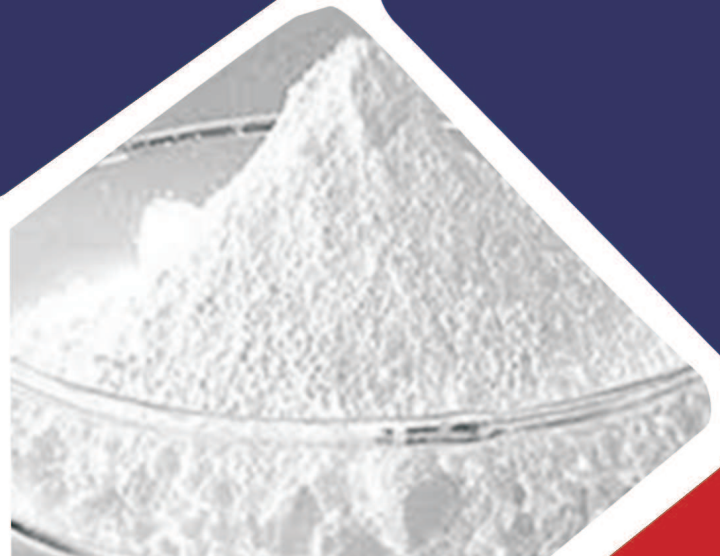




POCL ENTERPRISES LIMITED

ANNUAL REPORT 2015 - 16

bonding together onwards upwards





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

Joint Managing Director

Mr. Y V Raman

Whole Time Director

Mr. D P Venkataraman

Independent Director

Mr. Harish Kumar Lohia

Independent Director

Mrs. Indra Somani

Independent Director

Chief Financial Officer

Mr. N Ravichandran

Company Secretary

Mr. Aashish Kumar K Jain

Registered Office

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

Bankers

Canara Bank

HDFC Bank

Kotak Mahindra Bank

Auditors

M/s. Jitesh & Ajay

Statutory Auditors

M/s. Paresh & Jatin

Internal Auditors

M/s. KSM Associates

Secretarial Auditors

M/s. Vivekanandan Unni & Associates

Cost Auditors

Registrar and Transfer Agents

M/s. Cameo Corporate Services Limited

Subramanian Building,

1, Club House Road,

Chennai - 600 002

Phone: 044-28460390

Fax: 044-28460129

E-Mail ID: cameo@cameoindia.com

Website: www.cameoindia.com

Works

- **Metallic Oxides Division [MOD]**
Behind A-73 & 74, PIPDIC Industrial Estate,
Mettupalayam, Pondicherry-605 009
- **Plastic Additives Division [PAD]**
Semiapalayam, Korakadu post,
Pondicherry-605 110
- **Zinc Refining Division [ZRD]**
G-47, SIDCO Industrial Estate,
Kakkalur, Thiruvallur,
Tamil Nadu-602 003
- **Alloying & Refining Division [ARD]**
B 19 & 20 SIDCO Industrial Estate,
Maraimalai Nagar, Kancheepuram District,
Tamil Nadu-603209
- **Trading Division**
A1, SIDCO Industrial Estate,
Maraimalai Nagar, Kancheepuram District,
Tamil Nadu-603209

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Dear Members,

You are cordially invited to the 28th Annual General Meeting of the members of POCL Enterprises Limited

Date : September 2, 2016

Time : 10.15 a.m.

Venue : Kasturi Sriviniwasan Hall (Mini Hall), Music Academy, 306, T.T.K Road, Royapettah, Chennai - 600 014.

BOARD'S REPORT

Dear Shareholders,

Your Directors have pleasure in presenting the 28th Annual Report on your business and operations together with the Audited Financial Statements for the year ended March 31, 2016.

FINANCIAL RESULTS

The Company's financial performance for the year ended March 31, 2016 is summarized below:

PARTICULARS	2015-16 Rs. in Lakhs	2014-15 Rs. in Lakhs
Operational Income	20337.80	16221.76
Other Income	53.91	45.77
EBIDAT	756.78	709.29
Interest and Financial Charges	355.50	359.38
Depreciation & Amortization	78.77	98.18
Profit Before Taxation	322.51	251.73
Provision for Taxes including Deferred Tax	111.46	102.54
Net Profit for the Year	211.05	149.19

BUSINESS PERFORMANCE

Revenue from Operations for the financial year 2015-16 stood at Rs. 20,337.80 Lakhs showing a growth of 25% over the previous year. The Company crossed Rs. 200 Crores turnover during the year 2015-16.

Total export sales for the year was Rs. 4,133.77 Lakhs as against Rs. 1,853.18 Lakhs in the previous year reflecting strong global presence of your Company.

Your Company managed to maintain the finance cost at same level from Rs. 359.38 Lakhs for the year 2014 -15 to Rs. 355.50 Lakhs for the year 2015 – 16 even with increased turnover reflecting better working capital management and cash flows.

Your Company generated profits post taxes of Rs. 211.05 Lakhs as compared to Rs. 149.19 Lakhs generated last year.

DIVIDEND

Based on the Company's performance, your Directors are pleased to recommend for approval of members, a dividend of Re. 1/- per equity share [10%] for the financial year 2015-16. The dividend, if approved by the members would involve a cash outflow of Rs. 67.11 Lakhs including dividend distribution tax.

TRANSFER TO RESERVES

During the year under review, the Company has transferred an amount of Rs. 25 Lakhs to the General Reserve out of the amount available for appropriation and an amount of Rs. 118.94 Lakhs is retained in the profit and loss account.

TRANSFER TO INVESTOR EDUCATION AND PROTECTION FUND

As at March 31, 2016, dividend amounting to Rs. 1,00,398/- has not been claimed by the shareholders. As per the provisions of Section 205A and 205C of the Companies Act, 1956 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. In terms of Section 205C of the Companies Act, 1956, no claim would lie against the Company or IEPF after the said transfer. The details of unclaimed dividend are available on the website of the Company.

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

MATERIAL CHANGES & COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY

There are no material changes affecting the financial position of the Company subsequent to the end of the financial year till the date of this report.

PARTICULARS OF SUBSIDIARY COMPANY, ASSOCIATE COMPANY AND JOINT VENTURE COMPANY

The Company is neither a holding company nor it is a subsidiary of any other company as at March 31, 2016.

The Company has no associate company or joint venture company as on March 31, 2016.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

Your Board is currently constituted with seven Directors comprising of three Independent Directors, three Executive Directors and a Non-Executive Director. Independent Directors provide their declarations both at the time of appointment and annually confirming that they meet the criteria of independence as prescribed under Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations').

In accordance with provisions of the Companies Act, 2013, Mr. Y V Raman, being longest in the office of Director is liable to retire by rotation at the ensuing Annual General Meeting and being eligible, has offered himself for re-appointment. Brief particulars of Mr. Y V Raman and his expertise in various functional areas is given in the Notice convening the AGM.

In Compliance with the requirements of Section 203 of the Companies Act, 2013, Mr. Devakar Bansal, Managing Director, Mr. Sunil Kumar Bansal, Joint Managing Director, Mr. Aashish Kumar K Jain, Company Secretary and Mr. N. Ravichandran, Chief Financial Officer continue as Key Managerial Personnel of the Company. There has been no change in the Key Managerial Personnel during the year.

Other Directors on the Board are Dr. Padam C Bansal, Mr. D P Venkataraman, Mr. Harish Kumar Lohia and Mrs. Indra Somani.

BOARD MEETINGS

Five meetings of the Board of Directors were held during the year. The details of the meetings of the Board are furnished in the Report on Corporate Governance, which forms part of this report.

BOARD COMMITTEES

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

RECOMMENDATION OF AUDIT COMMITTEE

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

BOARD EVALUATION

As required under the provisions of Section 134(3)(p) of the Companies Act, 2013 and SEBI Listing Regulations, the Board has carried out an formal annual evaluation of its own performance, various committees and individual

directors based on the guideline formulated by the Nomination & Remuneration Committee. The manner in which such performance evaluation was carried out is as under:

The performance evaluation framework is in the form of questionnaires. The questionnaire is set such that it reviews the effectiveness and efficiency of the Board/Committees/Individual Directors. The questionnaires are circulated to all the directors to seek their response on the evaluation. The evaluation framework provides for performance parameters and possible paths for improvements.

Further the Independent Director of the Company met on March 21, 2016 to review the performance of non-independent directors, performance of the Chairman and performance of the Board as a whole.

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

REMUNERATION POLICY OF THE COMPANY

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

INTERNAL FINANCIAL CONTROL SYSTEMS AND THEIR ADEQUACY

The details in respect of internal financial control and their adequacy are included in the management discussion & analysis, which forms part of this report.

STATUTORY AUDIT

At the 27th Annual General Meeting held on September 4, 2015, M/s. Jitesh & Ajay, Chartered Accountants, Chennai (having Firm Registration No : 015535S) were appointed as statutory auditors of the Company to hold office till the conclusion of the Annual General Meeting to be held in the calendar year 2020. In terms of the first proviso to Section 139 of the Companies Act, 2013, the appointment of the auditors shall be placed for ratification at every Annual General Meeting. Accordingly, the appointment of M/s. Jitesh & Ajay, Chartered Accountants, as statutory auditors of the Company, is placed for ratification by the shareholders. They have confirmed their eligibility and willingness for continuation of their term. The Board recommends their appointment as Ordinary resolution and also request the members to authorize the Board of Directors to fix their remuneration.

In respect of the financial statements for the year 2015-16, the Auditors' Report does not contain any qualification, reservation or adverse remark.

FRAUD REPORTED BY AUDITOR

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

COST AUDIT

The Company is into manufacturing of Inorganic Chemicals and Base Metals which are required to be audited by a Cost Accountant. In this regard, the Board of Directors at their Meeting held on September 7, 2015 had appointed M/s. Vivekanandan Unni & Associates, Cost Accountants, Chennai (having Firm Registration No: 00085) as Cost Auditors of the Company to audit the cost records for the financial year 2015-16.

The Board of Directors on the recommendation of Audit Committee had approved remuneration of Rs. 30,000/- (Rupees Thirty Thousand Only) in addition to service tax and out of pocket expenses. As per the provisions of Section 148 of the Companies Act, 2013, the remuneration of the Cost Auditors is required to be ratified by the shareholders of the Company. The Board recommends for ratification of remuneration to M/s. Vivekanandan Unni & Associates to the Members of the Company.

In respect of the cost audit for the year 2014-15, the Cost Audit Report does not contain any qualification, reservation or adverse remark.

SECRETARIAL AUDIT

Pursuant to provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board of Directors of the Company has appointed M/s. KSM Associates, Practicing Company Secretaries to undertake Secretarial Audit for the financial year 2015 – 16. The Secretarial Audit Report is annexed to and forms part of this report as **Annexure I**.

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

RISK MANAGEMENT

The Board of Directors of the Company is responsible to frame, implement and monitor the risk management plan for the Company. The Board is responsible for reviewing the risk management plan and ensuring its effectiveness. Major risks which the organization faces have been identified and systematically addressed through mitigating actions on a continuing basis. There is an adequate risk management infrastructure in place capable of addressing the risks.

The Board has developed and implemented a Risk Management Policy for the company including identification of elements of risk, which in the opinion of the Board may threaten the existence of the Company. The said policy can be viewed on the Company's website at the link: <http://poel.in/investors.html#invstr>.

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

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

EXTRACT OF ANNUAL RETURN

An extract of Annual Return in Form MGT-9 as on March 31, 2016 is annexed herewith as **Annexure II** to this Report.

TRANSACTIONS WITH RELATED PARTIES

All Related Party Transactions are placed before the Audit Committee and Board for approval. Prior omnibus approval of the Audit Committee is obtained for the transactions which are of foreseen and in repetitive nature. The transactions entered into pursuant to the omnibus approval so granted are placed before the Audit Committee and the Board of Directors for their approval on a quarterly basis.

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

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

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

FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS

In compliance with Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board has adopted a policy on familiarisation programme for Independent Directors of the Company. The policy enables the Independent Directors to understand their roles, rights and responsibilities in the Company.

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

CORPORATE GOVERNANCE

In order to maximize 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 Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, provisions of Companies Act, 2013 and other applicable laws.

In terms of Schedule V of 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

Management Discussion and Analysis as stipulated under Regulation 34 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 is presented in separate section forming part of this Annual Report.

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 made available under the head "related party transactions" in Note No. 36 to financial statements.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO**(i) Conservation of Energy****Steps taken on conservation of energy:**

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

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

Steps taken for utilising 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. 4133.77 Lakhs (Rs. 1853.18 Lakhs) |
| (b) Foreign Exchange Outgo | - Rs. 8558.19 Lakhs (Rs. 11723.79 Lakhs) |

VIGIL MECHANISM/ WHISTLE BLOWER POLICY

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

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS

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

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

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

DIRECTORS' RESPONSIBILITY STATEMENT

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

- a) in the preparation of the annual accounts for the year ended March 31, 2016, the applicable accounting standards read with requirements set out under Schedule III to the Act, have been followed and there are no material departures from the same;
- b) they have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2016 and of the profit of the Company for that period;
- c) they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) they have prepared the annual accounts on a 'going concern' basis;
- e) they have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and
- f) they have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

Based on the framework of internal financial controls maintained by the Company, work performed by the internal and statutory auditors including audit of internal financial controls over financial reporting by the statutory auditors, the Board is of the opinion that the Company's internal financial controls were adequate and operating effectively during financial year 2015-16.

DISCLOSURES WITH RESPECT TO UNCLAIMED SUSPENSE ACCOUNT

The Company has observed that some physical share certificates issued pursuant to the Demerger of the Company have returned undelivered to the Company. Attention of the members holding the Company's shares in physical form is invited to check and tally their holding with the certificates in their possession and revert in case of any discrepancy in holdings. In case there is no response after three reminders, the unclaimed shares shall be transferred to one folio in the name of "Unclaimed Suspense Account" and the voting rights on such shares shall remain frozen until the rightful owner claims the shares. The details of such returned share certificates are available on the website of the Company (www.poel.in)

ACKNOWLEDGEMENT

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

For **POCL Enterprises Limited**

Place : Chennai
Date : May 26, 2016

Devakar Bansal
Managing Director
DIN: 00232565

Sunil Kumar Bansal
Joint Managing Director
DIN: 00232617

**SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31ST MARCH 2016**

[Pursuant to section 204(1) of the Companies Act, 2013 and rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,

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

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

Based on our verification of M/s. POCL Enterprises Limited books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31st March, 2016 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2016 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, 1992;¹
 - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999²;
 - e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008³;

¹ The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, with effect from 15th May 2015.

² Not applicable to the Company, as it does not have any such Scheme.

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

- 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, 2009⁴; and
 - h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998⁵;
- (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) The Environment (Protection) Act, 1986 and The Environment (Protection) Rules, 1986
 - c) Water (Prevention and Control of Pollution) Act, 1974 and The Water (Prevention and Control of Pollution) Rules, 1974.
 - d) Water (Prevention and Control of Pollution) Cess act, 1977 & Water (Prevention and Control of Pollution) Cess Rules, 1978
 - e) Hazardous Wastes (Management, Handling and Transboundary Movement) Rules, 2008
 - f) The Factories Act, 1948 & The Factories Rules, 1950
 - g) The Employees State Insurance Act, 1948
 - h) The Industrial Employment (Standing Orders) Act, 1946
 - i) Industrial Disputes Act, 1947
 - j) Minimum Wages Act, 1948
 - k) Payment of Wages Act, 1936
 - l) TN Shop and Establishment Act and Rules thereunder
 - m) The Employees Provident Fund and Miscellaneous Provisions Act, 1952
 - n) Payment of Bonus Act, 1965
 - o) Payment of Gratuity Act, 1972
 - p) The Employees Compensation Act, 1923

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

- (i) Secretarial Standards with respect to Meetings of Board of Directors (SS-1) and General Meetings (SS-2) issued by The Institute of Company Secretaries of India (made mandatory with effect from 1st July 2015)
 - (ii) The Listing Agreements entered into by the Company with Bombay Stock Exchange, if applicable
- During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

We further report that

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

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.

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

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

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

For KSM Associates, Company Secretaries

Place : Chennai
Date : 26th May 2016

Krishna Sharan Mishra
Practicing Company Secretary
FCS 6447; CP 7039

ANNEXURE – A

To,

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

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

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

For KSM Associates, Company Secretaries

Place : Chennai
Date : 26th May 2016

Krishna Sharan Mishra
Practicing Company Secretary
FCS 6447; CP 7039

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

As on financial year ended on March 31, 2016

*{Pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Company (Management & Administration) Rules, 2014}***I. REGISTRATION AND OTHER DETAILS**

i	CIN	L52599TN1988PLC015731
ii	Registration Date	20/05/1988
iii	Name of the Company	POCL Enterprises Limited
iv	Category/Sub-Category of the Company	Public Company Limited by Shares; Indian Non-Government Company
v	Address of the Registered Office & Contact Details	New No. 4, Old No. 319, Valluvarkottam High Road, Nungambakkam, Chennai- 600034 Tel No: 044 - 4914 5454 Fax No: 044 - 4914 5455 Email: info@poel.in Website: www.poel.in
vi	Whether Listed Company	Listed w.e.f. June 25, 2015
vii	Name, Address & Contact Details of the Registrar & Transfer Agent, if any.	M/s. Cameo Corporate Services Limited Subramanian Building, No.1, Club House Road, Chennai – 600 002. Tel: 044-2846 0390; Fax: 044 -2846 0129 Email: cameo@cameoindia.com Website: www.cameoindia.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10 percent or more of the total turnover of the company shall be stated

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	74.28
2	Stearate, Phthalate, DBL Phosphite and PVC Compound	20119- Manufacture of Organic & Inorganic Chemicals Compounds	25.50

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

As on March 31, 2016, 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	2,590,839	-	2,590,839	46.46	2,522,443	-	2,522,443	45.24	(1.22)
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corporates	95,307	-	95,307	1.71	133,621	-	133,621	2.40	0.69
e) Bank/FI	-	-	-	-	-	-	-	-	-
f) Any Other	-	-	-	-	-	-	-	-	-
SUB- TOTAL (A)(1)	2,686,146	-	2,686,146	48.17	2,656,064	-	2,656,064	47.64	(0.53)
(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)	2,898,959	-	2,898,959	51.99	2,868,877	-	2,868,877	51.46	(0.53)
B. PUBLIC SHAREHOLDING									
(1) Institutions									
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks/FI	-	-	-	-	-	-	-	-	-
c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Fund	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIs	-	-	-	-	-	-	-	-	-
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 corporates (Indian/ Overseas)	338,633	5	338,638	6.07	110,670	5	110,675	1.98	(4.09)
b) Individuals									
i) Individual shareholder holding nominal share capital upto Rs. 1 Lakh	1,758,683	104,521	1,863,204	33.42	1,580,970	99,647	1,680,617	30.14	(3.28)
ii) Individual shareholder holding nominal share capital in excess of Rs. 1 Lakh	357,453	-	357,453	6.41	664,388	-	664,388	11.92	5.51
c) Others (specify)									
i) Clearing Members	5,714	-	5,714	0.10	1,083	-	1,083	0.02	(0.08)
ii) Directors & their Relatives	-	1,935	1,935	0.03	-	1,935	1,935	0.03	-
iii) Hindu Undivided Families	71,367	-	71,367	1.28	86,054	-	86,054	1.54	0.26
iv) Non-Resident Indian	37,729	-	37,729	0.68	162,363	-	162,363	2.91	2.23
v) Others *	993	-	993	0.02	-	-	-	-	(0.02)
SUB TOTAL (B)(2)	2,570,572	106,461	2,677,033	48.01	2,605,528	101,587	2,707,115	48.54	0.53
Total Public Shareholding (B)= (B)(1)+(B)(2)	2,570,572	106,461	2,677,033	48.01	2,605,528	101,587	2,707,115	48.54	0.53
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	5,469,531	106,461	5,575,992	100.00	5,474,405	101,587	5,575,992	100.00	0.00

* Fractional Shares on account of Demerger.

(ii) Shareholding of Promoters

SI No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share holding during the year
		No of Shares	% of total shares of the Company	% of shares pledged/encumbered to total shares	No of shares	% of total shares of the company	% of shares pledged/encumbered to total shares	
1	M/s. Ardee Industries Private Limited	95,307	1.71	-	133,621	2.40	-	0.69
2	Mr. Sunil Kumar Bansal	239,873	4.30	-	521,731	9.36	-	5.06
3	Mrs. Vandana Bansal	227,393	4.08	-	507,331	9.10	-	5.02
4	Mr. Anil Kumar Bansal	337,124	6.05	-	14,602	0.26	-	(5.79)
5	Mr. Anil Kumar Bansal Jt: Mrs. Manju Bansal	22,973	0.40	-	-	-	-	(0.40)
6	Mr. R P Bansal Jt: Mrs. Saroj Bansal	287,808	5.16	-	36,374	0.65	-	(4.51)
7	Mr. Devakar Bansal	242,416	4.35	-	544,165	9.76	-	5.41
8	Mrs. Neelam Bansal	309,849	5.56	-	693,792	12.44	-	6.88
9	Mrs. Saroj Bansal	101,574	1.82	-	-	-	-	(1.82)
10	Mr. Pawan Kumar Bansal	123,290	2.21	-	123,290	2.21	-	-
11	Mr. Ashish Bansal	389,063	6.98	-	48,387	0.87	-	(6.11)
12	Mrs. Manju Bansal	292,550	5.25	-	18,607	0.34	-	(4.91)
13	Mrs. Charu Bansal	2,762	0.05	-	-	-	-	(0.05)
14	Mrs. Megha Choudhari	1,640	0.03	-	1,640	0.03	-	-
15	Mr. Sagar Bansal	12	0.00	-	12	0.00	-	-
16	Mr. Harsh Bansal	12,512	0.22	-	12,512	0.22	-	-
17	Dr. Padam C Bansal	212,813	3.82	-	212,813	3.82	-	-
	TOTAL	2,898,959	51.99	-	2,868,877	51.46	-	(0.53)

(iii) Change in Promoters' Shareholding

Sl No.	Name of the Shareholder	Share holding at the beginning of the year		Cumulative Share holding during the year	
		No. of Shares	% of total shares of the Company	No of shares	% of total shares of the Company
1	M/s. Ardee Industries Private Limited				
	At the Beginning of year	95,307	1.71	95,307	1.71
	Purchase on 14.08.2015	10,333	0.19	105,640	1.89
	Purchase on 21.08.2015	3,402	0.06	109,042	1.96
	Purchase on 28.08.2015	22,342	0.40	131,384	2.36
	Purchase on 19.02.2016	2,187	0.04	133,571	2.40
	Purchase on 04.03.2016	50	0.00	133,621	2.40
	At the End of the Year			133,621	2.40
2	Mr. Sunil Kumar Bansal				
	At the Beginning of year	239,873	4.30	239,873	4.30
	Purchase on 04.09.2015 *	281,858	5.06	521,731	9.36
	At the End of the Year			521,731	9.36
3	Mrs. Vandana Bansal				
	At the Beginning of year	227,393	4.08	227,393	4.08
	Purchase on 04.09.2015 *	279,938	5.02	507,331	9.10
	At the End of the Year			507,331	9.10
4	Mr. Anil Kumar Bansal				
	At the Beginning of year	337,124	6.05	337,124	6.05
	Sale on 28.08.2015 *	(301,887)	(5.41)	35,237	0.63
	Sale on 18.12.2015	(2,096)	(0.04)	33,141	0.59
	Sale on 25.12.2015	(2,745)	(0.05)	30,396	0.55
	Sale on 31.12.2015	(9,729)	(0.17)	20,667	0.37
	Sale on 08.01.2016	(6,065)	(0.11)	14,602	0.26
	At the End of the Year			14,602	0.26
5	Mr. Anil Kumar Bansal Jt: Mrs. Manju Bansal				
	At the Beginning of year	22,973	0.40	22,973	0.40
	Sale on 28.08.2015 *	(22,973)	(0.40)	-	-
	At the End of the Year			-	-
6	Mr. R P Bansal Jt: Mrs. Saroj Bansal				
	At the Beginning of year	287,808	5.16	287,808	5.16
	Sale on 28.08.2015 *	(251,434)	(4.51)	36,374	0.65
	At the End of the Year			36,374	0.65

Contd...

(iii) Change in Promoters' Shareholding

Sl No.	Name of the Shareholder	Share holding at the beginning of the year		Cumulative Share holding during the year	
		No. of Shares	% of total shares of the Company	No of shares	% of total shares of the Company
7	Mr. Devakar Bansal				
	At the Beginning of year	242,416	4.35	242,416	4.35
	Purchase on 04.09.2015 *	301,749	5.41	544,165	9.76
	At the End of the Year			544,165	9.76
8	Mrs. Neelam Bansal				
	At the Beginning of year	309,849	5.56	309,849	5.56
	Purchase on 04.09.2015 *	383,943	6.88	693,792	12.44
	At the End of the Year			693,792	12.44
9	Mrs. Saroj Bansal				
	At the Beginning of the Year	101,574	1.82	101,574	1.82
	Sale on 28.08.2015 *	(101,574)	(1.82)	-	-
	At the End of the Year			-	-
10	Mr. Ashish Bansal				
	At the Beginning of the Year	389,063	6.98	389,063	6.98
	Sale on 28-Aug-2015 *	(295,677)	(5.30)	93,386	1.68
	Sale on 13-Nov-2015	(1,520)	(0.03)	91,866	1.65
	Sale on 20-Nov-2015	(4,688)	(0.08)	87,178	1.57
	Sale on 27-Nov-2015	(3,320)	(0.06)	83,858	1.51
	Sale on 04-Dec-2015	(3,224)	(0.06)	80,634	1.45
	Sale on 11-Dec-2015	(3,324)	(0.06)	77,310	1.39
	Sale on 18-Dec-2015	(7,061)	(0.13)	70,249	1.26
	Sale on 25-Dec-2015	(1,863)	(0.03)	68,386	1.23
	Sale on 11-Mar-2016	(1,396)	(0.03)	66,990	1.20
	Sale on 25-Mar-2016	(16,614)	(0.30)	50,376	0.90
	Sale on 31-Mar-2016	(1,989)	(0.03)	48,387	0.87
	At the End of the Year			48,387	0.87
11	Mrs. Manju Bansal				
	At the Beginning of the Year	292,550	5.25	292,550	5.25
	Sale on 28.08.2015 *	(273,943)	(4.91)	18,607	0.34
	At the End of the Year			18,607	0.34
12	Mrs. Charu Bansal				
	At the Beginning of year	2,762	0.05	2,762	0.05
	Sale on 31.12.2015	(2,762)	(0.05)	-	-
	At the End of the Year			-	-

Contd...

(iii) Change in Promoters' Shareholding

Sl No.	Name of the Shareholder	Share holding at the beginning of the year		Cumulative Share holding during the year	
		No. of Shares	% of total shares of the Company	No of shares	% of total shares of the Company
13	Mr. Pawan Kumar Bansal				
	At the Beginning of year	123,290	2.21	123,290	2.21
	At the End of the Year			123,290	2.21
14	Mrs. Megha Choudhari				
	At the Beginning of year	1,640	0.03	1,640	0.03
	At the End of the Year			1,640	0.03
15	Mr. Sagar Bansal				
	At the Beginning of year	12	0.00	12	0.00
	At the End of the Year			12	0.00
16	Mr. Harsh Bansal				
	At the Beginning of year	12,512	0.22	12,512	0.22
	At the End of the Year			12,512	0.22
17	Dr. Padam C Bansal				
	At the Beginning of year	212,813	3.82	212,813	3.82
	At the End of the Year			212,813	3.82

* The Increase/Decrease in the Shareholding of the Promoters is due to inter-se transfer

(iv) Shareholding Pattern of top ten Shareholders as on 31.03.2016 (Other than Directors, Promoters and Holders of GDRs and ADRs)

Sl No.	Name of the Shareholder	Share holding at the beginning of the year		Cumulative Share holding during the year	
		No. of Shares	% of total shares of the Company	No of shares	% of total shares of the Company
1	Mr. Lukman Munavar Patel				
	At the Beginning of the Year	8,500	0.15	8,500	0.15
	Purchase on 17.07.2015	31,500	0.56	40,000	0.71
	Purchase on 31.07.2015	200	0.00	40,200	0.71
	Purchase on 14.08.2015	14,233	0.26	54,433	0.97
	Purchase on 04.09.2015	25,567	0.46	80,000	1.43
	Purchase on 11.09.2015	6,521	0.12	86,521	1.55
	Purchase on 18.09.2015	8,479	0.15	95,000	1.70
	Purchase on 30.10.2015	55,000	0.99	150,000	2.69
	Purchase on 20.11.2015	100	0.00	150,100	2.69
	Purchase on 18.12.2015	40,680	0.73	190,780	3.42

Contd...

(iv) Shareholding Pattern of top ten Shareholders as on 31.03.2016 (Other than Directors, Promoters and Holders of GDRs and ADRs)

Sl No.	Name of the Shareholder	Share holding at the beginning of the year		Cumulative Share holding during the year	
		No. of Shares	% of total shares of the Company	No of shares	% of total shares of the Company
	Purchase on 25.12.2015	14,069	0.25	204,849	3.67
	Purchase on 31.12.2015	1,881	0.04	206,730	3.71
	Purchase on 08.01.2016	11	0.00	206,741	3.71
	Purchase on 22.01.2016	1,330	0.02	208,071	3.73
	Purchase on 29.01.2016	3	0.00	208,074	3.73
	Purchase on 05.02.2016	92	0.00	208,166	3.73
	Purchase on 12.02.2016	3	0.00	208,169	3.73
	Purchase on 26.02.2016	5,597	0.10	213,766	3.83
	Purchase on 04.03.2016	170	0.00	213,936	3.83
	Purchase on 18.03.2016	5,441	0.10	219,377	3.93
	Purchase on 25.03.2016	2,868	0.05	222,245	3.99
	Purchase on 31.03.2016	4,575	0.08	226,820	4.07
	At the End of the Year			226,820	4.07
2	Mr. Sabyasachi Ghosh				
	At the Beginning of the Year	-	-	-	-
	Purchase on 10.07.2015	14,475	0.26	14,475	0.26
	Purchase on 17.07.2015	43,364	0.78	57,839	1.04
	Purchase on 24.07.2015	59,335	1.06	117,174	2.10
	Purchase on 31.07.2015	7,474	0.13	124,648	2.23
	Purchase on 15.01.2016	2,335	0.04	126,983	2.27
	Purchase on 22.01.2016	2,000	0.04	128,983	2.31
	Purchase on 05.02.2016	47	0.00	129,030	2.31
	Purchase on 31.03.2016	200	0.00	129,230	2.32
	At the End of the Year			129,230	2.32
3	Ms. Sangeetha S				
	At the Beginning of year	107,145	1.92	107,145	1.92
	At the End of the Year			107,145	1.92
4	Ms. Asha Ramesh Tolat				
	At the Beginning of year	33,308	0.60	33,308	0.60
	At the End of the Year			33,308	0.60
5	Ms. Sathya S				
	At the Beginning of year	32,795	0.59	32,795	0.59
	At the End of the Year			32,795	0.59

Contd...

(iv) Shareholding Pattern of top ten Shareholders as on 31.03.2016 (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
6	Mr. Ramesh Shantilal Tolat				
	At the Beginning of year	31,564	0.57	31,564	0.57
	At the End of the Year			31,564	0.57
7	Mr. Shyamsundar Gupta				
	At the Beginning of year	27,743	0.50	27,743	0.50
	At the End of the Year			27,743	0.50
8	Mr. J K Chowdhry				
	At the Beginning of the Year	501	0.01	501	0.01
	Purchase on 30.06.2015	1,000	0.02	1,501	0.03
	Purchase on 10.07.2015	11,863	0.21	13,364	0.24
	Sale on 17.07.2015	(10,863)	(0.20)	2,501	0.04
	Purchase on 24.07.2015	1,500	0.03	4,001	0.07
	Purchase on 31.07.2015	12,077	0.22	16,078	0.29
	Purchase on 07.08.2015	1,855	0.03	17,933	0.32
	Purchase on 14.08.2015	8,000	0.14	25,933	0.46
	Sale on 28.08.2015	(5,058)	(0.09)	20,875	0.37
	Sale on 06.11.2015	(10,650)	(0.19)	10,225	0.18
	Purchase on 15.01.2016	693	0.02	10,918	0.20
	Purchase on 22.01.2016	2,500	0.04	13,418	0.24
	Purchase on 05.02.2016	1,005	0.02	14,423	0.26
	Purchase on 12.02.2016	3,899	0.07	18,322	0.33
	Purchase on 19.02.2016	5,032	0.09	23,354	0.42
	Purchase on 31.03.2016	3,613	0.06	26,967	0.48
	At the End of the Year			26,967	0.48
9	Mr. Rajendra Rajaram Dhole				
	At the Beginning of the Year	-	-	-	-
	Purchase on 24.07.2015	15,000	0.27	15,000	0.27
	Purchase on 14.08.2015	5,000	0.09	20,000	0.36
	Purchase on 21.08.2015	4,000	0.07	24,000	0.43
	At the End of the Year			24,000	0.43
10	Ms. Savitha S				
	At the Beginning of year	22,265	0.40	22,265	0.40
	At the End of the Year			22,265	0.40

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

(v) Shareholding of Directors and Key Managerial Personnel

Sl No.	Name of the Shareholder	Share holding at the beginning of the Year		Cumulative Share holding during the year	
		No. of Shares	% of total shares of the Company	No of shares	% of total shares of the Company
1	Mr. Devakar Bansal				
	At the Beginning of year	242,416	4.35	242,416	4.35
	Purchase on 04.09.2015	301,749	5.41	544,165	9.76
	At the End of the Year	-	-	544,165	9.76
2	Mr. Sunil Kumar Bansal				
	At the Beginning of year	239,873	4.30	239,873	4.30
	Purchase on 04.09.2015	281,858	5.06	521,731	9.36
	At the End of the Year	-	-	521,731	9.36
3	Dr. Padam C Bansal				
	At the Beginning of year	212,813	3.82	212,813	3.82
	At the End of the Year			212,813	3.82
4	Mr. Y V Raman				
	At the Beginning of year	564	0.01	564	0.01
	At the End of the Year			564	0.01
5	Mr. Harish Kumar Lohia				
	At the Beginning of year	-	-	-	-
	Purchase on 21.08.2015	522	0.01	522	0.01
	At the End of the Year			522	0.01
6	Mr. N. Ravichandran				
	At the Beginning of year	4,067	0.07	4,067	0.07
	At the End of the Year			4,067	0.07

Mr. D. P. Venkataraman, Mrs. Indra Somani and Mr. Aashish Kumar K Jain did not hold any shares during the year 2015 - 16.

V. INDEBTEDNESS

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

(Rs. In Lakhs)

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	3,069.45	527.88	-	3,597.33
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	35.10	-	35.10
TOTAL (i+ii+iii)	3,069.45	562.98	-	3,632.43
Change in Indebtedness during the financial year				
Addition	622.15	264.07	-	886.22
Reduction	65.37	-	-	65.37
Net Change	556.78	264.07	-	820.85
Indebtedness at the end of the financial year				
i) Principal Amount	3,626.23	747.03	-	4,373.26
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	80.02	-	80.02
TOTAL (i+ii+iii)	3,626.23	827.05	-	4,453.28

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

(Rs. In Lakhs)

Sl.No	Particulars of Remuneration	Name of the MD/WTD/Manager			Total Amount
		Mr. Devakar Bansal Managing Director	Mr. Sunil Kumar Bansal Jt. Managing Director	Mr. Y V Raman Whole Time Director	
1	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961.	33.00	33.00	13.46	79.46
	(b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961	0.61	3.73	0.62	4.96
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	-	-	-	-
2	Stock Option	-	-	-	-
3	Sweat Equity	-	-	-	-
4	Commission				
	- as % of Profit	-	-	-	-
	- Others (specify)	-	-	-	-
5	Others (Company's Contribution to PF)	2.52	2.52	-	5.04
	Total (A)	36.13	39.25	14.08	89.46
	Ceiling as per the Act				

B. Remuneration to other directors:

(Rs. In Lakhs)

Sl.No	Particulars of Remuneration	Name of the Directors			Total Amount
1	Independent Directors	Mr. D P Venkataraman	Mr. Harish Kumar Lohia	Mrs. Indra Somani	
	(a) Fee for attending Board/ Committee Meetings	0.25	0.15	0.10	0.50
	(b) Commission	-	-	-	-
	(c) Others, please specify	-	-	-	-
	TOTAL (B)	0.25	0.15	0.10	0.50
	Total Managerial Remuneration				89.96
	Overall Ceiling as per the Act[^]				

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

Dr.Padam C Bansal, Non-Executive Director did not draw any remuneration during the financial year 2015 - 16.

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.	6.88	9.64	16.52
	(b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961	0	0.61	0.61
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	0	0	0
2	Stock Option	0	0	0
3	Sweat Equity	0	0	0
4	Commission			
	- as % of profit	0	0	0
	- Others, specify	0	0	0
5	Others (Company's Contribution to PF)	0.22	0	0.22
	TOTAL	7.10	10.25	17.35

Mr. Devakar Bansal and Mr. Sunil Kumar Bansal have been appointed as Key Managerial Personnel under Section 203 of the Companies Act, 2013. For details of their remuneration, please refer table VI(A) above.

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, if any, during the year.

FORM NO. AOC-2

(Pursuant to Clause (h) of sub-section (3) of Section 134 of the Act and Rule 8 (2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts/arrangements entered into by the Company with related parties referred to in sub-section (1) of Section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto

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

All related party transactions that were entered into during the financial year 2015-16 were on an arm's length basis.

2. Details of material contracts or arrangements or transactions at arm's length basis

Sl. No	Name of the related party and nature of relationship	Nature of Transaction	Transaction Value (Rs. In Lakhs)	Salient Terms of Contracts/ Arrangements/ Transactions	Duration of the Transaction
1	M/s. Ardee Industries P Ltd, Associated Concern	Sale of Goods	15.60	Buying and selling of raw materials and finished goods and availing/ rendering of services including services of job work.	April 2015- March 2016
		Conversion Charges Paid	26.08		
2	M/s. Bansal Chemicals (India), Associated Concern	Purchase of Goods	387.06		April 2015- March 2016
		Sale of Goods	620.00		
		Selling & Distribution Expenses	18.97		
3	M/s. Bansal Metallic Oxides, Associated Concern	Rent Received	2.16		April 2015- March 2016
		Sale of Goods	111.51		
4	M/s. Pandy Oxides & Chemicals Limited Associated Concern	Conversion Charges Paid	119.57		April 2015- March 2016
		Purchase of Goods	49.19		
		Sale of Goods	106.80		
5	Mr. Harsh Bansal, Relative of Director	Conversion Charges Received	13.92	—	April 2015 - March 2016
		Remuneration	6.10		

Notes:

- The related party transactions mentioned above are not material transactions as per the policy on related party transactions of the Company framed under Regulation 23 of SEBI Listing Regulations and limits prescribed under Section 188 of the Companies Act, 2013 read with rules made thereunder.
- Appropriate approvals have been taken for related party transactions. Advances paid have been adjusted against billings, wherever applicable.
- All transactions entered into with related parties are in the ordinary course of business except for the rent received from M/s. Bansal Chemicals (India). Approval of the Board and Audit Committee has been obtained for the said transaction.
- As per the provisions of Section 2(76)(v) of the Companies Act, 2013, M/s. Pandy Oxides & Chemicals Limited was a related party upto April 6, 2015. However the transactions with the said related party has been reported for the whole year.

For POCL Enterprises Limited

Place : Chennai
Date : May 26, 2016

Devakar Bansal
Managing Director
DIN: 00232565

Sunil Kumar Bansal
Joint Managing Director
DIN: 00232617

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

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

SN	Name of the Director	Remuneration (Rs. In Lakhs)	Ratio to median remuneration of the employees	% increase in Remuneration
1.	Mr. Devakar Bansal, Managing Director	36.13	22.88 : 1	10.64
2.	Mr. Sunil Kumar Bansal, Joint Managing Director	39.25	24.85 : 1	10.89
3.	Mr. Y. V. Raman, Whole Time Director	14.08	8.91 : 1	42.06
4.	Mr. N. Ravichandran, Chief Financial Officer	10.25	-	NA*
5.	Mr. Aashish Kumar K Jain, Company Secretary	7.10	-	48.76

** Mr. N. Ravichandran was appointed w.e.f April 1, 2015, therefore, increase in his remuneration could not be provided.*

The Independent Directors were paid sitting fees for attending the Meetings of the Board of Directors of the Company, which is not considered as remuneration.

- 2. The percentage increase in the median remuneration of employees in the financial year**
The percentage increase in median remuneration of the employees was 15.05%.
- 3. The number of permanent employees on the rolls of Company**
The number of permanent employees on the rolls of the Company as at March 31, 2016 is 247.
- 4. The explanation on the relationship between average increase in remuneration and company performance**
The turnover of the Company for the year 2015 – 16 was Rs. 20,337.80 Lakhs, reflecting an increase of 25.37% over the previous year. The profit before tax for the year 2015 – 16 amounted to Rs. 322.51 Lakhs as compared to the previous year of Rs. 251.73 Lakhs. The average increase in the remuneration of the employees effected during the year 2015 – 16 is based on the individual performance and the performance of the Company for the year 2014 – 15.
- 5. Comparison of the remuneration of the Key Managerial Personnel against the performance of the Company**
The turnover of the Company for the year 2015 – 16 was Rs. 20,337.80 Lakhs, reflecting an increase of 25.37% over the previous year. The aggregate remuneration of Key Managerial Personnel for the year 2015-16 amounted to Rs. 92.73 Lakhs constituting 0.45% of the total revenue.

6. Variations in the market capitalisation of the Company and price earnings ratio as at the closing date of the current financial year and previous financial year

Particulars	March 31, 2016	March 31, 2015	% Change
Market Capitalisation (Rs. In Lakhs)	1516.67	NA*	NA*
Price Earnings Ratio (in times)	7.20	NA*	NA*

* The Company is listed w.e.f. June 25, 2015 and hence the variations in market capitalisation and Price Earnings Ratio could not be provided.

7. Percentage increase over decrease in the market quotations of the shares of the company in comparison to the rate at which the company came out with the last public offer

The Company is listed on Bombay Stock Exchange pursuant to the Scheme of Arrangement (Demerger) with M/s. Pondy Oxides and Chemicals Limited. The trading in the shares of the Company started at Rs. 38/- per share from June 25, 2015. The Company has not made any public offer in the past. The market price of equity share of the Company as at March 31, 2016 was Rs. 27.20/- (closing price). When compared the closing price with listing price, the market price of the company has decreased by 28.42%. However, as on the date of signing of this report the closing market price of the Company's shares stood at Rs. 38.45/-.

8. Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration

The average annual increase in the salaries of employees other than the managerial personnel during the last financial year was around 15%, as compared to increase in managerial remuneration of 21%. The increment given to each individual employee is based on the employees' potential, experience, contribution to the Company's progress over a period of time and also industry trend.

9. Comparison of each remuneration of the Key Managerial Personnel against the performance of the Company

The turnover of the Company for the year 2015 – 16 stood at Rs. 20,337.80 Lakhs, reflecting an increase of 25.37% over the previous year.

SN	Name of the KMP	Remuneration for the year 2015 - 16	Remuneration of KMP as a % of Revenue
1.	Mr. Devakar Bansal, Managing Director	36.13	0.18
2.	Mr. Sunil Kumar Bansal, Joint Managing Director	39.25	0.19
3.	Mr. N. Ravichandran, Chief Financial Officer	10.25	0.05
4.	Mr. Aashish Kumar K Jain, Company Secretary	7.10	0.03

10. The key parameters for any variable component of remuneration availed by the directors.

Besides the monthly remuneration to the Managing Director(s), Whole Time Director, the Company reimburses house maintenance charges, medical expenses, communication expenses, utility expenses,

books and periodicals expenses on actual basis which are treated as perquisites. The total value of perquisites including other fixed allowances does not exceed the amount of annual salary of the respective Directors. There is no other variable component availed by directors.

11. The ratio of remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year.

The highest paid Director are the Managing Director and Joint Managing Director. No employee has received remuneration in excess of the Managing Director or Joint Managing Director during the year.

12. Affirmation that the remuneration is as per the Remuneration Policy of the Company.

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

13. Particulars of Employees as prescribed under Rule 5(2) & 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

None of the employee was in receipt of remuneration in excess of the ceiling prescribed under the said rule.

For **POCL Enterprises Limited**

Place : Chennai
Date : May 26, 2016

Devakar Bansal
Managing Director
DIN: 00232565

Sunil Kumar Bansal
Joint Managing Director
DIN: 00232617

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

Global economic recovery was inconsistent across geographies and major industries, such as metal and power sectors had to cope with multiple challenges. Three key transitions continued to influence the global outlook:

1. The gradual slowdown and rebalancing of economic activity in China.
2. Lower prices for energy and other commodities, and
3. A gradual tightening in monetary policy in the United States in the context of a resilient U.S. recovery as several other major advanced economy central banks continue to ease monetary policy.

Global growth, was at 3.1 percent in 2015, is projected at 3.4 percent in 2016 and 3.6 percent in 2017.

Against the backdrop of uncertainties, India remained a bright spot in the global landscape. The country's economic fundamentals are sound, and the Government is determined to remove impediments to economic development.

India has emerged as the fastest growing major economy in the world as per the Central Statistics Organization (CSO) and International Monetary Fund (IMF). India's growth story remained credible during the year despite a general global slowdown. Renewed industrial activity, sustained low crude oil prices, favorable business sentiments, easing interest rates have spurred the economic growth.

The country registered robust growth GDP of 7.3% in 2015 despite a sluggish monsoon. The improvement was attributed to macro-economic parameters like inflation, fiscal deficit and current account balance. The manufacturing sector was an important growth contributor.

Currently, the manufacturing sector in India contributes over 15 per cent of the GDP. The Government of India, under the "Make in India" initiative, is trying to give boost to the contribution made by the manufacturing sector and aims to take it up to 25 per cent of the GDP.

According to the Economic Survey 2015-16, the Indian economy will continue to grow more than 7 per cent in 2016-17. While still short of the 8% growth that India needs to achieve, on a steady state basis, this will be a creditable achievement given the muted global economic scenario.

The slowdown and rebalancing of the Chinese economy, lower commodity prices, and strains in some large emerging market economies will continue to weigh on growth prospects in 2016-17.

INDUSTRY STRUCTURE, DEVELOPMENTS AND OUTLOOK

Zinc

Zinc has impressive growth in production and consumption. Although zinc has a large number of applications, 2/3rd is being used for coating and galvanizing. The oxides market is just 5% and is for a huge growth with automobile tyre companies expanding their capacities.

The demand for zinc was steady during the year. According to Wood Mackenzie report, closure of Lisheen and Century mines will remove about 6.75 Lakhs tonnes of annual zinc production from the market.

Zinc prices showed high degree of resilience during the first quarter of the year owing to better fundamentals. However, the strengthening of US Dollar and concerns over slowdown in Chinese economy triggered a collapse

in the commodity market with zinc prices falling to their lowest since 2009 during the period from November, 2015 to January, 2016. Zinc prices collapsed to the level of \$1,500-\$1,600 per MT. However, prices have again started trending up in-line with fundamentals.

The global demand is expected to grow at a steady pace of 2-3% per annum, while domestic demand is expected to grow at 6-7% per annum.

While the Chinese economy is on a downtrend, zinc demand continues to grow in Asia, including China, although at a slower pace than projected earlier. China remains the most important factor in zinc consumption constituting 47% of global demand even as some of the world's largest zinc consuming economies, like European Union and the US, have seen improved growth in zinc demand. The market expectation is that this trend will continue in the current year as well.

Lead

Despite the commodity market facing headwinds from demand glut, lead market was balanced with modest demand growth and lead prices depreciating the least amongst base metals complex in 2015. The lead demand is forecasted to grow at 2-3% per annum in the long run. The market is anticipated to move into deficit in the coming two years due to an undersupply of mined metal.

Over 120 mines producing in 2015 are expected to close over the period of 2015-2035, removing 1.9 million MT of lead supply. The closure of Century could take 60,000 tonnes of lead mined metal out of the market and Lisheen around 23,000 tonnes. Combined with the likelihood that low lead prices reduce the availability of scrap metal suggests that both primary and secondary supply will tighten in the months ahead. Higher lead prices are however likely to prompt a pick-up in scrap supply, which in turn will boost secondary supply capping any significant upside potential. While demand is expected to remain sluggish, mine supply is projected to grow at an even slower rate, potentially resulting in firmer prices. Over the longer term, pollution concerns in China are likely to boost the market share of electric cars & e-bikes and thus batteries.

India's growing telecoms industry and on-going infrastructure development will support industrial battery demand. India has the second largest number of mobile subscribers in the world after China and is currently ranked sixth in global vehicle production.

Like all other industry sectors, the Lead industry in India has come a long way, with a commendable performance and creditable achievements. India used to be largely import -dependent for Lead in the sixties and seventies. Today, India is a very significant producer of recycled Lead, purely from the huge domestic generation of used Lead Acid Batteries.

PVC Stabilisers

Pipes and fittings account for 70% of PVC consumption in India. The demand for pipes and fittings is seasonal and depends on weather conditions as it is widely used in construction and agriculture. Rigid pipes accounts for 85% of all pipes. Due to greater emphasis on improving rural water supplies and agriculture irrigational projects, the demand for PVC pipes is set to grow. PVC profiles for door and window frames are developing as environmental concerns over deforestation is leading to discouragement for use of wood. Wires and cables account for 5% of PVC consumption and is driven by investment in infrastructure and construction projects. Other applications include medical products like blood bags and tubing, consumer goods like footwear, toys and flooring. Consumption of PVC is set to grow at close to 6% during the next two years.

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.

POEL suffers from threats like currency fluctuations as the Company has significant FOREX exposure. The

Company deals in non-ferrous metals, prices of which are highly volatile. Lead and Zinc being commodity metal, volatility is the order of the day. The Company has put in place proper hedging mechanism as a safeguard against the volatility risk.

RISKS AND CONCERNS

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

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

Raw material availability and commodity price fluctuation also remains an area of challenge. Your Company is in the business of non-ferrous metals which are subjected to market volatility. This volatility can create deep pockets either ways. The Management has adequate expertise and experience to oversee volatility in metal prices by different hedging mechanism.

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

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

FINANCIAL REVIEW

During the year under review, the overall performance of the Company was good. Brief highlights on the financial and operations for the year 2015-16 is summarised below:

- Revenue from Operations of the Company increased by 25% over the previous year. The Company crossed Rs. 200 Crores turnover during the year 2015-16. This was mainly on account of metal segment.
- The company earned other income of Rs. 53.91 Lakhs which was mainly on account of interest on bank deposits.
- Export Performance of the Company was doubled during the year. Total export sales during the year 2015 - 16 was Rs. 4133.77 Lakhs as against Rs. 1853.18 Lakhs in the previous year. This reflects better global presence of POEL.
- Major expenditure is accounted towards material cost. The material cost of the Company has increased from 82.20% to 83.83% on its turnover. Volatility in FOREX has also contributed to the increase in cost.
- Employee cost is up by 27.17% predominantly reflecting the full year impact of increments, salary revisions for executives and increase in workforce.
- Finance Cost have remained at almost same level from Rs. 359.38 Lakhs for the year 2014 -15 to Rs. 355.50 Lakhs for the year 2015 – 16 even with increased turnover reflecting better working capital management and cash flows.
- Depreciation Cost has reduced to Rs. 78.77 Lakhs in the current year as against Rs. 98.18 Lakhs in the previous year.
- Other expenses contained at 9.54% of revenue from operations in the current year as against 10.57% in the last year.
- Total shareholders' funds as at March 31, 2016 after providing for dividend stood at Rs. 1,538.15 Lakhs.

- During the year, your Company incurred Rs. 441 Lakhs towards capital expenditure, predominantly towards increase in capacity, expansion and modernization.
- Net Current Assets decreased from Rs. 907 Lakhs in the previous year to Rs. 762 Lakhs in the current year. This is mainly on account of full utilization of working capital by the Company on account of increase in turnover.
- Your Company generated profits post taxes of Rs. 211.05 Lakhs as compared to Rs. 149.19 Lakhs generated last year.
- Earnings per share increased from Rs. 2.68/- to Rs. 3.78/-
- The Board of Directors have recommended a dividend of Re. 1/- per equity share of Rs. 10/- each (10%) for the financial year 2015-16.

The performance in 2015-16 has been better compared to previous year 2014-15. The Company has set better performance targets for itself for the year 2016-17.

SEGMENT-WISE PERFORMANCE

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

(Rs. In Lakhs)

Sl.No	Segments	Turnover	Profit/(Loss) before Finance Cost and Tax
1.	Metal	2663.87	(44.39)
2.	Metallic Oxides	12954.03	497.45
3.	Plastic Additives	5186.75	425.76

Metallic Oxides Segment have contributed almost 64% of the turnover of the Company and generated a profit of 3.84% on its turnover. The Plastic Additives business contributes 8.20% of the profit on its turnover and remains to be the most profitable segment for the Company. Your Company's business in Metal Segment has also kick started. The Company achieved a turnover of Rs. 2,664 Lakhs in metal segment.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

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

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

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

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

MATERIAL DEVELOPMENT IN HUMAN RESOURCES / INDUSTRIAL RELATIONS

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

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

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

The Company had 247 permanent work force on its rolls as on March 31, 2016. Industrial relations continued to remain cordial and harmonious during the year.

CAUTIONARY STATEMENT

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

For **POCL Enterprises Limited**

Place : Chennai
Date : May 26, 2016

Devakar Bansal
Managing Director
DIN: 00232565

Sunil Kumar Bansal
Joint Managing Director
DIN: 00232617

REPORT ON CORPORATE GOVERNANCE

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

I. POEL GOVERNANCE PHILOSOPHY

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

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

We aim to achieve highest level of transparency and accountability. We conduct our business and operations with equity and ethics and without compromising on compliances with laws and regulations.

POEL believes that Corporate Governance is a journey. Sound corporate governance system strengthens investors' trust and confidence which is of utmost importance for a business.

We assure that we will continue our efforts in raising the standards in corporate governance and will also review our systems and procedures constantly to keep pace with the changing economic environment.

Pursuant to Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") the Company has executed fresh Listing Agreement with BSE Limited.

The Company is in compliance with the requirements stipulated under Clause 49 of the Listing Agreement and Regulation 17 to 27 read with Schedule V and clauses (b) to (i) of sub-regulation (2) of regulation 46 of SEBI Listing Regulations, as applicable, with regard to corporate governance.

II. BOARD OF DIRECTORS

A. Board Composition and Category of Directors

- i. The Board of Directors is the body constituted by the shareholders for overseeing the Company's overall functioning. The Company's policy is to maintain optimum combination of Executive and Non-Executive Directors so as to maintain the independence of the Board.
- ii. As on March 31, 2016, the Company's Board consists of seven directors having considerable experience in their respective fields. The Composition of the Board is in conformity with Regulation 17 of SEBI Listing Regulations and as per the provisions of Companies Act, 2013.
- iii. None of the Directors on the Board hold directorships in more than ten public companies. Further none of them is a member of more than ten committees or chairman of more than five committees across all the public companies in which he/she is a Director.
- iv. Independent Directors of the Company have confirmed that they meet the criteria as mentioned under Regulation 16(1)(b) of the SEBI Listing Regulations and Section 149(6) of the Companies Act, 2013.

Category	Name of Directors
Promoter Director	Dr. Padam C Bansal Chairman & Non-Executive Director
	Mr. Devakar Bansal Managing Director
	Mr. Sunil Kumar Bansal Joint Managing Director
Executive Director	Mr. Y V Raman Whole Time Director
Independent Directors	Mr. D P Venkataraman Mr. Harish Kumar Lohia Mrs. Indra Somani

Dr. Padam C Bansal, Mr. Devakar Bansal and Mr. Sunil Kumar Bansal are brothers. None of the other directors are related to any other director on the Board.

B. Board Meetings

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

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

Date	Board Strength	No. of Directors Present
May 29, 2015	7	5
July 29, 2015	7	6
September 07, 2015	7	5
November 06, 2015	7	5
February 12, 2016	7	5

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 2015-16		Number of Directorships as on 31-03-2016	No. of Membership(s)/ Chairmanship(s) of Board Committee in Companies as on 31-03-2016	
	Board Meeting	Last AGM		Chairman	Member
Mr. Devakar Bansal	5	Yes	—	—	2
Mr. Sunil Kumar Bansal	5	Yes	—	—	—
Dr. Padam C Bansal	1	Yes	—	—	—
Mr. Y V Raman	5	Yes	—	—	—
Mr. D P Venkataraman	5	Yes	—	2	—
Mr. Harish Kumar Lohia	3	Yes	—	—	2
Mrs. Indra Somani*	2	Yes	—	—	2

* Inducted as a member in Audit Committee, Nomination & Remuneration Committee and Stakeholders Relationship Committee with effect from February 12, 2016.

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

D. Details of equity shares held by the Non – Executive Directors as on March 31, 2016

Name of the Director	Category	No of equity shares held as on 31.03.2016
Dr. Padam C Bansal	Non – Executive Director	2,12,813
Mr. D. P. Venkataraman	Independent Director	—
Mr. Harish Kumar Lohia	Independent Director	522
Mrs. Indra Somani	Independent Director	—

The Company has not issued any Convertible Instruments

E. MEETING OF INDEPENDENT DIRECTORS

During the year under review, Independent Directors met on March 21, 2016 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 Management and the Board. 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 operate, 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 (<http://poel.in/investors.html#invstr>). Formal letter of appointments have been issued to the Independent Directors and the same is also hosted on the website of the Company.

III. AUDIT COMMITTEE

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

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

The Company has a qualified and Independent Audit Committee comprising of Executive and Non-Executive/ 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 the 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 and performance, and effectiveness of audit process.

- ✓ Reviewing, with the management, the performance of statutory auditors and internal auditors, and adequacy of internal control systems.
- ✓ Formulating the scope, functioning, periodicity and methodology for conducting internal audit.
- ✓ To review the functioning of the Whistle Blower Mechanism.
- ✓ Approval of appointment of Chief Financial Officer after assessing qualifications, experience and background, etc. of the candidate.
- ✓ Scrutiny of inter-corporate loans and investments
- ✓ Evaluation of internal financial controls and risk management systems

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

Composition and Attendance

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

Name of the Director	Category	No of Meetings during the Financial Year 2015 – 16	
		Held	Attended
Mr. D P Venkataraman	Independent Director - Chairman	5	5
Mr. Harish Kumar Lohia	Independent Director - Member	5	3
Mr. Devakar Bansal	Managing Director - Member	5	5
Mrs. Indra Somani *	Independent Director - Member	5	NA *

** Inducted as a member with effect from February 12, 2016*

The Audit Committee met five times during the year on May 29, 2015, July 29, 2015, September 7, 2015, November 6, 2015 and February 12, 2016. The necessary quorum was present for all the meetings. The gap between two meetings did not exceed 120 days.

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

Mr. D. P. Venkataraman, Chairman of the Audit Committee was present at the 27th Annual General Meeting held on September 4, 2015 to answer the shareholders queries.

IV. NOMINATION AND REMUNERATION COMMITTEE

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

Terms of Reference in brief

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

Composition and Attendance

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

Name of the Director	Category	No of Meetings during the Financial Year 2015 – 16	
		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	—
Mrs. Indra Somani *	Independent Director - Member	2	1

* Inducted as a member with effect from February 12, 2016

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

During the year under review, the Committee met twice on July 29, 2015 and March 21, 2016.

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 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 related party transactions and assuring that the same are in the interest of the Company.

Remuneration Policy

The policy of the Company on directors' appointment and remuneration, including criteria for determining qualifications, positive attributes, independence of a director and other matters, as required under Section 178(3) of the Companies Act, 2013, can be viewed on the Company's website 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 Managing Directors and Whole Time Director. 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 Managing Directors and Whole Time Director during the financial year 2015-16 are as under:

(Rs. In Lakhs)

Name of the Director	Basic Salary	Perquisites and Allowances	Bonus	Company's Contribution to PF	Total
Mr Devakar Bansal	21.00	12.61	—	2.52	36.13
Mr Sunil Kumar Bansal	21.00	15.73	—	2.52	39.25
Mr Y V Raman	8.76	3.86	1.46	—	14.08

The above figure does not include provision for gratuity.

The remuneration to the above directors is paid as per the provisions of Schedule V to the Companies Act, 2013. The tenure of office of the Managing Directors and Whole Time Director is for a period of three years from the date of their respective appointments. There is no separate provision for payment of severance fees. The Company does not have any stock option scheme.

B. Remuneration to Non-Executive Directors

During the financial year 2015 – 16, Independent Directors were paid sitting fees at the rate 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	0.25
Mr. Harish Kumar Lohia	0.15
Mrs. Indra Somani	0.10

The payment of sittings fees to the Non-Executive Directors is within the limits as prescribed under Companies Act, 2013. The independent directors of the Company do not have any other pecuniary relationship or transactions with the Company.

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 investors' and shareholders' 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 2015 – 16	
		Held	Attended
Mr. D P Venkataraman	Independent Director – Chairman	1	1
Mr. Harish Kumar Lohia	Independent Director – Member	1	1
Mr. Devakar Bansal	Managing Director – Member	1	1
Mrs. Indra Somani*	Independent Director – Member	1	NA *

* Inducted as a member with effect from February 12, 2016

Mr. Aashish Kumar K Jain, Company Secretary acts as the Secretary to the Committee and is the Compliance Officer of the Company. One meeting of the Stakeholders Relationship Committee was held on February 12, 2016.

Details of Investor Complaints received and redressed during the year 2015 – 16 are as follows:

Complaints outstanding at the beginning of the year	Complaints received during the year	Complaints disposed off during the year	Complaints unsolved at the end year
0	2	2	0

VII. SHARE TRANSFER COMMITTEE

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

Terms of Reference in brief

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

Composition and Attendance

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

Name of the Director	Category	No of Meetings during the Financial Year 2015 – 16	
		Held	Attended
Mr. Devakar Bansal	Managing Director – Chairman	1	1
Mr. Sunil Kumar Bansal	Joint Managing Director – Member	1	1

Mr. Aashish Kumar K Jain, Company Secretary acts as the Secretary to the Committee. One meeting of the Share Transfer Committee was held on October 20, 2015.

VIII. RISK MANAGEMENT COMMITTEE

Risk Management Committee was constituted by the Board in their meeting held on January 12, 2015. Mr. Devakar Bansal and Mr. Sunil Kumar Bansal were the Chairman and Member of the Committee, respectively. In view of non-applicability of Regulation 21 of SEBI Listing Regulations, the Board of Directors of the Company resolved for the dissolution of the Committee with effect from February 12, 2016. No meeting of Committee held during the year. The risk management system and related framework is dealt by Board/Audit Committee.

IX. GENERAL BODY MEETINGS

Annual General Meeting

Year	Date	Time	Venue	Special Resolutions
2014-15	September 4, 2015	10.15 a.m.	Kasturi Srinivasan Hall (Mini Hall), Music Academy, 306, T.T.K Road, Chennai – 600 014	1. Appointment and fixing of remuneration of Mr. Devakar Bansal (DIN: 00232565), Managing Director 2. Appointment and fixing of remuneration of Mr. Sunil Kumar Bansal (DIN: 00232617), Joint Managing Director 3. Appointment and fixing of remuneration of Mr. Y V Raman (DIN: 00232762), Whole Time Director

2013-14	September 22, 2014	11.00 a.m.	KRM Centre, 4 th Floor, No. 2, Harrington Road, Chetpet, Chennai- 600 031	1. Increase in borrowing power u/s 180(1)(c)
				2. Related Party Transaction with M/s. Bansal Chemicals (India)
				3. Related Party Transaction with M/s. Bansal Metallic Oxides
				4. Related Party Transaction with M/s. Ardee Industries P Ltd
				5. Related Party Transaction with M/s. Pandy Oxides and Chemicals Limited
2012-13	August 26, 2013	11.00 a.m.		No special resolution was passed at the meeting

Other General Meetings

No Extra-Ordinary General Meeting was held during the year 2015 – 16.

Postal Ballot

No Postal Ballot was conducted during the year 2015-16.

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 a resolution through Postal Ballot.

Remote e-voting and ballot voting at the AGM

To allow the shareholders to vote on the resolutions proposed at the AGM, the Company has arranged for a remote e-voting facility. The Company has engaged CDSL to provide e-voting facility to all the members. Members whose names appear on the Register of Members as on August 26, 2016 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 already cast their vote by remote e-voting can exercise their vote at the AGM.

X. DISCLOSURES

A. Related Party Transactions

During the year under review, the Company has not entered into any transactions with related parties which are in conflict with the interest of the Company. Transactions with the related parties are disclosed in Note No. 36 of financial statements, forming part of this Annual Report.

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

B. Statutory Compliance, Penalties and Strictures

The Company has complied with the requirements of the Stock Exchange / Securities and Exchange Board of India/ statutory authorities on all matters relating to capital markets from the date of the listing. No penalty or strictures were imposed on the Company by these authorities.

C. Vigil Mechanism & Whistle Blower Policy

In compliance with Regulation 22 of the SEBI Listing Regulations, the Company has adopted the Whistle Blower Policy for Directors and employees to report their concerns relating to fraud, malpractice or any other activity or event which is against the interest of the Company. The existence of the vigil mechanism is appropriately communicated within the organization. No personnel of the Company have been denied access to the Chairman of the Audit Committee.

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

D. Compliance with Mandatory & Non-Mandatory Requirements

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

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

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

E. Code of Conduct

The members of the Board and senior management personnel have affirmed the compliance with POEL Code of Conduct during the year ended March 31, 2016. The annual report of the Company contains a certificate by the Managing Director in terms of SEBI Listing Regulations on the compliance declarations received from Board Members and Senior Management Personnel.

F. Auditors Certificate on Corporate Governance

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

XI. MEANS OF COMMUNICATION

The Company promptly reports all material information including declaration of quarterly financial results to the Stock Exchange. All disclosures and communications to the BSE are filed electronically through the designated portal.

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

The Company maintains a functional website www.poel.in. The website contains a separate dedicated section "Investors Desk" where all shareholders' information is made available.

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

XII. 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 28th Annual General Meeting of the Company will be held on Friday, September 2, 2016 at 10.15 a.m. at Kasturi Srinivasan Hall (Mini hall), Music Academy, 306, T.T.K Road, 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 August 27, 2016 to September 2, 2016 (both days inclusive).

Dividend Payment Date

The dividend, if declared shall be credited/paid on or after September 2, 2016 but before October 1, 2016.

Listing on Stock Exchange

Equity Shares of the Company are listed with effect from June 25, 2015 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

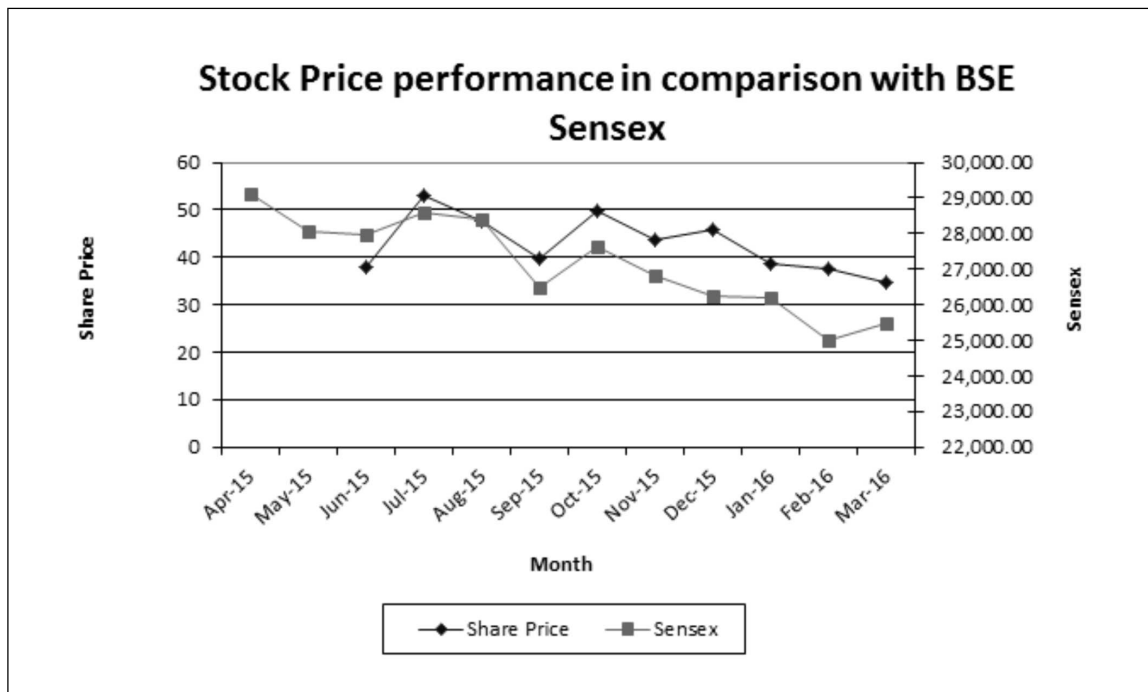
Annual Listing Fee for the financial year 2016-17 has been paid by the Company to BSE. Annual Custody fee for the financial year 2016-17 is also paid to NSDL and CDSL.

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, 2015	NA*	NA*	29094.61	26897.54
May, 2015	NA*	NA*	28071.16	26423.99
June, 2015	38.00	31.00	27968.75	26307.07
July, 2015	53.00	28.00	28578.33	27416.39
August, 2015	47.50	34.00	28417.59	25298.42
September, 2015	39.65	32.00	26471.82	24833.54
October, 2015	49.90	31.55	27618.14	26168.71
November, 2015	43.60	34.00	26824.30	25451.42
December, 2015	45.70	31.45	26256.42	24867.73
January, 2016	38.70	32.20	26197.27	23839.76
February, 2016	37.70	28.00	25002.32	22494.61
March, 2016	34.80	26.60	25479.62	23133.18

* The Company was listed on Bombay Stock Exchange with effect from June 25, 2015

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



Registrar and Share Transfer Agent

The Company's Registrar and Share Transfer Agent is M/s. Cameo Corporate Services Limited situated at Subramanian Building, No.1, Club House Road, Chennai – 600 002; Tel: 044-2846 0390; Fax: 044-2846 0129; Email: cameo@cameoindia.com; Website: www.cameoindia.com.

Share Transfer System

98.18% 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 Share Transfer Committee which approves the transfer and are also noted at subsequent Board Meeting.

Unclaimed Shares

Post the allotment of equity shares pursuant to demerger, necessary dispatch of share certificates and demat credits were made. Certain share certificates were returned and are lying in the custody of the Company. In terms of Regulation 39 of SEBI Listing Regulations, the Company reports that 10,515 equity shares belonging to 33 shareholders are lying unclaimed as on March 31, 2016. Two share certificates comprising of 126 shares in respect of two shareholders were claimed during the year.

Dematerialisation of shares and liquidity

The Company's shares are compulsorily traded in dematerialised form. As on March 31, 2016, 98.18% of the Company's equity share capital is held in dematerialised form. The ISIN of Company's Shares in demat form is INE035S01010. Entire Shareholding of the Promoters is held in Dematerialised form. The Equity Shares of the Company are traded in BSE and have good liquidity.

Mode of holding	Number of Shares held on March 31, 2016	% of total number of shares
NSDL	43,85,041	78.64
CDSL	10,89,364	19.54
Physical Form	1,01,587	1.82
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, 2016, the Company does not have any Outstanding GDRs/ADRs/Warrants or any Convertible Instruments.

Commodity price risk or foreign exchange risk and hedging activities

During the year 2015 – 16, the Company managed foreign exchange risk and hedged to the extent considered necessary.

The Company enters into forward contracts for hedging foreign exchange exposure against imports and exports. For the financial year 2015 – 16, the Company's export was Rs. 41.34 Crores against imports of Rs. 82.80 Crores. The export acts as natural hedge against import to that extent.

The Company is in the business of non-ferrous metals which are subjected to market volatility. This volatility can create deep pocket either ways. The Management has adequate expertise and experience to oversee the market volatility by different hedging mechanism.

Distribution of Shareholding as on March 31, 2016

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	17	26,56,064	47.63
(2)	Foreign	1	2,12,813	3.82
	Total Shareholding of Promoter & Promoter Group	18	28,68,877	51.45
(B)	Public Shareholding			
(1)	Institutions	-	-	-
(2)	Non-Institutions	7,381	27,07,115	48.55
	Total Public Shareholding	7,381	27,07,115	48.55
	Total	7,399	55,75,992	100.00

Distribution of Shareholding by Size as on March 31, 2016

No. of Shares held	Number of Shareholders	% of Total Shareholders	Number of Shares held	% of Total Shares held
Upto 500	6,592	89.09	7,22,629	12.96
501 - 1000	425	5.75	3,21,117	5.76
1001 - 2000	193	2.61	2,77,819	4.98
2001 - 3000	83	1.12	2,09,279	3.75
3001 - 4000	21	0.28	73,382	1.32
4001 - 5000	20	0.27	92,534	1.66
5001 - 10000	29	0.39	2,07,999	3.73
Above 10000	36	0.49	36,71,233	65.84
Total	7,399	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, Korakadu post, Puducherry-605 110
- **Zinc Refining Division [ZRD]**
G-47, SIDCO Industrial Estate, Kakkalur, Thiruvallur, Tamil Nadu-602 003
- **Alloying & Refining Division [ARD]**
B 19 & 20 SIDCO Industrial Estate, Maraimalai Nagar, Kancheepuram District, Tamil Nadu-603209
- **Trading Division**
A1, SIDCO Industrial Estate, Maraimalai Nagar, Kancheepuram District, Tamil Nadu-603209

Address for Correspondence

- Shareholders correspondence should be addressed to the Company's Registrar and Share Transfer Agents at the address mentioned above.
- Shareholders may also 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 exclusive e-mail id correlations@poel.in for quick responses and resolution to their queries and grievances.
- Shareholders holding shares in electronic mode should address all their correspondence to their respective Depository Participant.

XIII. CEO AND CFO CERTIFICATION

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

For **POCL Enterprises Limited**

Place : Chennai

Date : May 26, 2016

Devakar Bansal
Managing Director
DIN: 00232565

Sunil Kumar Bansal
Joint Managing Director
DIN: 00232617

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, 2016, as stipulated in Clause 49 of the Listing Agreement (“Listing Agreement”) of the Company with stock exchange and Chapter IV of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“SEBI Listing Regulations”), as applicable.

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.

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 the above mentioned Listing Agreement/SEBI Listing Regulations, as applicable.

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

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

Place : Chennai
Date : May 26, 2016

Jitesh Parmar
Partner
Membership No. 209233

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

I, Devakar Bansal, Managing Director of POCL Enterprises Limited, declare that all the members of the Board of Directors and Senior Management have affirmed compliance with the POEL Code of Conduct for the year ended March 31, 2016.

For **POCL Enterprises Limited**

Place : Chennai
Date : May 26, 2016

Devakar Bansal
Managing Director
DIN: 00232565

CEO/CFO CERTIFICATION

To,
The Board of Directors,
POCL Enterprises Limited.

Dear Members of the Board,

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

1. We have reviewed the Balance Sheet, Statement of Profit and Loss and Cash Flow Statement for the year ended March 31, 2016.;
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 26, 2016

N. Ravichandran
Chief Financial Officer

Devakar Bansal
Managing Director
DIN: 00232565

INDEPENDENT AUDITOR'S REPORT

**To the Members of
POCL ENTERPRISES LIMITED**

Report on the Financial Statements

We have audited the accompanying (Standalone) financial statements of **POCL ENTERPRISES LIMITED** ("the Company") which comprise of the Balance Sheet as at March 31, 2016, the Statement of Profit and Loss, Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these (Standalone) financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant

to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these (Standalone) financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the (Standalone) financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid (Standalone) financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2016, its Balance Sheet, Statement of Profit and Loss and Cash Flow Statement for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), as amended, issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "**Annexure A**" a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by section 143 (3) of the Act, we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b) In our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - c) The Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the books of account;
 - d) In our opinion, the aforesaid (Standalone) financial statements comply with the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - e) On the basis of written representations received from the directors as on March 31, 2016 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2016 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 Educations and Protection Fund by the Company.

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

Jitesh Parmar
Partner
Membership No. 209233

Place : Chennai
Date : May 26, 2016

ANNEXURE – A TO THE INDEPENDENT AUDITORS’ REPORT

The Annexure referred to in Independent Auditors’ Report to the members of the Company on the standalone financial statements for the year ended 31st March 2016, 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) In respect of its inventory:
 - (a) As explained to us, the inventories were physically verified during the year by the Management at reasonable intervals.
 - (b) In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventory followed by the Management were reasonable and adequate in relation to the size of the Company and the nature of its business.
 - (c) In our opinion and according to the information and explanations given to us, the Company has maintained proper records of its inventories and discrepancies noticed has been properly dealt within the Books of Accounts and were not material.
- (iii) The Company has not granted any loans, secured or unsecured to companies, firms, Limited Liability Partnership or other parties covered in the Register Maintained under Section 189 of the Act. Accordingly, the provisions of clause 3 (iii) (a) to (c) of the Order are not applicable to the Company and hence not commented upon.

- (iv) In our opinion and according to the information and explanations given to us, there are no loans, guarantees, investments and securities granted/provided in respect of which provisions of Section 185 and 186 of the Companies Act, 2013 are applicable and hence not commented upon.
- (v) In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits during the year. Therefore, the provisions of clause 3 (v) of the Companies (Auditor's Report) Order, 2016, are not applicable to the Company.
- (vi) We have broadly reviewed the cost records maintained by the Company, pursuant to the Companies (Cost Records and Audit) Rules, 2014, as amended and prescribed by the Central Government under sub-section (1) of Section 148 of the Companies Act, 2013, and are of the opinion that, prima facie, the prescribed cost records have been made and maintained. We have, however, not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.
- (vii) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted / accrued in the books of account in respect of undisputed statutory dues including provident fund, income-tax, sales tax, value added tax, duty of customs, service tax, cess and other material statutory dues have been regularly deposited during the year by the Company with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of the above were in arrears as at March 31, 2016 for a period of more than six months from the date on when they become payable.

(b) According to the information and explanations given to us, there are no dues of provident fund, income tax, sales tax, value added tax, duty of customs, service tax, cess and other material statutory dues on account of any disputes.
- (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, bank, Government or dues to debenture holders. There were no debenture holders at any time during the year.
- (ix) Based upon the Audit Procedure performed and the information and explanation given by the management, the Company has not raised money's by way of initial public offer or further public offer. As per the information and explanations provided by the Company, term loan was raised during the year and was applied for the purposes for which they were raised.
- (x) To the best of our knowledge and belief and according to the information and explanations given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.
- (xi) According to the information and explanations give to us and based on our examination of the records of the Company, the Company has paid / provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Act.
- (xii) In our opinion and according to the information and explanations given to us, the Company is not a Nidhi company. Accordingly, clause 3(xii) of the Order is not applicable.
- (xiii) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with Sections 177 and 188 of the Act wherever applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- (xiv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.

- (xv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with them. Accordingly, the provision of clause 3(xv) of the order is not applicable.
- (xvi) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act 1934. Accordingly, the provision of clause 3(xvi) of the Order is not applicable.

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

Jitesh Parmar
Partner
Membership No. 209233

Place : Chennai
Date : May 26, 2016

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

Report on the Internal Financial Controls 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, 2016 in conjunction with our audit of the standalone 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 Companies Act, 2013.

Auditors’ Responsibility

Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

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

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

Meaning of Internal Financial Controls over Financial Reporting

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

Inherent Limitations of Internal Financial Controls over Financial Reporting

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

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2016, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

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

Jitesh Parmar
Partner
Membership No. 209233

Place : Chennai
Date : May 26, 2016

Balance Sheet as at 31st March, 2016

Rs. in Lakhs

Sl. No.	Particulars	Notes	As at 31 st March, 2016	As at 31 st March, 2015
I	EQUITY AND LIABILITIES			
1	Shareholders' Funds			
	(a) Share Capital	1	557.60	557.60
	(b) Reserves and Surplus	2	980.55	818.06
			1,538.15	1,375.66
2	Non-Current Liabilities			
	(a) Long-Term Borrowings	3	111.97	-
	(b) Long-Term Provisions	4	81.87	62.09
			193.84	62.09
3	Current Liabilities			
	(a) Short-Term Borrowings	5	4,251.67	3,603.00
	(b) Trade Payables	6		
	Payable to micro enterprises and small enterprises		89.99	33.73
	Other Payable		459.13	317.31
	(c) Other Current Liabilities	7	244.32	361.37
	(d) Short-Term Provisions	8	233.76	225.09
			5,278.87	4,540.50
	TOTAL		7,010.86	5,978.25
II	ASSETS			
1	Non-Current Assets			
	(a) Fixed Assets			
	(i) Tangible Assets	9	745.26	458.75
	(ii) Capital Work-in-Progress	9	158.90	4.85
			904.16	463.60
	(b) Non-Current Investments	10	19.09	19.09
	(c) Deferred Tax Assets (Net)	11	4.13	0.58
	(d) Long-Term Loans and Advances	12	26.22	37.41
	(e) Other Non-Current Assets	13	7.88	10.51
			961.48	531.19
2	Current Assets			
	(a) Inventories	14	1,177.78	1,697.72
	(b) Trade Receivables	15	3,293.84	2,710.56
	(c) Cash and Cash Equivalents	16	420.62	279.73
	(d) Short-Term Loans and Advances	17	1,124.03	639.25
	(e) Other Current Assets	18	33.11	119.80
			6,049.38	5,447.06
	TOTAL		7,010.86	5,978.25
	Significant Accounting Policies			
	Notes on Financial Statements	1 to 38		

The accompanying notes forms an integral part of the financial statement

As per our report of even date attached

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

For JITESH & AJAY
Chartered Accountants
FRN No: 015535S

Jitesh Parmar
Partner
M.No. 209233

Devakar Bansal
Managing Director
(DIN: 00232565)

Sunil Kumar Bansal
Joint Managing Director
(DIN: 00232617)

Place : Chennai
Date: May 26, 2016

N Ravichandran
Chief Financial Officer

Aashish Jain
Company Secretary

Statement of Profit and Loss for the year ended 31st March, 2016

Rs. in Lakhs

Sl. No.	Particulars	Notes	For the year ended 31 st March, 2016	For the year ended 31 st March, 2015
1	Income			
	(a) Revenue from Operations (Gross)	19	22,549.91	18,171.40
	Less: Excise Duty		2,212.11	1,949.64
	Revenue from Operations (Net)		20,337.80	16,221.76
	(b) Other Income	20	53.91	45.77
	Total Revenue		20,391.71	16,267.53
2	Expenses			
	(a) Cost of Materials Consumed	21	16,194.63	12,060.51
	(b) Purchases of Stock-in-Trade	22	712.78	1,198.10
	(c) Changes in Inventories of Finished Goods, Work-in-Progress and Stock-in-Trade	23	141.05	75.84
	(d) Employee Benefits Expenses	24	645.83	507.86
	(e) Finance Costs	25	355.50	359.38
	(f) Depreciation and Amortisation Expenses	26	78.77	98.18
	(g) Other Expenses	27	1,940.64	1,715.93
	Total Expenses		20,069.20	16,015.80
3	Profit / (Loss) before Tax (1-2)		322.51	251.73
4	Tax Expense:			
	(a) Current Tax		115.00	121.07
	(b) Deferred Tax		(3.54)	(18.53)
5	Profit / (Loss) for the year (3-4)		211.05	149.19
	EARNINGS PER EQUITY SHARE			
	Equity Share of par value Rs.10/- each			
	- Basic (In Rs.)	28	3.78	2.68
	- Diluted (In Rs.)		3.78	2.68
	Number of shares used in computing earnings per share			
	- Basic		5,575,992	5,575,992
	- Diluted		5,575,992	5,575,992
	Significant Accounting Policies			
	Notes on Financial Statements	1 to 38		

The accompanying notes forms an integral part of the financial statement

As per our report of even date attached

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

For JITESH & AJAY
Chartered Accountants
FRN No: 015535S

Jitesh Parmar
Partner
M.No. 209233

Devakar Bansal
Managing Director
(DIN: 00232565)

Sunil Kumar Bansal
Joint Managing Director
(DIN: 00232617)

Place : Chennai
Date: May 26, 2016

N Ravichandran
Chief Financial Officer

Aashish Jain
Company Secretary

Cash Flow Statement for the year ended 31st March, 2016

		[Rs. in lakhs]	
Sl. No.	Particulars	Year ended March 31, 2016	Year ended March 31, 2015
(A)	Cash Flow from Operating Activities		
	Profit before tax	322.51	251.73
	Adjustments for:		
	Add:		
	Depreciation as per the Companies Act 2013	69.94	90.00
	Interest Paid	355.50	359.38
	Tools and Implements Written off	6.20	5.55
	Preliminary Expenses Written off	2.63	2.63
	Less:		
	Profit on foreign exchange fluctuation	-	15.51
	Dividend income	-	0.01
	Interest Income	30.40	14.76
	Rent Received	1.74	-
	Miscellaneous Income	15.79	10.72
	Profit on sale of investments	-	4.77
	Operating Profit from Working Capital Changes	708.85	663.52
	Adjustments for :		
	(Increase) / Decrease in Inventories	519.94	(1,412.91)
	(Increase) / Decrease in Trade Receivable	(583.28)	(2,693.89)
	(Increase) / Decrease in Short term Loans & advances	(444.78)	(469.23)
	(Increase) / Decrease in Other current assets	86.69	(107.84)
	Increase / (Decrease) in Trade Payables	198.09	74.28
	Increase / (Decrease) in Other current liabilities	(117.06)	335.07
	Increase / (Decrease) in Short term provisions	(93.94)	272.13
	Income Tax paid	(40.00)	(100.00)
	Net Cash Flow from Operating Activities	234.51	(3,438.87)
(B)	Cash Flow from Investing Activities		
	Adjustments for:		
	Add:		
	Dividend received	-	0.01
	Interest received	30.40	14.76
	Rent Received	1.74	-
	Proceeds from sale of Investments	-	4.77
	Less:		
	Increase / (Decrease) in Investments	(0.00)	(17.13)
	Demerger Expenses	-	13.14
	Purchase of Tangible assets	356.46	80.70
	Adjustment to Capital work-in-progress	154.05	4.85
	Net Cash Flow from Investing Activities	(478.37)	(62.02)
(C)	Cash Flow from Financing Activities		
	Adjustments for:		
	Add		
	Increase / (Decrease) in Long term borrowings	111.97	-
	Increase / (Decrease) in Share Capital	-	479.45
	Increase / (Decrease) in Other long term liabilities	-	-
	Increase / (Decrease) in long term provisions	19.78	76.94
	(Increase) / Decrease in Long term loans and advances	11.19	(36.39)
	(Increase) / Decrease in Other non current assets	-	(10.51)
	Increase / (Decrease) in Short term borrowings	648.64	3,438.12
	Net Profit/Loss on Foreign exchange fluctuation	-	15.51
	Miscellaneous Income	15.79	10.72
	Less		
	Interest Paid	355.50	359.38
	Dividend Paid and Tax on Dividend	67.11	-
	Net Cash Flow from Financing Activities	384.76	3614.47
	Net Increase / (Decrease) in Cash & Cash Equivalents	140.90	113.58
	Cash & Cash Equivalents at the Beginning of the Period	279.72	166.14
	Cash & Cash Equivalents as at end of the Period	420.62	279.72

The accompanying notes forms an integral part of the financial statement

As per our report of even date attached

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

For JITESH & AJAY
Chartered Accountants
FRN No: 015535S

Jitesh Parmar
Partner
M.No. 209233

Devakar Bansal
Managing Director
(DIN: 00232565)

Sunil Kumar Bansal
Joint Managing Director
(DIN: 00232617)

Place : Chennai
Date: May 26, 2016

N Ravichandran
Chief Financial Officer

Aashish Jain
Company Secretary

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

These financial statements have been prepared to comply with the Generally Accepted Accounting Principles in India (Indian GAAP), including the Accounting Standards notified under the relevant provisions of the Companies Act, 2013.

The financial statements are prepared on accrual basis under the historical cost convention. The financial statements are presented in Indian rupees rounded off to the nearest rupees in Lakhs.

Use of Estimates:

The preparation of financial statements in conformity with Indian GAAP requires judgments, estimates and assumptions to be made that affect the reported amount of assets and liabilities, disclosure of contingent liabilities on the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Difference between the actual results and estimates are recognised in the period in which the results are known/ materialised.

Presentation and disclosure in financial statements:

For the year ended 31st March, 2016, the Schedule III notified under the Companies Act, 2013, is applicable to the Company, for presentation and disclosures in financial statements. The company has reclassified the previous year's figures in accordance with the Schedule III as applicable in the current year.

Fixed Assets:**Tangible Fixed Assets:**

Tangible Assets are stated at cost net of recoverable taxes, trade discounts and rebates and include amounts added on revaluation, less accumulated depreciation and impairment loss, if any. The cost of Tangible Assets comprises of its purchase price, borrowing cost and any cost directly attributable to bringing the asset to its working condition for its intended use, net charges on foreign exchange contracts and adjustments arising from exchange rate variations attributable to the assets.

Subsequent expenditures related to an item of Tangible Asset are added to its book value only if they increase the future benefits from the existing asset beyond its previously assessed standard of performance.

Projects under which assets are not ready for their intended use are disclosed under Capital Work-in-Progress.

Intangible Assets:

Intangible assets comprising of technical know-how, product designs, prototypes etc. either acquired or internally developed are stated at cost. In case of internally generated intangible assets, appropriate overheads including salaries and wages are allocated to the cost of the asset.

Leasehold Land:

Leasehold lands are shown at cost less accumulated amortization.

Lease:

Asset leased by the company in its capacity as lessee where substantially all the risk and rewards of ownership vest in the company are classified as finance lease and capitalized at the inception of the lease at cost. Lease payments under operating lease are recognized as an expense over the period of lease on straight line basis in statement of profit and loss account.

Depreciation and Amortisation :**Tangible Assets:**

Depreciation on Fixed assets is provided to the extent of depreciable amount on Written Down Value method over the useful lives of assets specified in the Schedule II of the Companies Act, 2013. The Management (Technical Expert) estimates the useful lives for some fixed assets based on internal assessment and/or

independent technical evaluation carried out by external valuers. Depreciation for Assets Purchased/ sold, discarded, demolished or destroyed during the period is proportionately charged from the date of such addition or, as the case may be, up to the date, on which such asset has been sold, discarded, demolished or destroyed.

The cost and the accumulated depreciation for fixed assets sold, retired or otherwise disposed off are removed from the stated values and the resulting gains and losses are recognized in the profit and loss account.

Leasehold Assets are amortised over their period of lease.

Intangible Assets:

Intangible Assets are amortised over their estimated useful life. The estimated useful life of the intangible assets and the amortisation period are reviewed at the end of each financial year and the amortization method is reviewed to reflect the changed pattern.

Impairment of Assets:

The carrying amounts of assets are reviewed at each Balance Sheet date in accordance with Accounting Standard – 28 'Impairment of Assets' to determine whether there is any indication of impairment based on internal / external factors.

An impairment loss is recognized in the statement of Profit & Loss wherever the carrying amount of an asset exceeds its recoverable amount.

The impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined net of depreciation or amortization if no impairment loss had been recognized.

The recoverable amount is the greater of the assets net selling price and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value at the weighted average cost of capital.

Investments:

Non-current investments are carried at cost. Provision for diminution in the value of non-current investments is made only if such a decline is other than temporary in the opinion of the management.

Current investments are carried at lower of cost and fair value. The comparison of cost and fair value is done separately in respect of each category of investments.

On disposal of an investment, the difference between its carrying amount and net disposal proceeds is charged or credited to the statement of Profit and Loss. Profit or loss on sale of investments is determined on a first-in-first-out (FIFO) basis.

Investments in properties are carried individually at cost less depreciation and impairment if any. Investment in properties are capitalized and depreciated in accordance with the policy stated for fixed assets. Impairment in investment property is determined in accordance with the policy stated for impairment of assets.

Inventories:

Items of inventories are measured at lower of cost and net realisable value after providing for obsolescence, if any, except in case of by-products which are valued at net realisable value. Cost of inventories comprises of cost of purchase, cost of conversion and other costs including manufacturing overheads incurred in bringing them to their respective present location and condition.

Cost of raw materials, process chemicals, stores and spares, packing materials, trading and other products are determined on weighted average basis.

Cash and cash equivalents:

Cash comprises cash on hand and demand deposits with bank. Cash equivalents are short term balances,

highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.

Foreign currency transactions:

Initial recognition:

Transactions in foreign currencies entered into by the company are accounted at the exchange rates prevailing on the date of the transaction.

Measurement of foreign currency items at the Balance Sheet date:

Foreign currency monetary items of the company are restated at the closing exchange rates. Non-monetary items are recorded at the exchange rate prevailing on the date of the transaction. Exchange differences arising out of these translations are charged to the Statement of Profit & Loss.

Derivative Contracts:

In respect of Derivative contracts, premium paid, gains / losses on settlement and losses on restatement are recognised in the Profit and Loss account except in case where they relate to the acquisition or construction of Fixed Assets, in which case, they are adjusted to the carrying cost of such assets.

Forward exchange contracts:

The premium or discount arising at the inception of forward exchange contract is amortized and recognized as an expenses/income over the life of the contract. Exchange differences on such contracts are recognized in the Statement of Profit & Loss in the period in which the exchange rates change. Any Profit or Loss arising on cancellation or renewal of such forward exchange contract is also recognized as income or expense for the period.

Revenue Recognition:

Revenue from sale are recognized on transfer of significant risk & rewards of ownership to the buyer that usually takes place on dispatch of goods in accordance with the terms of sale and is inclusive of excise duty but excluding sales returns, trade discount, CST and VAT.

In case of export sales, revenue is recognized as on the date of bill of lading, being the effective date of transfer of significant risks and rewards to the customer. Export benefits are accounted for on accrual basis.

Revenue arising due to price escalation claim is recognized in the period when such claim is made in accordance with terms of sale.

Inter-division transfers of materials and services for captive consumption are eliminated from Sales and other operative income of the respective division.

Revenue from services is recognized in accordance with the specific terms of contract on performance.

Dividend Income on investment is accounted for, as and when the right to receive the payment is established.

Interest is recognized on a time proportion basis taking into account the amount outstanding and the rate applicable.

Government grants and subsidies are accounted for on receipt basis.

Employee benefit:

All employee benefits payable wholly within twelve months of rendering the service are classified as short term employee benefits. Benefits such as salaries, wages and bonus, etc, are recognized in the statement of profit and loss in the period in which the employee renders the related service.

Defined contribution plans:

The employee's provident fund scheme, employees' state insurance fund and contribution to superannuation fund are defined contribution plans. The company's contribution paid/payable under these schemes is recognized

as an expense in the statement of profit & loss during the period in which the employee renders the related service.

Defined benefit plans:

The company's gratuity plan is a defined benefit plan. The present value of gratuity obligation under such defined benefit plan is determined based on an actuarial valuation carried out by an independent actuary using the Projected Unit Credit Method, which recognizes each period of current and past service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation. The obligation is measured at the present value of the estimated future cash flows. The discount rate used for determining the present value of the obligation under defined benefit plans, is based on the market yields on Government securities as at the valuation date having maturity periods approximating to the terms of related obligations. Actuarial gains and losses are recognized immediately in the statement of profit and loss.

Gains or losses on the curtailment or settlement of any defined benefit plan are recognized when the curtailment or settlement occurs.

Provisions, Contingent Liabilities and Contingent assets:

A provision is created when there is a present obligation as a result of a past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of the obligation.

A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. When there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

The company does not recognize assets which are of contingent nature until there is virtual certainty of realisability of such assets. However, if it has become virtually certain that an inflow of economic benefits will arise, asset and related income is recognized in the financial statements of the period in which the change occurs.

Provision for Taxation

Tax expense comprises of current tax (i.e. amount of tax for the period determined in accordance with the Income Tax Act, 1961) and deferred tax charge or credit (reflecting the tax effects of timing differences between accounting income and taxable income for the period).

The deferred tax charge or credit and the corresponding deferred tax liabilities or assets are recognised using the tax rates that have been enacted or substantively enacted by the Balance Sheet date.

Deferred tax assets are recognised only to the extent there is reasonable certainty that the assets can be realized in future; however, where there is unabsorbed depreciation or carry forward loss under taxation laws, deferred tax assets are recognised only if there is a virtual certainty of realization of such assets. Deferred tax assets are reviewed as at each Balance Sheet Date to reassess realization.

Minimum Alternate Tax (MAT) paid in excess of normal income tax is recognised as asset (MAT Credit entitlement) only to the extent, there is reasonable certainty that company shall be liable to pay tax as per the normal provisions of the Income Tax Act, 1961 in future.

Borrowing Cost:

Borrowing costs that are directly attributable to the acquisition or construction of a qualifying asset are capitalized as a part of the cost of such asset. The qualifying asset is one that necessarily takes a substantial period of time to get ready for its intended use. All other borrowing cost is recognized as expense in the period in which they are incurred.

Notes forming part of the Financial Statements

Rs. in Lakhs

1 SHARE CAPITAL

Sl. No.	Particulars	As at 31 st March, 2016	As at 31 st March, 2015
(a)	Authorised Share Capital 60,00,000 (Previous year 60,00,000) equity shares of Rs. 10/- each	600.00	600.00
(b)	Issued, Subscribed and Paid-up Share Capital 55,75,992 (Previous year 55,75,992) equity shares of Rs. 10/- each fully paid up	557.60	557.60
	Total	557.60	557.60

Sl. No.	Particulars	No of Shares As at 31.03.2016	No of Shares As at 31.03.2015
1.1	Shares out of the issued, subscribed and paid up share capital were allotted in the last five years pursuant to the Schemes of Arrangement / Amalgamations without payments being received in cash	5,575,992	5,575,992

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

Sl. No.	Particulars	As at 31 st March, 2016		As at 31 st March, 2015	
		No of Shares	% Held	No of Shares	% Held
1.2.1	Mrs. Neelam Bansal	693,792	12.44	309,849	5.56
1.2.2	Mr. Devakar Bansal	544,165	9.76	242,416	4.35
1.2.3	Mr. Sunil Kumar Bansal	521,731	9.36	239,873	4.30
1.2.4	Mrs. Vandana Bansal	507,331	9.10	227,393	4.08
1.2.5	Mr. Ashish Bansal	48,387	0.87	389,063	6.98
1.2.6	Mr. Anil Kumar Bansal	14,602	0.26	360,097	6.46
1.2.7	Mrs. Manju Bansal	18,607	0.33	292,550	5.25
1.2.8	Mr. R P Bansal	36,374	0.65	287,808	5.16

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

Sl. No.	Particulars	As at 31 st March, 2016	As at 31 st March, 2015
	Equity shares at the beginning of the year	5,575,992	781,465
	Less: Cancellation of Shares pursuant to Demerger	-	781,465
	Add: Issue of Shares pursuant to Demerger	-	5,575,992
	Equity shares at the end of the year	5,575,992	5,575,992

1.4 The Company has only one class of equity shares having a par value of Rs.10/- per share. Each holder of equity share is entitled to one vote per share. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

Rs. in Lakhs

2 RESERVES AND SURPLUS

Sl. No.	Particulars	As at 31 st March, 2016	As at 31 st March, 2015
(a)	Securities Premium Account		
	Opening Balance	85.21	-
	Add: Adjustment pursuant to the Scheme of Demerger	-	85.21
	Closing Balance (A)	85.21	85.21
(b)	Demerger Reserve		
	Opening Balance	78.15	-
	Add: Cancellation of Share Capital pursuant to the Scheme of Demerger	-	78.15
	Closing Balance (B)	78.15	78.15
(c)	General Reserve		
	Opening Balance	14.08	-
	Add : Additions during the year	25.00	-
	Add: Adjustment pursuant to the Scheme of Demerger	-	14.08
	Closing Balance (C)	39.08	14.08
(d)	Surplus / (Deficit) in Statement of Profit and Loss		
	Opening Balance	640.62	116.17
	Add: Adjustment pursuant to the Scheme of Demerger	-	453.11
	Add: Profit for the year	211.05	149.20
	Depreciation effect (Net of taxes) as per Companies Act, 2013	-	(10.75)
	Excess Provision for Current Tax Reversed	18.55	-
	Less: Proposed Dividend on Equity Shares (Dividend Re. 1/- per share (Previous Year Re. 1/- per share)	55.76	55.76
	Dividend Distribution Tax	11.35	11.35
	Transfer to General Reserves	25.00	-
	Closing Balance (D)	778.11	640.62
	Total (A +B +C+D)	980.55	818.06

3 LONG TERM BORROWINGS

Sl. No.	Particulars	As at 31 st March, 2016	As at 31 st March, 2015
(a)	Term loans from Banks		
	Secured	134.15	1.27
	Sub Total	134.15	1.27
(b)	Less : Shown under Current Maturities of Long Term Debt	22.18	1.27
	Total	111.97	-

3.1. Rs. 7.15 Lakhs (Rs. 1.27 Lakhs) of Term Loan for Vehicle is secured by hypotheciation of the concerned vehicle and repayable as per the terms of loan.

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

Rs. in Lakhs

4 LONG TERM PROVISIONS

Sl. No.	Particulars	As at 31 st March, 2016	As at 31 st March, 2015
	Provision for Employee Benefits: Provision for Gratuity (Net)	81.87	62.10
	Total	81.87	62.10

5 SHORT TERM BORROWINGS

Sl. No.	Particulars	As at 31 st March, 2016	As at 31 st March, 2015
(a)	Loans Repayable on Demand		
(i)	Secured		
1	Working Capital Loans		
1.1	From Banks		
1.1.1	Rupee Loans	2,925.21	2435.94
1.1.2	Foreign Currency Loans	566.87	632.24
	Total (a)	3,492.08	3,068.18
(ii)	Unsecured		
1	From Banks	19.44	9.55
2	Security Deposits	12.56	6.95
3	From Others	727.59	518.32
	Total (b)	759.59	534.82
	Total (a+b)	4,251.67	3,603.00

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

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

6 TRADE PAYABLES

Sl. No.	Particulars	As at 31 st March, 2016	As at 31 st March, 2015
	Trade Payables		
1	Total outstanding dues of micro enterprises and small enterprises (Refer Note 29)	89.99	33.73
2	Total outstanding dues of creditors other than micro enterprises and small enterprises	459.13	317.31
	Total	549.12	351.04

7 OTHER CURRENT LIABILITIES

Sl. No.	Particulars	As at 31 st March, 2016	As at 31 st March, 2015
(a)	Current maturities of long-term debt (Refer Note 3b)	22.18	1.27
(b)	Interest accrued but not due on borrowings	80.02	35.10
(c)	Unpaid / Unclaimed dividends	1.00	-
(d)	Other payables		
	1 Advances from customers	5.45	4.00
	2 Audit Fee Payables	6.16	5.62
	3 Others *	129.51	315.38
	Total	244.32	361.37

* Includes income tax, excise duty and sales tax payable

8 SHORT TERM PROVISIONS

Sl. No.	Particulars	As at 31 st March, 2016	As at 31 st March, 2015
(a)	Provision for Employee Benefits:		
	1 Provision for Bonus	37.90	27.23
	2 Provision for Gratuity	13.75	14.85
(b)	Other Provisions:		
	1 Provision for Income Taxes	115.00	115.90
	2 Provision for Equity Dividend and Dividend Distribution Tax	67.11	67.11
	Total	233.76	225.09

9 Fixed Assets

S.No	Description	Gross Block			Depreciation				Net Block		
		As on 1.4.2015	Additions	Deduction	As on 31.03.2015	Upto 31.03.2015	For the Year	Deduction	As on 31.03.2016	As on 31.03.2015	As on 31.03.2016
	Tangible Assets :										
1	Leasehold Land*	19.79	0.00	0.00	19.79	1.68	0.20	0.00	1.88	18.11	17.91
2	Freehold Land	85.75	0.00	0.00	85.75	0.00	0.00	0.00	-	85.75	85.75
3	Factory Building	407.31	17.90	0.00	425.21	255.10	15.05	0.00	270.15	152.21	155.06
4	Plant & Machinery	400.78	323.05	0.00	723.83	272.06	25.15	0.00	297.21	128.72	426.62
5	Furniture & Fittings	5.30	0.42	0.00	5.72	2.02	0.98	0.00	3.00	3.28	2.72
6	Office Equipment	34.49	3.35	0.00	37.84	13.28	12.69	0.00	25.97	21.21	11.87
7	Vehicles	55.77	11.73	0.00	67.50	47.69	5.28	0.00	52.97	8.08	14.53
8	Lab Equipments	38.63	0.00	0.00	38.63	31.15	1.57	0.00	32.72	7.48	5.91
9	Electrical Fittings	64.63	0.00	0.00	64.63	30.72	9.02	0.00	39.74	33.91	24.89
	Total	1,112.45	356.45	0.00	1,468.90	653.70	69.94	0.00	723.64	458.75	745.26
	Previous Year 2014-15	44.03	1,240.14	171.72	1,112.45	29.00	780.51	155.81	653.70	15.03	458.75
	Capital Work in Progress									4.85	158.90

9.1 Capital Work In Progress of Rs. 158.90 Lakhs (Rs. 4.85 Lakhs) is Building, Machinery and Electrical Fittings under construction/ installation.

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

Rs. in Lakhs

10 NON CURRENT INVESTMENTS (VALUED AT COST)

SI. No.	Particulars	As at 31 st March, 2016	As at 31 st March, 2015
	UNQUOTED		
	725420 (725420) Equity Shares of Re.1/- each fully paid in Madras Stock Exchange	19.09	19.09
	Total	19.09	19.09

11 DEFERRED TAX ASSETS (NET)

SI. No.	Particulars	As at 31 st March, 2016	As at 31 st March, 2015
(a)	Deferred Tax Asset		
(i)	Related to Fixed Assets	-	0.58
(ii)	Related to Others	6.18	-
	Gross Deferred Tax Asset (A)	6.18	0.58
(b)	Deferred Tax Liabilities		
(i)	Related to Fixed Assets	2.05	-
(ii)	Related to Others	0.00	-
	Gross Deferred Tax Liability (B)	2.05	-
	Net Deferred Tax Asset (A) - (B)	4.13	0.58

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

SI. No.	Particulars	As at 31 st March, 2016	As at 31 st March, 2015
	Security Deposits		
	- Rental Deposits	11.70	11.70
	- Deposits with Statutory Authorities	13.41	10.69
	- Others Deposits	1.11	15.02
	Total	26.22	37.41

13 OTHER NON-CURRENT ASSETS

SI. No.	Particulars	As at 31 st March, 2016	As at 31 st March, 2015
	Misc. Expenditure (to the extent not Written off or adjusted)		
(i)	Demerger Expenses	10.51	13.14
(ii)	Less : Written off	2.63	2.63
	Total	7.88	10.51

Rs. in Lakhs

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

Sl. No.	Particulars	As at 31 st March, 2016	As at 31 st March, 2015
(a)	Raw Materials	551.79	853.31
(b)	Raw Material in Transit	-	69.05
(c)	Work-in-Progress	139.23	188.03
(d)	Finished Goods (other than those acquired for Trading)	329.03	410.60
(e)	Trading Stock	109.59	130.46
(f)	Stores and Spares	30.34	35.18
(g)	Loose Tools	17.80	11.09
	Total	1,177.78	1,697.72

15 TRADE RECEIVABLES

Sl. No.	Particulars	As at 31 st March, 2016	As at 31 st March, 2015
(a)	Debts outstanding for a period exceeding six months		
(i)	Unsecured and considered good	12.86	23.91
	Sub-Total (A)	12.86	23.91
(b)	Other Debts		
(i)	Secured	314.92	397.76
(ii)	Unsecured and considered good#	2,966.06	2,288.89
	Sub-Total (B)	3,280.98	2,686.65
	Total (A) + (B)	3,293.84	2,710.56

Includes dues of Rs. 131.22 Lakhs (Rs. 263.17 Lakhs) from concerns in which Directors are interested.

16 CASH AND CASH EQUIVALENTS

Sl. No.	Particulars	As at 31 st March, 2016	As at 31 st March, 2015
	Cash & Cash Equivalents		
(a)	Cash on Hand	1.83	3.87
(b)	Balances with Bank		
1	On Current & Cash Credit Accounts	44.19	18.83
2	Margin Money	19.56	-
3	On Unpaid Dividend Accounts	1.00	-
4	Deposits*	354.04	257.03
	Total	420.62	279.73

* Deposits of Rs. 354.04 Lakhs (Rs. 257.03 Lakhs) are with bank held as margin money deposits, guarantees and security against borrowings. It includes deposits of Rs. 21.73 Lakhs (Rs. 50 Lakhs) with maturity of more than 12 months.

Rs. in Lakhs

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

SI. No.	Particulars	As at 31 st March, 2016	As at 31 st March, 2015
(a)	Loans and advances to employees (salary advance)	1.42	0.90
(b)	Prepaid expenses	9.86	7.69
(c)	Balances with Excise, Sales Tax and Income Tax Authorities		
1	Central Excise Deposit	250.13	361.77
2	TNVAT	0.53	0.75
3	Income Tax	44.72	101.94
4	Commissioner of Customs	14.56	16.12
5	DEPB - Others	0.56	0.11
(d)	Others -Suppliers Advance (including for expenses)	802.25	149.97
	Total	1,124.03	639.25

18 OTHER CURRENT ASSETS

SI. No.	Particulars	As at 31 st March, 2016	As at 31 st March, 2015
(a)	Interest accrued on deposits	0.00	25.20
(b)	Rebate Receivables	33.11	94.60
	Total	33.11	119.80

19 REVENUE FROM OPERATIONS

SI. No.	Particulars	2015-16	2014-15
(a)	Sale of Products	22,535.43	18,156.28
(b)	Other Operating Revenues	14.48	15.12
		22,549.91	18,171.40
	Less:		
(c)	Excise duty	2,212.11	1,949.64
	Total	20,337.80	16,221.76

19.1 PARTICULARS OF SALE OF PRODUCTS

SI. No.	Particulars	2015-16	2014-15
(a)	Sale of Products comprises of:		
1	<u>Manufactured Goods</u>		
1	Metals	1,897.28	202.95
2	Metallic Oxides	12,545.32	9,899.85
3	PVC Stabilisers	5,177.57	5,483.89
4	Others	31.97	65.49
	Total - Sale of Manufactured Goods	19,652.14	15,652.18

Rs. in Lakhs

Sl. No.	Particulars	2015-16	2014-15
II	Traded Goods		
1	Metals	666.06	253.12
2	Metallic Oxides	-	-
3	PVC Stabilisers	-	4.82
4	Others	5.12	296.52
	Total - Sale of Traded Goods	671.18	554.46
	Total - Sale of Products	20,323.32	16,206.64
(b)	Other Operating Revenues:		
	Conversion Charges Received	14.48	15.12
	Total - Other Operating Revenues	14.48	15.12

20 OTHER INCOME

Sl. No.	Particulars	2015-16	2014-15
(a)	Interest income		
	- Bank Deposits (Refer Note 20.1)	30.40	14.76
(b)	Dividend Income		
I	From Long-Term Investments		
1	- Holding Company	-	-
2	- Others	-	0.01
(c)	Net Gain on Foreign Currency Transactions and Translation (other than considered as finance cost)	-	15.51
(d)	Other Non-Operating Income (Net of expenses directly attributable to such income) (Refer Note 20.2)	23.51	10.72
(e)	Profit from Sale of Investment	-	4.77
	Total	53.91	45.77

20.1 Particulars of Interest Income

Sl. No.	Particulars	2015-16	2014-15
(a)	Interest from banks on:		
	- deposits	30.30	14.76
(b)	Interest on overdue trade receivables	0.10	-
	Total - Interest income	30.40	14.76

20.2 Particulars of Other Non-Operating Income

Sl. No.	Particulars	2015-16	2014-15
1	Rental income	1.74	-
2	Miscellaneous income [net of expenses directly attributable]	14.05	10.72
3	Commission Received	7.72	-
	Total - Other Non-Operating Income	23.51	10.72

Rs. in Lakhs

21 COST OF MATERIALS CONSUMED

SI. No.	Particulars	2015-16	2014-15
(a)	Inventory at the beginning of the year	853.31	342.09
(b)	Add: Purchases	15,893.11	12,571.73
		16,746.42	12,913.82
(c)	Less: Inventory at the end of the year	551.79	853.31
	Cost of Material Consumed (a + b -c)	16,194.63	12,060.51
	Material Consumed		
1	Lead Metals	7,824.87	4,168.58
2	Zinc Metals	7,194.18	6,403.83
3	Other Items	1,175.58	1,488.10
	Total	16,194.63	12,060.51

22 PURCHASE OF TRADED GOODS

SI. No.	Particulars	2015-16	2014-15
1	Metals	710.20	510.51
2	Metallic Oxides	-	5.40
3	Others	2.58	682.19
	Total	712.78	1,198.10

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

SI. No.	Particulars	2015-16	2014-15
(a)	<u>Inventories at the end of the year:</u>		
1	Finished Goods	329.03	410.60
2	Work-in-Progress	139.23	188.03
3	Stock-in-Trade	109.59	130.46
	Total (a)	577.85	729.09
(b)	<u>Inventories at the beginning of the year:</u>		
1	Finished Goods	410.60	435.41
2	Work-in-Progress	188.03	87.20
3	Stock-in-Trade	130.46	284.81
	Total (b)	729.09	807.42
(c)	Excise duty on finished goods *	(10.19)	(2.49)
	Net (Increase) / Decrease (b-a)+c	141.05	75.84

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

24 EMPLOYEE BENEFIT EXPENSES

Sl. No.	Particulars	2015-16	2014-15
1	Salaries and Wages	497.46	398.47
2	Contributions to Provident and other Funds	43.59	33.67
3	Staff Welfare Expenses	104.78	75.72
	Total	645.83	507.86

24.1 Employee Benefits (AS -15 revised)

As per Accounting Standard 15 "Employee Benefits", the disclosures as defined in the Accounting Standard are given below:

Defined Benefit Plan :

The Employee's Gratuity Liability has been made on actuarial basis. The Present value of obligation is determined by using the Projected Unit Credit Method, which recognises each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation.

(I)	Amount recognised in Balance Sheet	As at 31st March, 2016	As at 31st March, 2015
		Gratuity Unfunded	Gratuity Unfunded
	Present value of unfunded obligations	95.62	76.95
	Unrecognised past service cost	-	-
	Net Liability	95.62	76.95
	Amount in the Balance Sheet		
	Liabilities	95.62	76.95
	Assets	-	-
	Net Liability	95.62	76.95
(II)	Expenses Recognised in Income Statement		
	Current Service Cost	8.78	7.63
	Interest on Obligation	5.80	5.02
	Expected Return on Plan Assets	0.00	0.00
	Net Actuarial Losses (Gains) recognised in the year	7.24	1.95
	Past Service Cost	0.00	0.00
	Losses (Gains) on Curtailments and Settlement	0.00	0.00
	Expenses recognised in Profit & Loss	21.82	14.60
(III)	Changes in Benefit Obligations		
	Defined Benefit Obligation at the beginning of the year	76.95	63.09
	Current service cost	8.78	7.63
	Interest cost for the year	5.80	5.02
	Actuarial Losses (Gains)	7.24	1.95
	Benefits Paid	(3.15)	(0.74)
	Defined Benefit Obligation at the year end	95.62	76.95
(IV)	Classification of Gratuity Obligation		
	Current Obligation	13.75	14.85
	Non Current Obligation	81.87	62.10
	Total Liability	95.62	76.95

Rs. in Lakhs

25 FINANCE COSTS

SI. No.	Particulars	2015-16	2014-15
(a)	Interest Expense on:		
1	Bank Borrowings	238.28	265.66
2	On Unsecured Loans	80.02	67.17
(b)	Bank Charges	37.20	26.55
(c)	Net (gain) / loss on foreign currency transactions and translation (considered as finance cost)	-	-
	Total	355.50	359.38

26 DEPRECIATION & AMORTISATION EXPENSES

SI. No.	Particulars	2015-16	2014-15
(a)	Depreciation	69.94	90.00
(b)	Preliminary Expenses Written off	2.63	2.63
(c)	Tools & Implements Written off	6.20	5.55
	Total	78.77	98.18

27 OTHER EXPENSES

SI. No.	Particulars	2015-16	2014-15
1	Consumption of Stores and Spare Parts	43.59	26.85
2	Advertisement	4.25	1.89
3	Bad Trade and Other Receivables Written Off	0.49	2.79
4	Business Promotion	7.98	5.32
5	Computer Maintanance	0.75	0.85
6	Audit Expenses	0.36	-
7	Consumption of Packing Materials	108.14	87.22
8	Conversion Charges Paid	145.65	110.00
9	Director Sitting Fees	0.50	0.81
10	Entertainment Expenses	0.13	0.55
11	Environmental Control Expenses	0.00	-
12	Exhibition Expenses	-	7.62
13	Loss on Foreign Exchange Transactions (Net)	26.07	-
14	Factory Expenses	57.79	45.24
15	Freight and Forwarding	342.72	280.33
16	General Expenses	5.88	4.21
17	Insurance	14.87	9.67
18	Laboratory Expenses	4.46	3.10
19	Legal and Professional Fees	15.90	8.24
20	Membership Fees	2.09	0.75
21	Newspaper & Periodicals	0.48	0.13
22	Office Maintenance	2.62	9.28
23	Payments to Auditors	5.02	4.50

Rs. in Lakhs

24	Postage , Telegram & Telephone Expenses	20.42	10.75
25	Power and Fuel	636.47	721.56
26	Printing and Stationery	6.33	7.42
27	Rates and Taxes	14.81	9.60
28	Rent & Amenities Charges	23.76	11.49
29	Repairs and Maintenance - Buildings	4.41	17.59
30	Repairs and Maintenance - Machinery	48.63	61.71
31	Repairs and Maintenance - Others	25.52	17.82
32	Sales Commission	148.19	106.90
33	Sales Discount	121.91	59.80
34	Service Tax Paid	14.81	11.86
35	Share Transfer Expenses	-	0.05
36	Travelling and Conveyance	73.09	57.16
37	Vehicle Maintenance	12.55	12.87
	Total	1,940.64	1,715.93

27.1 PAYMENT TO AUDITORS AS

SI. No.	Particulars	2015-16	2014-15
	Payments to the auditors comprises (net of service tax input credit, where applicable):		
1	Statutory Audit	3.52	3.50
2	For Taxation Matters	0.50	0.50
3	VAT Audit	0.50	0.50
4	Limited Review of quarterly unaudited results	0.50	-
	Total	5.02	4.50

28 EARNINGS PER SHARE (EPS)

SI. No.	Particulars	2015-16	2014-15
(i)	Net Profit after Tax as per Statement of Profit and Loss attributable to equity shareholders	211.05	149.19
(ii)	Weighted Average number of Equity Shares used as denominator for calculating EPS	5,575,992	5,575,992
(iii)	Basic & Diluted Earning Per Share (in Rs.)	3.78	2.68
(iv)	Face Value per Equity Share (in Rs.)	10.00	10.00

Rs. in Lakhs

29 DETAILS OF DUES TO MICRO AND SMALL ENTERPRISES

SI. No.	Particulars	As at 31 st March, 2016	As at 31 st March, 2015
(i)	Principal amount remaining unpaid	89.99	33.73
(ii)	Interest due thereon remaining unpaid	-	-
(iii)	Interest paid by the Company in terms of Section 16 of the MSMED Act, 2006, along-with the amount of the payment made to the suppliers beyond the appointed day during the period	-	-
(iv)	Interest due and payable for the period of delay in making payment (which have been paid but beyond the appointment day during the period) but without adding interest specified under the MSMED Act, 2006	-	-
(v)	Interest accrued and remaining unpaid	-	-
(vi)	Interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprises	-	-

30 VALUE OF IMPORTS ON CIF BASIS IN RESPECT OF

SI. No.	Particulars	2015-16	2014-15
(i)	Raw Materials and Stock in Trade	8,280.49	11,723.79
(ii)	Components and Spare Parts	-	-
(iii)	Capital Goods	256.31	-
	Total	8,536.80	11,723.79

31 EXPENDITURE IN FOREIGN CURRENCY

SI. No.	Particulars	2015-16	2014-15
(i)	Commission	3.40	-
(ii)	Travelling	2.72	-
(iii)	Technical and Other Service	15.27	-
	Total	21.39	-

32 EARNINGS IN FOREIGN EXCHANGE

SI. No.	Particulars	2015-16	2014-15
(i)	Export of Goods calculated on FOB basis	4,133.77	1,853.18
(ii)	Others	-	-
	Total	4,133.77	1,853.18

33 REMITTANCE IN FOREIGN CURRENCY ON ACCOUNT OF DIVIDEND

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

34 CONTINGENT LIABILITIES

Sl. No.	Particulars	As at 31 st March, 2016	As at 31 st March, 2015
(I)	Contingent Liabilities		
(a)	Performance/ Finance Guarantees	42.63	26.87
(b)	Other Money for which the company is contingently liable		
	- Liability in respect of Letter of Credit Opened	118.92	500.23
	- Liability in respect of Bills Discounted with Banks	573.36	194.56
(II)	Commitments		
(a)	Estimated amount of contracts remaining to be executed on capital account and not provided for	3.10	-

35 SEGMENT REPORTING (AS- 17)

Sl. No.	Particulars	2015-16	2014-15
(I)	Business Segment		
	Segment Revenue		
	External Turnover		
	a. Metal	2,663.87	-
	b. Metallic Oxides	12,954.03	10,974.54
	c. Plastic Additives	5,186.75	5,504.22
	d. Others	43.91	1,272.71
	Total	20,848.56	17,751.47
	Less: Inter Segment Turnover	510.76	1,529.71
	Net Sales / Income from Operations	20,337.80	16,221.76
(II)	Segment Results		
	Profit / (Loss) (before tax and interest from each segment)		
	a. Metal	(44.39)	-
	b. Metallic Oxides	497.45	394.64
	c. Plastic Additives	425.76	290.70
	d. Others	(8.45)	(58.46)
	Total	870.37	626.88

(Rs. in Lakhs)

Sl. No.	Particulars	2015-16	2014-15
	Interest & Finance Charges	286.70	359.38
	Other Unallocable Expenditure net of Un-allocable Income	261.16	15.77
	Profit Before Tax & Exceptional Income/(Expenses)- Net	322.51	251.73
	Exceptional Income / (Expense)	-	-
	Profit from Ordinary Activities Before Tax	322.51	251.73
	Capital Employed (Segment Assets Less Segment Liabilities)		
	a. Metal	907.88	
	b. Metallic Oxides	2,382.47	1,248.15
	c. Plastic Additives	1,015.57	664.14
	d. Others	147.38	1,754.42
	e. Un-allocable Assets less Liabilities	(2,915.16)	(2,291.05)
	Total Capital Employed	1,538.14	1,375.66

36 Related Party Disclosure in accordance with Accounting Standard 18, the disclosure required is given below

i) Related Parties with whom transaction have taken place during the year:

a) Key Managerial Personnel

- | | |
|---------------------------|-------------------------|
| 1) Dr. Padam C Bansal | Chairman |
| 2) Mr. Devakar Bansal | Managing Director |
| 3) Mr. Sunil Kumar Bansal | Joint Managing Director |
| 4) Mr. Y V Raman | Whole Time Director |
| 5) Mr. Aashish Jain | Company Secretary |
| 6) Mr. N Ravichandran | Chief Financial Officer |

b) Relative of Key Managerial Personnel

- | | |
|------------------------|----------------------------|
| 1) Mrs. Vandana Bansal | W/o Mr. Devakar Bansal |
| 2) Mrs. Neelam Bansal | W/o Mr. Sunil Kumar Bansal |
| 3) Mrs. Vijaya Bansal | W/o Dr. Padam C Bansal |
| 4) Mr. Harsh Bansal | S/o Mr. Sunil Kumar Bansal |
| 5) Mr. Amber Bansal | S/o Mr. Devakar Bansal |
| 6) Mr. Sagar Bansal | S/o Mr. Devakar Bansal |

c) Enterprise owned or significantly influenced by Key Managerial Personnel or their relatives

- 1) M/s. Ardee Industries Private Limited
- 2) M/s. Bansal Chemicals (India)
- 3) M/s. Bansal Metallic Oxides
- 4) M/s. Pandy Oxides and Chemicals Limited

II) Transaction with Related Parties during the year (Rs. in Lakhs)

S.No	Related Party	Nature of Transaction	2015-16	2014-15
1	M/s. Ardee Industries Private Limited	Sale of Goods	15.60	30.00
		Conversion Charges Paid	26.08	25.76
		Selling & Distribution Expenses	-	0.15
		Loan Taken*	0.00	45.29
		Loan Repaid	9.06	21.72
		Interes Paid	18.09	15.43
		Loan Outstanding*	161.70	154.48
		Trade Payable*	4.74	0.00
2	M/s. Bansal Metalic Oxides	Sale of Goods	111.51	58.72
		Conversion Charges Paid	119.57	84.24
		Trade Receivable	26.94	24.34
3	M/s. Bansal Chemicals (India)	Purchase of Goods	387.06	516.61
		Sale of Goods	620.00	724.06
		Selling & Distribution Expenses	18.97	17.96
		Rent Received	2.16	-
		Trade Payable	61.62	-
		Trade Receivable	104.29	238.83
4	M/s. Pondy Oxides and Chemicals Ltd	Purchase of Goods	49.19	-
		Sale of Goods	106.80	-
		Conversion Charges Received	13.92	-
		Trade Receivable	1.47	-
5	Dr. Padam C Bansal	Interest Paid	18.07	8.16
		Loan Taken*	128.00	12.80
		Loan Outstanding*	219.33	78.68
6	Mr. Devakar Bansal	Remuneration#	36.13	32.66
		Interest Paid	33.89	9.73
		Loan Taken*	100.95	224.25
		Loan Repaid	41.50	-
		Loan Outstanding*	323.86	233.91
7	Mr. Sunil Kumar Bansal	Remuneration#	39.25	35.40
		Interest Paid	9.98	1.77
		Loan Taken*	31.90	96.75
		loan Repaid	24.50	12.00
		Loan Outstanding*	102.72	86.35
8	Mr. Y V Raman	Remuneration#	14.08	9.91
		Interest Paid	-	0.06
		Loan Repaid*	-	0.50
9	Mr. Aashish Jain	Remuneration#	7.10	4.77
10	Mr. N. Ravichandran	Remuneration	10.25	-
11	Mrs. Vijaya Bansal	Interest Paid	-	14.17
		Loan Taken*	-	1.75
		Loan Repaid*	-	128.39

(Rs. In Lakhs)

S.No	Related Party	Nature of Transaction	2015-16	2014-15
12	Mrs. Neelam Bansal	Interest Paid Loan Taken* Loan Repaid*	- - -	4.05 62.00 62.00
13	Mrs. Vandana Bansal	Interest Paid Loan Taken* Loan Repaid*	- - -	6.79 66.50 66.50
14	Mr. Harsh Bansal	Remuneration	6.10	1.20
15	Mr. Sagar Bansal	Interest Paid Loan Taken* Loan Repaid*	- - -	0.55 24.00 24.00
16	Mr. Amber Bansal	Interest Paid Loan Taken* Loan Repaid*	- - -	0.33 4.25 4.25

* For the Previous year being 2014 -15, Loan taken and Loan Outstanding at year end includes amount transferred on account of Demerger, wherever applicable.

For the Previous year being 2014-15, Remuneration upto 31st December 2014 is paid by the Demerged Company.

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

S.No	Particulars	2015-16		2014-15	
		Amount	Percentage	Amount	Percentage
(i)	Imported	8,280.49	48.85	11,723.79	96.99
(ii)	Indigenous	8,670.50	51.15	363.57	3.01
	Total	16,950.99	100.00	12,087.36	100.00

38 Previous year figures have been regrouped/rearranged wherever necessary

As per our report of even date attached

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

For JITESH & AJAY
Chartered Accountants
FRN No: 015535S

Jitesh Parmar
Partner
M.No. 209233

Devakar Bansal
Managing Director
(DIN: 00232565)

Sunil Kumar Bansal
Joint Managing Director
(DIN: 00232617)

Place : Chennai
Date: May 26, 2016

N Ravichandran
Chief Financial Officer

Aashish Jain
Company Secretary

NOTICE TO THE SHAREHOLDERS

Notice is hereby given that the 28th Annual General Meeting of the Members of **POCL ENTERPRISES LIMITED** will be held on Friday, September 2, 2016 at 10.15 a.m. at Kasturi Srinivasan Hall (Mini Hall), Music Academy, 306, T.T.K. Road, 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, 2016, 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 Balance Sheet as at March 31, 2016, Statement of Profit and Loss and Cash Flow Statement for the financial year ended on that date together with notes, Board's Report and Auditor's Report thereon be and are hereby received, considered and adopted."

- 2. To declare dividend on Equity Shares for the financial year ended March 31, 2016.**

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

"RESOLVED THAT the final dividend of Re. 1/- per equity share of Rs. 10/- each (10%) be declared for the financial year ended March 31, 2016 and that the same be paid out of the profits of the Company for the said financial year to those shareholders whose names appear on the Register of Members and Beneficial Owners as on August 26, 2016 as per the details provided by the Depositories for the said purpose."

- 3. To appoint a Director in the place of Mr. Y V Raman (DIN: 00232762), 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, in any of the Companies Act, 2013 read with Rules framed thereunder, Mr. Y V Raman (DIN 00232762), who retires by rotation and being eligible for re-appointment, be and is hereby re-appointed as the Director of the Company and he shall continue to hold the office of Whole-Time Director of the Company in terms of the resolution passed by the shareholders in the 27th Annual General Meeting of the Company."

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

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

"RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any of the Companies Act, 2013 read with Rules framed thereunder and pursuant to the resolution passed at the 27th Annual General Meeting held on September 4, 2015, the appointment of M/s. Jitesh & Ajay, Chartered Accountants (Firm Registration No. 015535S) as Statutory Auditors of the Company be and is hereby ratified to hold the office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting and that the Board of Directors be and are hereby authorised to fix their remuneration for the financial year 2016 – 17, in consultation with the Statutory Auditors."

Special Business:

- 5. Ratification of remuneration of the Cost Auditors for the financial year ended March 31, 2016**

*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 read with Companies (Audit and Auditors) Rules, 2014, the members hereby ratify the remuneration of Rs. 30,000/- (Rupees Thirty Thousand only) in addition to applicable service tax and out of pocket expenses to M/s. Vivekanandan Unni & Associates, Cost Accountants (having

Firm Registration Number 00085) who were appointed as the Cost Auditors to conduct the audit of the cost records maintained by the Company for the financial year ended March 31, 2016.”

6. Authorisation to Board of Directors for determining fee for delivery of documents to the members.

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

“**RESOLVED THAT** pursuant to the provisions of Section 20 and other applicable provisions, if any of the Companies Act, 2013 read with the Rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), authority be and is hereby given to the Board of Directors of the Company (which shall include committee thereof) to determine the fee to be charged from a member who requests delivery of any document through a particular mode.”

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

Place : Chennai
Date : May 26, 2016

Aashish Kumar K Jain
Company Secretary

NOTES:

- 1. A member entitled to attend and vote at the Annual General Meeting (the “Meeting”) is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company.**
- 2. The instrument appointing the proxy, duly completed, must be deposited at the Registered Office of the Company not less than forty-eight hours before the commencement of the Meeting.**
- 3. A person can act as a proxy on behalf of members not exceeding fifty and holding in the 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, authorising their representative to attend and vote on their behalf at the Meeting.
5. Statement pursuant to Section 102(1) of the Companies Act, 2013, in relation to Item Nos. 4 to 6 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 Secretarial Standard on General Meetings, of persons seeking appointment/re-appointment as Director under Item No. 3 of the Notice, are annexed hereto. The Director seeking appointment/re-appointment has furnished the requisite consent/declaration for his re-appointment.
7. Members 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 Statement are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, during business hours up to the date of the Annual General Meeting.
- 10. Members seeking any information with respect to financials, are requested to write to the Company at an early date at corprelations@poel.in so as to enable the Management to provide the information at the meeting.**

11. (a) Members please note that the Board of Directors of the Company have recommended a dividend at Re. 1/- per equity share (10%) at its meeting held on May 26, 2016.
- (b) The Share Transfer Books of the Company shall remain closed from August 27, 2016 to September 2, 2016 (both days inclusive) for determining the names of members eligible for dividend on Equity Shares, if declared at the Annual General Meeting.
- (c) The dividend on Equity Shares, if declared at the Annual General Meeting, will be credited / dispatched within thirty days to those shareholders whose names are on the Company's Register of Members as on August 26, 2016. In respect of the shares held in dematerialized form, the dividend will be paid to members whose names are furnished by National Securities Depository Limited and Central Depository Services (India) Limited as beneficial owners as on that date.
- (d) Members holding shares in electronic form may note that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrar and Share Transfer Agent, M/s. Cameo Corporate Services Limited ("Cameo") cannot act on any request received directly from the members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant by the members.
12. (a) Section 205A of the Companies Act, 1956 requires that the amount of dividend remaining unpaid or unclaimed for a period of seven years from the date of transfer to unpaid dividend account of the Company shall be transferred to the Investor Education and Protection Fund (IEPF) set up by the Government of India.
- (b) As at March 31, 2016, out of the dividend declared for the financial year 2014-15, an amount of Rs. 1,00,398/- is yet to be claimed by the shareholders. The Company has uploaded the details of unclaimed amount lying with it in respect of the dividend declared at the Annual General Meeting held on September 4, 2015 on the website of the Company www.poel.in. Members can ascertain the status of their unclaimed dividend amounts from the website of the Company and write to the Company Secretary or to the Registrar and Share Transfer Agent of the Company for claiming their dividends.
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 / Cameo.
14. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in 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.
15. 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 on correlations@poel.in.
16. 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.
17. 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.
18. The Notice of the Annual General Meeting along with the Annual Report 2015-16 is sent by electronic mode to those members whose e-mail address are registered with the Company/Depositories, unless any member has request for a physical copy of the same. For members who have not registered their e-mail address, physical copies are being sent in the permitted mode.

19. To support the 'Green Initiative', Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communications including Annual Report, Notices, Circulars, etc. from the Company electronically.
20. The route map showing directions to reach the venue of the AGM is annexed.
21. 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 28th 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 August 30, 2016
b.	End of remote e-voting	Up to 5.00 p.m. (IST) on September 1, 2016

4. Once the resolution is cast by Member, it cannot be subsequently changed or voted again. The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by CDSL upon expiry of aforesaid period.
5. The members who have cast their vote by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote again.
6. The facility for voting through ballot will also be made available at the AGM and the members, who could not cast their vote by remote e-voting, may cast their vote at the AGM through ballot paper.
7. The voting rights of shareholders shall be in proportion to their shares in the paid up share capital of the Company as on August 26, 2016. Members holding shares either in physical form or dematerialized form, as on August 26, 2016 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. The Board of Directors of the Company vide their meeting held on May 26, 2016 has appointed M/s. KSM Associates, Practicing Company Secretaries as Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner and the firm has communicated their willingness to be appointed and will be available at the AGM.
9. At the AGM, at the end of the discussion on the resolution on which the voting is to be held, the Chairman would, with the assistance of the Scrutinizer, order voting by ballot paper for all those members who are present but have not cast their votes electronically using the remote e-voting facility.
10. The Scrutinizer shall, immediately after the conclusion of voting at AGM, count the votes cast at the AGM and thereafter unblock the votes cast through remote e-voting in the presence of atleast two witnesses who are not in the employment of the Company. The Scrutinizer will submit a consolidated Scrutinizer's Report of the total votes cast in the favour of or against, if any, not later than three days after the conclusion of AGM to the Chairman of the Company. The Chairman, or any other person authorized by the Chairman, shall declare the result of the voting forthwith.
11. The results along with the Scrutinizer's Report will be placed on the website of the Company www.poel.in and on the website of CDSL immediately after the results are declared by the Chairman or any other person authorized by the Chairman and the same shall be communicated to BSE Limited.

Steps for e-Voting

1. The voting period begins at 9.00 a.m. (IST) on August 30, 2016 and ends at 5.00 p.m. (IST) on September 1, 2016. During this period, shareholders' of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of August 26, 2016 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
2. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
3. The shareholders should log on to the e-voting website www.evotingindia.com.
4. Click on **Shareholders**.
5. Now Enter your User ID

For CDSL	16 digits beneficiary ID
For NSDL	8 Character DP ID followed by 8 Digits Client ID
Members holding shares in Physical Form	Folio Number registered with the Company

6. Next enter the image verification as displayed and Click on Login.
7. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
8. If you are a first time user follow the steps given below:

PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)
	Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.
	In case the sequence number is less than 8 digits enter the applicable number of 0's before the number, after the first two characters of the name in CAPITAL letters. (<i>Sequence No. has been provided as Sl. No. in the address label</i>)
	Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details or Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

9. After entering these details appropriately, click on "SUBMIT" tab.
10. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
11. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

12. Click on the EVSN of POCL Enterprises Limited on which you chose to vote.
13. On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/ NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
14. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
15. After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
16. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
17. You can also take print of the votes cast by clicking on “Click here to print” option on the voting page.
18. If a Demat account holder has forgotten the login password, then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
19. **Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after June 30, 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
20. Note for Non – Individual Shareholders and Custodians
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should 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

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

Mr. Y V Raman

Director Identification Number : 00232762
Date of Birth : December 07, 1952
Date of first appointment on the Board : December 24, 2014

Mr. Y. V. Raman, aged 63 years, is a Science Graduate. He has more than 25 years of experience in Marketing with strong advertising and marketing background. He is currently heading the divisions of Metallic Oxides serving Battery and Rubber Industry & PVC Stabilizers serving Plastic Industry.

He has held the position of Chairman SAARC Countries for Plastindia, an apex body of Plastic Industry from 2013 – 15 to promote plastic industry and fairs. He is currently the President of Indian Plastics Institute based in Mumbai. He is also the Committee member of Environment Committee of All India Plastic Manufacturers Association (AIPMA) and Regional Committee member of The Plastics Export Promotion Council.

Details on remuneration drawn and number of Board Meetings attended by Mr. Y V Raman during the year 2015-16 is provided in Report on Corporate Governance.

Mr. Y V Raman is not related to any Director or Key Managerial Personnel of the Company. He does not hold the position of Director in any other Company. As on March 31, 2016, he holds 564 equity shares in the Company.

Explanatory Statement

(Pursuant to Section 102(1) of the Companies Act, 2013)

As required under Section 102(1) of the Companies Act, 2013 (Act), the following explanatory statement sets out all the material facts relating to the business mentioned under Item No. 4 to 6 of the accompanying notice:

Item No. 4- To ratify the appointment of Statutory Auditors of the Company and to fix their remuneration

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

M/s. Jitesh & Ajay (Firm Registration No. 015535S), Chartered Accountants, Chennai were appointed as the statutory auditors of the Company for a period of five years at the Annual General Meeting (AGM) of the Company held on September 4, 2015, to hold office from the conclusion of the 27th AGM till conclusion of the thirty-second AGM to be held in the year 2020.

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

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out in Item No. 4 of the Notice for ratification of appointment of the Statutory Auditors for the financial year 2016 - 17.

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. 4 of the Notice.

Item No. 5- Ratification of remuneration of the Cost Auditors for the financial year ended March 31, 2016

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of M/s. Vivekanandan Unni & Associates as the Cost Auditor (having Firm Registration Number 00085) to conduct the audit of the cost records maintained by the Company for the financial year ended March 31, 2016.

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.

The remuneration payable to the cost auditor is Rs. 30,000 (Rupees Thirty Thousand Only) in addition to applicable service tax and reimbursement of incidental expenses incurred by the Cost Auditor for carrying out the cost audit.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out in Item No. 5 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ended March 31, 2016.

None of the Directors, Key Managerial Personnel or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the Notice.

Item No. 6- Authorisation to Board of Directors for determining fee for delivery of documents to the members

Section 20 of the Companies Act, 2013 read with Rule 35 of the Companies (Incorporation) Rules, 2014 provides the mode of service of documents, *inter alia*, to the members of the Company. The proviso to sub-section (2) of Section 20 states that a member may request for delivery of any document through a particular mode, for which he shall pay fees as may be determined by the Company in its Annual General Meeting.

Such fee for delivery of any document through a particular mode shall be based upon the mode of service, weight of the document and place of delivery of the document sought by the member; hence it becomes difficult to quantify the amount in such a case. Therefore, it is felt appropriate that the Board of Directors be authorized to determine the fee after considering into account the mode of service, weight of the document and place of delivery of the document sought by the member.

POEL Annual Report 2015-16

The Board of Directors accordingly recommends the Ordinary Resolution set forth in Item No. 6 of the accompanying Notice for approval of the members.

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. 6 of the Notice, except as a member of the Company.

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

Place : Chennai
Date : May 26, 2016

Aashish Kumar K Jain
Company Secretary

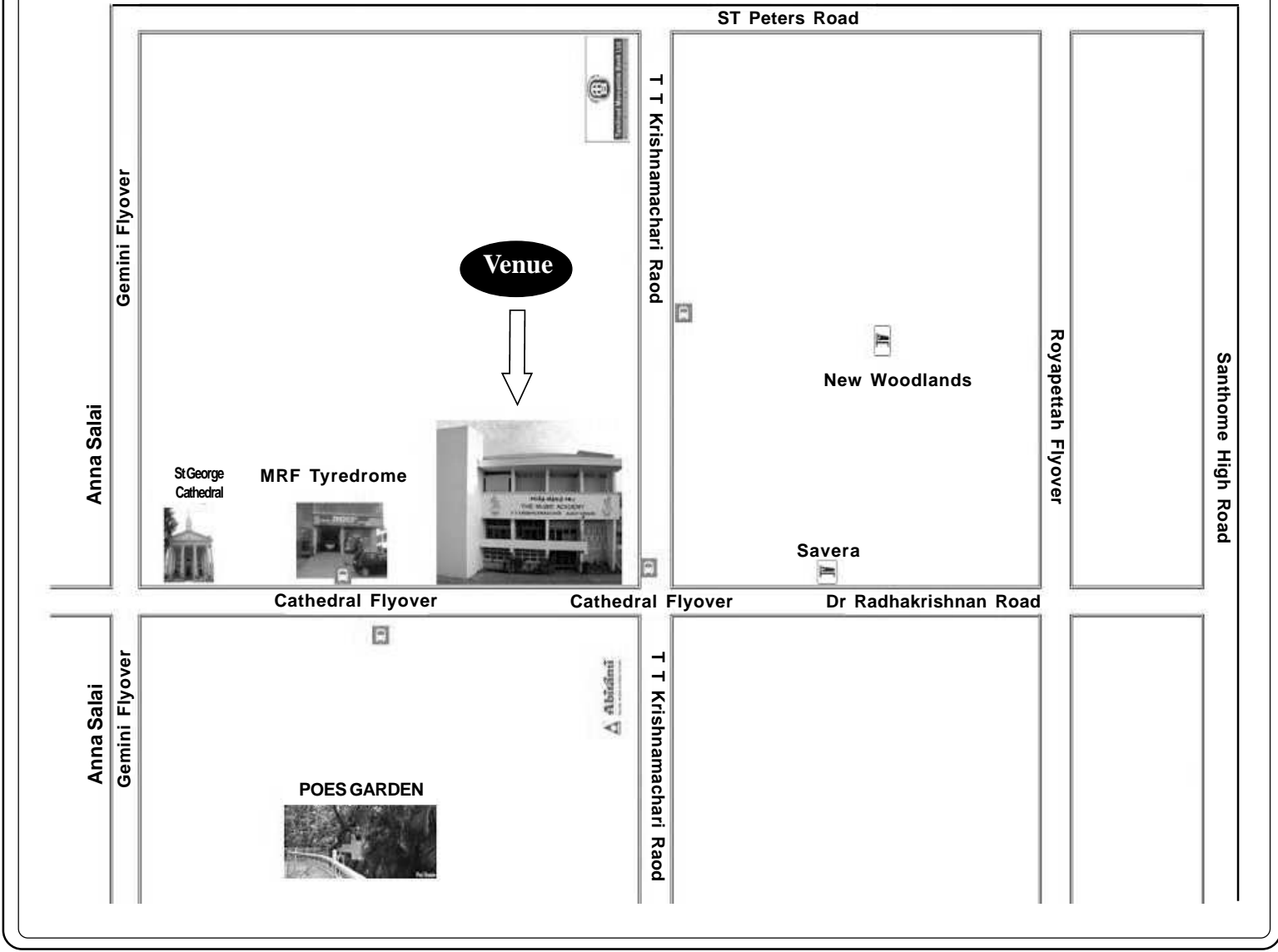
POCL ENTERPRISES LIMITED
YEARS AT A GLANCE

Rs. in Lakhs

Particulars	2015-16	2014-15*	2013-14	2012-13	2011-12	2010-11
Revenue from Operations	20,337.80	16,221.76	1,677.44	2,101.48	492.62	569.39
Total Income	20,391.71	16,267.53	1,675.68	2,117.36	516.61	585.62
Earnings before Interest Depreciation and Tax (EBIDAT)	756.78	709.29	57.41	114.50	25.69	11.73
Profit Before Tax (PBT)	322.51	251.73	15.14	72.18	7.81	5.39
Profit After Tax (PAT)	211.05	149.19	10.25	50.10	5.64	3.96
Equity Share Capital	557.60	557.60	78.15	78.15	78.15	78.15
Reserves & Surplus	980.55	818.06	116.17	107.69	57.59	51.95
Total Term Liabilities	193.84	62.09	0.14	0.16	0.18	0.20
Net Fixed Asset (Including WIP)	904.16	463.60	15.03	15.69	16.59	17.49
Other Non-Current Assets	57.32	67.59	3.56	4.38	9.14	4.28
Net Current Asset	770.51	906.56	175.87	165.95	110.20	108.53
Earnings Per Share (EPS) (In Rs.)	3.78	2.68	1.31	6.41	0.72	0.51
Book-Value Per Share (BVPS) (In Rs.)	27.59	24.67	24.87	23.78	17.37	16.65
Dividend (%)	10.00	10.00	-	-	-	-
Dividend Payout Ratio (%)	26.46	37.31	-	-	-	-
Interest Coverage Ratio (ICR) (times)	1.91	1.70	1.37	2.74	1.46	2.03
EBIDAT Margin (%)	3.72	4.37	3.42	5.45	5.21	2.06
Current Ratio (%)	1.33	1.35	2.03	1.24	2.19	2.27
Total Asset Turnover Ratio (times)	11.74	11.28	8.63	11.30	3.62	4.37
Return on Network (%)	13.72	10.84	5.27	26.96	4.16	3.04

*Figures of financial year 2014-15 are not comparable with previous years on account of Scheme of Arrangement (Demerger) with M/s. Pondy Oxides and Chemicals Limited.

Route map for the venue of 28th AGM of POCL Enterprises Limited to be held on Friday September 2, 2016 at 10:15 a.m.



NOTE

POCL ENTERPRISES LIMITED

CIN: L52599TN1988PLC015731

Regd Office: New No: 4, Old No: 319, Valluvarkottam High Road, Nungambakkam, Chennai – 600034.
Ph No: 044 – 4914 5454 | Fax No: 044 – 4914 5455 | www.poel.in | correlations@poel.in

Form No. MGT-11

Proxy Form

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s) :

Registered Address :

Email ID :

Folio No / Client ID :

DP ID :

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

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

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

3. residing at
having e-mail id

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **28th Annual General Meeting** of the Company, to be held on **Friday, September 2, 2016 at 10:15 a.m.** at Kasturi Srinivasan Hall (Mini Hall), Music Academy, 306, T.T.K. Road, 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, 2016, the Board's Report and Auditor's Report thereon.
2. To declare dividend on Equity Shares for the financial year ended March 31, 2016.
3. To appoint a Director in the place of Mr. Y V Raman (DIN: 00232762), who retires by rotation and being eligible, offers himself for reappointment.
4. To ratify the appointment of Statutory Auditors of the Company and fix their remuneration.
5. Ratification of remuneration of the Cost Auditors for the financial year ended March 31, 2016.
6. Authorisation to Board of Directors for determining fee for delivery of documents to the member.

Signed this.....day of..... 2016

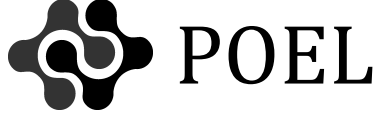


Signature of Shareholder

Signature of proxy holder

Notes:

1. ***This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.***
2. ***A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.***



POCL ENTERPRISES LIMITED

CIN: L52599TN1988PLC015731

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

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

www.poel.in | corprelations@poel.in

ATTENDANCE SLIP

(To be presented at the entrance)

28th Annual General Meeting – September 2, 2016

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 **28th Annual General Meeting** of the Company held on **Friday, September 2, 2016 at 10:15 a.m.** at Kasturi Srinivasan Hall (Mini Hall), Music Academy, 306, T.T.K. Road, Chennai – 600 014.

Signature of the member/proxy



POCL Enterprises Limited - POEL

An ISO 9001 : 2008 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