan Neerajkumar Sharma, Mr. Ajay Neerajkumar Sharma
3	Manmohan Mittal and Sons (HUF)	Mr. Manmohan Mittal
4	Shekar Chandak HUF	Mr. Shekar Chandak
5	Antara India Evergreen Fund Ltd	Ms. Vilaiporn Srikuruwan

(xii) Names of the proposed allottees and the percentage of post Preferential Issue capital that may be held by them and change in control, if any

The Equity Shares are proposed to be allotted to certain identified Promoter and Non-promoter persons/entities (“Investors”). The details of shareholding of the Investors in the Company, prior to and after the proposed Preferential Issue are given under **Annexure - A**.

There would be no change in control of the Company pursuant to this preferential issue of securities. The Promoter and Promoter group shall not acquire additional Equity Shares or voting rights entitling them to exercise more than 5% of the voting rights in the Company, in a financial year.

(xiii) The current and proposed status/class of the investors post the preferential issue namely, promoter or non-promoter

08 (Eight) of the Proposed Allottees, namely, Dr. Padam Chandra Bansal, Mr. Sunil Kumar Bansal, Mrs. Neelam Bansal, Mr. Harsh Bansal, Mr. Devakar Bansal, Mrs. Vandana Bansal, Mr. Amber Bansal and Mr. Sagar Bansal, are currently falling under the definition of promoter group as per the SEBI ICDR Regulations and shall form part of promoter group of the Company, post allotment of Equity Shares under the Issue.

Further, all other Proposed Allottees are currently, non-promoter and will continue the same status post the preferential issue.

(xiv) Shareholding pattern of the Company before and after the Preferential Issue

Shareholding pattern before and after the proposed preferential issue of the securities is enclosed as **Annexure-B** to the notice.

(xv) Change in control, if any, of the Company consequent to the preferential issue

The existing Promoter Group of the Company will continue to be in control of the Company and there will not be any change in the management or control of the Company as a result of the proposed preferential allotment.

(xvi) Name and address of Valuer who performed valuation

The valuation of the Equity Shares have been performed by Mr. Subbarao Kesavarapu, Registered Valuer having IBBI Registration No. IBBI/RV/02/2019/12292 and address of the Valuer is Pratima Arcade, Karnataka Building, Flat 201, KPHB Phase 6, Kukatpally, Hyderabad, Telangana – 500072.

In accordance with regulation 166A(1) of the SEBI ICDR Regulations, the Company is not required to obtain a valuation report from an independent registered valuer since the proposed Preferential Issue is not expected to result in a change in control or allotment of more than 5% (five per cent) of the post issue fully diluted share capital of the Company. Additionally, the Company being a listed company is also exempted by rule 13(1) of the Companies (Share Capital and Debentures) Rules, 2014 from undertaking valuation of its shares. However, the Company has appointed Mr. Subbarao Kesavarapu, Independent Registered Valuer having IBBI Registration No. IBBI/RV/02/2019/12292 for determining the floor price.

(xvii) Principal terms of assets charged as securities

Not applicable as the proposed issue of securities are of Equity Shares.

(xviii) Voting Rights

Voting rights will change according to the change in shareholding pattern mentioned in **Annexure – B**.

(xix) Lock-in Period

The Equity Shares allotted shall be locked-in for such period as specified under Regulations 167 and 168 of the SEBI ICDR Regulations. The entire pre-preferential allotment shareholding of the allottees, if any, shall be locked-in as per Regulation 167 of the SEBI (ICDR) Regulations, 2018.

(xx) Certificate from Practicing Company Secretary

The certificate from Mrs. Deepa Venkat Ramani, Practicing Company Secretary (Membership No. F5574 CP 8760), certifying that the proposed issue is being made in accordance with the extant regulations of the SEBI ICDR Regulations, 2018 shall be placed before the shareholders of the Company at the EGM. The Certificate is also available on the Company's website and can be accessed at <https://poel.in/pdf/investors-desk/Certificate-from-Practicing-Company-Secretary.pdf>.

(xxi) Undertakings

- a) Neither the Company nor any of its Directors or Promoters are categorized as willful defaulter(s) by any bank or financial institution or consortium thereof, in accordance with the guidelines on willful defaulter(s) issued by the Reserve Bank of India. Further, neither the Company nor any of its Directors or Promoters is a fraudulent borrower as defined under the SEBI ICDR Regulations. Consequently, the disclosures required under Regulation 163(1)(i) of the SEBI ICDR Regulations are not applicable.
- b) Neither the Company nor any of the Directors and / or Promoters is a fugitive economic offender as defined under the SEBI ICDR Regulations.
- c) The Company is in compliance with the conditions for continuous listing and is eligible to make the Preferential Issue under Chapter V of SEBI ICDR Regulations.
- d) As the Equity Shares of the Company have been listed on a recognised Stock Exchange for a period of more than 90 days on the Relevant Date, the provisions of Regulation 164(3) of SEBI ICDR Regulations governing re-computation of the price of shares shall not be applicable.
- e) The Company has obtained the Permanent Account Numbers of the Proposed Allottees.

- f) The Company shall re-compute the price of the Equity Shares to be allotted under the Preferential Issue, in terms of the provisions of SEBI ICDR Regulations where it is required to do so.
- g) If the amount payable on account of re-computation of price is not paid within the time stipulated in the SEBI ICDR Regulations, the above Equity Shares, as the case may be, shall continue to be locked in till the time such amount is paid by the Proposed Allottee.
- h) All Equity Shares to be allotted by way of preferential issue shall be made fully paid-up at the time of the allotment;
- i) The Equity Shares being issued pursuant this preferential issue shall rank pari-passu with the existing Equity Shares of the Company.
- j) The proposed allottees have not sold or transferred any Equity Shares during the 90 (Ninety) trading days preceding the relevant date. All the existing holdings of the Proposed Allottees are already held by them in dematerialized form and would be subject to lock-in for such period as prescribed under the SEBI ICDR Regulations.
- k) The Company shall make an application seeking in-principle approval to the stock exchange, where its Equity Shares are listed, on the same day when this notice shall be sent in respect of the Extra-ordinary General Meeting seeking shareholders' approval by way of Special Resolution.

(xxii) Other disclosures

- a) In accordance with regulation 166A(1) of the SEBI ICDR Regulations, the Company is not required to obtain a valuation report from an independent registered valuer since the proposed Preferential Issue is not expected to result in a change in control or allotment of more than 5% (five per cent) of the post issue fully diluted share capital of the Company. Additionally, the Company being a listed company is also exempted by rule 13(1) of the Companies (Share Capital and Debentures) Rules, 2014 from undertaking valuation of its shares. However, the Company has appointed Mr. Subbarao Kesavarapu, Independent Registered Valuer having IBBI Registration No. IBBI/RV/02/2019/12292 for determining the floor price. The valuation report is available at the website of the Company at <https://poel.in/pdf/investors-desk/Valuation-Report.pdf>.
- b) The Promoter / Promoter Group have not sold any Equity Shares of the Company during the six months preceding the Relevant Date.
- c) The allottees intend to subscribe to the Equity Shares / Equity Shares resulting on conversion of Warrants of the Company in such a manner that the shareholding of the Promoter and Promoter group shall not exceed 5% of

the post-issue paid up capital in a financial year and hence, obligation of making an open offer under Regulation 3(2) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 will not be attracted.

(xxiii) Number of persons to whom allotment has already been made during the year, in terms of Number of Securities as well as Price

The Company has not made any preferential allotment of Securities during the period from April 01, 2024 till the date of this Notice.

(xxiv) Justification for the allotment proposed to be made for consideration other than cash together with the Valuation Report of the Registered Valuer

Not applicable as the proposed issue is not for consideration other than cash.

(xxv) Contribution being made by the promoters or directors either as part of the preferential issue or separately in furtherance of objects

Under the proposed preferential issue, offer of Equity Shares is also being made to Dr. Padam Chandra Bansal, Mr. Sunil Kumar Bansal, Mrs. Neelam Bansal, Mr. Harsh Bansal, Mr. Devakar Bansal, Mrs. Vandana Bansal, Mr. Amber Bansal and Mr. Sagar Bansal, who are falling under promoter & promoter group of the Company ("Promoter Group") and to Mr. Jyoti Kumar Chowdhry, Independent Director of the Company and therefore, the aggregate contribution amounting to Rs. 16,00,00,362/- (Rupees Sixteen Crores Three Hundred and Sixty-Two only) shall be made by Promoter Group and Mr. Jyoti Kumar Chowdhry, as part of the proposed Preferential Issue in furtherance of the objects.

(xxvi) Listing

The Company will make an application to the Stock Exchange (BSE) at which the existing Equity Shares are listed, for listing of the Equity Shares.

(xxvii) Shareholding Interest of every Promoter, Director and KMPs to the extent of 2% or more in any body corporate, which is a proposed allottee

There is no shareholding interest of any promoter, director and KMPs, to the extent of 2% or more in any body corporate, which is a proposed allottee.

In accordance with the provisions of Sections 23, 42 and 62 of the Companies Act, 2013 read with applicable rules thereto and relevant provisions of the SEBI ICDR Regulations, approval of the Members for issue and allotment of the said Equity Shares to Investors is being sought by way of a special resolution as set out in the said item of the Notice. Issue of Equity Shares pursuant to the Preferential Issue would be within the Authorised Share Capital of the Company.

The Board of Directors believes that the proposed Preferential Issue is in the best interest of the Company and its Members and, therefore, recommends the Special Resolution at Item No. 2 of the accompanying Notice for approval by the Members of the Company.

None of the Directors, Key Managerial Personnel of the Company and their relatives are in any way interested or concerned in the resolution, except in their capacity as shareholder(s) of the Company. Additionally, Mrs. Neelam Bansal, Mrs. Vandana Bansal, Mr. Sagar Bansal and Mr. Om Prakash Porwal, relatives of the Directors on the Board of the Company, are also the proposed allottees of Equity Shares.

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

Place : Chennai
Date : April 22, 2025

Sd/-
Aashish Kumar K Jain
Company Secretary & Finance Head
Membership No. F 9954

Annexure- A

Names of the proposed allottees and the percentage of post Preferential Issue capital that may be held by them and change in control, if any.

S.N	Name of the Allottee	Category	Pre-Preferential Issue		No of Shares proposed to be allotted	No. of Warrants proposed to be allotted	Post-Preferential Issue*	
			No. of equity shares held	% held			No. of equity shares held	% held
1	Neelam Bansal	Promoter Group	2,943,910	10.56	148,515	-	3,092,425	9.79
2	Sunil Kumar Bansal	Promoter	2,616,150	9.38	37,129	49,506	2,702,785	8.56
3	Harsh Bansal	Promoter Group	72,295	0.26	123,763	-	196,058	0.62
4	Devakar Bansal	Promoter	2,720,825	9.76	37,129	49,506	2,807,460	8.89
5	Amber Bansal	Promoter Group	163,300	0.59	61,881	-	225,181	0.71
6	Sagar Bansal	Promoter Group	-	-	61,881	-	61,881	0.20
7	Vandana Bansal	Promoter Group	2,007,395	7.20	148,515	-	2,155,910	6.83
8	Padam Chandra Bansal	Promoter Group	1,064,065	3.82	148,515	-	1,212,580	3.84
9	Narendra Kumar Gupta	Non-Promoter	10,995	0.04	74,258	-	85,253	0.27
10	Jawaharilal	Non-Promoter	-	-	24,753	-	24,753	0.08
11	Sweksha Goyal	Non-Promoter	-	-	148,515	-	148,515	0.47
12	Antara India Evergreen Fund Ltd	Non-Promoter	-	-	74,258	-	74,258	0.24
13	Padma Bhandari	Non-Promoter	3,505	0.01	34,654	4,952	43,111	0.14
14	Deepak Bhandari	Non-Promoter	2,330	0.01	34,654	4,952	41,936	0.13
15	Prince Bhandari	Non-Promoter	1,310	0.00	17,327	2,476	21,113	0.07
16	Samrat Bhandari	Non-Promoter	310	0.00	17,327	2,476	20,113	0.06
17	Harish Kumar Lohia	Non-Promoter	12,500	0.04	24,753	-	37,253	0.12
18	Namrata Tibrewala	Non-Promoter	-	-	24,753	-	24,753	0.08
19	Rahul Tibrewala	Non-Promoter	5,000	0.02	24,753	-	29,753	0.09
20	Jyoti Kumar Chowdhry	Non-Promoter	7,465	0.03	24,753	24,754	56,972	0.18
21	Padma Bhansali	Non-Promoter	-	-	12,376	-	12,376	0.04
22	Sunanda Jhaver	Non-Promoter	-	-	37,129	-	37,129	0.12
23	Sunny M Patel	Non-Promoter	-	-	14,852	-	14,852	0.05
24	Kapil Garg	Non-Promoter	5,500	0.02	-	24,754	30,254	0.10
25	Naveen Hirawat	Non-Promoter	18,500	0.07	61,881	-	80,381	0.25
26	Vikas Hirawat	Non-Promoter	-	-	12,376	-	12,376	0.04
27	Vipul Hirawat	Non-Promoter	-	-	12,376	-	12,376	0.04
28	Deepakkumar R Dugar	Non-Promoter	6,252	0.02	24,753	-	31,005	0.10
29	Sarita Mittal	Non-Promoter	-	-	24,753	-	24,753	0.08
30	Ramesh Surjan	Non-Promoter	-	-	24,753	-	24,753	0.08
31	R & V Tube Sales Private Limited	Non-Promoter	-	-	148,515	-	148,515	0.47
32	Arjun Sonthalia	Non-Promoter	-	-	12,376	-	12,376	0.04
33	Anuradha Sonthalia	Non-Promoter	-	-	12,376	-	12,376	0.04
34	Amar M Sonthalia	Non-Promoter	-	-	24,753	-	24,753	0.08
35	Metalscrap Recycling Agencies LLP	Non-Promoter	-	-	24,753	-	24,753	0.08
36	Ruby Parakh	Non-Promoter	-	-	12,376	-	12,376	0.04
37	Mamta Todi	Non-Promoter	-	-	12,376	-	12,376	0.04

38	M Ponnuswami	Non-Promoter	-	-	12,376	-	12,376	0.04
39	Akshat S Luniya	Non-Promoter	-	-	-	30,000	30,000	0.10
40	Urban Botanics Private Limited	Non-Promoter	-	-	-	30,000	30,000	0.10
41	Sanjay Bhansali	Non-Promoter	-	-	-	30,000	30,000	0.10
42	Neha Anant Goenka	Non-Promoter	-	-	12,376	-	12,376	0.04
43	Rajiv Khanna	Non-Promoter	10,000	0.04	148,515	-	158,515	0.50
44	Priyanka Nanda	Non-Promoter	-	-	148,515	-	148,515	0.47
45	Ravinder Kumar Rishabchand	Non-Promoter	362,485	1.30	247,525	247,526	857,536	2.72
46	Sandeep Agarwal	Non-Promoter	-	-	24,753	-	24,753	0.08
47	Anita Agarwal	Non-Promoter	-	-	24,753	-	24,753	0.08
48	Vishal Bomb	Non-Promoter	-	-	24,753	-	24,753	0.08
49	Vivek Bomb	Non-Promoter	-	-	24,753	-	24,753	0.08
50	Prakash Chand	Non-Promoter	-	-	12,376	12,376	24,752	0.08
51	Sushant Jain	Non-Promoter	-	-	12,376	12,376	24,752	0.08
52	Nitesh Gupta	Non-Promoter	-	-	12,376	-	12,376	0.04
53	Suresh Kumar Jain	Non-Promoter	-	-	24,753	-	24,753	0.08
54	Mukesh Kumar Jain	Non-Promoter	-	-	24,753	-	24,753	0.08
55	Ravina S Jain	Non-Promoter	-	-	4,951	-	4,951	0.02
56	Vilina S Jain	Non-Promoter	-	-	4,951	-	4,951	0.02
57	Geetha K Jain	Non-Promoter	-	-	247,525	-	247,525	0.78
58	Dilip Kumar Khemchand	Non-Promoter	-	-	12,376	-	12,376	0.04
59	Sivachandran Balachandran	Non-Promoter	-	-	-	12,376	12,376	0.04
60	Ramachandran Balachandran	Non-Promoter	-	-	-	12,376	12,376	0.04
61	Rachana Bhansali	Non-Promoter	-	-	24,753	-	24,753	0.08
62	Girdharlal Jhaver	Non-Promoter	-	-	74,257	-	74,257	0.24
63	Manmohan Mittal And Sons (HUF)	Non-Promoter	300	0.00	24,753	-	25,053	0.08
64	Abha Singh Chhajer	Non-Promoter	-	-	49,505	49,506	99,011	0.31
65	Vasumathi S	Non-Promoter	-	-	12,376	-	12,376	0.04
66	Shekar Chandak HUF	Non-Promoter	-	-	24,753	-	24,753	0.08
67	Veesamsetty Jayasri	Non-Promoter	397	0.00	12,376	12,376	25,149	0.08
68	Omprakash Porwal	Non-Promoter	-	-	49,505	-	49,505	0.16
69	Karan Kumar Bagmar	Non-Promoter	-	-	24,753	-	24,753	0.08
TOTAL			12,034,789	43.16	3,086,647	612,288	15,733,724	49.90

**Assuming full conversion of Warrants into Equity Shares issued through this Notice. There would be no change in control of the Company pursuant to this preferential issue of securities.*

Annexure- B**Shareholding pattern before and after the proposed preferential issue of Equity shares and Warrants:**

S.N.	Category	Pre-Issue Shareholding as on 31.03.2025		Preferential Issue		Post Issue Shareholding	
		No. of Shares held	% of share holding	Equity Shares to be allotted	Convertible Warrants to be allotted	No. of Shares held	% of share holding*
A	Promoters' Holding						
1.	Indian:						
	Individual	1,05,27,475	37.76	6,18,813	99,012	1,12,45,300	35.61
	Bodies Corporate	-	-	-	-	-	-
	Sub Total (A)(1)	1,05,27,475	37.76	6,18,813	99,012	1,12,45,300	35.61
2	Foreign Promoters	10,64,065	3.82	1,48,515	-	12,12,580	3.84
	Sub-Total (A)(2)	10,64,065	3.82	1,48,515	-	12,12,580	3.84
	Total Promoter & Promoter Group holding (A)	1,15,91,540	41.58	7,67,328	99,012	1,24,57,880	39.45
B	Non-Promoters' holding						
1	Institutions - Domestic	-	-	-	-	-	-
a.	Mutual Funds/UTI	-	-	-	-	-	-
b.	Alternate Investment Funds	-	-	-	-	-	-
c.	Financial Institutions/Banks	-	-	-	-	-	-
d.	Insurance Companies	-	-	-	-	-	-
e.	Other Financial Institutions	-	-	-	-	-	-
f.	NBFC registered with RBI	-	-	-	-	-	-
	Sub-total (B)(1)	-	-	-	-	-	-
2	Institution - Foreign						
a.	Foreign Portfolio Investors /Foreign body corporate	-	-	74,258	-	74,258	0.23
b.	Others	-	-	-	-	-	-
	Sub-total (B)(2)	-	-	74,258	-	74,258	0.23
3	Central government / State Government(s)	-	-	-	-	-	-
	Sub-total (B)(3)	-	-	-	-	-	-
4	Non-Institution:						
	Directors and Relatives (excluding independent directors and nominee directors)	6,705	0.02	-	-	6,705	0.02
	Key Managerial Personnel	250	0.00	-	-	250	0.00
	Investor Education and Protection Fund (IEPF)	1,22,285	0.44	-	-	1,22,285	0.39
	Indian Resident Individuals holding nominal capital upto Rs. 2 lakhs	1,01,40,305	36.37	10,81,692	2,35,750	1,14,57,747	36.28
	Indian Resident Individuals holding nominal capital in excess of Rs. 2 lakhs	43,46,544	15.59	7,92,080	2,47,526	53,86,150	17.06
	Non Resident Individuals	6,18,291	2.22	1,48,515	-	7,66,806	2.43
	Bodies Corporate	2,37,715	0.85	1,48,515	30,000	4,16,230	1.32
	Others (including LLP, HUF)	8,16,325	2.92	74,259	-	8,90,584	2.82
	Sub-Total (B)(4)	1,62,88,420	58.42	22,45,061	5,13,276	1,90,46,757	60.32
	Total Public Shareholding (B)	1,62,88,420	58.42	23,19,319	5,13,276	1,91,21,015	60.55
	Grand Total (A+B)	2,78,79,960	100.00	30,86,647	6,12,288	3,15,78,895	100.00

*Note: 1. *The post issue shareholding pattern in the above table has been prepared on the basis that the Proposed Allottees would have subscribed to and been allotted all the Equity shares and that all warrants will subsequently be exercised or converted into Equity Shares. In the event for any reason, the Proposed Allottees does not or are unable to subscribe to and/ or are not allotted the warrants / Equity shares, the shareholding pattern in the above table would undergo corresponding changes.*

2. It is further assumed that shareholding of the Company in all other categories will remain unchanged.

3. The Company will ensure compliance with all applicable laws and regulations including the SEBI ICDR Regulations at the time of allotment of Equity shares and Warrants of the Company.