POCL ENTERPRISES LIMITED

31ST ANNUAL REPORT

2018-19

POEL POCL ENTERPRISES LIMITED

POEL Profile

CIN: L52599TN1988PLC015731

Board of Directors

Dr. Padam C Bansal
Chairman

Mr. Devakar Bansal
Managing Director

Mr. Sunil Kumar Bansal
Managing Director

Mr. Y V Raman
Whole Time Director

Mr. D P Venkataraman
Independent Director

Mr. Harish Kumar Lohia
Independent Director

Mrs. Indra Somani
Independent Director

Mr. Jyoti Kumar Chowdhry
Independent Director

Mr. Harsh Bansal
Whole Time Director

Mr. Amber Bansal
Whole Time Director

Chief Financial Officer

Mr. N Ravichandran

Company Secretary

Mr. Aashish Kumar K Jain

Registered Office

New No: 4, Old No: 319,
Valluvarkottam High Road,
Nungambakkam,
Chennai – 600034
Phone No : 044 4914 5454
Fax No : 044 4914 5455
Email : info@poel.in
Website : www.poel.in

Bankers

Canara Bank, Anna Nagar East Branch
HDFC Bank, R. K. Salai Branch

Auditors

M/s. Raju & Daftary
Statutory Auditors

M/s. CNGSN & Associates LLP
Internal Auditors

Mrs. Deepa V Ramani
Secretarial Auditor

M/s. K. R. Vivekanandan
Cost Auditors

Registrar and Transfer Agents

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

REPORT CONTENTS

Statutory Reports 01 - 48

Financial Statements 49 - 104

Shareholders Information 105 - 122

Dear Members,

You are cordially invited to the 31st Annual General Meeting of the Members of POCL Enterprises Limited

Date : September 11, 2019

Time : 10:30 A.M.

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

BOARD'S REPORT

Dear Members,

Your Directors have pleasure in presenting the 31st Annual Report on your business and operations together with the Audited Financial Statements for the year ended March 31, 2019.

FINANCIAL RESULTS

The Company's financial performance for the year ended March 31, 2019 is summarized below:

PARTICULARS	2018-19 Rs. in Lakhs	2017-18 Rs. in Lakhs
Revenue from Operations	45373.04	49430.63
Other Income	248.84	302.21
Total Expenditure (excluding Finance Cost & Depreciation)	45144.47	48363.07
Profit Before Interest, Depreciation and Taxes (PBIDT)	477.41	1369.77
Interest and Finance Charges	964.58	762.29
Depreciation & Amortisation	155.83	149.43
Profit/ (Loss) Before Tax	**(643.00)**	**458.05**
Tax Expense	(0.15)	191.11
Profit/ (Loss) after Tax	**(642.85)**	**266.94**
Other Comprehensive Income (Net of Taxes)	10.73	(15.50)
Total Comprehensive Income	**(632.12)**	**251.44**

FINANCIAL PERFORMANCE

Revenue from Operations for the financial year 2018 -19 was Rs. 453.73 Crore as against Rs. 494.30 Crore in the previous year. Revenue from Operations has marginally declined by 6.44% mainly due to the cancellation of long term orders from Customers. Total export sales for the year was Rs. 152 Crore as against Rs. 180 Crore in the previous year.

During the year, key raw material prices were volatile in nature and this unpredictability impacted margins. The Company was able to manage its revenue, but the margin has eroded due to the rise in input costs because of LME fluctuations. Due to the uncertainties and turbulence in the LME markets, the company reported loss of Rs. 643 Lakhs for the year as against profit of Rs. 458.05 Lakhs in the previous year.

During the year, there was no change in the nature of business of the Company.

DIVIDEND

The Board of Directors of your company, after considering holistically the relevant circumstances and the loss for the year, has decided, not to recommend any Dividend for the year under review.

TRANSFER TO RESERVES

The Company has made no transfers to reserves during the Financial Year 2018 – 19.

TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND

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

Pursuant to Section 124 of the Companies Act, 2013, unclaimed dividend due for transfer to the Investor Education and Protection Fund (IEPF) are as follows:

Dividend for the year	Unclaimed Dividend	Declaration Date	Proposed date of Transfer
2014 – 15	Rs. 93,837/-	September 4, 2015	October 9, 2022
2015 – 16	Rs. 78,180/-	September 2, 2016	October 7, 2023
2017 – 18	Rs. 1,02,749/-	September 1, 2018	October 8, 2025

Members who are yet to claim their dividend amount, may write to the Company Secretary or Company's Registrar and Share Transfer Agent M/s. Cameo Corporate Services Limited. The details of unclaimed dividend for the said years are also available on the website of the Company.

MATERIAL CHANGES & COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY

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

PARTICULARS OF SUBSIDIARY COMPANY, ASSOCIATE COMPANY AND JOINT VENTURE COMPANY

The Company is neither a holding company nor a subsidiary of any other company as at March 31, 2019. The Company has no associate company or joint venture company within the meaning of Section 2(6) of the Companies Act, 2013.

DIRECTORS

Your Board is currently constituted with ten Directors comprising of four Independent Directors, five Executive Directors and one Non-Executive Director.

Mr. D P Venkataraman and Mr. Harish Kumar Lohia were appointed as an Independent Directors of the Company on December 24, 2014 for a period of five years and their first term of office will expire on December 23, 2019. Mrs. Indra Somani was appointed as an Independent Director of the Company on April 1, 2015 and her first term of office will expire at the conclusion of the 31st Annual General Meeting. Based on the recommendation of the Nomination and Remuneration Committed and the Board, it is proposed to re-appoint Mr. D P Venkataraman, Mr. Harish Kumar Lohia and Mrs. Indra Somani as an Independent Directors for their second term of five years in the ensuing Annual General Meeting. Accordingly, the Board recommends their re-appointment to the members of the Company as a Special Resolution.

The Board have re-appointed Mr. Devakar Bansal, Managing Director, Mr. Sunil Kumar Bansal, Managing Director and Mr. Y V Raman, Whole Time Director for a period of 3 (Three) years with effect from April 1, 2018. Further, Mr. Jyoti Kumar Chowdhry, Independent Director, Mr. Harsh Bansal, Whole Time Director and Mr. Amber Bansal, Whole Time Director were also appointed with effect from June 1, 2018. Approval of the members of the Company has been sought for their appointment/ re-appointment in the Annual General Meeting held on September 1, 2018.

In terms of Section 152 of the Companies Act, 2013 and the Articles of Association of the Company, Mr. Devakar Bansal, Director, who has been longest in the office, retire by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment. The Board recommends his re-appointment to the members of the Company.

The Directors on the Board are Mr. Devakar Bansal, Mr. Sunil Kumar Bansal, Mr. Y. V. Raman, Dr. Padam C Bansal, Mr. D. P. Venkataraman, Mr. Harish Kumar Lohia, Mrs. Indra Somani, Mr. Jyoti Kumar Chowdhry, Mr. Harsh Bansal and Mr. Amber Bansal.

INDEPENDENT DIRECTORS AND FAMILIARISATION PROGRAMME

In terms of the provisions of Section 149(7) of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, all the Independent Directors of the

Company have furnished a declaration to the Company stating that they fulfill the criteria of Independence as prescribed under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Further the Independent Directors have also confirmed that:

- They have complied with the Code of Independent Directors as prescribed in Schedule IV to the Companies Act, 2013;
- They have complied with POEL Code of Conduct for Directors and Senior Management Personnel;
- They are not disqualified to act as an Independent Director.

In compliance with Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the Board has adopted a policy on familiarisation programme for Independent Directors of the Company. The policy familiarizes the Independent Directors with the nature of industry in which the Company operates, business model of the Company, their roles, rights and responsibilities in the Company.

The details of familiarization programme during the financial year 2018 – 19 are available on the website of the Company at http://poel.in/investors.html#invstr.

KEY MANAGERIAL PERSONNEL

The following Directors/Officials of the Company have been designated as Key Managerial Personnel (KMP) of the Company by the Board of Directors in terms of provisions of Section 203 of the Companies Act, 2013 and the SEBI Listing Regulations:

1. Mr. Devakar Bansal : Managing Director
2. Mr. Sunil Kumar Bansal : Managing Director
3. Mr. N. Ravichandran : Chief Financial Officer
4. Mr. Aashish Kumar K Jain : Company Secretary

There has been no change in the Key Managerial Personnel during the financial year 2018 – 19.

MEETINGS OF THE BOARD

The Board of Directors met six (6) times during the financial year 2018-19. The details of the Board Meetings with regard to their dates and attendance of each Director thereat have been provided in the Corporate Governance Report. The Company has complied with the applicable Secretarial Standards as issued by the Institute of Company Secretaries of India in compliance with Section 118(10) of the Companies Act, 2013 read with para 9 of the revised Secretarial Standards on Board Meetings.

BOARD COMMITTEES

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

REMUNERATION POLICY OF THE COMPANY

In terms of the provisions of Section 178 of the Companies Act, 2013 read with Regulation 19 of SEBI Listing Regulations, a policy relating to remuneration for the Directors, Key Managerial Personnel and other employees has been adopted by the Board of Directors thereby analyzing the criteria for determining qualifications, positive attributes and independence of a Director. The said policy is available on the website of the Company at http://poel.in/investors.html#invstr. There has been no change in the policy during the year.

RECOMMENDATION OF THE AUDIT COMMITTEE

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

BOARD EVALUATION

The Board of Directors of the Company has established a framework for the evaluation of its own performance, its committees and individual Directors of the Company in consultation with the Nomination & Remuneration Committee and fixed certain parameters covering the evaluation of the Chairman, Executive Directors, Non-Executive Directors and Independent Directors on the basis of which the evaluation is being carried out on annual basis in terms of provisions of the Companies Act, 2013 and the SEBI Listing Regulations.

During the year under review, the Board of Directors, at its meeting held on February 12, 2019 have carried out the evaluation of its own performance, committees and directors of the Company and the Independent Directors in their separate meeting held on even date have evaluated the performance of the Chairman and Non-Independent Director(s) of the Company respectively in accordance with the framework approved by the Board.

Details of performance evaluation of the Independent Directors as required under Schedule IV to the Companies Act, 2013 is provided in the Corporate Governance Report. The Directors have expressed their satisfaction with the evaluation process and its results.

INTERNAL FINANCIAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company has a proper and adequate system of internal financial controls which includes the policies and procedures for ensuring the orderly and efficient conduct of its business, including adherence to Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records and the timely preparation of reliable financial information. During the year, such controls were tested and no material weakness in the design or operations were observed.

STATUTORY AUDITOR AND AUDIT REPORT

M/s. Raju & Daftary, Chartered Accountants, Chennai (having Firm Registration Number: 015535S) are the Statutory Auditors of the Company and they hold office till the conclusion of 32nd Annual General Meeting to be held in the calendar year 2020. There were no qualification, reservation or adverse remark in the Auditor's Report for the financial year ended on March 31, 2019.

COST AUDIT

Your Company is engaged in the production of organic & inorganic chemicals and base metals and is required to maintain the cost records as specified by the Central Government under Section 148(1) of the Companies Act, 2013 ("the Act") read with rules made thereunder.

Accordingly, the Company has made and maintained the cost records for the production of the above said products in compliance with the provisions of the Act.

M/s. K. R. Vivekanandan, Cost Accountant (having Firm Registration Number: 102179) has been appointed as the Cost Auditor of the Company for the year 2018-19 for conducting audit of the cost records maintained by the Company in respect of organic & inorganic chemicals and base metals.

The Board of Directors on the recommendation of the Audit Committee has approved the remuneration of Rs. 40,000/- (Rupees Forty Thousand Only) in addition to applicable taxes and out of pocket expenses. As per the provisions of Section 148 of the Companies Act, 2013, the remuneration of the Cost Auditors is required to be ratified by the shareholders of the Company. A resolution seeking members' ratification for the remuneration payable to the Cost Auditor for the financial year 2018-19 forms part of the notice convening this Annual General Meeting.

In respect of the cost audit for the year 2017-18, the Cost Audit Report does not contain any qualification, reservation or adverse remark.

SECRETARIAL AUDIT

The Board has appointed Mrs. Deepa V Ramani, Practicing Company Secretary as the Secretarial Auditor for the Financial Year 2018-19 in terms of provisions of Section 204 of the Companies Act, 2013. The Secretarial Audit Report of the Company for the financial year ended March 31, 2019 in the prescribed form MR-3 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is enclosed as **Annexure - I** to this report. The Secretarial Audit Report does not contain any qualification, reservation or adverse remark which needs any explanation or comment of the Board.

REPORTING OF FRAUDS BY THE AUDITORS

During the year under review, the Statutory Auditors, Cost Auditor or Secretarial Auditor have not reported any fraud to the Audit Committee under Section 143(12) of the Companies Act, 2013.

RISK MANAGEMENT

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

VIGIL MECHANISM AND WHISTLE BLOWER POLICY

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

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

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

ANNUAL RETURN

In terms of the provisions of Section 92(3) of the Companies Act, 2013 read with Rule 12 of the Companies (Management and Administration) Rules, 2014, the extract of Annual Return in Form MGT-9 is annexed as **Annexure II** to this report. Further in compliance with Section 134(3)(a) of the Companies Act, 2013, Annual Return for the financial year 2017 – 18 can be viewed on the website of the Company at http://poel.in/investors.html#invstr.

TRANSACTIONS WITH RELATED PARTIES

All contracts or arrangements or transactions with related parties during the year under review as referred to in Section 188(1) of the Companies Act, 2013, were in the ordinary course of business and on arms' length basis. There were no material contracts/ arrangements/ transactions with related parties which may have potential conflict with the interest of the Company.

All related party transactions are placed before the audit committee for review and approval. Prior omnibus approval is also obtained from the Audit Committee for the related party transactions which are of repetitive nature and which cannot be foreseen and accordingly the required disclosures are made to the audit committee on quarterly basis in terms of the omnibus approval of the committee.

The policy on Related Party Transactions can be viewed on the website of the Company at http://poel.in/investors.html#invstr.

The details of the related party transactions as per Indian Accounting Standards (IND AS) - 24 are set out in Note No. 44 of the Financial Statements.

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

Details pertaining to remuneration as required under Section 197(12) of the Companies Act, 2013 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended has been provided as an **Annexure III** to this Report.

CORPORATE GOVERNANCE

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

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

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

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

A detailed analysis of the Company's operations in terms of performance in markets, manufacturing activities, business outlook, risks and areas of concerns forms part of the Management Discussion and Analysis, a separate section of this report. Certain Statements in the said report may be forward looking. Many factors may affect the actual results, which could be different from what the Directors envisage in terms of the future performance and outlook.

DEPOSITS

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

Details as required under proviso to Rule 2(c)(viii) of Companies (Acceptance of Deposits) Rules, 2014, as amended, relating to monies accepted from Directors during the year are furnished under the head "related party transactions" in Note No. 44 of the financial statements.

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

(i) Conservation of Energy

Steps taken on conservation of energy:

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

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

Steps taken for utilizing alternate source of energy and capital investment made: NIL

(ii) Research & Development and Technology Absorption

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

(iii) Foreign Exchange Earnings and Outgo

(a)	Foreign Exchange Earnings	-	Rs. 15,199.64 Lakhs (Rs. 18,003.95 Lakhs)
(b)	Foreign Exchange Outgo	-	Rs. 34,375.56 Lakhs (Rs. 33,897.61 Lakhs)

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS

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

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

The Company has in place a Policy for prevention of Sexual Harassment at the Workplace in line with the requirements of the Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013.

Internal Complaints Committee (ICC) has been set up to redress complaints received regarding sexual harassment. All employees (permanent, contractual, temporary, trainees) are covered under this policy.

Pursuant to Para 10(l) of Part C of Schedule V to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the disclosures with respect to complaints received and disposed off during the year has been provided in the Corporate Governance Report.

DIRECTORS' RESPONSIBILITY STATEMENT

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

a) in the preparation of the annual accounts for the year ended March 31, 2019, the applicable accounting standards read with the requirements set out under Schedule III to the Act, have been followed and there are no material departures from the same;

b) the directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2019 and of the loss of the Company for that period;

c) the directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

d) the directors have prepared the annual accounts on a 'going concern' basis;

e) the directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and

f) the directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

Based on the framework of internal financial controls maintained by the Company, work performed by the internal and statutory auditors including audit of internal financial controls over financial reporting by the statutory auditors, the Board is of the opinion that the Company's internal financial controls were adequate and operating effectively during financial year 2018-19.

DISCLOSURES WITH RESPECT TO UNCLAIMED SUSPENSE ACCOUNT

The Company observed that some physical share certificates issued pursuant to the Scheme of Demerger have been returned undelivered. The details of such returned and unclaimed share certificates are available on the website of the Company at www.poel.in. The Company has sent three reminders to the shareholders for claiming their shares.

The Company is in the process of opening "Unclaimed Suspense Account" in the name of the company wherein all the unclaimed shares will be transferred into one folio and the voting rights on such shares shall remain frozen until the rightful owner claims the shares.

GRATITUDE & ACKNOWLEDGEMENTS

Your Directors take this opportunity to place on record their sincere appreciation for the continued trust and confidence reposed in the Company by the bankers, business associates, regulatory authorities, customers, dealers, vendors and shareholders. Your Directors recognize and appreciate the value of contributions rendered by every member of the POEL family at all levels in order to improve the performance of the Company.

For **POCL ENTERPRISES LIMITED**

	DEVAKAR BANSAL	**SUNIL KUMAR BANSAL**
Place : Chennai	**MANAGING DIRECTOR**	**MANAGING DIRECTOR**
Date : August 13, 2019	**DIN: 00232565**	**DIN: 00232617**

Annexure I

Form No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31ST MARCH 2019

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

To,

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

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

Based on my verification of POCL Enterprises Limited's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on 31st March 2019, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by POCL Enterprises Limited (the Company) for the financial year ended on 31st March, 2019 according to the provisions of:

(i) The Companies Act, 2013 (the Act) and the rules made thereunder;

(ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;

(iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;

(iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;

(v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):

a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009/2018[1];

d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014[2];

e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008[3];

f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009[4]; and

h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998/2018[5];

(vi) Following other laws applicable specifically to the company:

a) Air (Prevention & Control of Pollution) Act, 1981 and The Air (Prevention & Control of Pollution) Rules, 1982

b) Water (Prevention and Control of Pollution) Act, 1974 and The Water (Prevention and Control of Pollution) Rules, 1974.

c) The Environment (Protection) Act, 1986 and The Environment (Protection) Rules, 1986

d) Hazardous and other Wastes (Management and Transboundary Movement) Rules, 2016

e) The Factories Act, 1948 & respective state Factories Rules

f) The Employees State Insurance Act, 1948

g) The Industrial Employment (Standing Orders) Act, 1946

h) Industrial Disputes Act, 1947

i) Minimum Wages Act, 1948

j) Payment of Wages Act, 1936

k) TN Shop and Establishment Act and Rules thereunder

l) The Employees Provident Fund and Miscellaneous Provisions Act, 1952

m) Payment of Bonus Act, 1965

n) Payment of Gratuity Act, 1972

o) The Employees Compensation Act, 1923

p) The Legal Metrology Act, 2009 and the rules made thereunder.

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

(i) Secretarial Standards with respect to Meetings of Board of Directors (SS-1) and General Meetings (SS-2) issued by The Institute of Company Secretaries of India.

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1 Not applicable to the Company during the year, as the Company has not issued securities. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 with effect from 9th November 2018.

2 Not applicable to the Company, as the Company does not have any Employee stock option scheme.

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

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

5 Not applicable to the Company, as there was no buy-back by the Company during the year. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018, with effect from 11th September 2018.

(ii) The Uniform Listing Agreement entered into by the Company with BSE Limited pursuant to the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

I further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors for the year under review. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

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

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

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

I further report that during the audit period there were no events/actions having a major bearing on the company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc.

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

Place : Chennai
Date : 13th August 2019

Deepa V. Ramani
Company Secretary in Whole-Time Practice
FCS 5574; CP 8760

ANNEXURE – A

To,

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

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

a. Maintenance of secretarial and other records is the responsibility of the management of the Company. My responsibility is to express an opinion on the relevant records based on my audit.

b. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the relevant records and compliances. The verification was done on test basis to verify that correct facts are reflected in secretarial and other relevant records. I believe that the processes and practices I followed provide a reasonable basis for my opinion.

c. I have not verified the correctness and appropriateness of financial, cost and tax records and books of accounts of the Company.

d. Wherever required, I have obtained the Management Representation about the compliance of laws, rules and regulations and happening of events etc.

e. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of the procedures on test/sample basis.

f. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Place : Chennai
Date : 13th August 2019

Deepa V. Ramani
Company Secretary in Whole-Time Practice
FCS 5574; CP 8760

Annexure - II

FORM NO. MGT- 9

EXTRACT OF ANNUAL RETURN

As on financial year ended on March 31, 2019

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

I. REGISTRATION AND OTHER DETAILS

i	CIN	L52599TN1988PLC015731
ii	Registration Date	20/05/1988
iii	Name of the Company	POCL Enterprises Limited
iv	Category/Sub-Category of the Company	Public Company Limited by Shares; Indian Non-Government Company
v	Address of the Registered Office & Contact Details	New No. 4, Old No. 319, Valluvarkottam High Road, Nungambakkam, Chennai- 600034, Tamil Nadu. Tel No: 044 - 4914 5454 Fax No: 044 - 4914 5455 Email: info@poel.in Website: www.poel.in
vi	Whether Listed Company	Yes, BSE Limited
vii	Name, Address & Contact Details of the Registrar & Transfer Agent, if any.	M/s. Cameo Corporate Services Limited Subramanian Building, No.1, Club House Road, Chennai – 600 002, Tamil Nadu. Tel: 044-2846 0390; Fax: 044 -2846 0129 Email: cameo@cameoindia.com Website: www.cameoindia.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10 percent or more of the total turnover of the company are stated below :

Sl. No	Name and Description of main Products/Services	NIC Code of the Product /Service	% to total turnover of the Company
1	Lead Oxides, Zinc Oxide and Lead Metal & Alloys	24203- Manufacture of Lead, Zinc & Tin Products & Alloys	84.54
2	Stearate, Phthalate, DBL Phosphite and PVC Compound	20119- Manufacture of Organic & Inorganic Chemicals Compounds	14.73

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

As on March 31, 2019, the Company has no Holding, Subsidiary or Associate Company.

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

(i) Category-wise shareholding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/HUF	2,293,372	-	2,293,372	41.12	2,300,423	-	2,300,423	41.25	0.13
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corporate	113,616	-	113,616	2.04	-	-	-	-	(2.04)
e) Bank/FI	-	-	-	-	-	-	-	-	-
f) Any Other	-	-	-	-	-	-	-	-	-
SUB- TOTAL (A)(1)	**2,406,988**	**-**	**2,406,988**	**43.16**	**2,300,423**	**-**	**2,300,423**	**41.25**	**(1.91)**
(2) Foreign									
a) NRI- Individuals	-	-	-	-	-	-	-	-	-
b) Other Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corporate	-	-	-	-	-	-	-	-	-
d) Banks/FI	-	-	-	-	-	-	-	-	-
e) Any Other- Director Relative NRI	212,813	-	212,813	3.82	212,813	-	212,813	3.82	-
SUB TOTAL (A)(2)	**212,813**	**-**	**212,813**	**3.82**	**212,813**	**-**	**212,813**	**3.82**	**-**
Total Shareholding of Promoter (A)= (A)(1)+(A)(2)	**2,619,801**	**-**	**2,619,801**	**46.98**	**2,513,236**	**-**	**2,513,236**	**45.07**	**(1.91)**
B. PUBLIC SHAREHOLDING									
(1) Institutions									
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks/FI	-	-	-	-	-	-	-	-	-
c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Fund	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
SUB TOTAL (B)(1)	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**

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

(i) Category-wise shareholding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
(2) Non Institutions									
a) Bodies corporate (Indian/ Overseas)	132,433	5	132,438	2.38	110,698	-	110,698	1.99	(0.39)
b) Individuals								-	
i) Individual shareholder holding nominal share capital upto Rs. 1 Lakh	1,668,451	85,382	1,753,833	31.45	1,653,718	71,418	1,725,136	30.94	(0.51)
ii) Individual shareholder holding nominal share capital in excess of Rs. 1 Lakh	852,780	-	852,780	15.29	1,021,846	-	1,021,846	18.33	3.04
c) Others (specify)						-	-	-	
i) Clearing Members	3,359	-	3,359	0.06	111	-	111	-	(0.06)
ii) Hindu Undivided Families	125,268	-	125,268	2.25	145,626	-	145,626	2.61	0.36
iii) Non-Resident Indian	88,513	-	88,513	1.59	59,339	-	59,339	1.06	(0.53)
SUB TOTAL (B)(2)	**2,870,804**	**85,387**	**2,956,191**	**53.02**	**2,991,338**	**71,418**	**3,062,756**	**54.93**	**1.91**
Total Public Shareholding (B)= (B)(1)+(B)(2)	**2,870,804**	**85,387**	**2,956,191**	**53.02**	**2,991,338**	**71,418**	**3,062,756**	**54.93**	**1.91**
C. Shares held by Custodian for GDRs & ADRs									
i) Promoter & Promoter Group	-	-	-	-	-	-	-	-	-
ii) Public	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	**5,490,605**	**85,387**	**5,575,992**	**100.00**	**5,504,574**	**71,418**	**5,575,992**	**100.00**	**-**

(ii) Shareholding of Promoters

Sl No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share holding during the year
		No of Shares	% of total shares of the Company	% of shares pledged/ encumbered to total shares	No of shares	% of total shares of the company	% of shares pledged/ encumbered to total shares	
1	Ardee Industries Private Limited	113,616	2.04	-	-	-	-	(2.04)
2	Sunil Kumar Bansal	521,731	9.36	-	523,231	9.38	-	0.02
3	Vandana Bansal	507,331	9.10	-	507,331	9.10	-	-
4	Devakar Bansal	544,165	9.76	-	544,165	9.76	-	-
5	Neelam Bansal	693,792	12.44	-	693,792	12.44	-	-
6	Padam C Bansal	212,813	3.82	-	212,813	3.82	-	-
7	Harsh Bansal	13,024	0.23	-	14,459	0.26	-	0.03
8	Amber Bansal	13,329	0.23	-	17,445	0.31	-	0.08
	TOTAL	**2,619,801**	**46.98**	**-**	**2,513,236**	**45.07**	**-**	**(1.91)**

(iii) Change in Promoters' Shareholding

Sl No.	Name of the Shareholder	Share holding at the beginning of the year		Cumulative Share holding during the year	
		No. of Shares	% of total shares of the Company	No of shares	% of total shares of the Company
1	Ardee Industries Private Limited				
	At the Beginning of year	**113,616**	**2.04**	113,616	2.04
	Sale on 13.04.2018	(23,439)	(0.42)	90,177	1.62
	Sale on 20.04.2018	(59,177)	(1.06)	31,000	0.56
	Sale on 27.04.2018	(1,560)	(0.03)	29,440	0.53
	Sale on 08.06.2018	(29,440)	(0.53)	-	-
	At the End of the Year			**-**	**-**
2	Sunil Kumar Bansal				
	At the Beginning of year	**521,731**	**9.36**	521,731	9.36
	Purchase on 08.06.2018	1,500	0.02	523,231	9.38
	At the End of the Year			**523,231**	**9.38**
3	Vandana Bansal				
	At the Beginning of year	**507,331**	**9.10**	507,331	9.10
	At the End of the Year			**507,331**	**9.10**
4	Devakar Bansal				
	At the Beginning of year	**544,165**	**9.76**	544,165	9.76
	At the End of the Year			**544,165**	**9.76**
5	Neelam Bansal				
	At the Beginning of year	**693,792**	**12.44**	693,792	12.44
	At the End of the Year			**693,792**	**12.44**
6	Padam C Bansal				
	At the Beginning of year	**212,813**	**3.82**	212,813	3.82
	At the End of the Year			**212,813**	**3.82**
7	Harsh Bansal				
	At the Beginning of year	**13,024**	**0.23**	13,024	0.23
	Purchase on 08.06.2018	1,435	0.03	14,459	0.26
	At the End of the Year			**14,459**	**0.26**
8	Amber Bansal				
	At the Beginning of the Year	**13,329**	**0.23**	13,329	0.23
	Purchase on 10.08.2018	4,000	0.08	17,329	0.31
	Purchase on 07.09.2018	116	0.00	17,445	0.31
	At the End of the Year			**17,445**	**0.31**

(iv) Shareholding Pattern of top ten Shareholders as on 31.03.2019 (Other than Directors, Promoters and Holders of GDRs and ADRs)

Sl No.	Name of the Shareholder	Share holding at the beginning of the year		Cumulative Share holding during the year	
		No. of Shares	% of total shares of the Company	No of shares	% of total shares of the Company
1	**Subramanian P**				
	At the Beginning of year	156,000	2.80	**156,000**	**2.80**
	Sale on 10.08.2018	(410)	(0.01)	155,590	2.79
	At the End of the Year			**155,590**	**2.79**
2	**Arti Ravinderkumar**				
	At the Beginning of year	-	-	-	
	Purchase on 20.04.2018	55,479	0.99	55,479	0.99
	Purchase on 27.04.2018	4,708	0.08	60,187	1.07
	Purchase on 30.11.2018	1,172	0.02	61,359	1.09
	Purchase on 07.12.2018	12,993	0.23	74,352	1.32
	Purchase on 14.12.2018	2,893	0.05	77,245	1.37
	Purchase on 21.12.2018	10,692	0.19	87,937	1.56
	Purchase on 28.12.2018	676	0.01	88,613	1.57
	Purchase on 18.01.2019	17,391	0.31	106,004	1.88
	Purchase on 01.02.2019	2,393	0.04	108,397	1.92
	Purchase on 08.02.2019	3,224	0.06	111,621	1.98
	Purchase on 22.02.2019	6,327	0.11	117,948	2.09
	Purchase on 01.03.2019	1,312	0.02	119,260	2.11
	Purchase on 08.03.2019	6,531	0.12	125,791	2.23
	At the End of the Year			**125,791**	**2.23**
3	**Rameshwar Nath Pandey**				
	At the Beginning of year	66,472	1.19	**66,472**	**1.19**
	Purchase on 06.04.2018	771	0.01	67,243	1.20
	Purchase on 13.04.2018	2,300	0.04	69,543	1.24
	Purchase on 20.04.2018	1,200	0.02	70,743	1.26
	Purchase on 04.05.2018	50	0.00	70,793	1.26
	Purchase on 01.06.2018	3,300	0.06	74,093	1.32
	Purchase on 15.06.2018	4,000	0.07	78,093	1.39
	Purchase on 22.06.2018	2,129	0.04	80,222	1.43
	Purchase on 29.06.2018	100	0.00	80,322	1.43
	Purchase on 20.07.2018	100	0.00	80,422	1.43
	Purchase on 03.08.2018	600	0.01	81,022	1.44
	Purchase on 10.08.2018	1,200	0.02	82,222	1.46
	Purchase on 21.09.2018	2,000	0.04	84,222	1.50
	Purchase on 12.10.2018	1,000	0.02	85,222	1.52
	Purchase on 23.11.2018	6,000	0.11	91,222	1.63
	At the End of the Year			**91,222**	**1.63**

Contd...

(iv) Shareholding Pattern of top ten Shareholders as on 31.03.2019 (Other than Directors, Promoters and Holders of GDRs and ADRs)

Sl No.	Name of the Shareholder	Share holding at the beginning of the year		Cumulative Share holding during the year	
		No. of Shares	% of total shares of the Company	No of shares	% of total shares of the Company
4	**Pushpa Devi Pagaria**				
	At the Beginning of year	40,906	0.73	**40,906**	**0.73**
	Purchase on 06.04.2018	239	0.00	41,145	0.73
	Purchase on 24.08.2018	12,847	0.23	53,992	0.96
	Purchase on 31.08.2018	1,000	0.02	54,992	0.98
	Purchase on 07.09.2018	3,694	0.07	58,686	1.05
	Purchase on 14.09.2018	141	0.00	58,827	1.05
	Purchase on 05.10.2018	22,476	0.40	81,303	1.45
	Purchase on 12.10.2018	2,057	0.04	83,360	1.49
	Purchase on 19.10.2018	7,712	0.14	91,072	1.63
	At the End of the Year			**91,072**	**1.63**
5	**F L Dadabhoy Jt: P F Dadabhoy**				
	At the Beginning of the Year	**90,000**	**1.61**	90,000	1.61
	Sale on 20.04.2018	(3,000)	(0.05)	87,000	1.56
	Sale on 04.05.2018	(3,000)	(0.05)	84,000	1.51
	At the End of the Year			**84,000**	**1.51**
6	**Ramesh Shantilal Tolat**				
	At the Beginning of the Year	34,314	0.61	34,314	0.61
	Purchase on 13.04.2018	42,801	0.77	77,115	1.38
	At the End of the Year			**77,115**	**1.38**
7	**Prashant Tikmani**				
	At the Beginning of year	**62,231**	**1.12**	62,231	1.12
	Sale on 27.04.2018	(11,052)	(0.20)	51,179	0.92
	Sale on 04.05.2018	(14,000)	(0.25)	37,179	0.67
	Purchase on 11.05.2018	5,447	0.10	42,626	0.77
	Purchase on 18.05.2018	17,951	0.32	60,577	1.09
	Sale on 13.07.2018	(41)	(0.00)	60,536	1.09
	At the End of the Year			**60,536**	**1.09**
8	**Manish Vinod Mehta**				
	At the Beginning of year	**55,000**	**0.99**	55,000	0.99
	At the End of the Year			**55,000**	**0.99**
9	**Rameshwar Nath Pandey HUF**				
	At the Beginning of year	**31,543**	**0.57**	31,543	0.57
	Purchase on 27.04.2018	1,800	0.03	33,343	0.60
	Purchase on 28.09.2018	1,010	0.02	34,353	0.62
	Purchase on 05.10.2018	12,013	0.22	46,366	0.84
	Sale on 16.11.2018	(6,000)	(0.11)	40,366	0.73
	Sale on 08.03.2019	(30)	(0.00)	40,336	0.73
	At the End of the Year			**40,336**	**0.73**

Contd...

(iv) Shareholding Pattern of top ten Shareholders as on 31.03.2019 (Other than Directors, Promoters and Holders of GDRs and ADRs)

Sl No.	Name of the Shareholder	Share holding at the beginning of the year		Cumulative Share holding during the year	
		No. of Shares	% of total shares of the Company	No of shares	% of total shares of the Company
10	**Arvind Kunverji Thacker Jt: Kokila Arvind Thacker**				
	At the Beginning of year	24,364	0.44	24,364	0.44
	Sale on 27.04.2018	(180)	(0.00)	24,184	0.44
	Purchase on 18.05.2018	529	0.01	24,713	0.45
	Purchase on 10.08.2018	1,934	0.03	26,647	0.48
	Purchase on 02.11.2018	1,950	0.03	28,597	0.51
	Purchase on 25.01.2019	1,774	0.03	30,371	0.54
	Sale on 22.03.2019	(190)	(0.00)	30,181	0.54
	At the End of the Year			**30,181**	**0.54**

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

(v) Shareholding of Directors and Key Managerial Personnel

Sl No.	Name of the Shareholder	Share holding at the beginning of the Year		Cumulative Share holding during the year	
		No. of Shares	% of total shares of the Company	No of shares	% of total shares of the Company
1	Devakar Bansal				
	At the Beginning of year	**544,165**	**9.76**	544,165	9.76
	At the End of the Year			**544,165**	**9.76**
2	Sunil Kumar Bansal				
	At the Beginning of year	**521,731**	**9.36**	521,731	9.36
	Purchase on 08.06.2018	1,500	0.02	523,231	9.38
	At the End of the Year			**523,231**	**9.38**
3	Padam C Bansal				
	At the Beginning of year	**212,813**	**3.82**	212,813	3.82
	At the End of the Year			**212,813**	**3.82**
4	Harish Kumar Lohia				
	At the Beginning of year	**2,000**	**0.04**	2,000	0.04
	At the End of the Year			**2,000**	**0.04**
5	Y V Raman				
	At the Beginning of year	**564**	**0.01**	564	0.01
	At the End of the Year			**564**	**0.01**
6	Jyoti Kumar Chowdhry				
	At the Beginning of year	**2,508**	**0.04**	2,508	0.04
	Purchase on 20.04.2018	15,000	0.27	17,508	0.31
	Sale on 04.05.2018	(10,000)	(0.18)	7,508	0.13
	Purchase on 11.05.2018	1,000	0.02	8,508	0.15
	Purchase on 22.06.2018	1,500	0.03	10,008	0.18
	Sale on 13.07.2018	(2,000)	(0.04)	8,008	0.14
	At the End of the Year			**8,008**	**0.14**
7	Harsh Bansal				
	At the Beginning of year	**13,024**	**0.23**	13,024	0.23
	Purchase on 08.06.2018	1,435	0.03	14,459	0.26
	At the End of the Year			**14,459**	**0.26**
8	Amber Bansal				
	At the Beginning of year	**13,329**	**0.23**	13,329	0.23
	Purchase on 10.08.2018	4,000	0.08	17,329	0.31
	Purchase on 07.09.2018	116	0.00	17,445	0.31
	At the End of the Year			**17,445**	**0.31**
9	N. Ravichandran				
	At the Beginning of year	**4,067**	**0.07**	4,067	0.07
	At the End of the Year			**4,067**	**0.07**

Note: As on March 31, 2019 Mr. D. P. Venkataraman, Mrs. Indra Somani and Mr. Aashish Kumar K Jain do not hold any shares in the Company.

V. INDEBTEDNESS

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

(Rs. In Lakhs)

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	8,380.42	2,084.00	-	10,464.42
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
TOTAL (i+ii+iii)	**8,380.42**	**2,084.00**	**-**	**10,464.42**
Change in Indebtedness during the financial year				
Addition	-	348.19	-	348.19
Reduction	(1,657.04)	(673.88)	-	(2,330.91)
Net Change	**(1,657.04)**	**(325.69)**	**-**	**(1,982.72)**
Indebtedness at the end of the financial year				
i) Principal Amount	6,723.38	1,758.31	-	8,481.70
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
TOTAL (i+ii+iii)	**6,723.38**	**1,758.31**	**-**	**8,481.70**

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

(Rs. In Lakhs)

Sl.No	Particulars of Remuneration	Name of the MD/WTD/Manager					Total Amount
		Devakar Bansal Managing Director	Sunil Kumar Bansal Managing Director	Y V Raman Whole Time Director	Harsh Bansal Whole Time Director *	Amber Bansal Whole Time Director *	
1	Gross salary						
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961.	33.00	33.00	17.56	14.30	14.30	112.16
	(b) Value of perquisites u/s 17(2) of the Income tax Act, 1961	2.14	2.99	3.30	0.46	0.68	9.56
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	-	-	-	-	-	-
2	Stock Option	-	-	-	-	-	-
3	Sweat Equity	-	-	-	-	-	-
4	Commission	-	-	-			
	- as % of Profit	-	-	-	-	-	-
	- Others (specify)	-	-	-	-	-	-
5	Others (Company's Contribution to PF)	2.52	2.52	-	0.79	0.79	6.62
	Total (A)	**37.66**	**38.51**	**20.86**	**15.56**	**15.77**	**128.35**
	Remuneration as approved by the shareholders at 30th AGM held on 01/09/2018	50.40	50.40	21.60	28.80	28.80	-
	Ceiling as per the Act	During the financial year 2018-19, the profits of the company were inadequate and accordingly the remuneration paid to the Directors is in accordance with Schedule V to the Companies Act, 2013					

** Mr. Harsh Bansal and Mr. Amber Bansal has been appointed as the Whole Time Director w.e.f 01-06-2018. Prior to their appointment, Mr. Harsh Bansal and Mr. Amber Bansal has drawn remuneration in the capacity of Manager – Commercial Operations and Manager – Finance & Operations respectively. However, the remuneration for the whole year has been reported above.*

B. Remuneration to other directors:

(Rs. In Lakhs)

Sl.No	Particulars of Remuneration	Name of the Directors				Total Amount
1	Independent Directors	D P Venkataraman	Harish Kumar Lohia	Indra Somani	Jyoti Kumar Chowdhry	
	(a) Fee for attending Board/ Committee Meetings	0.30	0.20	0.15	0.15	0.80
	(b) Commission	-	-	-	-	-
	(c) Others, please specify	-	-	-	-	-
	TOTAL (B)	**0.30**	**0.20**	**0.15**	**0.15**	**0.80**
	Total Managerial Remuneration					**129.15**
	Overall Ceiling as per the Act	During the financial year 2018-19, the profits of the company were inadequate and accordingly the remuneration paid to the Directors is in accordance with Schedule V to the Companies Act, 2013				

Dr. Padam C Bansal, Non-Executive Director did not draw any remuneration during the financial year 2018 - 19.

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

(Rs. In Lakhs)

Sl. No.	Particulars of Remuneration	Key Managerial Personnel		Total
1	Gross Salary	**Aashish Kumar K Jain, Company Secretary**	**N. Ravichandran, Chief Financial Officer**	
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961.	11.79	13.40	25.19
	(b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961	-	1.24	1.24
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	-	-	-
2	Stock Option	-	-	-
3	Sweat Equity	-	-	-
4	Commission			
	- as % of profit	-	-	-
	- Others, specify	-	-	-
5	Others (Company's Contribution to PF)	0.22	-	0.22
	TOTAL	**12.01**	**14.64**	**26.64**

VII. PENALTIES/ PUNISHMENT/ COMPOUNDING OF OFFENCES

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

For POCL Enterprises Limited

Place : Chennai
Date : August 13, 2019

Devakar Bansal
Managing Director
DIN: 00232565

Sunil Kumar Bansal
Managing Director
DIN: 00232617

Annexure III

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

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

SN	Name of the Director	Remuneration (Rs. In Lakhs)	Ratio to median remuneration of employees	% increase in Remuneration
1.	Mr. Devakar Bansal, Managing Director	37.66	12.65 : 1	**
2.	Mr. Sunil Kumar Bansal, Managing Director	38.51	12.94 : 1	**
3.	Mr. Y. V. Raman, Whole Time Director	20.80	7.01 : 1	19.56
4.	Mr. Harsh Bansal, Whole Time Director	15.56	5.23 : 1	46.56 #
5.	Mr. Amber Bansal, Whole Time Director	15.77	5.30 : 1	62.47 #
6.	Mr. N. Ravichandran, Chief Financial Officer	14.64	—	13.19
7.	Mr. Aashish Kumar K Jain, Company Secretary	12.01	—	12.25

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

 # Mr. Harsh Bansal and Mr. Amber Bansal has been appointed as the Whole Time Director with effect from June 1, 2018, therefore the percentage increase in Remuneration is not comparable. Further, prior to their appointment, Mr. Harsh Bansal and Mr. Amber Bansal has drawn remuneration in the capacity of Manager – Commercial Operations and Manager – Finance & Operations respectively. However, the remuneration for the whole year has been reported above.

Other directors are paid sitting fees, details of which are mentioned in the extract of Annual Return (Form MGT-9).

2. The percentage increase in the median remuneration of employees is 10.22%.
3. There were 398 permanent employees on the rolls of the Company as on March 31, 2019.
4. The average annual increase in the salaries of employees other than the managerial personnel during the last financial year was around 9.51%, as compared to increase in managerial remuneration of 12.10%. The increase in remuneration was in line with the industry standards and individual employee's performance. There are no exceptional circumstances for increase in the Managerial Remuneration.
5. Particulars of Employees as prescribed under Rule 5(2) & 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

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

   None of the employee was in receipt of remuneration in excess of the ceiling prescribed under rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.
6. It is affirmed that the remuneration paid is as per the Remuneration Policy of the Company.

For **POCL Enterprises Limited**

Devakar Bansal
Managing Director
DIN: 00232565

Sunil Kumar Bansal
Managing Director
DIN: 00232617

Place : Chennai
Date : August 13, 2019

Top Ten Employees in terms of Remuneration

SN	Name of the Employee	Designation	Qualification	Experience (in Years)	Age	Date of Joining	Remuneration Received (Rs. In Lakhs)	Last Employment	% of Equity Shares
1	Mr. Sunil Kumar Bansal	Managing Director	B. Com	37	60	28-01-1998	38.51	Director - M/s. Pondy Oxides and Chemicals Limited	21.83
2	Mr. Devakar Bansal	Managing Director	B. Sc	37	59	24-12-2014	37.66	Director - M/s. Pondy Oxides and Chemicals Limited	18.86
3	Mr. Y.V.Raman	Whole Time Director	B. Sc	32	66	24-12-2014	20.86	Director - M/s. Pondy Oxides and Chemicals Limited	0.01
4	Mr. Amber Bansal	Whole Time Director	ACA	6	27	17-01-2017	15.77	Assistant Audit Manager - KPMG, U.K. & Gurgaon	0.31
5	Mr. Harsh Bansal	Whole Time Director	MBA	4	32	01-01-2015	15.56	Started Career with POEL	0.26
6	Mr. N.Ravichandran	Chief Financial Officer	M.A	42	68	01-04-2016	14.64	Manager - M/s. Bansal Chemicals (India)	0.09
7	Mr. S.Arun Kumar	Head - R & D	M.Sc, P.hd	9	41	09-04-2016	14.30	Research - Columbia University, USA	-
8	Mr. Aashish Kumar K Jain	Company Secretary & Finance Head	ACS, LLB	6	29	24-12-2014	12.01	Asisstant Company Secretary & Chief Financial Officer - M/s. Pondy Oxides and Chemicals Limited	-
9	Mr. N. Sundar	Deputy General Manager	M.Sc, MBA, CMA	32	55	24-12-2014	10.24	Manager - M/s. Pondy Oxides and Chemicals Limited	0.02
10	Mr. J P Swaminathan	Manager - ERP & Systems	B.Sc Maths, MCSE	24	45	31-01-2018	9.20	Deputy General Manger (Systems) - ATV Precision Components Pvt Ltd	-

All employees reported above are on the permanent rolls of the Company.
The percentage of shareholding reported above includes shares held by self and spouse.

MANAGEMENT DISCUSSION & ANALYSIS REPORT

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

GLOBAL AND INDIAN ECONOMIC OVERVIEW

After a strong growth in 2017 and early 2018, global economic activity slowed notably in the second half of last year, reflecting a confluence of factors affecting major economies. China's growth declined following a combination of required regulatory tightening to rein in shadow banking and due to an increase in trade tensions with the United States. After peaking at close to 4% in 2017, global growth dropped to 3.6% in FY 2018. As per the World Economic Outlook report of International Monetary Fund, released in April 2019, global economy is projected to decline further to 3.3% in 2019, the weakest since 2009.

While the global economy is battling headwinds, India continues to be one of the fastest growing major economies in the world in FY 2018-19. The Indian economy started the fiscal year 2018-19 with a healthy 8.2% growth in the first quarter on the back of domestic resilience. Growth eased to 7.3% in the subsequent quarter mainly due to global headwinds, rising trade tensions and geo-political uncertainties in some parts of the world and financial health of banking sector.

The Indian rupee witnessed high volatility this year, falling nearly 14% between April to October 2018, in wake of global headwinds coupled with widening current account deficit led by higher crude oil prices. However, rupee turned around in the second half of the year, a sharp downward reversal in crude oil prices helped it recover from its record lows. The Indian currency recovered from low of 74.3 per USD to 68-69 per USD.

As per the International Monetary Fund ('IMF'), the Indian economy is likely to accelerate moderately and grow by 7.3% in FY 2019-20. To support the growth momentum, the Reserve Bank of India is taking the necessary steps to maintain financial stability and to facilitate enabling conditions for sustainable and robust growth. It has already taken back-to-back rate cuts of 25 basis points, resulting in repo rate declining to 6%.

As per the Confederation of Indian Industry ('CII'), the positive outlook in India is supported by better demand conditions, settled GST implementation, capacity expansion from growing investments in infrastructure, continuing positive effects of reform policies and improved credit offtake. Various measures of the Government under "Make in India" and other similar initiatives have begun showing positive results.

According to the latest IMF Report, India's growth is projected to rise to 7.3% in 2019 and 7.5% in 2020, supported by the continued recovery of investment, strong macroeconomic fundamentals, robust consumption and policy changes.

INDUSTRY STRUCTURE, DEVELOPMENTS AND OUTLOOK

ZINC

Galvanizing industry is the single largest consumer of zinc accounting for about 70% of the global production, as zinc is efficient in protecting steel against corrosion. Apart from this, zinc is also used for manufacturing alloys and other chemical compounds.

In a year of volatility, zinc prices fell by approximately 17% to end the year at US$2,922 per tonne, after peaking at US$3,540 per tonne in February 2018. Macro-economic factors including fears of a trade war and a slowdown in global economic growth contributed to this fall. However, in Q4, the apparent easing of trade tensions, and production disruptions as a result of floods in Australia accompanied by steep drawdowns in inventories, helped prop up zinc prices. Price increase since then have largely reflected robust demand from China, which accounts for half of global consumption.

Zinc market fundamentals remain robust with global zinc consumption expected to grow by 1.5% in 2019. Primary zinc consumption in India has been steady for the last two years and we may see a rise in consumption of 3-4% going forward. Steel demand in India is forecast to increase at 6.5% CAGR until 2030. Indian zinc demand is expected to mirror this growth trajectory on the back of growth in its major end-use sectors, i.e. automotive, construction, infrastructure and railways. The Government's plan to spend US$1.5 trillion on infrastructure over the next decade, in the form of new and upgraded railway stations, new airports, road projects, smart cities, electrification projects, renewable energy installations and investment in transmission corridors, will provide a long-term boost to Indian zinc demand.

LEAD

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

In line with zinc and other base metals, the lead price was volatile during the year in response to developments in the trade dispute between the US and its trading partners. The price dropped from around US$2,544 per tonne in early January 2018 and ended the calendar year at US$2,009 per tonne. Fundamentally, the lead market was favourable with stocks dropping to record lows and limited supply. Lead prices are projected to gradually increase over the remainder of 2019.

More stringent environmental regulations in China restricting the recycling of lead scrap materials, which accounts for more than two-fifths of total refined production, presents an upside risk to the forecast. Over the long term, a shift towards electric vehicles is likely to depress demand for lead, which is heavily used in batteries for internal combustion engine vehicles but not in electric vehicles.

The main use for our lead is in lead acid batteries, mainly serving the automotive and telecom sectors. India consumes around 1.1 million tonnes of lead annually, which includes both primary and secondary lead. Demand for lead is expected to increase by 2% this year primarily due to growth in Asia and especially China. Industrial UPS/ inverter batteries used in homes, telecom towers and railways will keep the demand of lead going in the near future.

PVC STABILIZERS

PVC products are used in construction, housing industry which includes pipes and fittings, doors and window frames, foamed sheets and electrical cable insulation. Introduction of a separate Ministry for Jal Shakti and Government's commitment to increase coverage of piped water to every household from the current 18% to 100% in the next five years has been welcomed by the pipe manufacturing industry.

Lead based PVC stabilizer market has been under threat of being phased out by non-lead stabilizers. This has resulted in little uncertainty. This has also led to increased market share of polyethylene (PE) pipes at the cost of PVC pipes. Further, delay in implementation of the promised Smart Cities Mission and other Government aided projects has affected the growth of PVC industry. However, in spite of slow economic growth, POEL has been able to maintain its market share in the lead stabilizer industry. Additionally, growing newer markets like PVC windows and doors provide a good opportunity for POEL to increase its market share further. Suitable steps are also being taken by POEL to meet the change over from lead stabilizers to non-lead stabilizers.

OPPORTUNITIES AND THREATS

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

The Company faces foreign currency fluctuation risk. Movement in functional currency against major foreign currencies may impact the company's revenue, earnings and cash flows. Any weakening of functional currency may impact the company's cost of import and cost of borrowings. The Company uses forward exchange contracts to hedge the effects of movements in exchange rates on foreign currency. Further, the company's export revenue also acts as a natural hedge for its import operations.

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

FINANCIAL REVIEW AND KEY RATIO ANALYSIS

Financial year 2018-19 has been challenging for the Company. The overall gross margins dipped due to raw material price inflation and LME fluctuations. The slow market conditions and margin pressures resulted in loss to the Company. Brief highlights on the financials and operational performance for the year 2018-19 is summarized below:

- Revenue from Operations for the financial year 2018-19 was Rs. 453.73 Crore as against Rs. 494.30 Crore in the previous year. The sales has marginally declined by 6.44% mainly because of cancellation of long term orders from customers.
- Total export sales during the year 2018 – 19 was Rs. 152 Crores as against Rs. 180 Crores in the previous year. The dip in the export performance was mainly due to the slowdown in automotive segment consequently reducing the turnover of lead business.
- Major expenditure of the Company is accounted towards material cost. Material cost for the year 2018-19 was about 90% of the total revenue and has remained almost close to the same levels as compared to the previous year.
- Employee cost is up by 11.24% predominately reflecting the full year impact of increments, salary revisions for executives and increase in workforce.
- Finance cost has increased from Rs. 769.29 Lakhs in the previous year to Rs. 964.58 Lakhs in the current year. Increase in the finance cost was attributed due to increased borrowings from banks for working capital and GST credits in the books.
- Interest coverage for the term loans, working capital loans and unsecured loans has reduced from 1.60 times in the previous year to 0.33 times in the current year. The reduction in interest coverage was due to higher finance cost and losses for the current year.
- Depreciation and Amortization cost has remained almost at the same levels as compared to the previous year.
- Others expenses is contained at 6.42% of revenue from operations in the current year as against 5.46% in the previous year.
- The operating profit margin has declined from 2.47% in the previous year to 0.71% in the current year. The dip in the operating profit was mainly on account of LME fluctuations, FOREX fluctuations and reduction in turnover resulting in reduced gross profit margins.
- Your Company reported loss of Rs. 6.43 Crore as against profit of Rs. 4.58 Crore in the previous year and accordingly the net profit margin has dropped from 0.54% to negative 1.42% in the current year.
- Debtor's turnover ratio is 7.60 times for the current financial year as against 5.78 times in the previous financial year. The improvement in the ratio was due to improved collections from debtors.
- Inventory turnover ratio is 20.08 times for the current financial year as against 19.44 times in the previous financial year.
- The total debt of the Company is 3.02 times of its shareholders funds. This ratio was 3.25 times in the previous year.
- Total shareholders' funds as at March 31, 2019 stood at Rs. 3,417.58 Lakhs. Due to the losses in the current financial year, the return on net worth has slipped from 6.46% to negative 18.81%.

Financial Year 2018-19 has been challenging for the business of the Company. The Company expects a moderate recovery in FY 2019-20 as conditions are unlikely to change rapidly in most of the markets but the management team is optimistic about the medium-term growth potential.

SEGMENT–WISE PERFORMANCE

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

(Rs. In Lakhs)

Segments	Turnover	Profit/(Loss) before Finance Cost and Tax
Metal	19,350.85	(6.68)
Metallic Oxides	22,425.27	545.60
Plastic Additives	6,684.59	387.91

GEOGRAPHICAL REVENUE ANALYSIS

Particulars	2018-19	2017-18
Domestic	71%	66%
International	29%	34%

Metal and Metallic Oxides Segment together contributed for about 85% of the total turnover of the Company and Plastic Additives Segment contributes for about 15% of the turnover. The Plastic Additives business contributes 5.80% of profit on its turnover and remains to be the most profitable segment of the Company. The demand for metallic oxides almost remained at the same level has compared to the previous year but the margins in the segment dropped from 3.36% to 2.43%. Further, the sales in metal segment also dropped by 17% mainly due to the cancellation of long term orders from customers. The margins in metal segment was also eroded due to LME fluctuations. Export performance of the company for the current year was Rs. 152 Crore.

RISKS AND CONCERNS

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

Your Company operates both in the domestic and international market. Having our global presence with import and export operations, we are subject to currency rate fluctuation which may result in gains or losses. In order to safeguard the business, your company adopts hedging techniques to protect itself against currency fluctuation.

Raw material availability and commodity price fluctuation also remains an area of challenge. Your Company is in the business of non-ferrous metals which are subjected to market volatility. This volatility can create deep pockets either ways.

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

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

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company has a proper and adequate internal control system to ensure that all assets are safeguarded and protected against loss from unauthorized use or disposition and that the transactions are authorised, recorded and reported correctly. Investment decisions involving capital expenditure are taken up only after due appraisal and review. Adequate policies have been laid down for approval and control of expenditure. The internal control is designed to ensure that the financial and other records are reliable for preparing the financial statements and other data, and for maintaining accountability of persons.

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

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

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

MATERIAL DEVELOPMENT IN HUMAN RESOURCES/INDUSTRIAL RELATIONS

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

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

The Company has a strength of 398 employees as on March 31, 2019. Industrial relations continued to remain cordial and harmonious during the year.

CAUTIONARY STATEMENT

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

For **POCL Enterprises Limited**

	Devakar Bansal	**Sunil Kumar Bansal**
Place : Chennai	**Managing Director**	**Managing Director**
Date : August 13, 2019	**DIN: 00232565**	**DIN: 00232617**

REPORT ON CORPORATE GOVERNANCE

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

I. POEL GOVERNANCE PHILOSOPHY

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

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

POEL believes that corporate governance is about commitment to values and ethical business conduct. We aim to achieve highest level of transparency and accountability. We conduct our businesses and operations with equity and ethics and without compromising on compliance with laws and regulations.

The Company recognizes communication as the key element in the overall Corporate Governance framework and therefore, emphasizes on keeping abreast its stakeholders including investors, lenders, vendors and customers on continuous basis by effective and relevant communication through Annual Reports, quarterly results, corporate announcements and reflecting the same on the website of the Company at www.poel.in.

We keep our governance practices under continuous review and benchmark ourselves to best practices.

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

II. BOARD OF DIRECTORS

A. Board Composition and Category of Directors

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

ii. As on the date of this report, the Company’s Board consists of Ten (10) directors having considerable experience in their respective fields. The Composition of the Board is in conformity with Regulation 17 of SEBI Listing Regulations and as per the provisions of Companies Act, 2013.

Category	Name of the Directors
Promoter Directors	Dr. Padam C Bansal Non-Executive Director
	Mr. Devakar Bansal Managing Director
	Mr. Sunil Kumar Bansal Managing Director
	Mr. Harsh Bansal Whole Time Director
	Mr. Amber Bansal Whole Time Director

Category	Name of the Directors
Executive Director	Mr. Y V Raman
Independent Directors	Mr. D P Venkataraman Mr. Harish Kumar Lohia Mrs. Indra Somani Mr. Jyoti Kumar Chowdhry

iii. None of the directors holds office as a director, including as alternate director, in more than twenty companies. None of them has directorships in more than ten public companies and eight listed entities. As per declarations received, none of the directors serves as an independent director in more than seven listed entities. Further, the Managing Directors and Whole Time Directors of the Company does not serve as an Independent Director in any listed entity.

iv. None of the Directors is a member of more than ten committees or chairman of more than five committees across all the public companies in which he/she is a Director.

v. In the opinion of the Board of Directors, Independent Directors of the Company have fulfilled the criteria of independence as mentioned under Regulation 16(1)(b) of the SEBI Listing Regulations and Section 149(6) of the Companies Act, 2013 and are independent of the Management.

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

B. Board Meetings

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

Six (6) Board meetings were held during the year, as against the minimum requirement of four meetings. The details of Board meetings are given below:

Date	Board Strength	No. of Directors Present
April 26, 2018	7	4
May 29, 2018	7	5
August 2, 2018	10	9
September 3, 2018	10	7
November 13, 2018	10	10
February 12, 2019	10	9

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

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

Name of the Director	Attendance at Meetings during 2018-19		Number of Directorships as on 31-03-2019	No. of Membership(s)/ Chairmanship(s) of Board Committee in Companies as on 31-03-2019	
	Board Meeting	30th AGM		Chairman	Member
Mr. Devakar Bansal	6/6	Yes	1	—	2
Mr. Sunil Kumar Bansal	6/6	Yes	1	—	—
Dr. Padam C Bansal	3/6	Yes	—	—	—
Mr. Y V Raman	6/6	Yes	—	—	—

Name of the Director	Attendance at Meetings during 2018-19		Number of Directorships as on 31-03-2019	No. of Membership(s)/ Chairmanship(s) of Board Committee in Companies as on 31-03-2019	
	Board Meeting	30th AGM		Chairman	Member
Mr. D P Venkataraman	6/6	Yes	—	2	—
Mr. Harish Kumar Lohia	4/6	No	—	—	2
Mrs. Indra Somani	3/6	Yes	—	—	2
Mr. Jyoti Kumar Chowdhry #	2/4	Yes	1	—	—
Mr. Harsh Bansal #	4/4	Yes	1	—	—
Mr. Amber Bansal #	4/4	Yes	1	—	—

** As per the declarations received, none of the Directors of the Company are on the Board of any other listed entity.*
 # Mr. Jyoti Kumar Chowdhry, Mr. Harsh Bansal and Mr. Amber Bansal are appointed with effect from June 1, 2018.
In accordance with Regulation 26 of SEBI Listing Regulations, Memberships/Chairpersonships of only Audit Committee and Stakeholders' Relationship Committee in all public limited companies including POCL Enterprises Limited have been considered.

D. Details of equity shares held by the Non – Executive Directors as on March 31, 2019

Name of the Director	Category	No of equity shares held as on 31.03.2019
Dr. Padam C Bansal	Non – Executive Director	2,12,813
Mr. D. P. Venkataraman	Independent Director	—
Mr. Harish Kumar Lohia	Independent Director	2,000
Mrs. Indra Somani	Independent Director	—
Mr. Jyoti Kumar Chowdhry	Independent Director	8,008

The Company has not issued any Convertible Instruments.

E. MEETING OF INDEPENDENT DIRECTORS

During the year under review, Independent Directors met on February 12, 2019 to review the performance of Non-Independent Directors and the Board as a whole, review the performance of the Chairman of the Company and has assessed the quality, quantity and timeliness of flow of information between the Company's Management and the Board.

Attendance of Independent Directors at the meeting is given hereunder:

Name of the Director	Whether Present or not
Mr. D. P. Venkataraman	Yes
Mr. Harish Kumar Lohia	Yes
Mrs. Indra Somani	Yes
Mr. Jyoti Kumar Chowdhry	No

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

F. FAMILIARISATION PROGRAM FOR INDEPENDENT DIRECTORS

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

Formal letter of appointment has been issued to the Independent Directors and the same is also hosted on the website of the Company.

G. SKILL/ EXPERTISE/ COMPETENCE OF THE BOARD OF DIRECTORS

As stipulated under Schedule V to SEBI Listing Regulations, core skills/ expertise/ competencies, as required in the context of the business and sector for it to function effectively and those actually available with the Board have been identified by the Board of Directors.

The Board of Directors possess the required skills, expertise and competence that allow them to make effective contributions to the Board and its Committees.

Chart/Matrix of such core skills/expertise/competencies is given below:

1. Management and Strategy
2. Strategic thinking and decision making
3. Technical, Operational and Manufacturing Skills
4. Commercial, Purchase and Supply Chain
5. Sales, Marketing and International Business
6. Finance, Legal and Taxation
7. Banking, Treasury and Forex Management
8. Audit and Risk Management
9. Human Resources and Industrial Relations
10. Corporate Governance and Ethics

III. AUDIT COMMITTEE

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

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

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

Terms of Reference in brief

- ✓ Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
- ✓ Recommendation for appointment, remuneration and terms of appointment of statutory auditors including cost auditors of the company.
- ✓ Review of quarterly/half-yearly/annual financial statements with reference to changes, if any in accounting policies and reasons for the same.
- ✓ Major accounting entries involving estimates based on exercise of judgment by management, and significant adjustments made in the financial statements, if any arising out of audit findings.
- ✓ Reviewing and monitoring the auditor's independence, performance and effectiveness of audit process.
- ✓ Reviewing with the management, the performance of statutory auditors and internal auditors, and adequacy of internal control systems.
- ✓ Formulating the scope, functioning, periodicity and methodology for conducting internal audit.
- ✓ To review the functioning of the Whistle Blower Mechanism.
- ✓ Approval of appointment of Chief Financial Officer after assessing qualification, experience, background etc., of the candidate.
- ✓ Scrutiny of inter-corporate loans and investments.
- ✓ Evaluation of internal financial controls and risk management systems.

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

Composition and Attendance

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

Name of the Director	Category	No of Meetings during the Financial Year 2018 – 19	
		Held	Attended
Mr. D P Venkataraman	Independent Director - Chairman	5	5
Mr. Harish Kumar Lohia	Independent Director - Member	5	5
Mr. Devakar Bansal	Managing Director - Member	5	5
Mrs. Indra Somani	Independent Director - Member	5	3

The Audit Committee met five times during the year on May 29, 2018, August 2, 2018, September 3, 2018, November 13, 2018 and February 12, 2019. The necessary quorum was present for all the meetings. The gap between two meetings did not exceed 120 days.

Mr. D. P. Venkataraman, Chairman of the Audit Committee was present at the 30th Annual General Meeting held on September 1, 2018 to address the shareholders queries.

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

IV. NOMINATION AND REMUNERATION COMMITTEE

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

Terms of Reference in brief

- ✓ To identify persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down and to recommend to the Board their appointment and/or removal.
- ✓ To formulate the criteria for determining qualifications, positive attributes and independence of a Director and recommend to the Board a policy, relating to the remuneration of the Directors, Key Managerial Personnel and other employees.
- ✓ To formulate the criteria for evaluation of Independent Directors and the Board.
- ✓ To recommend/review remuneration of the Managing Director(s) and Whole-time Director(s) based on their performance and defined assessment criteria.
- ✓ To recommend to the Board, all remuneration, in whatever form, payable to the senior management.

Composition and Attendance

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

Name of the Director	Category	No of Meetings during the Financial Year 2018 – 19	
		Held	Attended
Mr. D P Venkataraman	Independent Director - Chairman	2	2
Mr. Harish Kumar Lohia*	Independent Director - Member	2	2
Dr. Padam C Bansal	Non-Executive Director - Member	2	1
Mrs. Indra Somani	Independent Director - Member	2	1

** Mr. Harish Kumar Lohia was appointed as the Chairman, in place of Mr. D P Venkataraman, of the Nomination and Remuneration Committee with effect from May 29, 2019.*

The Nomination and Remuneration Committee met twice during the year on May 29, 2018 and February 12, 2019. The necessary quorum was present for the meeting.

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

Performance Evaluation of Independent Directors

The Nomination and Remuneration Committee of the Board has laid down the criteria for performance evaluation of Independent Directors. The performance evaluation was done by the entire Board of Directors and in the evaluation the Directors who are subject to evaluation had not participated. The criteria for performance evaluation, in brief, are as follows:

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

Remuneration Policy

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

V. REMUNERATION OF DIRECTORS

A. Remuneration to Executive Directors

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

The Company pays remuneration by way of salary, perquisites, allowances and bonus to its Executive Directors. Annual Increments are decided by the Nomination and Remuneration Committee within the salary scale approved by the members and are effective from 1st April every year. Details of Remuneration paid to the Executive Directors during the financial year 2018-19 are as under:

(Rs. In Lakhs)

Name of the Director	Fixed Salary	Perquisites	Bonus	Company's Contribution to PF	Total
Mr. Devakar Bansal	33.00	2.14	—	2.52	37.66
Mr. Sunil Kumar Bansal	33.00	2.99	—	2.52	38.51
Mr. Y V Raman	15.90	3.30	1.66	—	20.86
Mr. Harsh Bansal *	13.20	0.46	1.10	0.79	15.56
Mr. Amber Bansal *	13.20	0.68	1.10	0.79	15.77

The above figure does not include provision for gratuity as separate actuarial valuation is not available.

** Mr. Harsh Bansal and Mr. Amber Bansal has been appointed as the Whole Time Director w.e.f 01-06-2018. Prior to their appointment, Mr. Harsh Bansal and Mr. Amber Bansal has drawn remuneration in the capacity of Manager – Commercial Operations and Manager – Finance & Operations respectively. However, the remuneration for the whole year has been reported above.*

The remuneration to the above directors are paid as per the provisions of Schedule V to the Companies Act, 2013. The tenure of office of the Managing Director(s) and Whole Time Director(s) is for a period of three years from the date of their respective appointments. There is no notice period or severance fee in respect of appointment of any of the above Managerial Personnel. The Company does not have any stock option scheme.

B. Remuneration to Non-Executive Directors

During the financial year 2018 – 19, Independent Directors were paid sitting fees of Rs. 5,000/- for attending each meeting of the Board. The details of sitting fees paid are as under:

Name of the Non-Executive Director	Sitting Fee (Rs. In Lakhs)
Mr. D P Venkataraman	0.30
Mr. Harish Kumar Lohia	0.20
Mrs. Indra Somani	0.15
Mr. Jyoti Kumar Chowdhry *	0.15

** Mr. Jyoti Kumar Chowdhry has been appointed as the Independent Director w.e.f 01-06-2018*

The payment of sittings fees to the Non-Executive Directors is within the limits as prescribed under the Companies Act, 2013. The independent directors of the Company do not have any other pecuniary relationship or transactions with the Company. The details of transactions with Dr. Padam C Bansal are disclosed under the head “Related Party Transactions” of the financial statements.

VI. STAKEHOLDER’S RELATIONSHIP COMMITTEE

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

Terms of Reference in brief

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

Composition and Attendance

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

Name of the Director	Category	No of Meetings during the Financial Year 2018 – 19	
		Held	Attended
Mr. D P Venkataraman	Independent Director – Chairman	4	4
Mr. Harish Kumar Lohia	Independent Director – Member	4	3
Mr. Devakar Bansal	Managing Director – Member	4	4
Mrs. Indra Somani	Independent Director – Member	4	3

Four meetings of the Stakeholders Relationship Committee were held on April 26, 2018, August 2, 2018, November 13, 2018 and February 12, 2019. Mr. Aashish Kumar K Jain, Company Secretary of the Company acts as the Secretary to the Committee and is the Compliance Officer of the Company.

Mr. D. P. Venkataraman, Chairman of the Stakeholders Relationship Committee was present at the 30th Annual General Meeting held on September 1, 2018 to address the shareholders queries.

Details of Investor Complaints received and redressed during the year 2018 – 19 are as follows:

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

In terms of Regulation 13 of SEBI Listing Regulations, the Company has filed the status of investor complaints at the end of each quarter with BSE Limited (BSE).

VII. SHARE TRANSFER COMMITTEE

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

Terms of Reference in brief

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

Composition and Attendance

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

Name of the Director	Category	No of Meetings during the Financial Year 2018 – 19	
		Held	Attended
Mr. Devakar Bansal	Managing Director – Chairman	5	5
Mr. Sunil Kumar Bansal	Managing Director – Member	5	5

Five meetings of the Share Transfer Committee were held on June 27, 2018, December 11, 2018, January 14, 2019, March 28, 2019 and March 30, 2019. Mr. Aashish Kumar K Jain, Company Secretary of the Company acts as the Secretary to the Committee.

VIII. GENERAL BODY MEETINGS

Annual General Meeting

AGM	Date	Time	Venue	Special Resolutions
30th	September 1, 2018	10.30 a.m.	Kasturi Srinivasan Hall (Mini Hall), 'The Music Academy', No. 168, T.T.K. Road, Royapettah, Chennai – 600 014	1. Re-appointment and fixing of remuneration of Mr. Devakar Bansal (DIN: 00232565), Managing Director
				2. Re-appointment and fixing of remuneration of Mr. Sunil Kumar Bansal (DIN: 00232617), Managing Director
				3. Re-appointment and fixing of remuneration of Mr. Y V Raman (DIN: 00232762), Whole Time Director
				4. Appointment and fixing of remuneration of Mr. Harsh Bansal (DIN: 08139235), Whole Time Director
				5. Appointment and fixing of remuneration of Mr. Amber Bansal (DIN: 08139234), Whole Time Director

AGM	Date	Time	Venue	Special Resolutions
			Kasturi Srinivasan Hall (Mini Hall), 'The Music Academy', No. 168, T.T.K. Road, Royapettah, Chennai – 600 014	6. Continuation of Office of Mr. D P Venkataraman (DIN: 00232894) as an Independent Director
				7. Increase in borrowing powers of the Company
29th	September 14, 2017	10.30 a.m.		1. Change in Designation of Mr. Sunil Kumar Bansal (DIN: 00232617) as the Managing Director of the Company
28th	September 2, 2016	10.15 a.m.		No special resolution was passed at the meeting

Other General Meetings

No Extra-Ordinary General Meeting was held during the year 2018 – 19.

Postal Ballot

No Postal Ballot was conducted during the year 2018 – 19.

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

Remote e-voting and ballot voting at the AGM

To allow the shareholders to vote on the resolutions proposed at the AGM, the Company has arranged for a remote e-voting facility. The Company has engaged the services of CDSL to provide e-voting facility. Members whose names appear on the Register of Members as on September 4, 2019 shall be eligible to participate in the e-voting.

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

IX. DISCLOSURES

A. Related Party Transactions

During the year under review, the Company has not entered into any transactions with related parties which are in conflict with the interest of the Company. Transactions with the related parties are disclosed under the head "Related Party Transactions" of the financial statements, forming part of this Annual Report.

The Policy on Related Party Transactions can be viewed on the Company's website at http://poel.in/investors.html#invstr.

B. Statutory Compliance, Penalties and Strictures

There have been no instances of non-compliance by the Company and no penalties and/or strictures have been imposed on it by Stock Exchange or SEBI or any Statutory Authority on any matter related to the capital markets during the last three years.

C. Vigil Mechanism & Whistle Blower Policy

In compliance with Regulation 22 of the SEBI Listing Regulations, the Company has adopted the Whistle Blower Policy for Directors and employees to report their concerns relating to fraud, malpractice or any other activity or event which is against the interest of the Company. The existence of the vigil mechanism is appropriately communicated within the organization. No personnel of the Company has been denied access to the Audit Committee. The Whistle Blower Policy can be viewed on the Company's website at http://poel.in/investors.html#invstr.

D. Compliance with Mandatory & Non-Mandatory Requirements

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

Schedule V (C) (10) (d) also requires disclosures of adoption by the Company of non-mandatory requirements specified in the said clause, the implementation of which is discretionary on the part of the Company. Accordingly, the adoption of non-mandatory requirements are given below:

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

E. Code of Conduct

The members of the Board and senior management personnel have affirmed compliance with POEL Code of Conduct for the year ended March 31, 2019. A declaration to this effect signed by the Managing Director of the Company is contained in this Annual Report. The Code of Conduct is available on the website of the Company at www.poel.in.

F. Auditors Certificate on Corporate Governance

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

G. Details of utilization of funds raised through preferential allotment or qualified institutional placement

During the year under review, the Company has not raised any funds through preferential allotment or qualified institutional placement.

H. Certificate from Company Secretary in Practice

The Company has received a Certificate from Mrs. Deepa V Ramani, Practicing Company Secretary, Chennai (bearing Membership No. 5574 and Certificate of Practice No. 8760), confirming that none of the Directors on the Board of the Company has been barred or disqualified from being appointed or continue as a Director of Companies by the Securities and Exchange Board of India / Ministry of Corporate Affairs or any other statutory authority. The Certificate is provided in this Annual Report.

I. Details of total fees paid to the Statutory Auditors

The details of total fees for all services paid by the Company, on a consolidated basis, to the Statutory Auditor and all entities in the network firm/network entity of which the Statutory Auditor is a part are as follows:

Type of Service	Amount (Rs. in Lakhs)
Statutory Audit fees	5.75
Taxation fee	0.50
Other services	0.50
Limited Review and other Certifications	0.62
Total	**7.37**

J. Disclosure under Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

Pursuant to para 10(l) of Para C of Schedule V to the SEBI Listing Regulations, details of complaints received and disposed off during the year is as follows:

- Number of complaints filed during the year – Nil

- Number of complaints disposed off during the year – N.A.
- Number of complaints pending at the end of the year – N.A.

X. MEANS OF COMMUNICATION

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

The quarterly/half yearly/annual financial results and other statutory information are generally communicated to the shareholders by way of an advertisement in one national (English) newspaper and in one vernacular (Tamil) newspaper.

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

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

XI. GENERAL SHAREHOLDERS INFORMATION

Company Registration Details

POCL Enterprises Limited was incorporated on May 20, 1988. The Corporate Identity Number allotted to the Company by the Ministry of Corporate Affairs is **L52599TN1988PLC015731**. Presently, the Registered Office of the Company is situated at New No. 4, Old No. 319, Valluvarkottam High Road, Nungambakkam, Chennai- 600 034.

Annual General Meeting

The 31st Annual General Meeting of the Company will be held on Wednesday, September 11, 2019 at 10.30 a.m. at Kasturi Srinivasan Hall (Mini hall), 'The Music Academy', No. 168, T.T.K Road, Royapettah, Chennai- 600 014.

Financial Year

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

Book Closure

The Share Transfer books of the Company shall be closed from September 5, 2019 to September 11, 2019 (both days inclusive).

Listing on Stock Exchange

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

Stock Code

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

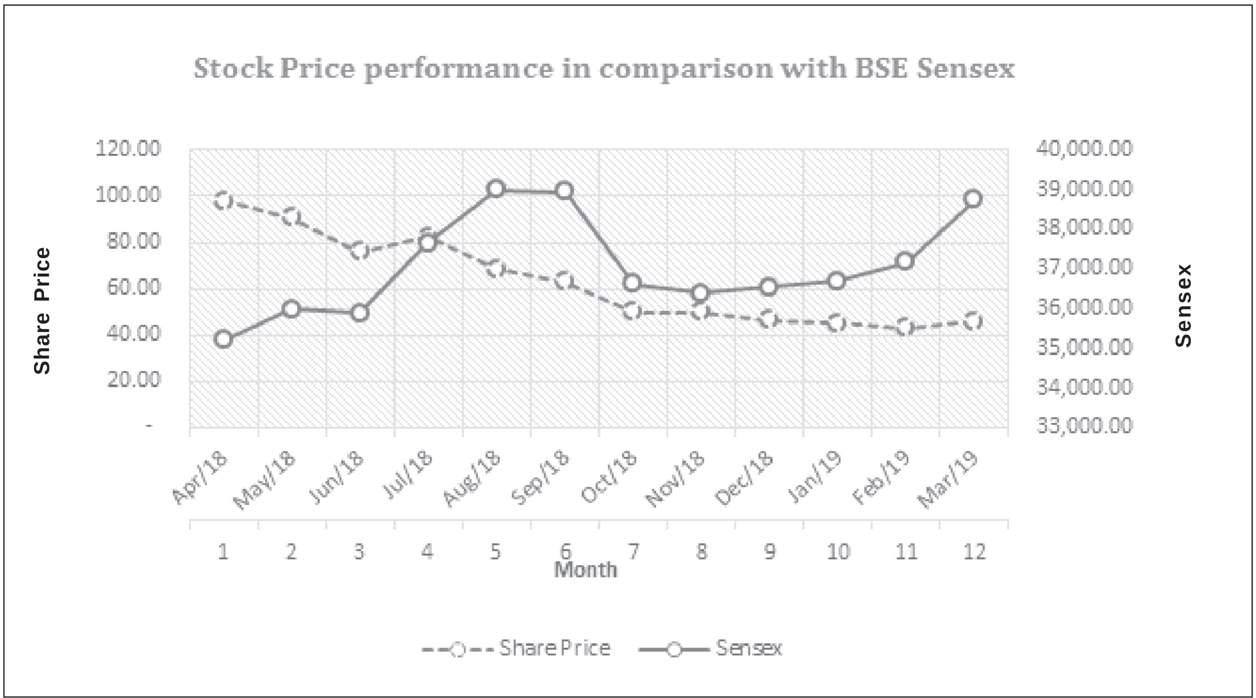
Payment of Listing Fees/Custodian Fees

Annual Listing Fee for the financial year 2019-20 has been paid by the Company to BSE. Annual Custody fee for the financial year 2019-20 is also paid to NSDL and CDSL.

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

Month	BSE – Share Price in Rs.		Sensex	
	High	Low	High	Low
April-2018	97.90	76.30	35,213.30	32,972.56
May-2018	90.55	71.05	35,993.53	34,302.89
June-2018	75.90	64.10	35,877.41	34,784.68
July-2018	82.50	63.60	37,644.59	35,106.57
August-2018	68.50	51.00	38,989.65	37,128.99
September-2018	62.95	38.30	38,934.35	35,985.63
October-2018	50.00	36.00	36,616.64	33,291.58
November-2018	49.90	39.00	36,389.22	34,303.38
December-2018	46.50	39.00	36,554.99	34,426.29
January-2019	45.00	31.25	36,701.03	35,375.51
February-2019	43.20	25.30	37,172.18	35,287.16
March-2019	45.90	32.00	38,748.54	35,926.94

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



Registrar and Share Transfer Agents

The Company's Registrar and Share Transfer Agents are M/s. Cameo Corporate Services Limited located at Subramanian Building, No.1, Club House Road, Chennai – 600 002; Tel: 044-28460390; Fax: 044-28460129; Email: cameo@cameoindia.com; Website: www.cameoindia.com.

Share Transfer System

98.72% of the equity shares of the Company are held in electronic form. Transfers of these shares are done through the depositories with no involvement of the Company. As regards transfer of shares held in physical form, the transfer documents can be lodged with Registrar and Transfer Agents at the above mentioned address.

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

Trading in equity shares of the Company is permitted only in dematerialised form. SEBI has mandated that securities of listed companies can be transferred only in dematerialised form w.e.f. April 1, 2019. Accordingly the Company / its RTA has stopped accepting any fresh lodgement of transfer of shares in physical form. Members holding shares in physical form are advised to avail of the facility of dematerialisation.

Disclosures with respect to Unclaimed Suspense Account

The Company observed that some physical share certificates issued pursuant to the Scheme of Demerger have been returned undelivered. The details of such returned and unclaimed share certificates are available on the website of the Company (www.poel.in). The Company has sent three reminders to the shareholders for claiming their shares.

The Company is in the process of opening "Unclaimed Suspense Account" in the name of the company wherein all the unclaimed shares will be transferred into one folio and the voting rights on such shares shall remain frozen until the rightful owner claims the shares.

In terms of Regulation 39 of SEBI Listing Regulations, the Company reports that 6,705 equity shares belonging to 23 shareholders are lying unclaimed as on March 31, 2019. 604 shares belonging to two shareholders were claimed during the year 2018 – 19.

Dematerializations of shares and liquidity

The Company's shares are compulsorily traded in dematerialised form. As on March 31, 2019, 98.72% of the Company's equity share capital is held in dematerialised form. The ISIN of Company is INE035S01010. Entire Shareholding of the promoters are held in dematerialised form. The equity shares of the Company are traded in BSE and have good liquidity.

Mode of holding	Number of Shares held as on March 31, 2019	% of total number of shares
NSDL	43,01,896	77.15
CDSL	12,02,678	21.57
Physical Form	71,418	1.28
Total	**55,75,992**	**100.00**

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

The Company has not issued any GDRs/ADRs/Warrants or any Convertible Instruments in the past and hence as on March 31, 2019, the Company does not have any Outstanding GDRs/ADRs/Warrants or any Convertible Instruments.

Risk Management

A robust and integrated risk management framework is in existence under which the common prevailing risks in the Company are identified, the risks so identified are reviewed by the Audit Committee and the management's actions to mitigate the risk exposure are assessed.

Irrespective of the type of risk or the activity that creates it, the Company's fundamental approach to the risk management remains the same by identifying and measuring risks, leverage an in depth-knowledge of the business and competitors and respond flexibly in our risk understanding and management. The Risk Management Policy can be viewed on the website of the Company at http://poel.in/investors.html#invstr.

Commodity price risk or foreign exchange risk and hedging activities

a) Fluctuation in commodity prices

Impact: Prices of the Company's raw material and finished goods are linked to international bench mark i.e. LME and are strongly influenced by global economic conditions and global demand supply for the products. Volatility in commodity prices and demand may adversely affect our earnings, cash flow and reserves.

Mitigation: We consider exposure to commodity price fluctuations to be an integral part of company's business and its usual policy is to sell its products at prevailing market prices, and not to enter into long term price hedging arrangements. However, to minimize price risk for finished goods where price of raw material is also determined by same underlying base metal prices (e.g. purchase of Lead for manufacturing and selling of Lead Oxides) we employ natural hedge. The Company monitors the commodity markets closely to determine the effect of price fluctuations on earnings and cash flows.

b) Currency exchange rate fluctuations

Impact: Movement in functional currencies of the various operations of the Company against major foreign currencies may impact the company's revenue. Any weakening of the functional currency may impact the Company's cost of imports and cost of borrowings. Our assets, earnings and cash flows are influenced by fluctuation in those foreign currencies, mainly US Dollars.

Mitigation: We do not speculate in forex. We have developed robust controls in forex management to monitor, measure and hedge currency risk liabilities. The Treasury team reviews our forex-related matters periodically and suggests necessary courses of action as may be needed by business from time to time, and within the overall framework of our forex policy.

The Company strives to achieve asset liability offset of foreign currency exposures and only the net position is hedged. The Company uses forward exchange contracts to hedge the effects of movements in exchange rates on foreign currency denominated assets and liabilities. The sources of foreign exchange risk are outstanding amounts payable for imported raw materials, capital goods and other supplies as well as financing transactions denominated in foreign currencies. The hedge mechanisms are reviewed periodically to ensure that the risk from fluctuating currency exchange rates is appropriately managed.

Commodity Name	Exposure (Rs in Lakhs)	Units	Quantity Exposure	% of such exposure hedged through commodity derivatives				
				Domestic Market		International Market		Total
				OTC	Exchange	OTC	Exchange	
Lead	31,064	MT	20,899	-	38.34	-	-	38.34
Zinc	17,819	MT	9,529	-	53.40	-	-	53.40

- *Commodity means a commodity whose prices is fixed by reference to an international benchmark and having a material effect on the financial statements.*
- *Exposure for Lead and Zinc includes purchases and sales and are reported without netting off.*
- *The Company employs natural hedge to a larger extent, where the price risk of finished goods is offset by the underlying raw material price and the effect of natural hedge is report above.*

Credit Rating

The Company has neither issued any debt instruments nor undertaken any fixed deposit programme or any scheme or proposal involving mobilisation of funds, whether in India or abroad. The rating given by Brickwork Ratings India Private Limited for the short term and long term borrowings of the Company is BWR A3 and BWR BBB- respectively. There was no revision in the said ratings during the year under review.

Distribution of Shareholding as on March 31, 2019

Category Code	Category of Shareholder	Number of shareholders	Total Number of shares held	As a percentage of Total No. of Shares
(A)	Shareholding of Promoter and Promoter Group			
(1)	Indian	9	23,00,423	41.25
(2)	Foreign	1	212,813	3.82
	Total Shareholding of Promoter and Promoter Group (A)	10	25,13,236	45.07
(B)	Public Shareholding			
(1)	Institutions	—	—	—
(2)	Non-Institutions	6,146	30,62,756	54.93
	Total Public Shareholding (B)	6,156	30,62,756	54.93
	Total (A+B)	**6,156**	**55,75,992**	**100.00**

Distribution of Shareholding by Size as on March 31, 2019

No. of Shares held	Number of Shareholders	% of Total Shareholders	Number of Shares held	% of Total Shares held
Upto 100	3546	57.60	1,40,812	2.53
101 – 500	1806	29.34	4,65,464	8.35
501 – 1000	400	6.50	3,10,692	5.57
1001 – 2000	187	3.04	2,86,077	5.13
2001 – 3000	86	1.40	2,16,647	3.89
3001 – 4000	38	0.62	1,35,047	2.42
4001 – 5000	15	0.24	71,512	1.28
5001 – 10000	43	0.70	3,17,829	5.70
Above 10000	35	0.56	36,31,912	65.13
Total	**6,156**	**100.00**	**55,75,992**	**100.00**

Plant Locations

- **Metallic Oxides Division [MOD]:**
  Behind A-73 & 74, PIPDIC Industrial Estate, Mettupalayam, Puducherry - 605 009
- **Plastic Additives Division [PAD]:**
  Sembiapalayam, Korkadu Post, Puducherry - 605 110
- **Zinc Refining Division [ZRD]:**
  G-47, SIDCO Industrial Estate, Kakkalur, Thiruvallur, Tamil Nadu – 602 003
- **Alloying & Refining Division [ARD]:**
  B 19 & 20, SIDCO Industrial Estate, Maraimalai Nagar, Kanchipuram District, Tamil Nadu – 603 209
- **Trading Division:**
  A1, SIDCO Industrial Estate, Maraimalai Nagar, Kanchipuram District, Tamil Nadu - 603 209

Address for Correspondence

- Shareholders correspondence should be addressed to the Company's Registrar and Share Transfer Agents at the address mentioned above.
- Shareholders may contact Mr. Aashish Kumar K Jain, Company Secretary, at the Registered Office of the Company for any assistance. He can also be contacted at aashish@poel.in

- Investors can also contact us at designated e-mail id corprelations@poel.in for quick responses and resolution to their queries and grievances.
- Shareholders holding shares in electronic mode should address all their correspondence to their respective Depository Participant.

XII. CEO AND CFO CERTIFICATION

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

For **POCL Enterprises Limited**

Place : Chennai	**Devakar Bansal**	**Sunil Kumar Bansal**
Date : August 13, 2019	**Managing Director**	**Managing Director**
	DIN: 00232565	**DIN: 00232617**

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

I, Devakar Bansal, Managing Director of POCL Enterprises Limited, declare that all the members of the Board of Directors and Senior Management have affirmed compliance with the POEL Code of Conduct for the year ended March 31, 2019.

For **POCL ENTERPRISES LIMITED**

Devakar Bansal
Managing Director
DIN: 00232565

Place : Chennai
Date : August 13, 2019

INDEPENDENT AUDITORS CERTIFICATE ON CORPORATE GOVERNANCE

To

The Members of,
POCL Enterprises Limited

We have examined the compliance of conditions of Corporate Governance by POCL Enterprises Limited ("the Company") for the year ended March 31, 2019, as stipulated in regulations 17 to 27 and clauses (b) to (i) of Regulation 46(2) and paragraphs C, D and E of Schedule V to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI Listing Regulations").

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

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

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

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

For **Raju & Daftary,**
Chartered Accountants
Firm Registration No: 015535S

Darpan Kumar
Partner
Membership No. 235817

Place : Chennai
Date : August 13, 2019

Certificate of Non-Disqualification of Directors

[Pursuant to Regulation 34 (3) read with Schedule V Para-C Sub clause (10) (i) of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To,

The Members,
POCL Enterprises Limited
CIN: L52599TN1988PLC015731
New No. 4, Old No. 319,
Valluvarkottam High Road,
Nungambakkam Chennai,
Tamil Nadu – 600034

I have examined the relevant registers, records, minute books, forms, returns, declarations/disclosures received from the Directors and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives of POCL Enterprises Limited (CIN: L52599TN1988PLC015731) having its Registered Office at New No. 4, Old No. 319, Valluvarkottam High Road, Nungambakkam Chennai - 600034 Tamil Nadu, India (hereinafter referred to as "The Company") for the purpose of issue of this certificate pursuant to regulation 34(3) read with para C(10)(i) of Schedule V to the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended by Notification No. SEBI/LAD-NRO/GN/2018/10 dated May 9, 2018 issued by the Securities and Exchange Board of India.

In my opinion and to the best of my knowledge and based on such examination/verifications including Directors Identification Number (DIN) status at the portal www.mca.gov.in as well as information and explanations furnished to me by the Company and its officers, I hereby certify that none of the Directors as stated below on the Board of the Company during the financial year 2018-19 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India (SEBI)/ Ministry of Corporate Affairs or any such other statutory authority.

SN	DIN	Name	Designation
1	00232565	Devakar Bansal	Managing Director
2	00232617	Sunil Kumar Bansal	Managing Director
3	00232762	Venkatraman Yerra Milli	Wholetime Director

SN	DIN	Name	Designation
4	00232863	Padam Chandra Bansal	Director
5	00232894	Venkataraman	Director
6	00233227	Harish Kumar Lohia	Director
7	02016718	Jyoti Kumar Chowdhry	Director
8	07136517	Indra Somani	Director
9	08139234	Amber Bansal	Wholetime Director
10	08139235	Harsh Bansal	Wholetime Director

Ensuring the eligibility for the appointment/continuity of every Director on the Board is the responsibility of the management of the Company. My responsibility is to express an opinion on these, based on my verification. I further state that this certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Place : Chennai
Date : 13th August 2019

Deepa V Ramani
Company Secretary in Whole-Time Practice
FCS 5574; CP 8760

CEO/CFO CERTIFICATION

To,

The Board of Directors,
POCL Enterprises Limited.

Dear Members of the Board,

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

1. We have reviewed financial statements and the cash flow statement for the year ended March 31, 2019;
2. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
3. These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations;
4. There are no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's code of conduct;
5. We accept the responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting. We have not come across any reportable deficiencies in the design or operation of such internal controls.
6. We have indicated to the auditors and the Audit Committee:
   a) That there are no significant changes in internal control over financial reporting during the year;
   b) That there are no significant changes in accounting policies during the year; and
   c) That there are no instances of significant fraud of which we have become aware.

Place : Chennai
Date : May 29, 2019

N. Ravichandran
Chief Financial Officer

Devakar Bansal
Managing Director
DIN: 00232565

INDEPENDENT AUDITOR'S REPORT

To the Members of

POCL ENTERPRISES LIMITED

Report on the Audit of the Financial Statements

Opinion

We have audited the accompanying financial statements of **POCL Enterprises Limited** ("the Company"), which comprise the Balance Sheet as at 31st March 2019, the Statement of Profit and Loss (including other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year then ended, and notes to the financial statements, including a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ('the Act') in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March 2019, its profit/loss and other comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the financial statements in accordance with the Standards on Auditing (SAs) specified under Section 143 (10) of the Act. Our responsibilities under those SAs are further described in the Auditors' Responsibility for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

The Key Audit Matter	How the matter was addressed in our audit
Revenue recognition We have identified revenue recognition cut-off as a key audit matter, since the variety of terms that define when control is transferred to the customer, as well as the high value of the transactions near the period end, give rise to the risk that revenue is not recognized in the correct period.	Our audit procedures included the following: ● Considered the appropriateness of the Company's revenue recognition accounting policies and assessing compliance with the policies in terms of IND AS 115. ● Performed walkthroughs and test of controls, of the revenue recognition processes and assessed the design and operating effectiveness of key controls.

	• Selected a sample of sales made pre and post year end, and agreed the date of revenue recognition to the contract terms as per the agreement and third party delivery documents, such as bills of lading, to confirm sales are recognized according to contract conditions

We have determined that there are no other key audit matters to communicate in our report.

Other Information

The Company's Management and Board of Directors are responsible for the other information. The other information comprises the information included in the Company's annual report, but does not include the financial statements and our auditors' report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Management's Responsibility for the financial statements

The Company's Management and Board of Directors is responsible for the matters stated in Section 134 (5) of the Act, with respect to the preparation of these financial statements that give a true and fair view of the state of affairs, profit / loss and other comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) prescribed under Section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management and Board of Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Board of Directors is also responsible for overseeing the Company's financial reporting process.

Auditors' Responsibility for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), as amended, issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "**Annexure A"** a statement on the matters specified in paragraphs 3 and 4 of the Order.

2. As required by section 143 (3) of the Act, we report that:

   a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;

   b) In our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;

c) The Balance Sheet, the Statement of Profit and Loss including the Statement of Other Comprehensive Income, the Cash Flow Statement and the Statement of Changes in Equity dealt with by this Report are in agreement with the books of accounts;

d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended.

e) On the basis of written representations received from the directors as on March 31, 2019 and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2019 from being appointed as a director in terms of Section 164(2) of the Act.

f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in **“Annexure B**”.

g) With respect to the other matters to be included in the Auditor’s Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

   (i) The Company does not have any pending litigations which would impact its financial position.

   (ii) The Company did not have any long term contracts including derivative contracts for which there were any material foreseeable losses.

   (iii) There were no amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

h) In our opinion, the managerial remuneration for the year ended March 31, 2019 has been paid / provided by the Company to its directors is in accordance with the provisions of section 197 read with Schedule V to the Act;

For Raju & Daftary
ICAI Firm Registration No.015535S
Chartered Accountants

Darpan Kumar
Partner
Membership No. 235817

Place : Chennai
Date : May 29, 2019

ANNEXURE – A TO THE INDEPENDENT AUDITORS' REPORT

The Annexure referred to in Independent Auditors' Report to the members of the Company on the financial statements for the year ended March 31, 2019, we report that:

(i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.

(b) The fixed assets have been physically verified by the management during the year and no material discrepancies have been noticed on such verification. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets.

(c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties are held in the name of the Company.

(ii) As explained to us, the inventories were physically verified during the year by the Management at reasonable intervals and no material discrepancies were noticed on physical verification.

(iii) According to the information and explanations given to us, the Company has not granted any loans, secured or unsecured to companies, firms, limited liability partnership or other parties covered in the Register Maintained under Section 189 of the Act. Accordingly, the provisions of clause 3 (iii) (a) to (c) of the Order are not applicable to the Company.

(iv) In our opinion and according to the information and explanations given to us, the Company has not granted loans, made investments or provided any guarantees or security which are covered by the provisions of Section 185 and 186 of the Act.

(v) The Company has not accepted any deposits within the meaning of Sections 73 to 76 of the Act and the Companies (Acceptance of Deposits) Rules, 2014 (as amended). Accordingly, the provisions of clause 3 (v) of the Order are not applicable to the Company.

(vi) We have broadly reviewed the books of accounts maintained by the Company pursuant to the rules made by the Central Government for the maintenance of cost records under section 148(1) of the Companies Act, 2013, related to the manufacture of certain products of the Company and are of the opinion that prima facie, the specified accounts and records have been made and maintained. We have not, however, made a detailed examination of the same.

(vii) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted / accrued in the books of accounts in respect of undisputed statutory dues including provident fund, employees state insurance, income-tax, goods and services tax, duty of customs, cess and other material statutory dues have been regularly deposited during the year by the Company with the appropriate authorities.

According to the information and explanations given to us, no undisputed amounts payable in respect of the above were in arrears as at March 31, 2019 for a period of more than six months from the date on when they become payable.

(b) According to the information and explanations given to us, there are no dues of provident fund, income tax, sales tax, goods and services tax, value added tax, duty of customs, duty of excise, service tax, cess and other material statutory dues on account of any disputes as on March 31, 2019.

(viii) In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of loans or borrowings to a financial institution and banks. The Company did not have any outstanding loan or borrowings from government or debenture holders during the year.

(ix) In our opinion and according to the information and explanations given by the management, the Company has utilized the monies raised by way of term loans for the purposes for which they were raised. The Company has not raised money by way of initial public offer, further public offer or debt instruments.

(x) Based upon the audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to the information and explanations given by the management, we report that no fraud by the Company or no fraud on the Company by the officers and employees of the Company has been noticed or reported during the year.

(xi) According to the information and explanations given by the management, the managerial remuneration has been paid / provided in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Act.

(xii) In our opinion, the Company is not a Nidhi company. Therefore, the provisions of clause 3(xii) of the Order are not applicable to the Company and hence not commented upon.

(xiii) According to the information and explanations given by the management, transactions with the related parties are in compliance with Sections 177 and 188 of the Act, wherever applicable and details of such transactions have been disclosed in the financial statements, as required by the applicable accounting standards.

(xiv) According to the information and explanations given by the management, and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, the provisions of clause 3(xiv) of the Order are not applicable to the Company.

(xv) According to the information and explanations given by the management and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with them as referred to in section 192 of the Act. Accordingly, the provisions of clause 3(xv) of the order is not applicable.

(xvi) According to the information and explanations given to us, the Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934.

For Raju & Daftary
ICAI Firm Registration No.015535S
Chartered Accountants

Darpan Kumar
Partner
Membership No. 235817

Place : Chennai
Date : May 29, 2019

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

Report on the Internal financial controls over financial reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the Internal financial controls over financial reporting of POCL Enterprises Limited ("the Company") as of March 31, 2019 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal financial controls

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

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting with reference to these financial statements based on our audit. We conducted our audit in accordance with the Guidance Note on audit of internal financial controls over financial reporting (the "Guidance Note") and the standards on auditing, issued by ICAI, as specified under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of Internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

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

Meaning of Internal financial controls over Financial Reporting

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

Inherent Limitations of Internal financial controls over Financial Reporting

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

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2019, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For Raju & Daftary
ICAI Firm Registration No.015535S
Chartered Accountants

Darpan Kumar
Partner
Membership No. 235817

Place : Chennai
Date : May 29, 2019

Balance Sheet as at March 31, 2019

(All amounts are in lakhs of Indian Rupees, unless otherwise stated)

Particulars	Notes	As at March 31, 2019	As at March 31, 2018
ASSETS			
Non-current assets			
Property, plant and equipment	4	3,209.89	3,223.29
Intangible assets	4	3.39	8.58
Capital work in progress	5	103.45	21.82
Intangible assets under development	6	24.00	10.00
Financial assets			
Other financial assets	7	42.67	37.30
Other non-current assets	8	64.51	12.73
Total non-current assets		**3,447.91**	**3,313.72**
Current assets			
Inventories	9	2,418.20	4,656.57
Financial assets			
Trade receivables	10	5,970.41	8,549.36
Cash and cash equivalents	11	240.99	10.72
Bank balances other than above	12	336.74	369.74
Loans	13	2.20	5.59
Other financial assets	14	-	2.42
Other current assets	15	1,334.59	639.04
Total current assets		**10,303.13**	**14,233.44**
Total Assets		**13,751.04**	**17,547.16**
EQUITY AND LIABILITIES			
Equity			
Equity share capital	16	557.60	557.60
Other equity	17	2,859.98	3,572.77
Total equity		**3,417.58**	**4,130.37**
Liabilities			
Non-current liabilities			
Financial liabilities			
Borrowings	18	34.60	63.88
Provisions	19	162.72	152.31
Deferred Tax Liabilities (net)	20	31.19	0.30
Total non-current liabilities		**228.51**	**216.49**
Current liabilities			
Financial liabilities			
Borrowings	21	8,417.75	10,370.75
Trade payables	22		
(i) Total outstanding dues to Micro enterprises and Small enterprises		54.72	91.85
(ii) Total outstanding dues to Creditors other than Micro and Small enterprises		1,436.52	2,424.26
Other financial liabilities	23	8.53	-
Short Term Provisions	24	17.14	129.20
Other current liabilities	25	170.29	184.24
Total current liabilities		**10,104.95**	**13,200.30**
Total liabilities		**10,333.46**	**13,416.79**
Total Equity and Liabilities		**13,751.04**	**17,547.16**

The accompanying notes forms an integral part of the financial statements

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

Devakar Bansal
Managing Director
(DIN: 00232565)

Sunil Kumar Bansal
Managing Director
(DIN: 00232617)

N Ravichandran
Chief Financial Officer

Aashish Jain
Company Secretary

Place : Chennai
Date : 29/05/2019

As per our report of even date attached
For Raju and Daftary
Chartered Accountants
FRN No: 015535S

Darpan Kumar
Partner
M.No. 235817

Statement of profit and loss for the year ended March 31, 2019
(All amounts are in lakhs of Indian Rupees, unless otherwise stated)

Particulars	Notes	For the year ended March 31, 2019	For the year ended March 31, 2018
Income			
Revenue from operations	26	45,373.04	49,430.63
Other income	27	248.84	302.21
Total income		**45,621.88**	**49,732.84**
Expenses			
Cost of materials consumed	28	37,843.50	42,932.65
Changes in inventories of work-in-progress, stock in trade and finished goods	29	656.42	147.34
Purchases of stock in trade	30	2,581.65	723.53
Excise duty expenses		-	874.47
Employee benefits expense	31	1,151.41	1,035.10
Finance costs	32	964.58	762.29
Depreciation and amortisation expense	33	155.83	149.43
Other expenses	34	2,911.49	2,649.98
Total expenses		**46,264.88**	**49,274.79**
Profit before exceptional items and tax		**(643.00)**	**458.05**
Exceptional items			
Profit before tax from continuing operations		**(643.00)**	**458.05**
Income tax expense	35		
Current tax		-	153.13
Earlier Period Tax		(7.45)	-
Deferred tax charge/ (credit)		7.30	37.98
Profit for the year		**(642.85)**	**266.94**
Other comprehensive income			
Items that will not be reclassified to profit or loss			
Remeasurement of post employment benefit obligations		7.95	(23.15)
Income tax relating to these items		2.78	7.65
Other comprehensive income for the year, net of tax		**10.73**	**(15.50)**
Total comprehensive income for the year		**(632.12)**	**251.44**
Earnings per share	36		
Basic earnings per share		(11.53)	4.79
Diluted earnings per share		(11.53)	4.79

The accompanying notes forms an integral part of the financial statements

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

Devakar Bansal
Managing Director
(DIN: 00232565)

Sunil Kumar Bansal
Managing Director
(DIN: 00232617)

N Ravichandran
Chief Financial Officer

Aashish Jain
Company Secretary

Place : Chennai
Date : 29/05/2019

As per our report of even date attached
For Raju and Daftary
Chartered Accountants
FRN No: 015535S

Darpan Kumar
Partner
M.No. 235817

Statement of cash flows for the year ended March 31, 2019
(All amounts are in lakhs of Indian Rupees, unless otherwise stated)

Particulars	For the year ended March 31, 2019	For the year ended March 31, 2018
Cash Flow From Operating Activities		
Profit before income tax	(643.00)	458.05
Adjustments for		
Depreciation and amortisation expense	155.83	149.43
Interest income	(14.94)	(21.48)
Finance costs	964.58	762.29
(Profit)/ Loss on sale of fixed asset	(0.65)	0.01
(Profit)/ Loss on sale of investments	-	(21.04)
Bad debts written off	0.65	13.16
	462.47	**1,340.42**
Change in operating assets and liabilities		
(Increase)/ decrease in loans	3.40	(2.55)
(Increase)/ decrease in Other financial assets	(1.97)	(0.91)
(Increase)/ decrease in inventories	2,238.37	(2,396.11)
(Increase)/ decrease in trade receivables	2,578.31	(3,807.21)
(Increase)/ decrease in Other assets	(745.49)	529.18
Increase/ (decrease) in provisions and other liabilities	11.28	(132.50)
Increase/ (decrease) in trade payables	(1,024.88)	1,959.25
Cash generated from operations	**3,521.50**	**(2,510.43)**
Less : Income taxes paid (net of refunds)	(78.45)	(3.97)
Net cash from operating activities (A)	**3,443.05**	**(2,514.40)**
Cash Flows From Investing Activities		
Purchase of PPE and intangibles (including changes in CWIP)	(236.49)	(191.52)
Sale proceeds of PPE/Tools and Implements/Stores and Spares	4.27	6.47
(Purchase)/ disposal proceeds of Investments (net)	-	21.04
(Investments in)/ Maturity of fixed deposits with banks (net)	33.00	47.33
Interest income	13.96	20.93
Net cash used in investing activities (B)	**(185.26)**	**(95.75)**
Cash Flows From Financing Activities		
Proceeds from/ (repayment of) long term borrowings (net)	(29.27)	(19.31)
Proceeds from/ (repayment of) short term borrowings (net)	(1,953.00)	3,384.47
Finance costs	(964.58)	(762.29)
Dividend and tax thereon paid	(80.67)	-
Net cash from/ (used in) financing activities (C)	**(3,027.52)**	**2,602.87**
Net Increase / (decrease) in cash and cash equivalents (A+B+C)	**230.27**	**(7.28)**
Cash and cash equivalents at the beginning of the financial year	10.72	18.00
Cash and cash equivalents at end of the year	**240.99**	**10.72**
Notes:		
1. The above cash flow statement has been prepared under indirect method prescribed in Ind AS 7 “Cash Flow Statements”.		
2. Components of cash and cash equivalents		
Balances with banks		
- in current accounts	238.19	7.93
Cash on hand	2.80	2.79
	240.99	**10.72**

The accompanying notes forms an integral part of the financial statements

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

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Aashish Jain
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Place : Chennai
Date : 29/05/2019

As per our report of even date attached
For Raju and Daftary
Chartered Accountants
FRN No: 015535S

Darpan Kumar
Partner
M.No. 235817

Statement of Changes in Equity for the year ended March 31, 2019
(All amounts are in lakhs of Indian Rupees, unless otherwise stated)

(A) Equity Share Capital

Balance at the end of March 31, 2018	557.60
Changes in equity share capital during the year	-
Balance at the end of March 31, 2019	557.60

(B) Other Equity

Particulars	Securities Premium Account	Demerger Reserve	General Reserve	Other Comprehensive Income	Retained Earnings	Total
Balance as at April 1, 2017	85.21	78.15	39.08	-	3,092.53	3,294.97
Additions/ (deductions) during the year	-	-	-	15.50	10.86	26.36
Total Comprehensive Income for the year	-	-	-	(15.50)	266.94	251.44
Dividend paid	-	-	-	-	-	-
Balance as at March 31, 2018	**85.21**	**78.15**	**39.08**	**(0.00)**	**3,370.33**	**3,572.77**
Additions/ (deductions) during the year	-	-	-	(10.73)	10.73	-
Total Comprehensive Income for the year	-	-	-	10.73	(642.85)	(632.12)
Dividend paid	-	-	-	-	(80.67)	(80.67)
Balance as at March 31, 2019	**85.21**	**78.15**	**39.08**	**(0.00)**	**2,657.54**	**2,859.98**

The accompanying notes form an integral part of the financial statements

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

Devakar Bansal
Managing Director
(DIN: 00232565)

Sunil Kumar Bansal
Managing Director
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Aashish Jain
Company Secretary

Place : Chennai
Date : 29/05/2019

As per our report of even date attached
For Raju and Daftary
Chartered Accountants
FRN No: 015535S

Darpan Kumar
Partner
M.No. 235817

Notes to Financial Statements for the year ended March 31, 2019

1 Corporate Information

POCL Enterprises Limited (POEL) initially established in 1988 as a trading house, has over the years after the demerger had manufacturing processes included. POCL Enterprises Limited (POEL) is an ISO 9001:2015 company and specializes in manufacturing and trading of various metals, chemicals and their oxides. The company has manufacturing units in Puducherry (formerly Pondicherry), Kakkalur – Thiruvallur, Maraimalai Nagar, Tamilnadu.

2 Basis of preparation of financial statements

Statement of compliance

These financial statements are prepared in accordance with Indian Accounting Standards (Ind AS) under the historical cost convention on the accrual basis except for certain financial instruments which are measured at fair values, the provisions of the Companies Act, 2013 ('the Act') (to the extent notified) and guidelines issued by the Securities and Exchange Board of India (SEBI). The Ind AS are prescribed under Section 133 of the Act read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015, as amended.

Use of estimates

The preparation of financial statements in conformity with Generally Accepted Accounting Principles (GAAP) requires management to make judgments, estimates and assumptions that affect the application of accounting policies and reported amounts of assets, liabilities, income and expenses and the disclosure of contingent liabilities on the date of the financial statements. Actual results could differ from those estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Any revision to accounting estimates is recognised prospectively in current and future periods.

Functional and presentation currency

These financial statements are presented in Indian Rupees (INR), which is the Company's functional currency. All financial information presented in INR has been rounded to the nearest Lakhs (up to two decimals).

The financial statements are approved for issue by the Company's Board of Directors on May 29, 2019.

2A Critical accounting estimates and management judgments

In application of the accounting policies, which are described in note 2, the management of the Company is required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and assumptions are based on historical experience and other factors that are considered to be relevant.

Information about significant areas of estimation, uncertainty and critical judgements used in applying accounting policies that have the most significant effect on the amounts recognised in the financial statements is included in the following notes:

Property, Plant and Equipment and Intangible Assets

The residual values and estimated useful life of PPEs and Intangible Assets are assessed by the technical team at each reporting date by taking into account the nature of asset, the estimated usage of the asset, the operating condition of the asset, past history of replacement and maintenance support. Upon review, the management accepts the assigned useful life and residual value for computation of depreciation/amortisation. Also, management judgement is exercised for classifying the asset as investment properties or vice versa.

Current tax

Calculations of income taxes for the current period are done based on applicable tax laws and management's judgement by evaluating positions taken in tax returns and interpretations of relevant provisions of law.

Deferred Tax Assets (including MAT Credit Entitlement)

Significant management judgement is exercised by reviewing the deferred tax assets at each reporting date to determine the amount of deferred tax assets that can be retained / recognised, based upon the likely timing and the level of future taxable profits together with future tax planning strategies.

Fair value

Management uses valuation techniques in measuring the fair value of financial instruments where active market quotes are not available. In applying the valuation techniques, management makes maximum use of market inputs and uses estimates and assumptions that are, as far as possible, consistent with observable data that market participants would use in pricing the instrument. Where applicable data is not observable, management uses its best estimate about the assumptions that market participants would make. These estimates may vary from the actual prices that would be achieved in an arm's length transaction at the reporting date.

Impairment of Trade Receivables

The impairment for trade receivables are done based on assumptions about risk of default and expected loss rates. The assumptions, selection of inputs for calculation of impairment are based on management judgement considering the past history, market conditions and forward looking estimates at the end of each reporting date.

Impairment of Non-financial assets (PPE/ Intangible Assets)

The impairment of non-financial assets is determined based on estimation of recoverable amount of such assets. The assumptions used in computing the recoverable amount are based on management judgement considering the timing of future cash flows, discount rates and the risks specific to the asset.

Defined benefit plans and Other long term benefits

The cost of the defined benefit plan and other long term employee benefits and the present value of such obligation are determined by the independent actuarial valuer. An actuarial valuation involves making various assumptions that may differ from actual developments in future. Management believes that the assumptions used by the actuary in determination of the discount rate, future salary increases, mortality rates and attrition rates are reasonable. Due to the complexities involved in the valuation and its long term nature, this obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

Fair value measurement of financial instruments

When the fair values of financial assets and financial liabilities could not be measured based on quoted prices in active markets, management uses valuation techniques including the Discounted Cash Flow (DCF) model, to determine its fair value. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is exercised in establishing fair values. Judgements include considerations of inputs such as liquidity risk, credit risk and volatility.

Provisions and contingencies

The recognition and measurement of other provisions are based on the assessment of the probability of an outflow of resources, and on past experience and circumstances known at the reporting date. The actual outflow of resources at a future date may therefore vary from the figure estimated at end of each reporting period.

2B Recent accounting pronouncements

Standards issued but not yet effective

The following standards have been notified by the Ministry of Corporate Affaris

a) Ind AS 116: Leases (Effective from April 1, 2019) - Ind AS 116 Leases was notified in March 2019 and it replaces Ind AS 17 Leases. The Company is in the process of evaluating the requirements of the standard and its impact on its financial statements.

b) The Companies (Indian Accounting Standards) Amendment Rules, 2019 also notified amendments to the following accounting standards. The amendments would be effective from April 1, 2019.

1. Ind AS 12, Income taxes – Appendix C on uncertainty over income tax treatments
2. Ind AS 12, Income Taxes - Accounting for Dividend Distribution Taxes
3. Ind AS 23 – Borrowing costs
4. Ind AS 109 – Financial instruments
5. Ind AS 19 – Employee benefits

The Company does not expect any impact from these amendments.

3 Significant Accounting Policies

a) Current versus non-current classification

The Company presents assets and liabilities in the balance sheet based on current/ non-current classification.

An asset is treated as current when it is:

i) Expected to be realised or intended to be sold or consumed in normal operating cycle
ii) Held primarily for the purpose of trading
iii) Expected to be realised within twelve months after the reporting period, or
iv) Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period

All other assets are classified as non-current.

A liability is current when:

i) It is expected to be settled in normal operating cycle
ii) It is held primarily for the purpose of trading
iii) It is due to be settled within twelve months after the reporting period, or
iv) There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

All other liabilities are classified as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The Company has identified 3 months as its operating cycle.

b) Fair value measurement

The Company has applied the fair value measurement wherever necessitated at each reporting period.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

i) In the principal market for the asset or liability;

ii) In the absence of a principal market, in the most advantageous market for the asset or liability.

The principal or the most advantageous market must be accessible by the Company.

The fair value of an asset or liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their best economic interest.

A fair value measurement of a non - financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and the best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

Level 1 : Quoted (unadjusted) market prices in active market for identical assets or liabilities;

Level 2 : Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable; and

Level 3 : Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

For assets and liabilities that are recognized in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorization (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

The Company has designated the respective team leads to determine the policies and procedures for both recurring and non - recurring fair value measurement. External valuers are involved, wherever necessary with the approval of Company's board of directors. Selection criteria include market knowledge, reputation, independence and whether professional standards are maintained.

For the purpose of fair value disclosure, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risk of the asset or liability and the level of the fair value hierarchy as explained above. The component wise fair value measurement is disclosed in the relevant notes.

c) Revenue Recognition

Effective April 1, 2018, the Company has adopted Indian Accounting Standard 115 (Ind AS 115) – 'Revenue from contracts with customers'. Ind AS 115 establishes a five-step model to account for revenue arising from contracts with customers and requires that revenue be recognised at an amount that reflects the consideration to which an entity expects to be entitled in exchange for transferring goods or services to a customer. The effect on adoption of Ind-AS 115 was insignificant.

Sale of goods

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured, regardless of when the payment is being made. Revenue on sale of goods is recognised when the risk and rewards of ownership is transferred to the buyer, which generally coincides with the despatch of the goods or as per the inco-terms agreed with the customers.

Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment. It comprises of invoice value of goods including excise duty and after deducting discounts, volume rebates and applicable taxes on sale. It also excludes value of self-consumption.

Sale of services

Income from sale of services is recognised when the services are rendered as per the terms of the agreement and when no significant uncertainty as to its determination or realisation exists.

Export entitlements

Export entitlements from Government authorities are recognised in the statement of profit and loss when the right to receive credit as per the terms of the scheme is established in respect of the exports made by the Company, and where there is no significant uncertainty regarding the ultimate collection of the relevant export proceeds.

Interest Income

Interest income is recorded using the effective interest rate (EIR) method. EIR is the rate that exactly discounts the estimated future cash payments or receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the gross carrying amount of the financial asset or to the amortised cost of a financial liability. When calculating the effective interest rate, the Company estimates the expected cash flows by considering all the contractual terms of the financial instrument (for example, prepayment, extension, call and similar options) but does not consider the expected credit losses.

Dividend income

Dividend income is recognized when the company's right to receive dividend is established by the reporting date, which is generally when shareholders approve the dividend.

Rental income

Rental income from operating lease is recognised on a straight line basis over the term of the relevant lease, if the escalation is not a compensation for increase in cost inflation index.

d) Property, plant and equipment and capital work in progress

Under the previous GAAP (Indian GAAP), the property, plant and equipment were carried in the balance sheet at cost less accumulated depreciation. The company has elected to fair value its land as on the date of transition and apply Ind AS 16 retrospectively on other classes of property, plant and equipment.

Presentation

Property, plant and equipment and capital work in progress are stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. Such cost includes the cost of replacing part of the plant and equipment and borrowing costs of a qualifying asset, if the recognition criteria are met.

Advances paid towards the acquisition of tangible assets outstanding at each balance sheet date, are disclosed as advances for capital goods under other non-current assets and the cost of the tangible assets not ready for their intended use before such date, are disclosed as capital work in progress.

Component Cost

All material/ significant components have been identified for our plant and have been accounted separately. The useful life of such component are analysed independently and wherever components are having different useful life other than plant they are part of, useful life of components are considered for calculation of depreciation.

The cost of replacing part of an item of property, plant and equipment is recognised in the carrying amount of the item if it is probable that the future economic benefits embodied within the part will flow to the Company and its cost can be measured reliably. The costs of repairs and maintenance are recognised in the statement of profit and loss as incurred.

Machinery spares/ insurance spares that can be issued only in connection with an item of fixed assets and their issue is expected to be irregular are capitalised. Replacement of such spares is charged to revenue. Other spares are charged as revenue expenditure as and when consumed.

Derecognition

Gains or losses arising from derecognition of property, plant and equipment are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of profit and loss when the asset is derecognized.

e) Depreciation on property, plant and equipment

Depreciation is the systematic allocation of the depreciable amount of an asset over its useful life on a written down value method. The depreciable amount for assets is the cost of an asset, or other amount substituted for cost, less 5% being its residual value.

Depreciation is provided on written down value method, over the useful lives specified in Schedule II to the Companies Act, 2013.

Depreciation for PPE on additions is calculated on pro-rata basis from the date of such additions. For deletion/disposals, the depreciation is calculated on pro-rata basis up to the date on which such assets have been discarded / sold. Additions to fixed assets, costing Rs.5000/- each or less are fully depreciated retaining its residual value.

The residual values, estimated useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

Leasehold Assets are amortised over their period of lease.

f) Intangible assets

Intangible assets acquired separately

Under the previous GAAP (Indian GAAP), intangible assets were carried in the balance sheet at cost less accumulated depreciation. The Company has elected to consider the previous GAAP carrying amount of the intangible assets as the deemed cost as at the date of transition, viz.,1 April 2016.

Intangible assets acquired separately are measured on initial recognition at cost. The cost of a separately acquired intangible asset comprises (a) its purchase price, including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates; and (b) any directly attributable cost of preparing the asset for its intended use.

Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses.

Useful life and amortisation of intangible assets

The useful lives of intangible assets are assessed as either finite or indefinite. Intangible assets with finite lives are amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period.

The amortisation expense on intangible assets with finite lives is recognised in the statement of profit and loss unless such expenditure forms part of carrying value of another asset.

Intangible assets with indefinite useful lives are not amortised, but are tested for impairment annually. The assessment of indefinite life is reviewed annually to determine whether the indefinite life continues to be supportable. If not, the change in useful life from indefinite to finite is made on a prospective basis.

Subsequent cost and measurement

Subsequent costs are capitalised only when it increases the future economic benefits embodied in the specific asset to which it relates. All other expenditures, including expenditure on internally-generated intangibles, are recognised in the statement of profit and loss as incurred.

Subsequent to initial recognition, internally-generated intangible assets are reported at cost less accumulated amortisation and accumulated impairment losses, on the same basis as intangible assets that are acquired separately.

The amortisation expense on intangible assets with finite lives is recognised in the statement of profit and loss unless such expenditure forms part of carrying value of another asset.

g) Inventories

Inventories are carried at the lower of cost and net realisable value. Cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Costs are determined on weighted average method as follows:

(i) Raw materials, packing materials and consumables: At purchase cost including other cost incurred in bringing materials/consumables to their present location and condition.

(ii) Work-in-process and intermediates: At material cost, conversion costs and appropriate share of production overheads

(iii) Finished goods (Manufactured): At material cost, conversion costs and an appropriate share of production overheads.

(iv) Finished goods (Traded Goods): At purchase cost including other cost incurred in bringing the items to their present location and condition.

Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale.

h) Financial Instruments

Financial assets and financial liabilities are recognised when an entity becomes a party to the contractual provisions of the instruments.

Financial assets

Initial recognition and measurement

All financial assets are recognised initially at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value measured on initial recognition of financial asset or financial liability. Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognised on the trade date, i.e., the date that the Company commits to purchase or sell the asset.

Subsequent measurement

For the purposes of subsequent measurement, financial assets are classified on the basis of their contractual cash flow characteristics and the entity's business model of managing them.

Financial assets are classified in four categories:

- Financial instruments (other than equity instruments) at amortised cost
- Financial Instruments (other than equity instruments) at Fair value through Other comprehensive income (FVTOCI)
- Other Financial Instruments, derivatives and equity instruments at fair value through profit or loss (FVTPL)
- Equity instruments measured at fair value through other comprehensive income (FVTOCI)

Financial instruments (other than equity instruments) at amortised cost

The Company classifies a financial instruments (other than equity instruments) at amortised cost, if both the following conditions are met:

a) The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows; and
b) Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

Such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance income in the profit or loss. The losses arising from impairment are recognised in the profit or loss.

Financial Instruments (other than equity instruments) at FVTOCI

The Company classifies a financial instrument (other than equity instrument) at FVTOCI, if both of the following criteria are met:

a) The objective of the business model is achieved both by collecting contractual cash flows and selling the financial assets, and
b) The asset's contractual cash flows represent SPPI.

The financial instruments included within the FVTOCI category are measured as at each reporting date at fair value. Fair value movements are recognized in the other comprehensive income (OCI). However, the Company recognizes finance income, impairment losses and reversals and foreign exchange gain or loss in the profit and loss statement. On derecognition of the asset, cumulative gain or loss previously recognised in OCI is reclassified from the equity to profit and loss. Interest earned whilst holding FVTOCI financial instrument is reported as interest income using the EIR method.

Financial instruments (other than equity instruments) at FVTPL

The Company classifies all financial instruments, which do not meet the criteria for categorization as at amortized cost or as FVTOCI, as at FVTPL.

Financial instruments included within the FVTPL category are measured at fair value with all changes recognized in the profit and loss.

Equity investments

All equity investments in scope of Ind AS 109 are measured at fair value. Equity instruments which are held for trading are classified as at FVTPL. Where the Company makes an irrevocable election of equity instruments at FVTOCI, it recognises all subsequent changes in the fair value in other comprehensive income, without any recycling of the amounts from OCI to profit and loss, even on sale of such investments.

Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the profit and loss.

Financial assets are measured at FVTPL except for those financial assets whose contractual terms give rise to cash flows on specified dates that represents SPPI, as detailed below depending on the business model:

Classification	Name of the financial asset
Amortised cost	Trade receivables, Loans given to employees, deposits, interest receivable and other advances recoverable in cash.
FVTOCI	Equity investments in companies other than subsidiary and associate, if an option exercised at the time of initial recognition.
FVTPL	Other investments in equity instruments and forward exchange contracts (to the extent not designated as a hedging instrument).

Derecognition

A financial asset is primarily derecognised when:

- The rights to receive cash flows from the asset have expired, or
- The Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the Company has transferred substantially all the risks and rewards of the asset, or (b) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Company has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Company continues to recognise the transferred asset to the extent of the Company's continuing involvement. In that case, the Company also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Company has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Company could be required to repay.

Impairment of financial assets

In accordance with Ind AS 109, the Company applies expected credit loss (ECL) model for measurement and recognition of impairment loss on the following financial assets and credit risk exposure:

a) Financial assets other than equity instruments, and that are measured at amortised cost e.g., loans, debt securities, deposits, trade receivables and bank balance.

b) Financial assets, other than equity instruments that are measured at FVTOCI

c) Trade receivables or any contractual right to receive cash or another financial asset that result from transactions that are within the scope of Ind AS 11 and Ind AS 18.

The Company follows 'simplified approach' for recognition of impairment loss allowance on:

- Trade receivables or contract revenue receivables; and
- All lease receivables resulting from transactions within the scope of Ind AS 17

The application of simplified approach does not require the Company to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime Expected Credit Loss (ECL) at each reporting date, right from its initial recognition.

For recognition of impairment loss on other financial assets and risk exposure, the Company determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12 months ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If, in a subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the entity reverts to recognising impairment loss allowance based on 12-month ECL.

Lifetime ECL are the expected credit losses resulting from all possible default events over the expected life of a financial instrument. The 12 months ECL is a portion of the lifetime ECL which results from default events that are possible within 12 months after the reporting date.

ECL is the difference between all contractual cash flows that are due to the Company in accordance with the contract and all the cash flows that the entity expects to receive (i.e., all cash shortfalls), discounted at the original EIR. When estimating the cash flows, the Company considers all contractual terms of the financial instrument (including prepayment, extension, call and similar options) over the expected life of the financial instrument and Cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

ECL allowance (or reversal) recognized during the period is recognized as income/ expense in the statement of profit and loss. This amount is reflected under the head 'other expenses' in the profit and loss. The balance sheet presentation of ECL for various financial instruments is described below:

- **Financial assets measured as at amortised cost, contractual revenue receivables and lease receivables:** ECL is presented as an allowance, which reduces the net carrying amount. Until the asset meets write-off criteria, the Company does not reduce impairment allowance from the gross carrying amount.
- **Financial instruments, other than equity instruments, measured at FVTOCI:** Since financial assets are already reflected at fair value, impairment allowance is not further reduced from its value. Rather, ECL amount is presented as 'accumulated impairment amount' in the OCI.

For assessing increase in credit risk and impairment loss, the company combines financial instruments on the basis of shared credit risk characteristics with the objective of facilitating an analysis that is designed to enable significant increases in credit risk to be identified on a timely basis.

For impairment purposes, significant financial assets are tested on individual basis at each reporting date. Other financial assets are assessed collectively in groups that share similar credit risk characteristics. Accordingly, the impairment testing is done retrospectively on the following basis:

Name of the financial asset	Impairment Testing Methodology
Trade Receivables	Expected Credit Loss model (ECL) is applied. The ECL over lifetime of the assets are estimated by using a provision matrix which is based on historical loss rates reflecting current conditions and forecasts of future economic conditions which are grouped on the basis of similar credit characteristics such as nature of industry, customer segment, past due status and other factors that are relevant to estimate the expected cash loss from these assets.
Other financial assets	When the credit risk has not increased significantly, 12 month ECL is used to provide for impairment loss. When there is significant change in credit risk since initial recognition, the impairment is measured based on probability of default over the life time. If, in a subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the entity reverts to recognising impairment loss allowance based on 12 month ECL.

Financial liabilities

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at FVTPL and as at amortised cost.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit and loss.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Company's financial liabilities include trade and other payables, loans and borrowings, financial guarantee contracts and derivative financial instruments.

The measurement of financial liabilities depends on their classification, as described below:

Financial liabilities at FVTPL

Financial liabilities at FVTPL include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. This category also includes derivative financial instruments entered into by the Company that are not designated as hedging instruments in hedge relationships as defined by Ind AS 109. Separated embedded derivatives are also classified as held for trading unless they are designated as effective hedging instruments.

Gains or losses on liabilities held for trading are recognised in the profit or loss.

For liabilities designated as FVTPL, fair value gains/ losses attributable to changes in own credit risk are recognized in OCI. These gains/ loss are not subsequently transferred to profit and loss. However, the company may transfer the cumulative gain or loss within equity. All other changes in fair value of such liability are recognised in the statement of profit or loss. The company has not designated any financial liability as at fair value through profit and loss.

Classification	Name of the financial liability
Amortised cost	Borrowings, Trade payables, Interest accrued, Unclaimed / Disputed dividends, Security deposits and other financial liabilities not held for trading.
FVTPL	Foreign exchange forward contracts being derivative contracts do not qualify for hedge accounting under Ind AS 109 and other financial liabilities held for trading.

Loans and borrowings

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process.

Financial guarantee contracts

A financial guarantee contract is a contract that requires the issuer to make specified payments to reimburse the holder for a loss it incurs because a specified debtor fails to make payments when due in accordance with the terms of a debt instrument.

Financial guarantee contracts issued by the Company are initially measured at their fair values and, if not designated as at fair value through profit or loss, are subsequently measured at higher of (i) The amount of loss allowance determined in accordance with impairment requirements of Ind AS 109 – Financial Instruments and (ii) The amount initially recognised less, when appropriate, the cumulative amount of income.

Derivative financial instruments

The Company holds derivative financial instruments such as foreign exchange forward and options contracts to mitigate the risk of changes in exchange rates on foreign currency exposures. The counterparty for these contracts is generally a bank.

(a) Derivatives fair valued through profit or loss

This category has derivative financial assets or liabilities which are not designated as hedges.

Although the Company believes that these derivatives constitute hedges from an economic perspective, they may not qualify for hedge accounting under Ind AS 109, Financial Instruments. Any derivative that is either not designated a hedge, or is so designated but is ineffective as per Ind AS 109, is categorized as a financial asset or financial liability, at fair value through profit or loss.

Derivatives not designated as hedges are recognized initially at fair value and attributable transaction costs are recognized in net profit in the Statement of Profit and Loss when incurred. Subsequent to initial recognition, these derivatives are measured at fair value through profit or loss and the resulting exchange gains or losses are included in other income. Assets / liabilities in this category are presented as current assets / current liabilities if they are either held for trading or are expected to be realized within 12 months after the Balance Sheet date.

Derecognition of financial liabilities

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit or loss.

Reclassification of financial assets

The Company determines classification of financial assets and liabilities on initial recognition. After initial recognition, no reclassification is made for financial assets which are equity instruments and financial liabilities. For financial assets which are debt instruments, a reclassification is made only if there is a change in the business model for managing those assets. Changes to the business model are expected to be infrequent. The Company's senior management determines change in the business model as a result of external or internal changes which are significant to the Company's operations. Such changes are evident to external parties. A change in the business model occurs when the Company either begins or ceases to perform an activity that is significant to its operations. If the Company reclassifies financial assets, it applies the reclassification prospectively from the reclassification date which is the first day of the immediately next reporting period following the change in business model. The Company does not restate any previously recognised gains, losses (including impairment gains or losses) or interest.

The following table shows various reclassification and how they are accounted for:

S.No	Original classification	Revised classification	Accounting treatment
1	Amortised cost	FVTPL	Fair value is measured at reclassification date. Difference between previous amortized cost and fair value is recognised in P&L.
2	FVTPL	Amortised Cost	Fair value at reclassification date becomes its new gross carrying amount. EIR is calculated based on the new gross carrying amount.
3	Amortised cost	FVTOCI	Fair value is measured at reclassification date. Difference between previous amortised cost and fair value is recognised in OCI. No change in EIR due to reclassification.

4	FVTOCI	Amortised cost	Fair value at reclassification date becomes its new amortised cost carrying amount. However, cumulative gain or loss in OCI is adjusted against fair value. Consequently, the asset is measured as if it had always been measured at amortised cost.
5	FVTPL	FVTOCI	Fair value at reclassification date becomes its new carrying amount. No other adjustment is required.
6	FVTOCI	FVTPL	Assets continue to be measured at fair value. Cumulative gain or loss previously recognized in OCI is reclassified to P&L at the reclassification date.

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet, if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

i) Foreign currency transactions and translations

Transactions and balances

Transactions in foreign currencies are initially recorded by the Company at the functional currency spot rates at the date at which the transaction first qualifies for recognition. However, for practical reasons, the Company uses an average rate, if the average approximates the actual rate at the date of the transaction.

Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency spot rates of exchange at the reporting date. Exchange differences arising on settlement or translation of monetary items are recognised in profit or loss.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is determined. The gain or loss arising on translation of non-monetary items measured at fair value is treated in line with the recognition of the gain or loss on the change in fair value of the item (i.e., translation differences on items whose fair value gain or loss is recognised in OCI or profit or loss are also recognised in OCI or profit or loss, respectively).

The Company enters into forward exchange contract to hedge its risk associated with Foreign currency fluctuations. The premium or discount arising at the inception of a forward exchange contract is amortized as expense or income over the life of the contract. In case of monetary items which are covered by forward exchange contract, the difference between the yearend rate and rate on the date of the contract is recognized as exchange difference. Any profit or loss arising on cancellation of a forward exchange contract is recognized as income or expense for that year.

j) Borrowing Costs

Borrowing cost include interest computed using Effective Interest Rate method, amortisation of ancillary costs incurred and exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost.

Borrowing costs that are directly attributable to the acquisition, construction, production of a qualifying asset are capitalised as part of the cost of that asset which takes substantial period of time to get ready for its intended use. The Company determines the amount of borrowing cost eligible for capitalisation by applying capitalisation rate to the expenditure incurred on such cost.

The capitalisation rate is determined based on the weighted average rate of borrowing cost applicable to the borrowings of the Company which are outstanding during the period, other than borrowings made specifically towards purchase of the qualifying asset. The amount of borrowing cost that the Company capitalises during the period does not exceed the amount of borrowing cost incurred during that period. All other borrowings costs are expensed in the period in which they occur.

Interest income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation. All other borrowing costs are recognised in the statement of profit and loss in the period in which they are incurred.

k) Taxes

Current income tax

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date in the countries where the Company operates and generates taxable income.

Current income tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Current tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Minimum Alternate Tax (MAT) paid in accordance with the tax laws, which gives future economic benefits in the form of adjustment to future tax liability, is recognised as an asset viz. MAT Credit Entitlement, to the extent there is convincing evidence that the Company will pay normal Income tax and it is highly probable that future economic benefits associated with it will flow to the Company during the specified period. The Company reviews the “MAT Credit Entitlement” at each Balance Sheet date and writes down the carrying amount of the same to the extent there is no longer convincing evidence to the effect that the Company will pay normal Income tax during the specified period.

Deferred tax

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax liabilities are recognised for all taxable temporary differences.

Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised. Where there is deferred tax assets arising from carry forward of unused tax losses and unused tax credits, they are recognised to the extent of deferred tax liability.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

l) Retirement and other employee benefits

Short-term employee benefits

A liability is recognised for short-term employee benefit in the period the related service is rendered at the undiscounted amount of the benefits expected to be paid in exchange for that service.

Defined contribution plans

Retirement benefit in the form of provident fund is a defined contribution scheme. The Company has no obligation, other than the contribution payable to the provident fund. The Company recognizes contribution payable to the provident fund scheme as an expense, when an employee renders the related service. If the contribution payable to the scheme for service received before the balance sheet date exceeds the contribution already paid, the deficit payable to the scheme is recognized as a liability after deducting the contribution already paid. If the contribution already paid exceeds the contribution due for services received before the balance sheet date, then excess is recognized as an asset to the extent that the pre-payment will lead to, for example, a reduction in future payment or a cash refund.

Defined benefit plans

The Company's gratuity plan is a defined benefit plan. The present value of gratuity obligation under such defined benefit plan is determined based on an actuarial valuation carried out by an independent actuary using the Projected Unit Credit Method.

Remeasurements, comprising of actuarial gains and losses, the effect of the asset ceiling, excluding amounts included in net interest on the net defined benefit liability and the return on plan assets (excluding amounts included in net interest on the net defined benefit liability), are recognised immediately in the balance sheet with a corresponding debit or credit to retained earnings through OCI in the period in which they occur. Remeasurements are not reclassified to profit or loss in subsequent periods.

Compensated absences

The Company has a policy on compensated absences which are both accumulating and non-accumulating in nature. The expected cost of accumulating compensated absences is determined by actuarial valuation performed by an independent actuary at each balance sheet date using projected unit credit method on the additional amount expected to be paid / availed as a result of the unused entitlement that has accumulated at the balance sheet date. Expense on non-accumulating compensated absences is recognized in the period in which the absences occur.

Other long term employee benefits

Liabilities recognised in respect of other long-term employee benefits are measured at the present value of the estimated future cash outflows expected to be made by the Company in respect of services provided by the employees up to the reporting date.

m) Leases

The determination of whether an arrangement is (or contains) a lease is based on the substance of the arrangement at the inception of the lease. The arrangement is, or contains, a lease if fulfilment of the arrangement is dependent on the use of a specific asset or assets and the arrangement conveys a right to use the asset or assets, even if that right is not explicitly specified in an arrangement.

A lease that transfers substantially all the risks and rewards incidental to ownership to the Company is classified as a finance lease. All other leases are operating leases.

Finance leases are capitalised at the commencement of the lease at the inception date at fair value of the leased property or, if lower, at the present value of the minimum lease payments. Lease payments are apportioned between finance charges and reduction of the lease liability so as to achieve a constant rate of interest on the remaining balance of the liability. Finance charges are recognised in finance costs in the statement of profit and loss, unless they are directly attributable to qualifying assets, in which case they are capitalized in accordance with the Company's general policy on the borrowing costs. Contingent rentals are recognised as expenses in the periods in which they are incurred.

A leased asset is depreciated over the useful life of the asset. However, if there is no reasonable certainty that the Company will obtain ownership by the end of the lease term, the asset is depreciated over the shorter of the estimated useful life of the asset and the lease term.

n) Impairment of non financial assets

The Company assesses, at each reporting date, whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's (CGU) fair value less costs of disposal and its value in use. Recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

o) Provisions, Contingent liabilities and Contingent assets

Provisions

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

Provisions are discounted, if the effect of the time value of money is material, using pre-tax rates that reflects the risks specific to the liability. When discounting is used, an increase in the provisions due to the passage of time is recognised as finance cost. These provisions are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

Necessary provision for doubtful debts, claims, etc., are made, if realisation of money is doubtful in the judgement of the management.

Contingent liability

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. Contingent liabilities are disclosed separately.

Show cause notices issued by various Government authorities are considered for evaluation of contingent liabilities only when converted into demand.

Contingent assets

Where an inflow of economic benefits is probable, the Company discloses a brief description of the nature of the contingent assets at the end of the reporting period, and, where practicable, an estimate of their financial effect.

Contingent assets are disclosed but not recognised in the financial statements.

p) Cash and cash equivalents

Cash comprises cash on hand and demand deposits with banks. Cash equivalents are short-term balances with original maturity of less than 3 months, highly liquid investments that are readily convertible into cash, which are subject to insignificant risk of changes in value.

q) Cash Flow Statement

Cash flows are presented using indirect method, whereby profit / (loss) before tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments.

Bank borrowings are generally considered to be financing activities. However, where bank overdrafts which are repayable on demand form an integral part of an entity's cash management, bank overdrafts are included as a component of cash and cash equivalents for the purpose of Cash flow statement.

r) Earnings per share

The basic earnings per share are computed by dividing the net profit for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period.

Diluted EPS is computed by dividing the net profit after tax by the weighted average number of equity shares considered for deriving basic EPS and also weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares. Dilutive potential equity shares are deemed converted as of the beginning of the period, unless issued at a later date. Dilutive potential equity shares are determined independently for each period presented. The number of equity shares and potentially dilutive equity shares are adjusted for bonus shares, as appropriate.

Notes to Financial Statements for the year ended March 31, 2019
(All amounts are in lakhs of Indian Rupees, unless otherwise stated)

4 Property, plant and equipment

Particulars	Tangible Assets										Intangible Assets		Total
	Leasehold Land	Freehold Land	Factory Building	Plant and Equipment	Furniture and Fixtures	Vehicles	Office Equipment	Lab Equipment	Electrical Fittings	Total	Softwares	Total	
Gros Block													
Cost as at March 31, 2017	**1,135.22**	**1,260.95**	**179.34**	**614.07**	**11.26**	**13.25**	**29.06**	**35.32**	**42.42**	**3,320.89**	**13.02**	**13.02**	**3,333.91**
Additions	-	-	30.32	50.59	2.57	27.76	18.46	43.08	1.02	173.80	7.10	7.10	180.90
Disposals	-	-	-	(7.82)	-	-	(0.08)	-	-	(7.90)	-	-	(7.90)
Cost as at March 31, 2018	**1,135.22**	**1,260.95**	**209.66**	**656.84**	**13.83**	**41.01**	**47.44**	**78.40**	**43.44**	**3,486.79**	**20.12**	**20.12**	**3,506.91**
Additions	-	-	28.96	70.85	0.46	22.20	8.51	7.59	2.29	140.86	-	-	140.86
Disposals	-	-	(4.35)	-	-	-	-	-	-	(4.35)	-	-	(4.35)
Cost as at March 31, 2019	**1,135.22**	**1,260.95**	**234.27**	**727.69**	**14.29**	**63.21**	**55.95**	**85.99**	**45.73**	**3,623.30**	**20.12**	**20.12**	**3,643.42**
Depreciation/Amortisation													
As at March 31, 2017	**14.23**	**-**	**17.23**	**61.58**	**2.69**	**4.11**	**9.45**	**7.92**	**7.95**	**125.16**	**1.88**	**1.88**	**127.04**
Charge for the year	14.21	-	16.56	68.21	2.49	6.37	12.32	10.79	8.81	139.76	9.66	9.66	149.42
Disposals	-	-	-	(1.40)	-	-	(0.02)	-	-	(1.42)	-	-	(1.42)
As at March 31, 2018	**28.44**	**-**	**33.79**	**128.39**	**5.18**	**10.48**	**21.75**	**18.71**	**16.76**	**263.50**	**11.54**	**11.54**	**275.04**
Charge for the year	14.21	-	20.74	65.06	2.21	12.27	13.95	15.67	6.52	150.63	5.19	5.19	155.82
Disposals	-	-	(0.72)	-	-	-	-	-	-	(0.72)	-	-	(0.72)
As at March 31, 2019	**42.65**	**-**	**53.81**	**193.45**	**7.39**	**22.75**	**35.70**	**34.38**	**23.28**	**413.41**	**16.73**	**16.73**	**430.14**
Net Block													
As at March 31, 2018	1,106.78	1,260.95	175.87	528.45	8.65	30.53	25.69	59.69	26.68	3,223.29	8.58	8.58	3,231.87
As at March 31, 2019	1,092.57	1,260.95	180.46	534.24	6.90	40.46	20.25	51.61	22.45	3,209.89	3.39	3.39	3,213.28

Notes to Financial Statements for the year ended March 31, 2019
(All amounts are in lakhs of Indian Rupees, unless otherwise stated)

5 Capital Work-in-progress

Sl. No.	Particulars	As at March 31, 2019	As at March 31, 2018
1.	Capital work-in-progress	103.45	21.82
	Total	**103.45**	**21.82**

6 Intangible assets under development

Sl. No.	Particulars	As at March 31, 2019	As at March 31, 2018
1.	Intangible assets under development	24.00	10.00
	Total	**24.00**	**10.00**

7 Other non-current financial assets
(Unsecured, considered good)

Sl. No.	Particulars	As at March 31, 2019	As at March 31, 2018
1.	Security Deposits with Government Agencies	29.04	23.43
2.	Rent Deposits	11.05	10.57
3.	Other Deposits	2.58	3.30
	Total	**42.67**	**37.30**

8 Other non-current assets
(Unsecured, considered good)

Sl. No.	Particulars	As at March 31, 2019	As at March 31, 2018
1.	Advances for capital goods	63.34	10.56
2.	Rent Prepayment	1.17	2.17
	Total	**64.51**	**12.73**

9 Inventories
(At lower of cost and net realisable value)

Sl. No.	Particulars	As at March 31, 2019	As at March 31, 2018
1.	Raw Materials	1,151.19	1,659.61
2.	Work-In-Progress	-	118.61
3.	Finished Products	400.00	937.80
4.	Goods in Transit	806.74	1,870.21
5.	Packing materials	9.55	11.44
6.	Stores and Spares	49.04	44.55
7.	Loose Tools	1.68	14.35
	Total	**2,418.20**	**4,656.57**

Notes to Financial Statements for the year ended March 31, 2019
(All amounts are in lakhs of Indian Rupees, unless otherwise stated)

Sl. No.	Particulars	As at March 31, 2019	As at March 31, 2018
	Inventory comprise of		
1.	**Raw Materials**		
	a. Metals	835.84	1,456.54
	b. Metallic Oxides	79.01	59.73
	c. PVC Stabilisers	231.35	142.52
	d. Others	4.99	0.82
		1,151.19	**1,659.61**
2.	**Work in progress**		
	a. Metals	-	65.09
	b. Metallic Oxides	-	-
	c. PVC Stabilisers	-	53.52
	d. Others	-	-
		-	**118.61**
3.	**Finished Goods**		
	a. Metals	212.41	686.05
	b. Metallic Oxides	106.03	39.85
	c. PVC Stabilisers	46.54	112.38
	d. Others	35.02	99.52
		400.00	**937.80**

10 Trade receivables

Sl. No.	Particulars	As at March 31, 2019	As at March 31, 2018
1.	Secured, considered good		
	a. Outstanding for a period exceeding six months from due date of payment	-	-
	b. Other debts	419.23	2,808.79
2.	Unsecured, considered good		
	a. Outstanding for a period exceeding six months from due date of payment	187.81	11.79
	b. Other debts	5,363.37	5,728.78
	Total	**5,970.41**	**8,549.36**

The above trade receivable includes dues of Rs. 126.79 lakhs (previous year Rs. 200.44 lakhs) from concerns in which Directors are interested

Notes to Financial Statements for the year ended March 31, 2019
(All amounts are in lakhs of Indian Rupees, unless otherwise stated)

11 Cash and cash equivalents

Sl. No.	Particulars	As at March 31, 2019	As at March 31, 2018
1.	Cash on Hand	2.80	2.79
2.	Cheque and Demand Drafts on Hand	-	-
3.	Balances with Banks		
	(i) In Current accounts	238.19	7.93
	(ii) In Demand Deposit Account	-	-
	Total	**240.99**	**10.72**

12 Other Bank Balances

Sl. No.	Particulars	As at March 31, 2019	As at March 31, 2018
1.	In Fixed Deposits (maturing within 12 months from the reporting date)*	263.86	257.20
2.	In Margin money with Banks	70.13	110.82
3.	In Earmarked Accounts		
	- Unclaimed dividend account	2.75	1.72
	Total	**336.74**	**369.74**

** Lien marked against working capital limits*

13 Current financial assets - Loans
(Unsecured, considered good)

Sl. No.	Particulars	As at March 31, 2019	As at March 31, 2018
1.	Loans and advances to employees	2.20	5.59
2.	Loans and advances - other than related parties	-	-
	Total	**2.20**	**5.59**

14 Other current financial assets
(Unsecured, considered good)

Sl. No.	Particulars	As at March 31, 2019	As at March 31, 2018
1.	Forward contract receivable	-	2.42
	Total	**-**	**2.42**

Notes to Financial Statements for the year ended March 31, 2019
(All amounts are in lakhs of Indian Rupees, unless otherwise stated)

15 Other current assets
(Unsecured, considered good)

Sl. No.	Particulars	As at March 31, 2019	As at March 31, 2018
1.	Balances with government authorities:		
	a. Sales Tax	0.45	0.58
	b. Income Tax	40.53	38.68
	c. Customs	101.53	28.04
	d. GST	789.92	98.44
2.	Duty Credit Scrip	1.75	0.93
3.	Refund Receivable	85.93	200.34
4.	Advance to suppliers (Including for expenses)	303.85	244.04
5.	Prepaid expenses	10.63	27.99
	Total	**1,334.59**	**639.04**

16 Capital

Sl. No.	Particulars	As at March 31, 2019	As at March 31, 2018
1.	**Authorised Share Capital** 60,00,000 Equity shares of Rs. 10 each (previous year 60,00,000 Equity shares of Rs. 10 each)	600.00	600.00
		600.00	**600.00**
2.	**Issued Share Capital** 55,75,992 Equity shares of Rs. 10 each (previous year 55,75,992 Equity shares of Rs. 10 each)	557.60	557.60
		557.60	**557.60**
3.	**Subscribed and fully paid up share capital** 55,75,992 Equity shares of Rs. 10 each (previous year 55,75,992 Equity shares of Rs. 10 each)	557.60	557.60
	Total	**557.60**	**557.60**

Notes:

a. Reconciliation of number of equity shares subscribed

Sl. No.	Particulars	As at March 31, 2019	As at March 31, 2018
	Balance as at the beginning of the year	5,575,992	5,575,992
	Movements during the year	-	-
	Balance at the end of the year	**5,575,992**	**5,575,992**

Notes to Financial Statements for the year ended March 31, 2019
(All amounts are in lakhs of Indian Rupees, unless otherwise stated)

b. Shares issued for consideration other than cash

Particulars	Number of shares as at	
	March 31, 2019	March 31, 2018
Shares allotted in the last five years pursuant to the Schemes of Arrangement/ Amalgamations without payments being received in cash.	5,575,992	5,575,992

c. Shareholders holding more than 5% of the total share capital

Name of the share holder	March 31, 2019		March 31, 2018	
	No. of shares held	% of holding	No. of shares held	% of holding
Mrs. Neelam Bansal	693,792	12.44	693,792	12.44
Mr. Devakar Bansal	544,165	9.76	544,165	9.76
Mr. Sunil Kumar Bansal	523,231	9.38	521,731	9.36
Mrs. Vandana Bansal	507,331	9.10	507,331	9.10

d. Rights, preferences and restrictions in respect of equity shares issued by the Company

The company has only one class of equity share having a par value of Rs.10 each. The equity shares of the company having par value of Rs.10/- rank pari-passu in all respects including voting rights and entitlement to dividend. The dividend proposed if any, by the Board of Directors, is subject to the approval of the shareholders in the ensuing Annual General Meeting. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

17 Other Equity

Sl. No.	Particulars	As at March 31, 2019	As at March 31, 2018
1.	Securities Premium Account	85.21	85.21
2.	Demerger Reserve	78.15	78.15
3.	General Reserve	39.08	39.08
4.	Other Comprehensive Income	-	-
5.	Profit and Loss Account	2,657.54	3,370.33
	Total	**2,859.98**	**3,572.77**
a)	**Securities Premium Account**		
	Balance at the beginning and end of the year	85.21	85.21
b)	**Demerger Reserve**		
	Balance at the beginning and end of the year	78.15	78.15
c)	**General Reserve**		
	Balance at the beginning and end of the year	39.08	39.08

Notes to Financial Statements for the year ended March 31, 2019
(All amounts are in lakhs of Indian Rupees, unless otherwise stated)

Sl. No.	Particulars	As at March 31, 2019	As at March 31, 2018
d)	**Other Comprehensive Income**		
	Balance at the beginning of the year	-	-
	Net profit for the period	10.73	(15.50)
	Deductions/ Adjustments during the year	(10.73)	15.50
	Balance at the end of the year	**-**	**-**
e)	**Profit and Loss account**		
	Balance at the beginning of the year	3,370.33	3,092.53
	Net profit for the period	(642.85)	266.94
	Transfer from Other Comprehensive Income	10.73	(15.50)
	Dividend paid	(80.67)	-
	Transfer from MAT payable account	-	26.36
	Balance at the end of the year	**2,657.54**	**3,370.33**

Nature and description of reserve

General Reserve - General reserve are free reserves of the company which are kept aside out of company's profits to meet the future requirements as and when they arise. The Company had transferred a portion of the profit after tax (PAT) to general reserve pursuant to the earlier provisions of Companies Act, 1956. Mandatory transfer to general reserve is not required under the Companies Act, 2013.

Securities Premium Account - Securities Premium Account was transferred to the Company pursuant to the Scheme of Demerger. The reserve can be utilised in accordance with Section 52 of Companies Act, 2013.

Demerger Reserve - Demerger Reserve was created due to the cancellation of share capital of the Company standing prior to the Demerger. The reserve is capital in nature.

Retained Earnings - Retained earnings are the accumulated profits earned by the Company till date, less transfer to general reserves, dividend (including dividend distribution tax) and other distributions made to the shareholders.

18 Long Term Borrowings

Sl. No.	Particulars	As at March 31, 2019	As at March 31, 2018
1.	**Secured**		
	a. From Banks	34.60	63.88
	b. From others	-	-
	Total	**34.60**	**63.88**

Refer note 41 for terms, conditions and security details of the loans

Notes to Financial Statements for the year ended March 31, 2019
(All amounts are in lakhs of Indian Rupees, unless otherwise stated)

19 Provisions (Non-current)

Sl. No.	Particulars	As at March 31, 2019	As at March 31, 2018
1.	Provision for Employee Benefits		
	a. Gratuity	162.72	152.31
	Total	**162.72**	**152.31**

20 Deferred Tax Liability/ (Asset) - Net

Sl. No.	Particulars	As at March 31, 2019	As at March 31, 2018
1.	**Deferred tax liabilities**		
	a. Related to Fixed Assets	37.95	65.24
	b. Expenses allowed on payment basis	2.78	-
	c. Related to Others	0.34	-
		41.07	**65.24**
2.	**Deferred tax assets**		
	a. Related to Fixed Assets	-	-
	b. Expenses allowed on payment basis	5.78	25.16
	c. Related to Others	4.10	13.42
		9.88	**38.58**
	Sub-total	**31.19**	**26.66**
	MAT Credit Entitlement	-	26.36
	Deferred Tax Liability/ (Asset) - Net	**31.19**	**0.30**

21 Current liabilities - Financial Liabilities: Borrowings

Sl. No.	Particulars	As at March 31, 2019	As at March 31, 2018
1.	**Secured**		
	a. Loans repayable on demand - From Banks		
	b. Rupee Loans	5,657.90	4,610.51
	c. Bill Discounting	336.49	2,314.87
	d. Foreign Currency Loans - Buyers Credit	665.04	1,361.37
2.	**Unsecured**		
	a. Loans from Banks	348.19	-
	b. Loans from Directors	709.91	810.03
	c. Inter Corporate Deposits	-	165.84
	d. Bill Discounting	700.22	1,108.13
	Total	**8,417.75**	**10,370.75**

Refer note 42 for terms, conditions and security details of loans

Notes to Financial Statements for the year ended March 31, 2019
(All amounts are in lakhs of Indian Rupees, unless otherwise stated)

22 Trade payables

Sl. No.	Particulars	As at March 31, 2019	As at March 31, 2018
1.	Total outstanding dues to Micro enterprises and Small enterprises	54.72	91.85
2.	Total outstanding dues to Creditors other than Micro and Small enterprises	1,436.52	2,424.26
	Total	**1,491.24**	**2,516.11**

Dues to Micro and Small Enterprises represents principal amount payable to these enterprises, which have been determined to the extent such parties have been identified on the basis of information collected by the management . There are no interest due and outstanding as at the reporting date. Please refer note 37.

The above Trade Payables includes dues of Rs. 78.30 lakhs (previous year Rs.75.98 lakhs) to concerns in which Directors are interested.

23 Other current financial liabilities

Sl. No.	Particulars	As at March 31, 2019	As at March 31, 2018
1.	Forward contract payable	8.53	-
	Total	**8.53**	**-**

24 Provisions (Current)

Sl. No.	Particulars	As at March 31, 2019	As at March 31, 2018
1.	Provision for taxation	-	110.40
2.	Provision for Employee Benefits		
	a. Compensated Absence	17.14	18.80
	Total	**17.14**	**129.20**

25 Other current liabilities

Sl. No.	Particulars	As at March 31, 2019	As at March 31, 2018
1.	Current maturities of long-term debt	29.35	29.79
2.	Advance from Customers	5.83	6.26
3.	Unclaimed dividends	2.75	1.72
4.	Statutory Liabilities	28.62	47.33
5.	Employee benefits payable	103.74	99.14
	Total	**170.29**	**184.24**

There are no amounts due for payment to the Investor Education and Protection Fund Under Section 125 of the Companies Act, 2013 as at the year end.

Notes to Financial Statements for the year ended March 31, 2019
(All amounts are in lakhs of Indian Rupees, unless otherwise stated)

26 Revenue from operations

Sl. No.	Particulars	For the year ended March 31, 2019	For the year ended March 31, 2018
1.	Sale of Products		
	a. Manufactured Goods	42,732.16	48,646.80
	b. Traded Goods	2,575.68	778.94
2.	Sale of Services		
	a. Conversion Charges Received	4.29	4.89
3.	Other Operating Revenue		
	a. Export Incentive	60.91	-
	Total	**45,373.04**	**49,430.63**
	Details of Manufactured and Traded Goods		
i.	Manufactured Goods		
	Metals	15,446.04	19,246.81
	Metallic Oxides	20,339.26	22,308.98
	PVC Stabilisers	6,655.78	6,969.70
	Others	291.08	121.31
ii.	Traded Goods		
	Metals	1,842.67	702.90
	Metallic Oxides	720.58	72.27
	PVC Stabilisers	-	-
	Others	12.43	3.77

27 Other income

Sl. No.	Particulars	For the year ended March 31, 2019	For the year ended March 31, 2018
1.	Interest Income		
	a. Interest on deposits	13.96	17.96
	b. Interest accrual relating to rent deposit	0.98	0.56
	c. Interest on Others	-	2.96
2.	Foreign exchange gain (Net)	210.59	231.65
3.	MTM gain on forward contract	-	15.01
4.	Other Non-Operating Income		
	a. Rental Income	-	0.44
	b. Profit on sale of fixed assets	0.65	-
	c. Profit on sale of investments	-	21.04
	d. Miscellaneous Income	22.66	12.59
	Total	**248.84**	**302.21**

Notes to Financial Statements for the year ended March 31, 2019
(All amounts are in lakhs of Indian Rupees, unless otherwise stated)

28 Cost of materials consumed

Sl. No.	Particulars	For the year ended March 31, 2019	For the year ended March 31, 2018
1.	Opening inventory of raw materials	1,659.61	663.56
2.	Add : Purchases	37,358.97	43,928.70
3.	Less : Closing inventory of raw materials	1,151.19	1,659.61
4.	Add/Less: (Surplus)/Deficit in Hedging Operations	(23.89)	-
	Total	**37,843.50**	**42,932.65**

29 Changes in inventories of work-in-progress, stock in trade and finished goods

Sl. No.	Particulars	For the year ended March 31, 2019	For the year ended March 31, 2018
1.	**Opening Balance**		
	a. Stock in trade	-	77.66
	b. Work-in-progress	118.62	229.86
	c. Finished goods	937.80	1,024.28
		1,056.42	**1,331.80**
2.	**Closing Balance**		
	a. Stock in trade	-	-
	b. Work-in-progress	-	118.62
	c. Finished goods	400.00	937.80
		400.00	**1,056.42**
	Total changes in inventories	**656.42**	**275.38**
3.	Less: Excise duty	-	128.04
	Net change in Inventories	**656.42**	**147.34**

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

30 Purchases of Stock in Trade

Sl. No.	Particulars	For the year ended March 31, 2019	For the year ended March 31, 2018
1.	Metals	1,735.00	646.75
2.	Metallic Oxides	845.63	71.83
3.	Others	1.02	4.95
	Total	**2,581.65**	**723.53**

Notes to Financial Statements for the year ended March 31, 2019
(All amounts are in lakhs of Indian Rupees, unless otherwise stated)

31 Employee benefits expense

Sl. No.	Particulars	For the year ended March 31, 2019	For the year ended March 31, 2018
1.	Salaries and wages	1,039.86	935.52
2.	Contribution to provident and other funds	63.30	61.09
3.	Staff welfare expenses	48.25	38.49
	Total	**1,151.41**	**1,035.10**

32 Finance Cost

Sl. No.	Particulars	For the year ended March 31, 2019	For the year ended March 31, 2018
1.	Interest on Borrowings	866.46	648.90
2.	Interest on Security Deposits	-	0.26
3.	Interest on Unsecured Loans	98.12	113.13
	Total	**964.58**	**762.29**

33 Depreciation and amortisation expense

Sl. No.	Particulars	For the year ended March 31, 2019	For the year ended March 31, 2018
1.	Depreciation on property, plant and equipment	150.64	139.77
2.	Amortisation of intangible assets	5.19	9.66
	Total	**155.83**	**149.43**

34 Other expenses

Sl. No.	Particulars	For the year ended March 31, 2019	For the year ended March 31, 2018
1.	Consumption of Stores and Spare Parts	48.83	34.28
2.	Consumption of Packing Materials	130.66	123.95
3.	Advertisement	1.90	2.86
4.	Bad Debts and Other Receivables Written Off	0.65	13.16
5.	Business Promotion	11.26	13.72
6.	Computer Maintenance	0.82	2.40
7.	Audit Expenses	0.48	0.15
8.	Conversion Charges Paid	158.09	148.28
9.	Director Sitting Fees	0.80	0.65
10.	Environmental Control Expenses	73.51	47.01
11.	Exhibition Expenses	1.85	12.96
12.	Loss on sale of fixed assets	-	0.01
13.	Loss on Currency Hedging	4.69	-
14.	MTM Loss on Forward Contract	10.95	-
15.	Factory Expenses	72.20	81.90
16.	Freight and Forwarding	547.64	614.82

Notes to Financial Statements for the year ended March 31, 2019
(All amounts are in lakhs of Indian Rupees, unless otherwise stated)

Sl. No.	Particulars	For the year ended March 31, 2019	For the year ended March 31, 2018
17.	Hedging Expenses	1.66	-
18.	Insurance	36.62	26.13
19.	Ineligible GST Credit	0.19	-
20.	Laboratory Expenses	13.23	12.25
21.	Legal and Professional Fees	22.62	27.76
22.	Leave travel concession	2.29	-
23.	Newspaper & Periodicals	0.14	0.13
24.	Office Maintenance	6.09	6.42
25.	Payment to Auditors	7.37	7.62
26.	Postage,Telegram & Telephone Expenses	30.38	26.42
27.	Power and Fuel	1,274.61	1,069.09
28.	Printing and Stationery	6.97	7.81
29.	Rates and Taxes	34.57	32.62
30.	Rent & Amenities Charges	30.26	30.00
31.	Repairs and Maintenance		
	Buildings	16.12	6.61
	Machinery	91.55	71.90
	Others	39.95	38.84
32.	Sales Commission	21.15	67.47
33.	Travelling and Conveyance	35.51	35.45
34.	Vehicle Maintenance	19.35	14.08
35.	Bank Charges	122.97	45.88
36.	Tools & Implements Written off	14.90	14.16
37.	Miscellaneous Expenses	18.66	13.19
	Total	**2,911.49**	**2,649.98**

34 (a) Payment to auditors

Sl. No.	Particulars	For the year ended March 31, 2019	For the year ended March 31, 2018
1.	Statutory Audit fees	5.75	5.75
2.	Taxation fee	0.50	0.50
3.	Other services	0.50	0.50
4.	Limited Review and other Certifications	0.62	0.87
	Total	**7.37**	**7.62**

Notes to Financial Statements for the year ended March 31, 2019
(All amounts are in lakhs of Indian Rupees, unless otherwise stated)

35 Taxation

Sl. No.	Particulars	For the year ended March 31, 2019	For the year ended March 31, 2018
35(a)	**Income tax expense**		
	Current tax		
	Current tax on profits for the year	-	153.13
	Current tax relating to earlier years	(7.45)	-
	Total current tax expense	**(7.45)**	**153.13**
	Deferred tax		
	Deferred tax adjustments	7.30	37.98
	Total deferred tax expense/(benefit)	**7.30**	**37.98**
	Income tax expense	**(0.15)**	**191.11**
35(b)	**The income tax expense for the year can be reconciled to the accounting profit as follows:**		
	Profit before tax from continuing operations	(643.00)	458.05
	Income tax expense calculated at 34.944% (2017-18: 34.608%)	-	158.52
	Tax Rate Changes (34.944%-34.944%) *	-	-
	Effect of expenses that are not deductible in determining taxable profit	-	(5.39)
	Current tax relating to earlier years	(7.45)	-
	Income tax expense	**(7.45)**	**153.13**
	*The Impact is due to the difference in tax rate adopted for the current year deferred tax and previous year deferred tax		
35(c)	***Income tax recognised in other comprehensive income***		
	Deferred tax		
	Remeasurement of defined benefit obligation	2.78	7.65
	Total income tax recognised in other comprehensive income	**2.78**	**7.65**

35(d) Movement of deferred tax expense during the year ended March 31, 2019

Sl. No.	*Deferred tax (liabilities)/assets in relation to:*	Opening balance	Recognised in profit or loss	Recognised in Other comprehensive income	Closing balance
1.	PPE and Intangible Assets	(65.25)	27.30		(37.95)
2.	Expenses allowable on payment basis under the Income Tax Act	25.16	(24.94)	2.78	3.00
3.	Other temporary differences	13.43	(9.67)		3.76
	Total	**(26.66)**	**(7.31)**	**2.78**	**(31.19)**

Notes to Financial Statements for the year ended March 31, 2019
(All amounts are in lakhs of Indian Rupees, unless otherwise stated)

35(e) Movement of deferred tax expense during the year ended March 31, 2018

Sl. No.	*Deferred tax (liabilities)/assets in relation to:*	Opening balance	Recognised in profit or loss	Recognised in Other comprehensive income	Closing balance
1.	PPE and Intangible Assets	(24.02)	(41.23)		(65.25)
2.	Expenses allowable on payment basis under the Income Tax Act	10.17	7.33	7.66	25.16
3.	Other temporary differences	17.52	(4.09)		13.43
	Total	**3.67**	**(37.99)**	**7.66**	**(26.66)**

36 Earnings per share

Sl. No.	Particulars	For the year ended March 31, 2019	For the year ended March 31, 2018
1.	Profit for the year attributable to owners of the Company	(642.85)	266.94
2.	Weighted average number of ordinary shares outstanding	5,575,992	5,575,992
3.	Basic earnings per share (Rs)	(11.53)	4.79
4.	Diluted earnings per share (Rs)	(11.53)	4.79

37 Disclosures required by the Micro, Small and Medium Enterprises Development (MSMED) Act, 2006 are as under

Sl. No.	Particulars	Year ended March 31, 2019	Year ended March 31, 2018
(a)	The principal amount remaining unpaid at the end of the year	54.72	91.85
(b)	The delayed payments of principal amount paid beyond the appointed date during the year	-	-
(c)	Interest actually paid under Section 16 of MSMED Act	-	-
(d)	Normal Interest due and payable during the year, for all the delayed payments, as per the agreed terms	-	-
(e)	Total interest accrued during the year and remaining unpaid	-	-

**This information has been determined to the extent such parties have been identified on the basis of information available with the Company.*

38 Commitments and contingent liability

Sl. No.	Particulars	Year ended March 31, 2019	Year ended March 31, 2018
1.	**Contingent Liabilities**		
a.	Performance/ Finance Guarantees	35.00	5.70
2.	**Capital Commitments**		
a.	Estimated amount of contracts remaining to be executed on capital account and not provided for	18.81	16.40

Notes to Financial Statements for the year ended March 31, 2019
(All amounts are in lakhs of Indian Rupees, unless otherwise stated)

39 Operating Segments

The business of the Company falls under three segments i.e., (a) Metal; (b) Metallic Oxides; and (c) Plastic additives in accordance with Ind AS 108 'Operating Segments" and segment information is given below:

Sl. No.	Particulars	Year ended March 31, 2019	Year ended March 31, 2018
I.	**Segment Revenue**		
	a. Metal	19,350.85	23,329.83
	b. Metallic Oxides	22,425.27	22,935.92
	c. Plastic Additives	6,684.59	6,968.50
	d. Others	329.81	216.35
	Total	**48,790.52**	**53,450.59**
	Less: Inter- Segment Turnover	3,417.48	4,019.97
	Income from operations (Net)	**45,373.04**	**49,430.63**
II.	**Segment Results**		
	a. Metal	(6.68)	562.10
	b. Metallic Oxides	545.60	769.69
	c. Plastic Additives	387.49	356.91
	d. Others	(0.25)	(14.76)
	Total	**926.16**	**1,673.94**
	Finance cost	964.58	762.29
	Other unallocable expenditure net of un-allocable income	604.58	453.60
	Profit/ (Loss) from continuing operations	**(643.00)**	**458.05**
	Profit/ (Loss) from discontinuing operations	-	-
	Profit Before Tax	**(643.00)**	**458.05**
III.	**Segment Assets**		
	a. Metal	4,879.55	7,165.81
	b. Metallic Oxides	5,855.37	7,246.08
	c. Plastic Additives	1,927.74	2,324.99
	d. Others	454.02	305.45
	e. Other unallocable corporate assets	634.34	504.84
	Total assets	**13,751.02**	**17,547.17**
IV.	**Segment Liabilities**		
	a. Metal	1,700.07	3,282.79
	b. Metallic Oxides	1,164.38	1,845.66
	c. Plastic Additives	561.71	1,096.58
	d. Others	29.49	9.36
	e. Other unallocable corporate liabilities	6,877.79	7,182.41
	Total liabilities	**10,333.44**	**13,416.80**

Notes to Financial Statements for the year ended March 31, 2019
(All amounts are in lakhs of Indian Rupees, unless otherwise stated)

Sl. No.	Particulars	Year ended March 31, 2019	Year ended March 31, 2018
V.	**Capital Employed** (Segment Assets less Segment Liabilities)		
	a. Metal	3,179.48	3,883.02
	b. Metallic Oxides	4,690.99	5,400.42
	c. Plastic Additives	1,366.03	1,228.41
	d. Others	424.53	296.09
	Total Capital Employed in Segments	**9,661.03**	**10,807.94**
	Unallocable corporate assets less corporate liabilities	(6,243.45)	(6,677.57)
	Total Capital Employed	**3,417.58**	**4,130.37**

Information relating to geographical areas

(a) Revenue from external customers

Sl. No.	Particulars	Year ended March 31, 2019	Year ended March 31, 2018
1.	India	32,217.42	31,976.54
2.	Outside India	13,094.71	16,579.62
	Total	**45,312.13**	**48,556.16**

(b) Non current assets

The manufacturing facilities of the Company is situated in India and no non-current assets are held outside India

(c) Information about major customers

Sl. No.	Particulars	Year ended March 31, 2019	Year ended March 31, 2018
1.	Number of external customers each contributing more than 10% of total revenue	1	-
2.	Total revenue from the above customers	4,552.37	-

40 Operating lease arrangements

Sl. No.	Particulars	Year ended March 31, 2019	Year ended March 31, 2018
1.	**As Lessor** The Company has entered into operating lease arrangements for certain surplus facilities. The leases are cancellable at the option of either party to lease and may be renewed based on mutual agreement of the parties. Total lease income recognised in the Statement of Profit and Loss	0.00	0.44

Notes to Financial Statements for the year ended March 31, 2019
(All amounts are in lakhs of Indian Rupees, unless otherwise stated)

Sl. No.	Particulars	Year ended March 31, 2019	Year ended March 31, 2018
2.	**As Lessee** The Company has entered into operating lease arrangements for certain facilities. The leases are cancellable at the option of either party to lease and may be renewed based on mutual agreement of the parties. Lease payments recognised in the Statement of Profit and Loss	30.26	30.00

41 Details of Long Term Borrowings

Sl. No.	Particulars	As at March 31, 2019			As at March 31, 2018		
		Non current	Current maturities	Total	Non current	Current maturities	Total
1.	**Secured**						
a.	Term loan from bank	34.60	29.35	63.95	63.88	29.79	93.67
	Total	**34.60**	**29.35**	**63.95**	**63.88**	**29.79**	**93.67**

Terms and conditions of long term loans taken from banks

i) *Rs. 6.80 lakhs (Rs 11.11 lakhs) of Term Loan for Vehicle is secured by hypothecation of the concerned vehicle and is repayable as per the terms of loan.*

ii) *Rs. 57.15 lakhs (Rs 82.56 lakhs) of Term Loan is availed for purchase of machinery and repayable in 5 years. The term loan is primarily secured by hypothecation of concerned machinery and existing securities provided to the bank also acts as a collateral to this term loan. The term loan is guaranteed by the managing directors of the Company.*

42 Details of Short Term Borrowings

Sl. No.	Particulars	As at March 31, 2019	As at March 31, 2018
1.	**Secured**		
1.1	**Loans repayable on demand - From Banks**		
1.1.1	Rupee Loans	5,657.90	4,610.51
1.1.2	Bill Discounting	336.49	2,314.87
1.1.3	Foreign Currency Loans - Buyers Credit	665.04	1,361.37
2.	**Unsecured**		
2.1	Loans from Banks	348.19	-
2.2	Loans from Directors	709.91	810.03
2.3	Inter Corporate Deposits	-	165.84
2.4	Bill Discounting	700.22	1,108.13
	Total	**8,417.75**	**10,370.75**

Terms and conditions of short term loans

i) *Working capital loans are secured by hypothecation of present and future stock of raw materials, stock in progress, finished goods, stores & spares, book debts, materials in transit etc. Further land, buildings and Plant & Machinery are also provided as collateral security. The working capital loans are guaranteed by the managing directors of the Company.*

ii) *Loans from Directors and Inter Corporate Deposits are repayable on demand.*

Notes to Financial Statements for the year ended March 31, 2019
(All amounts are in lakhs of Indian Rupees, unless otherwise stated)

43 Financial Instruments

Capital management

The Company manages its capital to ensure it will be able to continue as going concern, while maximising the return to stakeholders through the optimisation of the debt and equity balance.

The Company determines the amount of capital required on the basis of annual operating plans and long-term product and other strategic investment plans. The funding requirements are met through equity, long term and short-term borrowings.

For the purposes of the Company's capital management, capital includes issued capital, share premium and all other equity reserves attributable to the equity holders.

	Categories of Financial Instruments	March 31, 2019	March 31, 2018
1.	**Financial assets**		
a.	**Measured at amortised cost**		
	Other non-current financial assets	42.67	37.30
	Trade receivables	5,970.41	8,549.36
	Cash and cash equivalents	240.99	10.72
	Bank balances other than above	336.74	369.74
	Other financial assets	2.20	5.59
b.	**Mandatorily measured at fair value through profit or loss (FVTPL)**		
	Derivative instruments	-	2.42
2.	**Financial liabilities**		
a.	**Measured at amortised cost**		
	Borrowings (long-term)	34.60	63.88
	Borrowings (short-term)	8,417.75	10,370.75
	Trade payables	1,491.24	2,516.11
b.	**Mandatorily measured at fair value through profit or loss (FVTPL)**		
	Derivative instruments	8.53	-

Financial risk management objectives

The treasury function provides services to the business, co-ordinates access to domestic and international financial markets, monitors and manages the financial risks relating to the operations through internal risk reports which analyse exposures by degree and magnitude of risks. These risks include market risk (including currency risk, interest rate risk and other price risk), credit risk and liquidity risk.

The Company seeks to minimise the effects of these risks by using natural hedging financial instruments to hedge risk exposures. The use of financial derivatives is governed by the Company's policies approved by the board of directors, which provide written principles on foreign exchange risk, the use of financial derivatives, and the investment of excess liquidity. The Company does not enter into or trade financial instruments, including derivative financial instruments, for speculative purposes.

Market risk

Market risk is the risk of any loss in future earnings, in realizable fair values or in future cash flows that may result from a change in the price of a financial instrument. The Company's activities expose it primarily to the financial risks of changes in foreign currency exchange rates and interest rates. The Company actively manages its currency and interest rate exposure through its finance division and uses derivative instruments such as forward contracts, wherever required, to mitigate the risks from such exposure. The use of derivative instruments is subject to limits and regular monitoring by appropriate levels of management.

Notes to Financial Statements for the year ended March 31, 2019
(All amounts are in lakhs of Indian Rupees, unless otherwise stated)

Foreign currency risk management

The Company undertakes transactions denominated in foreign currencies; consequently, exposures to exchange rate fluctuations arise. The Company actively manages its currency rate exposures through a centralised treasury division and uses natural hedging principles to mitigate the risks from such exposures. The use of derivative instruments, if any, is subject to limits and regular monitoring by appropriate levels of management.

Forward foreign exchange contracts

It is the policy of the company to enter into forward foreign exchange contracts to cover (a) repayments of specific foreign currency borrowings; (b) the risk associated with anticipated sales and purchase transactions out of 6 months within 25% to 30% of the exposure generated.

Disclosure of hedged and unhedged foreign currency exposure

The carrying amounts of the Company's foreign currency denominated monetary assets and monetary liabilities at the end of the reporting period are as follows:

As on March 31, 2019

Currency	Liabilities			Assets			Net overall exposure on the currency - net assets / (net liabilities)
	Gross exposure	Exposure hedged using derivatives	Net liability exposure on the currency	Gross exposure	Exposure hedged using derivatives	Net asset exposure on the currency	
USD (in Lakhs)	11.12	10.19	0.93	21.92	0.01	21.91	20.98
In INR (in Lakhs)	769.00	705.00	64.00	1,516.00	1.00	1,515.00	1,451.00

As on March 31, 2018

Currency	Liabilities			Assets			Net overall exposure on the currency - net assets / (net liabilities)
	Gross exposure	Exposure hedged using derivatives	Net liability exposure on the currency	Gross exposure	Exposure hedged using derivatives	Net asset exposure on the currency	
USD (in Lakhs)	20.79	2.58	18.21	15.65	-	15.65	(2.56)
In INR (in Lakhs)	1,354.97	168.29	1,186.68	1,019.96	-	1,019.96	(166.72)

Foreign currency sensitivity analysis

Movement in the functional currencies of the various operations of the Company against major foreign currencies may impact the Company's revenues from its operations. Any weakening of the functional currency may impact the Company's cost of imports and cost of borrowings and consequently may increase the cost of financing the Company's capital expenditures. The foreign exchange rate sensitivity is calculated for each currency by aggregation of the net foreign exchange rate exposure of a currency and a simultaneous parallel foreign exchange rates shift in the foreign exchange rates of each currency by 2%, which represents management's assessment of the reasonably possible change in foreign exchange rates. The sensitivity

Notes to Financial Statements for the year ended March 31, 2019
(All amounts are in lakhs of Indian Rupees, unless otherwise stated)

analysis includes only outstanding foreign currency denominated monetary items and adjusts their translation at the period end for a 2% change in foreign currency rates which is expected to be approximately Rs. 29 lakhs (previous year Rs. 3 lakhs).

In management's opinion, the sensitivity analysis is unrepresentative of the inherent foreign exchange risk because the exposure at the end of the reporting period does not reflect the exposure during the year.

Interest rate risk management

The Company is exposed to interest rate risk because it borrow funds at both fixed and floating interest rates. The risk is managed by the Company by maintaining an appropriate mix between fixed and floating rate borrowings. Hedging activities are evaluated regularly to align with interest rate views and defined risk appetite, ensuring the most cost-effective hedging strategies are applied. Further, in appropriate cases, the Company also effects changes in the borrowing arrangements to convert floating interest rates to fixed interest rates.

Interest rate sensitivity analysis

The sensitivity analyses below have been determined based on the exposure to interest rates for both derivatives and non-derivative instruments at the end of the reporting period. For floating rate liabilities, the analysis is prepared assuming the amount of the liability outstanding at the end of the reporting period was outstanding for the whole year. A 25 basis point increase or decrease is used when reporting interest rate risk internally to key management personnel and represents management's assessment of the reasonably possible change in interest rates.

The 25 basis point interest rate changes will impact the profitability by Rs. 16.50 Lakhs for the year (Previous Rs. 16 Lakhs)

Credit risk management

Credit risk arises when a customer or counterparty does not meet its obligations under a customer contract or financial instrument, leading to a financial loss. The Company is exposed to credit risk from its operating activities primarily trade receivables and from its financing/ investing activities, including deposits with banks and foreign exchange transactions. The Company has no significant concentration of credit risk with any counterparty.

Exposure to credit risk

The carrying amount of financial assets represents the maximum credit exposure. The maximum exposure is the total of the carrying amount of balances with banks, short term deposits with banks, trade receivables, margin money and other financial assets excluding equity investments.

(a) Trade Receivables

Trade receivables are consisting of a large number of customers. The Company has credit evaluation policy for each customer and, based on the evaluation, credit limit of each customer is defined. Wherever the Company assesses the credit risk as high, the exposure is backed by either bank guarantee/letter of credit or security deposits.

The Company does not have higher concentration of credit risks to a single customer. As per simplified approach, the Company makes provision of expected credit losses on trade receivables using a provision matrix to mitigate the risk of default in payments and makes appropriate provision at each reporting date wherever outstanding is for longer period and involves higher risk.

(b) Investments, Derivative Instruments, Cash and Cash Equivalents and Bank Deposits

Credit Risk on cash and cash equivalents, deposits with the banks/financial institutions is generally low as the said deposits have been made with the banks/financial institutions, who have been assigned high credit rating by international and domestic rating agencies.

Notes to Financial Statements for the year ended March 31, 2019
(All amounts are in lakhs of Indian Rupees, unless otherwise stated)

Credit Risk on Derivative Instruments is generally low as the Company enters into the Derivative Contracts with the reputed Banks.

Investments of surplus funds are made only with approved financial institutions/ counterparty. Investments primarily include bank deposits, investment in units of quoted mutual funds issued by high investment grade funds etc. These bank deposits, mutual funds and counterparties have low credit risk. The Company has standard operating procedures and investment policy for deployment of surplus liquidity, which allows investment in bank deposits, debt securities and mutual fund schemes of debt and arbitrage categories and restricts the exposure in equity markets.

Offsetting related disclosures

Offsetting of cash and cash equivalents to borrowings as per the loan agreement is available only to the bank in the event of a default. Company does not have the right to offset in case of the counter party's bankruptcy, therefore, these disclosures are not required.

Liquidity risk management

Liquidity risk refers to the risk that the Company cannot meet its financial obligations. The objective of liquidity risk management is to maintain sufficient liquidity and ensure that funds are available for use as per requirements. The Company invests its surplus funds in bank fixed deposits, which carry minimal mark to market risks. The Company also constantly monitors funding options available in the debt and capital markets with a view to maintaining financial flexibility.

Liquidity tables

The following tables detail the Company's remaining contractual maturity for its non-derivative financial liabilities with agreed repayment periods. The tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Company can be required to pay.

March 31, 2019	Due in 1st year	Due in 2nd to 5th year	Due after 5th year	Carrying amount
Trade payables	1,491.24	-	-	1,491.24
Borrowings	29.35	34.60	-	63.95
	1,520.59	**34.60**	**-**	**1,555.19**

March 31, 2018	Due in 1st year	Due in 2nd to 5th year	Due after 5th year	Carrying amount
Trade payables	2,516.11	-	-	2,516.11
Borrowings	29.79	63.88	-	93.67
	2,545.90	**63.88**	**-**	**2,609.78**

Particulars	March 31, 2019	March 31, 2018
Fair value of financial assets and financial liabilities that are not measured at fair value (but fair value disclosures are required):	Nil	Nil

Notes to Financial Statements for the year ended March 31, 2019
(All amounts are in lakhs of Indian Rupees, unless otherwise stated)

44 Related party disclosure

a) List of parties having significant influence

Holding company	The Company does not have any holding company
Subsidiaries, associates and joint ventures	The Company does not have any subsidiaries, associates and joint ventures

Key management personnel

Dr. Padam C Bansal	Chairman
Mr. Devakar Bansal	Managing Director
Mr. Sunil Kumar Bansal	Managing Director
Mr. Y V Raman	Whole Time Director
Mr. Harsh Bansal	Whole Time Director
Mr. Amber Bansal	Whole Time Director
Mr. Aashish Jain	Company Secretary
Mr. N Ravichandran	Chief Financial Officer

Enterprises in which Key Management Personnel and their Relatives have significant influence
M/s. Ardee Industries Private Limited
M/s. Bansal Chemicals (India)
M/s. Bansal Metallic Oxides

b) Transactions during the year

Sl.No.	Nature of Transactions	Year ended March 31, 2019	Year ended March 31, 2018
1	**M/s. Ardee Industries Private Limited**		
	Sale of goods	27.48	21.81
	Conversion charges paid	33.77	26.46
	Loan taken	30.00	164.00
	Loan repaid	195.84	234.55
	Interest paid	9.71	22.01
2	**M/s. Bansal Metallic Oxides**		
	Sale of goods	130.70	68.21
	Conversion charges paid	123.90	119.73
3	**M/s. Bansal Chemicals (India)**		
	Purchase of goods	1,463.06	1,343.52
	Sale of goods	785.83	823.13
	Selling & Distribution expenses	-	0.10
	Rent received	-	0.54
4	**Dr. Padam C Bansal**		
	Interest paid	30.06	27.13
	Loan taken	-	
	Loan repaid	-	

Notes to Financial Statements for the year ended March 31, 2019
(All amounts are in lakhs of Indian Rupees, unless otherwise stated)

Sl.No.	Nature of Transactions	Year ended March 31, 2019	Year ended March 31, 2018
5	**Mr. Devakar Bansal**		
	Remuneration	37.66	37.38
	Interest paid	39.14	45.63
	Loan taken	1.00	84.00
	Loan repaid	139.16	112.26
6	**Mr. Sunil Kumar Bansal**		
	Remuneration	38.51	39.40
	Interest paid	19.21	18.36
	Loan taken	-	49.00
	Loan repaid	6.93	59.21
7	**Remuneration to key managerial personnel**		
	Mr. Y V Raman	20.86	17.39
	Mr. Harsh Bansal	15.56	10.61
	Mr. Amber Bansal	15.77	9.71
	Mr. Aashish Jain	12.01	10.70
	Mr. N Ravichandran	14.64	12.93

c) Balances at the end of the year

Sl.No.	Nature of Transactions	Year ended March 31, 2019	Year ended March 31, 2018
1	**M/s. Ardee Industries Private Limited**		
	Loan outstanding	-	165.84
	Trade receivable	-	9.18
	Trade payable	-	15.09
2	**M/s. Bansal Metallic Oxides**		
	Trade receivable	-	-
	Trade payable	-	29.29
3	**M/s. Bansal Chemicals (India)**		
	Trade payable	78.30	31.61
	Trade receivable	126.79	191.26
4	**Dr. Padam C Bansal**		
	Loan outstanding	266.71	245.67
5	**Mr. Devakar Bansal**		
	Loan outstanding	277.38	400.15
6	**Mr. Sunil Kumar Bansal**		
	Loan outstanding	165.81	164.21

Notes to Financial Statements for the year ended March 31, 2019
(All amounts are in lakhs of Indian Rupees, unless otherwise stated)

45 Retirement benefit plans

Defined contribution plans

In accordance with Indian law, eligible employees of the Company are entitled to receive benefits in respect of provident fund, a defined contribution plan, in which both employees and the Company make monthly contributions at a specified percentage of the covered employees' salary. The contributions, as specified under the law, are made to the Provident Fund, Employees' State Insurance Fund and Superannuation Fund.

The total expense recognised in profit or loss of Rs. 63.30 lakhs (for the year ended March 31, 2018: Rs. 61.09 lakhs) represents contribution paid to these plans by the Company at rates specified in the rules of the plan.

Defined benefit plans

(a) Gratuity

Gratuity is payable as per Payment of Gratuity Act, 1972. In terms of the same, gratuity is computed by multiplying last drawn salary (basic salary including dearness Allowance if any) by completed years of continuous service with part thereof in excess of six months and again by 15/26. The Act provides for a vesting period of 5 years for withdrawal and retirement and a monetary ceiling on gratuity payable to an employee on separation, as may be prescribed under the Payment of Gratuity Act, 1972, from time to time. However, in cases where an enterprise has more favourable terms in this regard the same has been adopted.

These plans typically expose the Company to actuarial risks such as: investment risk, interest rate risk, Longevity risk and salary risk.

Investment risk	The present value of the defined benefit plan liability is calculated using a discount rate determined by reference to the market yields on government bonds denominated in Indian Rupees. If the actual return on plan asset is below this rate, it will create a plan deficit.
Interest risk	A decrease in the bond interest rate will increase the plan liability. However, this will be partially offset by an increase in the return on the plan's debt investments.
Longevity risk	The present value of the defined benefit plan liability is calculated by reference to the best estimate of the mortality of plan participants both during and after their employment. An increase in the life expectancy of the plan participants will increase the plan's liability.
Salary risk	The present value of the defined benefit plan liability is calculated by reference to the future salaries of plan participants. As such, an increase in the salary of the plan participants will increase the plan's liability.

Notes to Financial Statements for the year ended March 31, 2019
(All amounts are in lakhs of Indian Rupees, unless otherwise stated)

The principal assumptions used for the purposes of the actuarial valuations were as follows:

Particulars	March 31, 2019	March 31, 2018
Mortality Table	Indian Assured Lives Mortality (2012-14) Ultimate	Indian Assured Lives Mortality (2006-08) Ultimate
Attrition Rate	5.00% p.a.	5.00% p.a.
Discount Rate	7.58% p.a.	7.71% p.a.
Rate of increase in compensation level	7.25% p.a.	7.25% p.a.

The estimates of future salary increases, considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.

Amounts recognised in total comprehensive income in respect of these defined benefit plans are as follows:

Particulars	March 31, 2019	March 31, 2018
Amount recognised under Employee Benefits Expense in the Statement of Profit and Loss:		
Current service cost	14.87	13.92
Net interest expense	11.40	7.57
Return on plan assets (excluding amounts included in net interest expense)	-	-
Components of defined benefit costs recognised in profit or loss	**26.27**	**21.49**
Amount recognised in Other Comprehensive Income (OCI) for the Year:		
Remeasurement on the net defined benefit liability comprising:		
Actuarial (gains)/losses recognised during the period	(7.13)	23.15
Components of defined benefit costs recognised in other comprehensive income	**(7.13)**	**23.15**
Total	**19.14**	**44.64**

The amount included in the balance sheet arising from the Company's obligation in respect of its defined benefit plans is as follows:

Particulars	March 31, 2019	March 31, 2018
Present value of defined benefit obligation	162.72	152.31
Fair value of plan assets	-	-
Net liability/ (asset) arising from defined benefit obligation	**162.72**	**152.31**
Unfunded	162.72	152.31
	162.72	**152.31**

The above provisions are reflected under 'Provision for employee benefits- gratuity' (long-term provisions) [Refer note 19]

Notes to Financial Statements for the year ended March 31, 2019
(All amounts are in lakhs of Indian Rupees, unless otherwise stated)

Movements in the present value of the defined benefit obligation were as follows:

Particulars	March 31, 2019	March 31, 2018
Opening defined benefit obligation	152.31	108.54
Current service cost	14.87	13.92
Interest cost	11.40	7.57
Actuarial (gains)/losses	(7.13)	23.15
Benefits paid	(8.73)	(0.87)
Closing defined benefit obligation	**162.72**	**152.31**

Sensitivity analysis

In view of the fact that the Company for preparing the sensitivity analysis considers the present value of the defined benefit obligation which has been calculated using the projected unit credit method at the end of the reporting period, which is the same as that applied in calculating the defined benefit obligation liability recognised in the balance sheet.

(b) Compensated absences

The expected cost of accumulating compensated absences is determined by actuarial valuation performed by an independent actuary at each balance sheet date using projected unit credit method on the additional amount expected to be paid / availed as a result of the unused entitlement that has accumulated at the balance sheet date. Expense recognised during the year is Rs. -1.82 Lakhs (previous year Rs.2.56 Lakhs)

The accompanying notes form an integral part of the financial statements

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

Devakar Bansal
Managing Director
(DIN: 00232565)

Sunil Kumar Bansal
Managing Director
(DIN: 00232617)

N Ravichandran
Chief Financial Officer

Aashish Jain
Company Secretary

Place : Chennai
Date : 29/05/2019

As per our report of even date attached
For Raju and Daftary
Chartered Accountants
FRN No: 015535S

Darpan Kumar
Partner
M.No. 235817

NOTICE TO THE SHAREHOLDERS

Notice is hereby given that the 31st Annual General Meeting of the Members of **POCL ENTERPRISES LIMITED** will be held on Wednesday, September 11, 2019 at 10.30 a.m. at Kasturi Srinivasan Hall (Mini Hall), 'The Music Academy', No. 168, T.T.K. Road, Royapettah, Chennai – 600 014 to transact the following business:

ORDINARY BUSINESS:

1. **TO RECEIVE, CONSIDER AND ADOPT THE AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED MARCH 31, 2019, THE BOARD'S REPORT AND AUDITOR'S REPORT THEREON**

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

   "RESOLVED THAT the Audited Financial Statement of the Company for the financial year ended March 31, 2019 and the reports of the Board of Directors and Auditor's thereon, be and are hereby considered and adopted.**"**

2. **TO APPOINT A DIRECTOR IN THE PLACE OF MR. DEVAKAR BANSAL (DIN: 00232565), WHO RETIRES BY ROTATION AND BEING ELIGIBLE, OFFERS HIMSELF FOR REAPPOINTMENT**

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

   "RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions, if any of the Companies Act, 2013 read with rules framed thereunder, Mr. Devakar Bansal (DIN 00232565), who retires by rotation and being eligible for re-appointment, be and is hereby re-appointed as the Director of the Company.**"**

SPECIAL BUSINESS:

3. **RE-APPOINTMENT OF MR. D P VENKATARAMAN (DIN: 00232894) AS AN INDEPENDENT DIRECTOR**

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

   "RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. D P Venkataraman (DIN: 00232894), who was appointed as an Independent Director and who holds office up to December 23, 2019 and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, being eligible, be and is hereby re-appointed as an Independent Director, for a second term of 5 (five) consecutive years, i.e., up to December 23, 2024, notwithstanding that he has attained the age of 75 (seventy-five) years and he shall not be liable to retire by rotation.**"**

4. **RE-APPOINTMENT OF MR. HARISH KUMAR LOHIA (DIN: 00233227) AS AN INDEPENDENT DIRECTOR**

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

   "RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Harish Kumar Lohia (DIN: 00233227), who was appointed as an Independent

Director and who holds office up to December 23, 2019 and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, being eligible, be and is hereby re-appointed as an Independent Director, for a second term of 5 (five) consecutive years, i.e., up to December 23, 2024 and he shall not be liable to retire by rotation.**"**

5. **RE-APPOINTMENT OF MRS. INDRA SOMANI (DIN: 07136517) AS AN INDEPENDENT DIRECTOR**

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mrs. Indra Somani (DIN: 07136517), who was appointed as an Independent Director and whose term expires at the conclusion of the 31st Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing her candidature for the office of Director, being eligible, be and is hereby re-appointed as an Independent Director, for a second term of 5 (five) consecutive years, i.e., up to September 11, 2024 and she shall not be liable to retire by rotation.**"**

6. **APPROVAL FOR RELATED PARTY TRANSACTIONS WITH M/S. ARDEE INDUSTRIES PRIVATE LIMITED**

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

"RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions, if any of the Companies Act, 2013 and Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and in supersession to the resolution passed by the members of the Company at the Annual General Meeting held on September 22, 2014, consent of the members of the Company be and is hereby accorded to the Board of Directors (which term shall include a committee of the Board) for a period of three years for the execution of any contracts/ arrangements/ transactions for buying and selling of any raw material or finished goods or availing/rendering of any services including services of job work of any nature whatsoever and on such terms and conditions and at such price or prices, as may be mutually agreed between the Company and M/s. Ardee Industries Private Limited, for an amount not exceeding Rs. 150.00 Crores (Rupees One Hundred and Fifty Crore Only) per annum.**"**

7. **APPROVAL FOR GRANT OF LOAN TO M/S. ARDEE INDUSTRIES PRIVATE LIMITED**

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

"RESOLVED THAT pursuant to the provisions of Section 185 of the Companies Act, 2013, as amended from time to time, approval of members of the Company be and is hereby accorded to grant loan including loan represented by way of Book Debt (the "Loan") to M/s. Ardee Industries Private Limited (CIN: U24294TN1993PTC025814), being the body Corporate covered under the category of 'a person in whom any of the director of the company is interested' as specified in the explanation to Section 185(2) of the Companies Act, 2013, for an aggregate outstanding amount not exceeding Rs. 5.00 Crores (Rupees Five Crores only) at any given point of time, in one or more tranches.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorized to negotiate, finalize and agree to the terms and conditions of the aforesaid Loan and to take all necessary steps, to execute all such documents, instruments and writings and to do all necessary acts, deeds and things in order to comply with all the legal and procedural formalities and to do all such acts, deeds or things incidental or expedient thereto and as the Board may think fit and suitable.**"**

8. RATIFICATION OF REMUNERATION OF THE COST AUDITORS FOR THE FINANCIAL YEAR ENDED MARCH 31, 2019

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

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the remuneration of Rs. 40,000/- (Rupees Forty Thousand only) plus applicable taxes and reimbursement of out of pocket expenses payable to M/s. K. R. Vivekanandan, Practicing Cost Accountants, Chennai (having Firm Registration Number 102179) for audit of the cost records of the Company for the financial year ended March 31, 2019 as approved by the Board of Directors of the Company, be and is hereby ratified.**"**

By the Order of the Board
For **POCL ENTERPRISES LIMITED**

Place : Chennai
Date : August 13, 2019

AASHISH KUMAR K JAIN
COMPANY SECRETARY & FINANCE HEAD
MEMBERSHIP NO: F 9954

NOTES:

1. **A member entitled to attend and vote at the Annual General Meeting ("Meeting") is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company.**
2. **The instrument appointing the proxy, duly completed, must be deposited at the Registered Office of the Company not less than forty-eight hours before the commencement of the Meeting.**
3. **A person can act as a proxy on behalf of members not exceeding fifty and holding in aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.**
4. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution, authorizing their representative to attend and vote on their behalf at the Meeting.
5. A Statement pursuant to Section 102(1) of the Companies Act, 2013, in relation to Item Nos. 3 to 8 of the notice is annexed hereto.
6. The relevant details as required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings (SS – 2), of persons seeking appointment/re-appointment as Director under Item Nos. 2 to 5 of the Notice, are annexed hereto and forms part of the explanatory statement. The Company has received requisite consent/ declaration from the director seeking their appointment/ reappointment.
7. Members and Proxies are requested to bring their attendance slip along with the copy of Annual Report to the Meeting. Duly completed and signed Attendance Slip should be handed over at the entrance of the meeting venue.
8. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
9. Relevant documents referred to in the accompanying Notice and the Explanatory Statement are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, during business hours up to the date of the Annual General Meeting.

10. The requirement to place the matter relating to appointment of Auditors for ratification by members at every Annual General Meeting is done away with vide notification dated May 7, 2018 issued by the Ministry of Corporate Affairs, New Delhi. Accordingly, no resolution is proposed for ratification of appointment of Auditors, who were appointed in the Annual General Meeting held on September 4, 2015.

11. **Members seeking any information with respect to financials, are requested to write to the Company at an early date at corprelations@poel.in so as to enable the Management to provide the information at the meeting.**

12. The Share Transfer Books of the Company shall remain closed from September 5, 2019 to September 11, 2019 (both days inclusive).

13. 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.

14. The Company or its Registrar and Share Transfer Agent, M/s. Cameo Corporate Services Limited (“Cameo”) cannot act on any request received directly from the members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant.

15. As per the provisions of Section 124(5) of the Companies Act, 2013 dividend which remained unclaimed for a period of seven years from the date of transfer to unpaid dividend account are required to be credited to IEPF Account. Members, who are yet to claim their dividend amount, may write to the Company / Cameo.

    Pursuant to Section 124 of the Companies Act, 2013, unpaid dividend due for transfer to the Investor Education and Protection Fund (IEPF) are as follows:

Dividend for the year	Unclaimed Dividend	Declaration Date	Proposed date of Transfer
2014 – 15	Rs. 93,837/-	September 4, 2015	October 9, 2022
2015 – 16	Rs. 78,180/-	September 2, 2016	October 7, 2023
2017 – 18	Rs. 1,02,749/-	September 1, 2018	October 8, 2025

    The details of unclaimed dividend for the said years are available on the website of the Company.

16. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company. In this regard, members can write to us at corprelations@poel.in.

17. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to Cameo, for consolidation into a single folio.

18. Members holding shares in physical form are requested to consider converting their holding to dematerialized form to eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact the Company or Cameo for assistance in this regard. 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 dematerialisation.

19. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are

maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company / Cameo.

SEBI vide circular dated April 20, 2018 has mandated the Company to collect copy of PAN and Bank account details from Members holding shares in physical form. Accordingly, individual letters are sent to those shareholders whose PAN and Bank account details are not available with the Company. Such shareholders are requested to provide the information at the earliest to the Company/RTA.

20. The Notice of the Annual General Meeting along with the Annual Report 2018-19 is sent by electronic mode to those members whose e-mail address are registered with the Company/Depositories, unless any member has requested for a physical copy of the same. For members who have not registered their e-mail address, physical copies are sent in the permitted mode.
21. 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.
22. The route map along with the landmark showing directions to reach the venue of the Annual General Meeting is annexed and forms part of the notice.
23. Information and other instructions relating to e-voting are as under:

General Instructions:

1. Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide e-voting facility to the members to cast their vote electronically on all the resolutions set forth in the Notice convening the 31st Annual General Meeting ("remote e-voting").
2. The Company has engaged the services of Central Depository Services (India) Limited ("CDSL") as the Agency to provide e-voting facility.
3. The remote e-voting facility will be available during the following period:

a.	Commencement of remote e-voting	:	From 9.00 a.m. (IST) on September 08, 2019
b.	End of remote e-voting	:	Up to 5.00 p.m. (IST) on September 10, 2019

4. Once the vote is casted by the member, it cannot be subsequently changed or voted again. The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by CDSL upon expiry of aforesaid period.
5. The members who have casted their vote by remote e-voting facility may also attend the Meeting but shall not be entitled to vote again.
6. The facility for voting through ballot will also be made available at the AGM and the members, who could not cast their vote by remote e-voting facility, may cast their vote at the AGM through ballot paper.
7. The voting rights of shareholders shall be in proportion to their shares in the paid up share capital of the Company as on September 4, 2019. Members holding shares either in physical form or dematerialized form, as on September 4, 2019 i.e. cut-off date, may cast their vote electronically. Any person who is not a member as on the cut- off date should treat this Notice for information purposes only.
8. Any person, who acquires shares of the Company and becomes member of the Company after dispatch of the notice and holding shares as on September 4, 2019, may obtain the login Id and password by sending request at helpdesk.evoting@cdslindia.com.
9. The Board of Directors of the Company has appointed Mrs. Deepa V Ramani, Practicing Company Secretary as the Scrutinizer to scrutinize the ballot voting and remote e-voting process in a fair and transparent manner and she has communicated her willingness to be appointed to scrutinize the voting process. The scrutinizer will be present at the Annual General Meeting.

10. At the Annual General Meeting, at the end of the discussion on the resolution on which the voting is to be held, the Chairman would, with the assistance of the Scrutinizer, order voting by ballot paper for all those members who are present but have not casted their votes electronically using the remote e-voting facility.

11. The Scrutinizer shall, immediately after the conclusion of voting at AGM, first count the votes casted at the AGM and thereafter unblock the votes casted through remote 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 Company. The Chairman, or any other person authorized by him, shall declare the voting result forthwith.

12. 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.

Steps for e-Voting

1. The voting period begins at 9.00 a.m. (IST) on September 8, 2019 and ends at 5.00 p.m. (IST) on September 10, 2019. During this period, shareholders of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date of September 4, 2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
2. Shareholders who have already voted prior to the meeting date would not be entitled to vote again at the meeting.
3. The shareholders should log on to the e-voting website www.evotingindia.com.
4. Click on **Shareholders**.
5. Now Enter your User ID

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

6. Next enter the image verification as displayed and Click on Login.

7. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

8. If you are a first time user follow the steps given below:

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

9. After entering these details appropriately, click on “SUBMIT” tab.
10. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
11. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
12. Click on the EVSN of POCL Enterprises Limited on which you chose to vote.
13. On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
14. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
15. After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
16. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
17. You can also take print of the votes casted by clicking on “Click here to print” option on the voting page.
18. If a demat account holder has forgotten the login password, then enter the User ID and the image verification code and click on forgot password & enter the details as prompted by the system.
19. Shareholders can also use Mobile app. “m-Voting” for e-voting. m-Voting app is available on iOS, Android & Windows based mobile. Shareholders may log into m-Voting using their e-Voting credentials to vote for the Company resolution(s).
20. Note for Non – Individual Shareholders and Custodians
    - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
    - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be e-mailed to helpdesk.evoting@cdslindia.com.
    - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
    - The list of accounts linked in the login should be emailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
    - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
21. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.
22. Any grievance or clarifications with regard to voting by electronic means may be addressed to Mr. Aashish Kumar K Jain, Company Secretary at aashish@poel.in

EXPLANATORY STATEMENT

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

As required under Section 102(1) of the Companies Act, 2013 (the 'Act'), the following explanatory statement sets out all the material facts relating to the business mentioned under Item Nos. 3 to 8 of the accompanying notice:

ITEM NOS. 3 TO 5 – RE-APPOINTMENT OF MR. D P VENKATARAMAN, MR. HARISH KUMAR LOHIA AND MRS. INDRA SOMANI AS THE INDEPENDENT DIRECTORS OF THE COMPANY

In terms of Section 149 of the Act, an Independent Director shall hold office for a term up to five consecutive years on the Board of a company and shall be eligible for reappointment for a second term on passing of a special resolution by the Company and disclosure of such appointment in the Board's report.

At the Annual General Meeting held on September 4, 2015, the members of the Company had appointed Mr. D P Venkataraman, Mr. Harish Kumar Lohia and Mrs. Indra Somani for their first term of office of Independent Director.

The Nomination and Remuneration Committee and the Board were of the opinion, after evaluation of their past performance and their other positive attributes, that their continued association would be of immense benefit to the Company and it is desirable to avail their services as Independent Directors for the second term of five consecutive years.

Accordingly, the Board of Directors, in their Meeting held on August 13, 2019 and on the recommendation of the Nomination and Remuneration Committee, has re-appointed Mr. D P Venkataraman, Mr. Harish Kumar Lohia and Mrs. Indra Somani as an Independent Director of the Company, not liable to retire by rotation, for a second term of 5 (Five) consecutive years, subject to the approval of the shareholders at the ensuing General Meeting.

The Independent Directors shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof and reimbursement of expenses for participating in the Board and other meetings.

The Company has received declarations from the Independent Directors that they meet the criteria of independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"). Further, the Independent Directors have also confirmed that they are not disqualified from being appointed as a Director in terms of Section 164 of the Act and they have given their consent to act as a Director of the Company.

In terms of Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standards on General Meetings, brief profile of the Independent Directors, who are proposed to be re-appointed at the ensuing Annual General Meeting, nature of their expertise in specific functional areas, their other directorships and committee memberships, shareholding and relationship with other directors of the Company are given in the notes to notice, calling this Annual General Meeting.

In the opinion of the Board, the Independent Directors fulfill the conditions for appointment as Independent Directors as specified in the Companies Act, 2013 and SEBI Listing Regulations and is independent of the Management.

The Company has received notices in writing from members under Section 160 of the Act proposing their candidature for the office of Director of the Company.

Copies of the draft letters for appointment of Independent Directors setting out the terms and conditions of appointment, are available for inspection, without any fee, by members at the Registered Office of the Company.

Your Directors recommends the resolutions set out in Item Nos. 3 to 5 of the Notice for approval by the

Members. Since Mr. D P Venkataraman has already attained the age of 75 (seventy-five) years, your Directors also recommends for the approval of the Members under Regulation 17(1A) of SEBI Listing Regulations.

The Independent Directors are deemed to be interested in the resolutions for their individual re-appointment. Relatives of the Independent Directors may be deemed to be interested in the resolutions to the extent of their shareholding interest, if any, in the Company. Save and except the above, none of the other Directors, Key Managerial Personnel or their respective relatives are, in any way, concerned or interested, financially or otherwise, in these resolutions.

ITEM NO. 6- APPROVAL OF RELATED PARTY TRANSACTIONS WITH M/S. ARDEE INDUSTRIES PRIVATE LIMITED

The Company is engaged in the manufacture of Zinc Oxides, Lead Oxides, Zinc Metal and Lead Metal and PVC Stabilizers. M/s. Ardee Industries Private Limited (“AIPL”) is also engaged in the business of Zinc Oxide, Zinc Metal and Lead Metal. In view of the growing operations, the Company requires to trade, avail/ render services including the services of job work with AIPL.

Pursuant to Section 188 of the Companies Act, 2013 and The Companies (Meetings of Board and its Powers) Rules, 2014, no contracts/ arrangements with a related party with respect to the transactions specified in that Section can be entered by the company, other than transactions which are entered in the ordinary course of business and on arm’s length basis without the consent of the Shareholders.

Further, as per Regulation 23 of the SEBI Listing Regulations, the Company envisages that the transactions with M/s. Ardee Industries Private Limited may be considered as material, as it may exceed the threshold as specified in the said regulation. As per Regulation 23(4) of the SEBI Listing Regulations, all the material related party transactions shall require approval from the shareholders.

In this regard, the Company proposes to obtain approval from the shareholders by way of Ordinary Resolution for a transaction value of Rs. 150.00 Crores (Rupees One Hundred and Fifty Crores Only) per annum for buying and selling of any raw material or finished goods on agreed quantity basis and availing/ rendering of any services including services of job work, on case to case basis, for a period of three years.

Members are hereby informed that pursuant to the second proviso to Section 188(1) of the Companies Act, 2013, and Regulation 23(4) of the SEBI Listing Regulations, no member of the Company shall vote on resolution to approve any contract or arrangement which may be entered into by the Company, if such member is a related party.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out in Item No. 6 of the Notice.

Mr. Devakar Bansal, Mr. Sunil Kumar Bansal, Dr. Padam C Bansal, Mr. Harsh Bansal and Mr. Amber Bansal are deemed to be interested in the resolution set out in Item No. 6 of the Notice. Relatives of the above directors may be deemed to be interested in the resolution to the extent of their shareholding interest, if any, in the Company. Save and except the above, none of the other Directors, Key Managerial Personnel or their respective relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

ITEM NO. 7- APPROVAL FOR GRANT OF LOAN TO M/S. ARDEE INDUSTRIES PRIVATE LIMITED

The Company is engaged in the manufacture of Zinc Oxides, Lead Oxides, Zinc Metal and Lead Metal and PVC Stabilizers. M/s. Ardee Industries Private Limited (“AIPL”) is also engaged in the business of Zinc Oxide and Zinc Metal (“Principle Business Activities”).

AIPL is in the process of expanding its business in Lead Metal and for this purpose, it would require financial assistance for meeting the working capital requirements. The Company has received a request from AIPL to grant financial assistance to meet the working capital requirements for expanding its business.

Accordingly, the Company may be required to make loan(s) including loan represented by way of Book Debt to support the business expansion of AIPL. The said loan shall be utilized by AIPL for sale and purchase of goods/ services, fixed assets or any other expense including working capital requirements to support its Principal Business Activities.

Since, AIPL is an body corporate covered under the category of 'a person in whom any of the director of the company is interested' as specified in the explanation to Section 185(2) of Companies Act, 2013, approval of the members of the Company is being sought by way of a special resolution pursuant to Section 185 of the Companies Act, 2013 to make loans to AIPL for an aggregate outstanding amount not exceeding Rs. 5.00 Crores (Rupees Five crores only) on the terms and conditions as mentioned in the resolution set out at Item No. 7 of the Notice and necessary delegation of authority to the Board of Directors for this purpose.

The said loan will be provided to AIPL only when the Company will have surplus funds. Further, the said loan will be advantageous to the Company, in the form of better returns and no credit risk. As AIPL is expanding its business operations in Lead and Zinc Metal which are main products for the company, the expansion would also otherwise benefit POCL Enterprises Limited. Accordingly, the Board is of the opinion that the said loan is in the best interest of the Company.

Mr. Devakar Bansal, Mr. Sunil Kumar Bansal, Dr. Padam C Bansal, Mr. Harsh Bansal and Mr. Amber Bansal are deemed to be interested in the resolution set out at Item No. 7 of the Notice. Relatives of the above directors may be deemed to be interested in the resolution to the extent of their shareholding interest, if any, in the Company. Save and except the above, none of the other Directors, Key Managerial Personnel or their respective relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

Your Directors recommend the resolution set out at Item No. 7 to be passed as a special resolution by the members.

ITEM NO. 8- RATIFICATION OF REMUNERATION OF THE COST AUDITORS FOR THE FINANCIAL YEAR ENDED MARCH 31, 2019

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of M/s. K. R. Vivekanandan as the Cost Auditor (having Firm Registration Number 102179) to conduct the audit of the cost records maintained by the Company for the financial year ended March 31, 2019.

The remuneration payable to the cost auditor is Rs. 40,000 (Rupees Forty Thousand Only) in addition to applicable taxes and reimbursement of incidental expenses incurred by the Cost Auditor for carrying out the cost audit.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors as recommended by the Audit Committee and approved by the Board of Directors has to be ratified by the members of the Company.

Accordingly, consent of the members is sought for passing an ordinary resolution as set out in Item No. 8 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ended March 31, 2019.

None of the Directors, Key Managerial Personnel or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 8 of the Notice.

By the Order of the Board
For **POCL ENTERPRISES LIMITED**

Place : Chennai
Date : August 13, 2019

AASHISH KUMAR K JAIN
COMPANY SECRETARY & FINANCE HEAD
MEMBERSHIP NO: F 9954

Information of the Directors Seeking Appointment/Re-appointment at the 31st Annual General Meeting

[as required under Secretarial Standards on General Meetings and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

Name of the Director	Mr. Devakar Bansal	Mr. D P Venkataraman	Mr. Harish Kumar Lohia	Mrs. Indra Somani
Date of Birth	23-05-1960	30-01-1936	27-02-1958	15-12-1962
Age (in years)	59	83	61	56
Date of first Appointment	24-12-2014	24-12-2014	24-12-2014	01-04-2015
DIN	00232565	00232894	00233227	07136517
Relationship between Directors *inter-se*	Mr. Sunil Kumar Bansal and Dr. Padam C Bansal are brothers of Mr. Devakar Bansal. Mr. Amber Bansal is son of Mr. Devakar Bansal.	Not related to any Director of the Company	Not related to any Director of the Company	Not related to any Director of the Company
Qualification, Experience and Expertise	Mr. Devakar Bansal is a Chemistry Graduate. He has more than three decades of experience in the areas of production and machinery erection.	Mr. D P Venkataraman is a B.Sc Graduate. He is also Certified Associate of Indian Institute of Banking. He is specialised in the areas of banking and FOREX.	Mr. Harish Kumar Lohia is a B. Com Graduate. He is specialised in the areas of Marketing and Business Administration.	Mrs. Indra Somani is a B.Ed Graduate and holds a Masters in Commerce. She is specialised in the areas of Public Relations.
Directorship held in other Companies	Ardee Industries Pvt. Ltd	NIL	NIL	NIL
Membership/Chairmanship of Committees, if any	**POCL Enterprises Limited** Member - Audit Committee & Stakeholders Relationship Committee; Chairman - Share Transfer Committee	**POCL Enterprises Limited** Chairman - Audit Committee & Stakeholders Relationship Committee; Member - Nomination & Remuneration Committee	**POCL Enterprises Limited** Chairman - Nomination & Remuneration Committee; Member - Audit Committee & Stakeholders Relationship Committee	**POCL Enterprises Limited** Member - Audit Committee, Stakeholders Relationship Committee and Nomination & Remuneration Committee
Number of shares held as on March 31, 2019	544,165	NIL	2,000	NIL

Note: The terms and conditions of appointment and the remuneration proposed to be paid to Mr. Devakar Bansal is in accordance with the resolution passed by the shareholders at the 30th Annual General Meeting held on September 1, 2018. Further, the terms and conditions of appointment and the remuneration proposed to be paid to the Independent Directors is provided in the respective resolutions and explanatory statement as set forth in the Notice. The number of Board Meetings attended and the remuneration drawn for the financial year 2018-19 by the respective directors is provided in the Corporate Governance Report.

POCL ENTERPRISES LIMITED
YEARS AT A GLANCE

(Rs. in Lakhs)

Particulars	2018-19 Under Ind AS	2017-18 Under Ind AS	2016-17 Under Ind AS	2015-16 Under AS	2014-15 Under AS	2013-14 Under AS	2012-13 Under AS	2011-12 Under AS	2010-11 Under AS
Revenue from Operations	45,373.04	49,430.63	35,092.58	20,337.80	16,221.76	1,677.44	2,101.48	492.62	569.39
Total Income	45,621.88	49,732.84	35,284.77	20,391.71	16,267.53	1,675.68	2,117.36	516.61	585.62
Earnings before Interest Depreciation and Tax (EBIDAT)	477.41	1,369.77	766.55	756.78	709.29	57.41	114.50	25.69	11.73
Profit Before Tax (PBT)	(643.00)	458.05	104.39	322.51	251.73	15.14	72.18	7.81	5.39
Profit After Tax (PAT)	(642.85)	266.94	77.77	211.05	149.19	10.25	50.10	5.64	3.96
Total Comprehensive Income	(632.12)	251.44	79.56	-	-	-	-	-	-
Equity Share Capital	557.60	557.60	557.60	557.60	557.60	78.15	78.15	78.15	78.15
Other Equity	2,859.98	3,572.77	3,295.00	3,282.55	818.06	116.17	107.69	57.59	51.95
Non-Current Liabilities	228.51	216.49	170.43	175.18	62.09	0.14	0.16	0.18	0.20
Net Fixed Asset (Including WIP)	3340.73	3,263.69	3,228.08	3,168.45	463.60	15.03	15.69	16.59	17.49
Other Non-Current Assets	107.18	50.03	97.39	43.72	67.59	3.56	4.38	9.14	4.28
Net Current Asset	198.18	1,033.14	697.56	803.16	906.56	175.87	165.95	110.20	108.53
Earnings Per Share (In Rs.)	(11.53)	4.79	1.39	3.78	2.68	1.31	6.41	0.72	0.51
Book-Value Per Share (In Rs.)	61.29	74.07	69.09	68.87	24.67	24.87	23.78	17.37	16.65
Dividend (%)	—	12.00	—	10.00	10.00	—	—	—	—
Dividend Payout Ratio (%)	—	25.05	—	26.42	37.31	—	—	—	—
Interest Coverage Ratio (times)	0.33	1.60	1.20	1.91	1.70	1.37	2.74	1.46	2.03
EBIDAT Margin (%)	1.05	2.77	2.18	3.72	4.37	3.42	5.45	5.21	2.06
Current Ratio (%)	1.02	1.08	1.09	1.15	1.20	1.37	1.24	2.19	2.27
Total Asset Turnover Ratio (times)	3.30	2.82	2.94	2.21	2.71	2.51	2.38	2.16	2.64
Return on Networth (%)	(18.81)	6.46	2.02	5.50	10.84	5.27	26.96	4.16	3.04

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

Notes

Notes

POCL ENTERPRISES LIMITED

CIN: L52599TN1988PLC015731

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

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

Form No. MGT-11

Proxy Form

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

Name of the Member(s) :

Registered Address :

Email ID :

Folio No / Client ID :

DP ID :

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

1. Name : ________________________ Address : ____________________________________

   E-mail ID : ________________________ Signature : ________________________ Or failing him/her

2. Name : ________________________ Address : ____________________________________

   E-mail ID : ________________________ Signature : ________________________

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 31st Annual General Meeting of the Company to be held on Wednesday, September 11, 2019 at 10:30 a.m. at Kasturi Srinivasan Hall (Mini Hall), 'The Music Academy', No. 168, T.T.K. Road, Royapettah, Chennai – 600 014 and at any adjournment thereof in respect of the following such resolutions as indicated below:

Resolutions:

1. To receive, consider and adopt the Audited Financial Statements of the company for the financial year ended March 31, 2019, the Board's Report and Auditor's Report thereon.
2. To appoint a director in the place of Mr. Devakar Bansal (DIN: 00232565), who retires by rotation and being eligible, offers himself for reappointment.
3. Re-appointment of Mr. D P Venkataraman (DIN: 00232894) as an Independent Director.
4. Re-appointment of Mr. Harish Kumar Lohia (DIN: 00233227) as an Independent Director.
5. Re-appointment of Mrs. Indra Somani (DIN: 07136517) as an Independent Director.
6. Approval for Related Party Transactions with M/s. Ardee Industries Private Limited.

Resolutions:

7. Approval for grant of Loan to M/s. Ardee Industries Private Limited.

8. Ratification of remuneration of the cost auditors for the financial year ended March 31, 2019.

Signed this…………….day of………………… 2019

Affix Re.1 Revenue Stamp

Signature of Shareholder

Signature of proxy holder

Notes:

1. ***This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.***

2. ***A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.***

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ATTENDANCE SLIP

(To be presented at the entrance)

31st Annual General Meeting – September 11, 2019

Name of the Shareholder :

Address of the Shareholder :

Email ID :

DP ID & Client ID/Folio No :

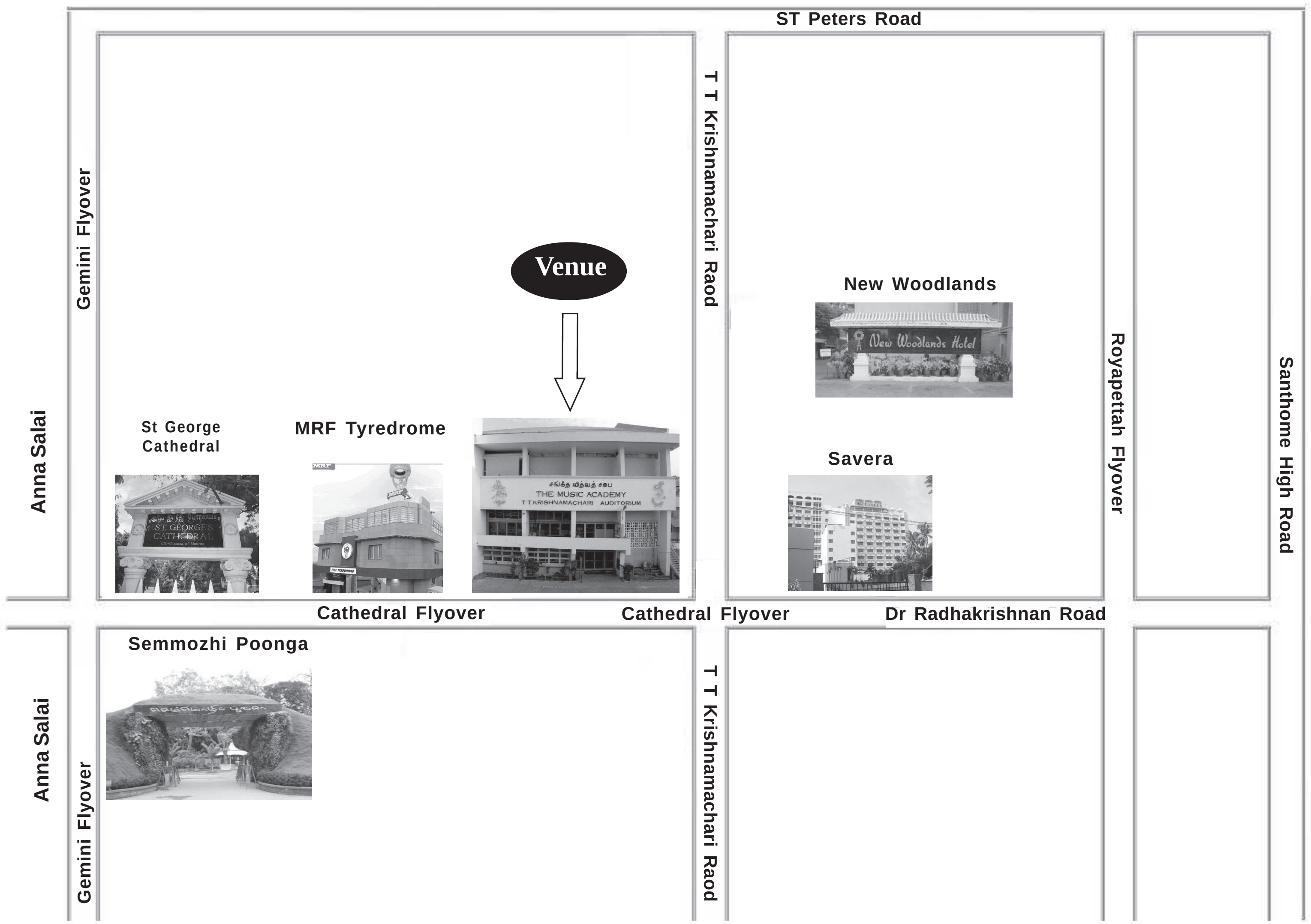
No of Shares held :

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

I hereby record my presence at the **31st Annual General Meeting** of the Company held on Wednesday, September 11, 2019 at 10:30 a.m. at Kasturi Srinivasan Hall (Mini Hall), 'The Music Academy', No. 168, T.T.K. Road, Royapettah, Chennai – 600 014.

Signature of the member/proxy/authorised representative

Route map for the venue of 31st AGM of POCL Enterprises Limited to be held on Wednesday, September 11, 2019 at 10:30 a.m.



POCL Enterprises Limited - POEL

An ISO 9001 : 2015 Certified Company

if undelivered please return to

Registered Office

New No. 4, Old No. 319, 2nd Floor, Valluvarkottam High Road, Nungambakkam, Chennai - 600 034. India

P : + 91 44 49145454 / 28251418 F : +91 44 49145455 E: info@poel.in; corprelations@poel.in W: www.poel.in