



POCL ENTERPRISES LIMITED

CIN: L52599TN1988PLC015731

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NOTICE OF EXTRA ORDINARY GENERAL MEETING

NOTICE is hereby given that the Extraordinary General Meeting (“EGM”) of the Members of **POCL ENTERPRISES LIMITED** (the “Company”) will be held on Monday, April 28, 2025, at 11:30 A.M through Video Conferencing (“VC”)/ Other Audio-Visual Means (“OAVM”) to transact the following business:

SPECIAL BUSINESS:

ITEM NO. 1: ADOPTION OF RESTATED ARTICLES OF ASSOCIATION OF THE COMPANY

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

“RESOLVED THAT pursuant to the provisions of Sections 5, 14, and other applicable provisions of the Companies Act, 2013 (including any statutory modification(s), amendments thereto or re-enactment thereof, the circulars, notifications, regulations, rules, guidelines, if any, issued by relevant Regulatory/ Statutory/ Government Authorities, for the time being in force), and such other approvals, as may be required from the relevant Regulatory/Statutory/ Government Authorities, consent of the members be and is hereby accorded for amendment and adoption of revised set of Articles of Association (AOA) of the Company, in substitution for, and to the exclusion of the articles contained in the present Articles of Association of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company, be and is hereby authorised to do all acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and to sign and execute all necessary

documents, applications, returns and writings as may be necessary, proper, desirable or expedient, in the best interest of the Company and to accede to such modifications and alterations to the aforesaid resolution as may be suggested by the Registrar of Companies or such other Authority arising from or incidental to the said amendment."

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	12,376	2,499,952
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

S.N.	Name of the Investor	Category	No. of Equity Shares	Consideration (INR)
30	R & V Tube Sales Private Limited	Non-Promoter	148,515	30,000,030
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	49,505	10,000,010
57	Namrata Baldwa	Non-Promoter	49,505	10,000,010
58	Manmohan Mittal And Sons (HUF)	Non-Promoter	24,753	5,000,106
59	Abhay Singh Chhajer	Non-Promoter	49,505	10,000,010
60	Vasumathi S	Non-Promoter	12,376	2,499,952
61	Shekar Chandak HUF	Non-Promoter	24,753	5,000,106
62	Veesamsetty Jayasri	Non-Promoter	12,376	2,499,952
63	Omprakash Porwal	Non-Promoter	49,505	10,000,010
64	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.”

ITEM NO. 3: ISSUANCE OF 6,12,288 CONVERTIBLE WARRANTS 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, 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, 6,12,288 convertible warrants (“**Warrants**”), each convertible into, or exchangeable for, 1 (One) fully paid-up equity share of the Company having face value of Rs. 2/- (Rupees Two only) at any time within 18 months from the date of allotment of the Warrants as per SEBI ICDR Regulations for cash, at a price of Rs. 202/- (Rupees Two Hundred and Two only) per warrant including Premium of Rs. 200/- (Rupees Two Hundred only) (“**Warrant Issue Price**”), aggregating to Rs. 12,36,82,176/- (Rupees Twelve Crore Thirty-Six Lakhs Eighty-Two Thousand One Hundred and Seventy-Six only) (“**Consideration**”), on preferential basis to persons / entities / body corporates listed below (“Warrant Holder(s)” / “Proposed Allottee(s)/Investor(s)”) on such other terms and conditions as may be determined in accordance with the SEBI ICDR Regulations or such other applicable provisions of the law as may be prevailing at the time, subject to it being in compliance with the minimum price calculated in accordance with applicable regulations for preferential issue under Chapter V of the SEBI ICDR Regulations:

S.N.	Name of the Investor	Category	No. of Warrants	Consideration (INR)
1	Sunil Kumar Bansal	Promoter	49,506	10,000,212
2	Devakar Bansal	Promoter	49,506	10,000,212
3	Padma Bhandari	Non-Promoter	4,952	1,000,304
4	Deepak Bhandari	Non-Promoter	4,952	1,000,304
5	Prince Bhandari	Non-Promoter	2,476	500,152
6	Samrat Bhandari	Non-Promoter	2,476	500,152
7	Jyoti Kumar Chowdhry	Non-Promoter	24,754	5,000,308
8	Kapil Garg	Non-Promoter	24,754	5,000,308
9	Akshat S Luniya	Non-Promoter	30,000	6,060,000
10	Urban Botanics Private Limited	Non-Promoter	30,000	6,060,000
11	Sanjay Bhansali	Non-Promoter	30,000	6,060,000
12	Ravinder Kumar Rishabchand	Non-Promoter	247,526	50,000,252
13	Prakash Chand	Non-Promoter	12,376	2,499,952
14	Sushant Jain	Non-Promoter	12,376	2,499,952
15	Sivachandran Balachandran	Non-Promoter	12,376	2,499,952

S.N.	Name of the Investor	Category	No. of Warrants	Consideration (INR)
16	Ramachandran Balachandran	Non-Promoter	12,376	2,499,952
17	Abhay Singh Chhajer	Non-Promoter	49,506	10,000,212
18	Veesamsetty Jayasri	Non-Promoter	12,376	2,499,952
TOTAL			612,288	123,682,176

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 Warrants 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 Convertible Warrants 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) In accordance with the provisions of Chapter V of SEBI ICDR Regulations, the minimum amount of Rs. 50.50/- (Rupees Fifty and paise Fifty only), which is equivalent to 25% (Twenty-Five Per Cent) of the Warrant Issue Price of the Warrant, shall be paid by the Warrant-holders to the Company at the time of subscription and allotment of each Warrant. The Warrant holder will be required to make further payments of Rs. 151.50/- (Rupees One Hundred and Fifty-One and paise Fifty only) which is equivalent to 75% (Seventy-Five Per Cent) of the Warrant Issue Price (“**Warrant Exercise Amount**”), at the time of exercise of the right attached to the Warrant(s), to apply for One fully paid-up Equity Share of the Company, against each such Warrant held by the Warrant-holder.
- b) The Warrant-holders shall be entitled to exercise their right to convert any or all of the Warrants into Equity Shares of the Company in one or more tranches after giving a written notice to the Company, specifying the number of Warrants proposed to be exercised along with the aggregate Warrant Exercise Amount payable thereon, without any further approval from the Shareholders of the Company prior to or at the time of conversion. The Company shall accordingly, issue and allot the corresponding number of Equity Shares of the Company to the Warrant Holders.
- c) The respective Warrant-holders shall make payment of Warrant Issue Price from their own bank account into the designated bank account of the Company.

- d) The Warrants shall be allotted in dematerialized form, 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 Warrants 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 permission.
- e) The right attached to the Warrants may be exercised by the Warrant holder, in one or more tranches, at any time on or before the expiry of 18 (Eighteen) months from the date of allotment of the Warrants. If the entitlement against the Warrants to apply for the Equity Shares of the Company is not exercised by the Warrant-holders within the aforesaid period of 18 (Eighteen) months, the entitlement of the Warrant-holders to apply for Equity Shares of the Company along with the rights attached thereto shall expire and any amount paid by the Warrant-holders on such Warrants shall stand forfeited by the Company.
- f) The price determined above and the number of Equity Shares to be allotted on exercise of the Warrants shall be subject to appropriate adjustments as permitted under the rules, regulations and laws, as applicable from time to time.
- g) The Equity Shares so allotted on exercise of the Warrants shall be in dematerialized form and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank *pari passu* with the then existing Equity Shares of the Company, including entitlement to voting powers and dividend.
- h) The Warrants shall not carry any voting rights until they are converted into Equity Shares and the Warrants by itself, until exercised and converted into Equity Shares, shall not give the Warrant-holders any rights with respect to that of an Equity Shareholder of the Company.
- i) The pre-preferential allotment shareholding of the Proposed Allottees, if any, in the Company shall be subject to lock-in as specified in the provisions of Chapter V of the SEBI ICDR Regulations.
- j) The Warrants allotted in terms of this resolution and the resultant Equity Shares arising on exercise of rights attached to such Warrants shall be subject to lock-in as specified in the provisions of Chapter V of the SEBI ICDR Regulations.
- k) The Company shall obtain the listing and trading approvals for the Equity Shares to be issued and allotted to the Warrant Holders upon exercise of rights

attached to such Warrants from the Stock Exchange in accordance with the SEBI Listing Regulations and all other applicable laws, rules and regulations.

RESOLVED FURTHER THAT the Board, be and is hereby authorized to accept any modifications in the terms of issue of Warrants, 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 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 convertible Warrants.

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 Warrants and listing of the Equity Shares thereof with the Stock Exchange as appropriate and utilization of proceeds of the Preferential Issue, 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.”

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

Place : Chennai
Date : April 03, 2025

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

NOTES:

1. Ministry of Corporate Affairs ('MCA') vide its General Circular No. 09/2024 dated September 19, 2024, read with General circular No.9/2023 dated September 25, 2023, General Circular No.10/2022 dated December 28, 2022, Circular No.02/2022 dated May 5, 2022, Circular No.21/2021 dated December 14, 2021, Circular No.19/2021 dated December 8, 2021, Circular No.2/2021 dated January 13, 2021, General Circular No. 20/2020 dated May 5, 2020, General Circular No. 17/2020 dated April 13, 2020 and General Circular No. 14/2020 dated April 8, 2020 (collectively referred to as 'MCA Circulars') and SEBI vide its circulars dated October 3, 2024, October 7, 2023, January 5, 2023, May 13, 2022, January 15, 2021 and May 12, 2020 has permitted the holding of the Extra-Ordinary General Meeting ('EGM') through VC/OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ('Act'), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') and MCA Circulars, the EGM of the Company will be held through VC/OAVM. Participation of members through VC/OAVM will be reckoned for the purpose of quorum for the EGM as per Section 103 of the Companies Act, 2013.
2. The deemed venue for the Extra-Ordinary General Meeting shall be the registered office of the Company.
3. Since this EGM is being held through VC/OAVM, pursuant to the MCA Circulars, physical attendance of the Members has been dispensed with. **Accordingly, the facility for appointment of proxies by the Members will not be available for the EGM. Hence, the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice.** In pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the EGM through VC/OAVM and cast their votes through e-voting.
4. Institutional/Corporate Shareholders (i.e., other than individuals/HUF, NRI, etc.,) are required to send a scanned copy (PDF/JPG format) of its Board or Governing Body Resolution/Authorization etc., authorizing its representative to attend the EGM on its behalf and to vote through remote e-voting and e-voting during the EGM. The said resolution/ authorization shall be sent to the Company's e-mail address at corprelations@poel.in.
5. An Explanatory Statement pursuant to Section 102 of the Act relating to the Special Business to be transacted at the Extra-Ordinary General Meeting is annexed hereto. The special businesses set out under Item Nos. 1 to 3 of the

Notice, being considered 'unavoidable', be transacted at the is EGM of the Company.

6. It is mandatory for shareholders of physical folios to update their PAN, contact details (postal address with PIN and mobile number), bank account details and specimen signature ('KYC details') and choice of nomination (optional) with Registrar and Share Transfer Agent, M/s. Cameo Corporate Services Limited ('Cameo') for availing any service requests. The shareholders are requested to furnish their KYC details in the prescribed forms to Cameo. The said forms can be downloaded from the website of the Company at www.poel.in and also from the website of Cameo at www.cameoindia.com.
7. Institutional Investors, who are members of the Company are encouraged to attend and vote at the EGM of the Company.
8. In case of joint holders, the member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the EGM.
9. Relevant documents referred to in the accompanying Notice and the Explanatory Statement shall be made accessible for inspection through electronic mode on all working days, except Saturdays, during business hours up to the date of the Extra-Ordinary General Meeting.
10. For ease of conduct, members who would like to ask queries/express their views on the items of the businesses to be transacted at the meeting can send their queries/comments in advance to the Company's designated email address at corprelations@poel.in mentioning their name, Demat account no./Folio no., etc. The queries may be raised precisely and in brief to enable the Company to answer the same suitably depending on the availability of time at the meeting.
11. 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 / RTA.
12. The Company or its Registrar and Share Transfer Agent, 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.

13. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company. Pursuant to Section 72 of the Act, read with SEBI Circulars issued from time to time, members holding shares in physical form are advised to file nomination in the prescribed Form SH-13 or Form ISR-3 (Declaration to Opt out). The form can be downloaded from the website of the Company at www.poel.in or from the website of Cameo at www.cameoindia.com. In respect of shares held in electronic / demat form, the members may please contact their respective depository participant.
14. 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.
15. 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. Securities and Exchange Board of India ('SEBI') has mandated that securities of listed companies can be transferred only in dematerialised form w.e.f., April 1, 2019. Accordingly, the Company/Cameo has stopped accepting any fresh lodgment of transfer of shares in physical form. Members holding shares in physical form are advised to avail the facility of dematerialization.
16. SEBI vide its circular dated January 25, 2022, has mandated listed companies shall henceforth issue the securities in dematerialized form only, while processing service requests such as issue of duplicate share certificates, transmission, transposition etc. Accordingly, members who still hold share certificates in physical form are advised to dematerialize their holdings.
17. In terms of Sections 101 of the Act, read together with the Rules made thereunder, the listed companies may send the notice of Extra General Meeting, by electronic mode. Pursuant to the said provisions of the Act read with MCA Circulars, Notice of the EGM is being sent only through electronic mode to those members whose e-mail addresses are registered with the Company/Depositories. Members may note that the Notice will also be available on the Company's website at www.poel.in and on the website of the Stock Exchange i.e., BSE Ltd. at www.bseindia.com. The notice is also disseminated on the website of CDSL at www.evotingindia.com.
18. Further, those members who have not registered their e-mail addresses and mobile nos. and in consequence could not be served with the Notice of the EGM, may get themselves registered with our RTA by clicking the link: <https://investors.cameoindia.com> for obtaining the same.

19. To support the 'Green Initiative', Members who have not registered their e-mail address so far are requested to register their e-mail address for receiving all communications including Annual Report, Notices, Circulars, etc., from the Company electronically.

20. 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 and MCA Circulars, 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 Extra-Ordinary General Meeting (EGM).
2. The Company has engaged the services of Central Depository Services (India) Limited ('CDSL') as the Agency to provide e-voting facility.
3. The facility of joining the EGM through VC/OAVM will be opened 15 minutes before and will be open up to 15 minutes after the scheduled start time of the EGM, i.e., from 11:15 A.M. to 11:45 A.M. and will be available for at least 1,000 members on a first-come first-served basis. This rule would however not apply to participation of shareholders holding 2% or more shareholding, Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc., who are allowed to attend the EGM without restriction on account of first-come first-served basis.
4. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. The remote e-voting facility will be available during the following period:

Commencement of remote e-voting : From 9.00 a.m. (IST) on April 25, 2025
End of remote e-voting : Up to 5.00 p.m. (IST) on April 27, 2025
6. Once the vote is casted by the member, it cannot be subsequently changed or voted again. The 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.

7. The members who have casted their vote by remote e-voting facility may also attend the meeting but shall not be entitled to vote again.
8. The facility for e-voting will also be made available during the EGM and the members, who could not cast their vote by e-voting facility, may cast their vote by e-voting during the EGM.
9. The voting rights of shareholders shall be in proportion to their shares in the paid-up share capital of the Company as on the closing hours of April 21, 2025. Members holding shares either in physical form or dematerialized form, as on the closing hours of April 21, 2025 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.
10. Any person, who acquires shares of the Company and becomes member of the Company after dispatch of the notice and holding shares as on April 21, 2025, may obtain the login Id and password by sending request at helpdesk.evoting@cdslindia.com.
11. The Board of Directors of the Company has appointed Mrs. Deepa V Ramani, Practicing Company Secretary as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner and she has communicated her willingness to be appointed to scrutinize the voting process.
12. At the Extra-Ordinary General Meeting, at the end of the discussion on the resolutions on which the voting is to be held, the Chairman would announce the e-voting for all those members who are present but have not casted their votes electronically using the remote e-voting facility.
13. The Scrutinizer shall, immediately after the conclusion of voting at EGM, unblock the votes casted through e-voting facility, 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 casted in the favour of or against, if any, to the Chairman of the Meeting. The Chairman, or any other person authorized by him, shall declare the voting result forthwith.
14. The voting 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 the Stock Exchange.

THE INTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

1. In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-voting facility provided by listed companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-voting facility.
2. Pursuant to above said SEBI Circular, login method for e-voting and joining virtual meetings for individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<p>A. <u>Existing users who have opted for Easi/Easiest:</u></p> <p>(i) Visit CDSL website at www.cdslindia.com and click on login icon & My Easi Tab.</p> <p>(ii) Shareholders can login through their existing user id and password. Option will be made available to reach e-voting page without any further authentication.</p> <p>(iii) After successful login the Easi / Easiest user will be able to see the e-voting option for eligible companies where the e-voting is in progress as per the information provided by company.</p> <p>(iv) On clicking the e-voting option, the user will be able to see e-voting page of the e-voting service provider for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting.</p> <p>(v) Additionally, there is also links provided to access the system of all e-voting service providers, so that the user can visit the e-voting service providers' website directly.</p>

	<p>B. <u>Users who have not opted for Easi/Easiest:</u></p> <p>Option to register is available at CDSL website www.cdslindia.com and click on login & My Easi Tab and then click on registration option.</p> <p>C. <u>By visiting the e-voting website of CDSL:</u></p> <p>(i) The user can directly access e-voting page by providing Demat Account Number and PAN No. from e-voting link available on www.cdslindia.com home page.</p> <p>(ii) The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account.</p> <p>(iii) After successful authentication, user will be able to see the e-voting option where the e-voting is in progress and will be able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>A. <u>Users registered for NSDL IDeAS facility:</u></p> <p>(i) Open web browser by typing the following URL: https://eservices.nsd.com either on a personal computer or on mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section.</p> <p>(ii) A new screen will open. Enter your User ID and Password. After successful authentication, you will be able to see e-voting services. Click on “Access to e-Voting” under e-voting services and you will be able to see e-voting page.</p> <p>(iii) Click on company name or e-voting service provider name and you will be re-directed to e-voting service provider website for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting.</p>

	<p>B. <u>Users not registered for IDeAS e-Services:</u></p> <p>Option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS” Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp.</p> <p>C. <u>By visiting the e-voting website of NSDL:</u></p> <p>(i) Visit the e-voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a personal computer or on mobile. Once the home page of e-voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.</p> <p>(ii) A new screen will open. Enter your User ID (i.e., your sixteen digit demat account number held with NSDL), Password/OTP and a verification code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page.</p> <p>(iii) Click on company name or e-voting service provider name and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</p>	<p>(i) Shareholder can also login using the login credentials of their demat account through your Depository Participant registered with NSDL/CDSL for e-voting facility.</p> <p>(ii) After successful login, you will be able to see e-voting option. Once you click on e-voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting feature.</p> <p>(iii) Click on company name or e-voting service provider name and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e., CDSL and NSDL is as below:

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or call at toll free no.: 1800 21 09911
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at: 022-4886 7000 and 022-2499 7000

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

1. Login method for e-voting and joining virtual meetings for physical shareholders and shareholders other than individual holding in Demat form.
 - i) The shareholders should log on to the e-voting website www.evotingindia.com.
 - ii) Click on Shareholders module.
 - iii) 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

- iv) Next enter the image verification as displayed and Click on Login.
- v) 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.
- vi) If you are a first time user follow the steps given below:

For physical shareholders and other than individual shareholders holding shares in Demat	
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 sequence number sent by Company/RTA or contact Company/RTA.
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.

- vii) After entering these details appropriately, click on “SUBMIT” tab.
- viii) 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.
- ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

- x) Click on the EVSN of POCL Enterprises Limited on which you choose to vote.
 - xi) 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.
 - xii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire resolution details.
 - xiii) 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.
 - xiv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
 - xv) You can also take print of the votes casted by clicking on “Click here to print” option on the voting page.
 - xvi) 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.
 - xvii) There is also an optional provision to upload Board Resolution (BR)/ Power of Attorney (POA), if any. The BR/POA uploaded will be made available to scrutinizer for verification.
2. Additional facility for Non – Individual Shareholders and Custodians – For remote e-voting only:
- i) 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 in the Corporates module.
 - ii) A scanned copy of the Registration Form bearing the stamp and sign of the entity should be e-mailed to helpdesk.evoting@cdslindia.com.
 - iii) 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.

- iv) The list of accounts linked in the login will be mapped automatically & can be delinked in case of any wrong mapping.
- v) It is mandatory that, a scanned copy of the Board Resolution (BR) 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.
- vi) Alternatively, Non Individual shareholders are required mandatorily to send the relevant Board Resolution/ Authority letter etc., together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address at corprelations@poel.in, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

Instructions for Members attending the EGM through VC/OAVM & e-Voting during the meeting are as under:

1. The procedure for attending meeting & e-voting on the day of the EGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend the meeting will be available where the EVSN of the Company is displayed after the successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through remote e-voting will be eligible to attend the meeting. However, they will not be eligible to vote at the EGM.
4. Shareholders are encouraged to join the Meeting through Laptops / iPads / Tablets for better experience.
5. Further, shareholders will be required to allow Camera and use internet with a good speed to avoid any disturbance during the meeting.
6. Please note that participants connecting from mobile devices or tablets or through laptop connecting via mobile hotspot may experience audio/video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance

at least 3 days prior to meeting mentioning their name, DP ID Client ID/folio number, email id, mobile number at corprelations@poel.in. The shareholders who do not wish to speak during the EGM but have queries may send their queries in advance 3 days prior to the meeting mentioning their name, DP ID Client ID/folio number, email id, mobile number at corprelations@poel.in. The company will reply to these queries suitably by email.

8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the EGM through VC/OAVM facility and have not casted their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system available during the EGM.
10. If any votes are cast by the shareholders through the e-voting available during the EGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

Process for those shareholders whose e-mail id/mobile no. are not registered with the Company/Depositories.

1. For physical shareholders - Please provide necessary details like Folio No., name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAAR (self- attested scanned copy of Aadhaar) by email to Company/RTA's email id.
2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP).
3. For Individual Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending EGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or call at toll free no.: 1800 21 09911.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, Central Depository Services (India) Limited, 'A' Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no.: 1800 21 09911.

Any grievances 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 of the Companies Act, 2013)

As required under Section 102 of the Companies Act, 2013 (the “**Act**”), the following Explanatory Statement sets out all the material facts relating to the Special Businesses mentioned under Item Nos. 1, 2 and 3 of the accompanying EGM Notice dated April 03, 2025:

ITEM NO.1: ADOPTION OF RESTATED ARTICLES OF ASSOCIATION OF THE COMPANY

The Company proposes to raise capital by way of issuing Equity Shares as well as Convertible Warrants on preferential basis. The Article 7 of the present Articles of Association (AOA) uses the expression “further shares or securities can be issued for cash” and thus the Company is empowered to issue warrants. However, in order to expressly and specifically provide for warrants, the present Articles of Association is proposed to be suitably amended. It is also further proposed to align and restate the entire AOA in accordance with the clauses in Table-F of the Companies Act, 2013.

Copies of the existing and revised AOA will be made available for inspection at the registered office of the Company on all working days, except Saturdays, during business hours up to the date of the Extraordinary General Meeting.

The aforesaid proposal for adoption of new set of AOA requires the approval of members by way of Special Resolution and accordingly, the Board of Directors recommends the resolution set out at Item No. 1 for the approval of the shareholders as a Special Resolution.

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.

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	20,00,00,000/-	One year

	business undertaking on going concern basis or acquisition directly by the Company.		
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 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.	2,85,02,694/-	One Year
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.

ITEM NO. 3: ISSUANCE OF 6,12,288 CONVERTIBLE WARRANTS 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 etc., or acquisition of any business undertaking 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 warrants, each convertible into, or exchangeable for, 1 (One) fully paid-up Equity Share of the Company having face value of Rs.2/- (Rupees Two only), on preferential issue 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 6,12,288 Warrants to certain identified Promoter and Non-promoter persons/entities, each convertible into, or exchangeable for, 1 (One) fully paid-up Equity Share at a price of Rs. 202/- (Rupees Two Hundred and Two only) per Warrant, including premium of Rs. 200/- (Rupees Two Hundred only) per Warrant, each payable in cash, aggregating to Rs. 12,36,82,176/- (Rupees Twelve Crore Thirty-Six Lakhs Eighty-Two Thousand One Hundred and Seventy-Six 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 Warrants 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. 3 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 6,12,288 Warrants, each at a price of Rs. 202/- (Rupees Two Hundred and Two only) per warrant, including a premium of Rs. 200/- (Rupees Two

Hundred only) per warrant, aggregating to Rs. 12,36,82,176/- (Rupees Twelve Crore Thirty-Six Lakhs Eighty-Two Thousand One Hundred and Seventy-Six 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.	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.	3,36,82,176/-	Two Years
2.	Funding of Capital Expenditure (Capex) for purchase of plant and machinery, equipments, manufacturing units, building, land, etc., and refurbishment and renovation of Company Assets.	9,00,00,000/-	Three Years
TOTAL		12,36,82,176/-	

**Contingent upon full subscription of offer and considering 100% conversion of Warrants into Equity shares 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 convertible Warrants 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), 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 6,12,288 Warrants to the Promoters and certain identified non-promoter persons/entities, each convertible into, or exchangeable for, 1 (One) fully paid-up Equity Share at a price of Rs. 202/- (Rupees Two Hundred and Two only) per Warrant (including a premium of Rs. 200/- (Rupees Two Hundred only) per Warrant), each payable in cash, aggregating to Rs. 12,36,82,176/- (Rupees Twelve Crore Thirty-Six Lakhs Eighty-Two Thousand One Hundred and Seventy-Six 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 convertible Warrants are stipulated in the special resolution set forth in item no. 3 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 6,12,288 Warrants each convertible into, or exchangeable for, 1 (One) fully paid-up Equity Share at a price of Rs. 202/- (Rupees Two Hundred and Two only) per Warrant, including premium of Rs. 200/- (Rupees Two Hundred only) per Warrant, each payable in cash, aggregating to Rs. 12,36,82,176/- (Rupees Twelve Crore Thirty-Six Lakhs Eighty-Two Thousand One Hundred and Seventy-Six only).

Minimum amount of Rs. 50.50/- (Rupees Fifty and Paise Fifty only), which is equivalent to 25% (Twenty-five percent) of the Warrants Issue Price shall be paid at the time of subscription and allotment of each Warrant. The warrant holder will be required to make further payments of Rs. 151.50/- (Rupees One Fifty-One and Paise Fifty only) for each Warrant, which is equivalent to 75% (Seventy-five percent) of the Warrants Issue Price at the time of exercise of the right attached to Warrant(s) to subscribe to Equity Share(s).

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

The Company intends to raise an amount aggregating to Rs. 12,36,82,176/- (Rupees Twelve Crore Thirty-Six Lakhs Eighty-Two Thousand One Hundred and Seventy-Six only) by way of convertible warrants 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 Warrants 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 security can be issued is Rs. 201.92/- (Rupees Two Hundred and One and Paise Ninety-Two only) per security, 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 Warrants to be allotted on preferential basis has been approved by the Board of Directors as Rs. 202/- per Warrant, 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 or key managerial personnel or senior management of the Company to subscribe to the Preferential Issue

The Promoters and Directors intend to subscribe to the preferential issue of warrants, in the manner provided below:

Name of the Promoter / Director	No. of Warrants proposed to be subscribed	Aggregate amount of proceeds proposed to be raised (INR)
Mr. Sunil Kumar Bansal – Promoter & Managing Director	49,506	10,000,212
Mr. Devakar Bansal - Promoter & Managing Director	49,506	10,000,212
Mr. Jyoti Kumar Chowdhry – Director (Non-Promoter)	24,754	5,000,308

Apart from the above Proposed Allottees, none of the promoters, members of the promoter group, directors, key managerial personnel or the 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 Warrants 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 Warrants 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 Warrants 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	Urban Botanics Private Limited	Mrs. Sarita Lalwani, Mr. Prince Sethiya

(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 Warrants are proposed to be allotted to certain identified Promoter and Non-promoter persons/entities (“Investors”). The details of shareholding of 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

02 (Two) of the Proposed Allottees of the warrants, namely, Mr. Sunil Kumar Bansal and Mr. Devakar 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 Warrants under the Issue.

Further, all other Proposed Allottees of warrants 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 convertible Warrants.

(xviii) Voting Rights

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

(xix) Lock-in Period

The Warrants and the Equity Shares allotted upon conversion of the Warrants 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) The Equity Shares arising out of conversion of warrants into Equity Shares being issued pursuant this preferential issue shall rank pari-passu with the existing Equity Shares of the Company.

- i) 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.
- j) 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 warrants is also being made to Mr. Sunil Kumar Bansal and Mr. Devakar 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. 2,50,00,732/- (Rupees Two Crores Fifty Lakhs Seven Hundred and Thirty-Two Only) shall be made by the Promoter Group and Mr. Jyoti Kumar Chowdhry, as part of the proposed Preferential Issue in furtherance of the objects.

(xxvi) Material terms of raising such securities

- i. Each warrant is convertible into, or exchangeable for, 1 (One) fully paid-up Equity Share of the Company having face value of Rs.2/- (Rupees Two only).
- ii. In accordance with the provisions of Chapter V of SEBI ICDR Regulations, 25% (Twenty- Five Per Cent) of the Warrant Issue Price, shall be paid by the Warrant Holders to the Company on or before allotment of the Warrants and the balance consideration i.e., 75% (Seventy-Five Per Cent) of the Warrant Issue Price shall be paid at the time of exercise of option to apply for fully paid-up Equity Share of Rs. 2/- each of the Company, against each such Warrants held by the Warrant Holder.
- iii. The Warrant Holders shall be entitled to exercise his / her / its option to convert any or all of the Warrants into Equity Shares of the Company in one or more tranches after giving a written notice to the Company, specifying the number of Warrants proposed to be exercised along with the aggregate Warrant Issue Price payable thereon, without any further approval from the Shareholders of the Company prior to or at the time of conversion. The Company shall accordingly, issue and allot the corresponding number of Equity Shares of the Company to the Warrant Holders.
- iv. The tenure of Warrants is 18 (eighteen) months from the date of allotment. If the entitlement against the Warrants to apply for the Equity Shares of the Company is not exercised by the Warrant Holders within the aforesaid period of 18 (eighteen) months, the entitlement of the Warrant Holders to apply for Equity Shares of the Company along with the rights attached thereto shall expire and any amount paid by the Warrant Holders on such Warrants shall stand forfeited.

- v. The Company shall issue and allot the Equity Shares to the Warrant holder in dematerialized form and seek final approval from the Stock Exchange for listing the Equity Shares allotted to the Warrant holder pursuant to conversion of the Warrants. All Equity Shares (upon conversion of the Warrants) shall be credited into the Warrant holder's demat account.
- vi. The Warrant holder shall make the relevant disclosures required under applicable law, including the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended, in relation to the Preferential Issue and conversion of the Warrants.
- vii. The procedure for conversion of Warrants into Equity Shares set out above shall be applicable for conversion of each Warrant into Equity Shares, irrespective of the number of tranches in which the Warrant holder issues a written notice for Conversion of Warrants into Equity Shares.
- viii. The Warrants shall not carry any voting rights until they are converted into Equity Shares.

(xxvii) 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 allotted pursuant to the conversion of the warrants.

(xxviii) 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 Act read with applicable rules thereto and relevant provisions of the SEBI ICDR Regulations, approval of the Members for issue and allotment of the said Warrants to proposed allottees is being sought by way of a special resolution as set out in the said item of the Notice. Issue of the Warrants and the Equity Shares to be allotted upon conversion of the Warrants 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. 3 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, Mr. Sivachandran Balachandran and Mr. Ramachandran Balachandran, relatives of the Directors on the Board of the Company, are also the proposed allottees of convertible Warrants.

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

Place : Chennai
Date : April 03, 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	-	-	12,376	-	12,376	0.04
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	-	-	49,505	-	49,505	0.16
63	Namrata Baldwa	Non-Promoter	-	-	49,505	-	49,505	0.16
64	Manmohan Mittal And Sons (HUF)	Non-Promoter	300	0.00	24,753	-	25,053	0.08
65	Abha Singh Chhajer	Non-Promoter	-	-	49,505	49,506	99,011	0.31
66	Vasumathi S	Non-Promoter	-	-	12,376	-	12,376	0.04
67	Shekar Chandak HUF	Non-Promoter	-	-	24,753	-	24,753	0.08
68	Veesamsetty Jayasri	Non-Promoter	397	0.00	12,376	12,376	25,149	0.08
69	Omprakash Porwal	Non-Promoter	-	-	49,505	-	49,505	0.16
70	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.