

REF: POEL/BNS/ BSE/2025-26/01
APRIL 03, 2025

BSE LIMITED
PHIROZE JEEJEEBHOY TOWERS
DALAL STREET
MUMBAI- 400001

DEAR SIR,

Sub: Outcome of the Board Meeting

Ref: Regulation 30 read with Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

With reference to the above captioned subject, the Board of Directors at its Meeting held on Thursday, April 03, 2025, among other subjects, inter-alia has approved the following:

A. Adoption of restated Articles of Association (AOA) of the Company

Subject to the approval of shareholders of the Company at the ensuing Extra-ordinary General Meeting, the Board of Directors has approved the adoption of the restated Articles of Association (AOA) of the Company containing regulations in conformity with the Table F of Schedule I to the Companies Act, 2013.

Brief details of adoption of restated AOA as required under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 are enclosed as **Annexure-I**.

B. Issue of Equity Shares and convertible Warrants by way of a preferential issue on a private placement basis

The issue of upto 30,86,647 fully paid-up Equity Shares & 6,12,288 convertible Warrants, ("Specified securities") by way of preferential issue on private placement basis to the Promoter/Promoter group and Non-Promoter persons/ Entities ("Proposed Allottees"), in accordance with Chapter V of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("SEBI ICDR Regulations"), and other applicable laws, and subject to the approval of regulatory / statutory authorities and the shareholders of the Company.

Brief details of the issuance of the specified securities, as required under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 are enclosed as **Annexure-II**.

C. Intimation of Extra-Ordinary General Meeting

The Extra-Ordinary General Meeting (EGM) of the Company is scheduled to be held on Monday, April 28, 2025 at 11:30 A.M. through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM") for the businesses to be transacted as set forth in the Notice convening the EGM in accordance with the relevant Circulars issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India.

D. Intimation of cut-off date for e-voting

In Compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rules framed thereunder and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has made arrangements with Central Depository Services (India) Limited (CDSL) to facilitate Remote e-voting/ e-voting during the meeting, for the resolutions proposed to be passed at the Extra-Ordinary General Meeting.

The Cut-off date for determining the eligibility of the Members to vote by remote e-voting or e-voting during the Extra-Ordinary General Meeting is the closing hours of Monday, April 21, 2025. The remote e-voting facility shall commence on April 25, 2025 at 9.00 A.M. (IST) and shall end on April 27, 2025 at 5.00 P.M. (IST).

The Board Meeting commenced at 11:30 a.m. and concluded at 2.20 p.m.

This is for your information and record.

Thanking You,

Yours faithfully,

For **POCL ENTERPRISES LIMITED**

AASHISH KUMAR K JAIN
COMPANY SECRETARY & FINANCE HEAD

Annexure-I

BRIEF DETAILS OF ADOPTION OF RESTATED ARTICLES OF ASSOCIATION AS REQUIRED UNDER REGULATION 30 OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 READ WITH SEBI CIRCULAR NO. SEBI/HO/CFD/POD2/CIR/P/0155 DATED NOVEMBER 11, 2024.

Adoption of restated Articles of Association (AOA) of the Company

The Board of Directors of the Company at its Meeting held on April 03, 2025, subject to approval of the Members at the ensuing Extra-Ordinary General Meeting, has approved the adoption of the restated Articles of Association (AOA) of the Company in order to empower the company to issue convertible warrants and securities. Further, the AOA is also being aligned and restated in accordance with the clauses in Schedule – I of the Table-F of the Companies Act, 2013.

Annexure-II

BRIEF DETAILS OF THE ISSUANCE OF THE SPECIFIED SECURITIES, AS REQUIRED UNDER REGULATION 30 OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 READ WITH SEBI CIRCULAR NO. SEBI/HO/CFD/POD2/CIR/P/0155 DATED NOVEMBER 11, 2024.

S.No.	Particulars	Details
1.	Type of securities proposed to be issued (viz. equity shares, convertibles etc.)	(i) Equity shares; and (ii) Convertible Warrants
2.	Type of issuance (further public offering, rights issue, depository receipts (ADR/GDR), qualified institutions placement, preferential allotment etc.)	Preferential Issue (in accordance with the provisions of the Companies Act, 2013 and the Rules made thereunder and Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and other applicable laws)
3.	Total number of securities proposed to be issued or the total amount for which the securities will be issued (approximately)	(i) Up to 30,86,647 Equity Shares of face value of Rs. 2/- each, at an issue price of Rs. 202/- per Equity share (including a premium of Rs. 200/- per equity share), each payable in cash, for an aggregate amount of upto Rs. 62,35,02,694/- ; and (ii) Up to 6,12,288 Convertible Warrants, at an issue price of Rs. 202/- per warrant (including a premium of Rs. 200/- per warrant), each payable in cash, for aggregate amount of upto Rs. 12,36,82,176/-.

4.	Disclosure of additional details in respect of preferential issue to the stock exchange:	
(a)	Names of the investors	As per Annexure - A
(b)	Post allotment of securities - outcome of the subscription, issue price / allotted price (in case of convertibles), number of investors	Not applicable at this stage
(c)	Issue Price	<p>(i) Rs. 202/- (Rupees Two Hundred and Two only) per Equity Share</p> <p>(ii) Rs. 202/- (Rupees Two Hundred and Two only) per convertible warrant</p> <p>(Issue price being not lower than the price determined in accordance with Chapter V of SEBI ICDR Regulations and other applicable regulation, if any).</p>
(d)	Number of Investors	<p>(i) For Issue of Equity shares - 64</p> <p>(ii) For Issue of Convertible Warrants - 18</p> <p><i>(Details as mentioned in Annexure - A)</i></p>
(e)	In case of convertibles - intimation on conversion of securities or on lapse of the tenure of the instrument	<p>Each Warrants is convertible/ exchangeable for 1 (One) fully paid-up Equity Share of the face value of Rs. 2/- each, within a maximum period of 18 months from the date of allotment of such Warrants.</p> <p>In the event that a Warrant holder does not exercise the Warrants within a period of 18 (eighteen) months from the date of allotment of such warrants, the unexercised Warrants shall lapse and the amount paid by that Warrant holder on such Warrants shall stand forfeited by the Company</p>
(f)	Any cancellation or termination of proposal for issuance of securities including reasons thereof	Not Applicable

Annexure - A

S. No.	Name of the Investor	Category	No. of Equity Shares proposed to be allotted	No. of Warrants proposed to be allotted
1	Neelam Bansal	Promoter Group	1,48,515	-
2	Sunil Kumar Bansal	Promoter	37,129	49,506
3	Harsh Bansal	Promoter Group	1,23,763	-
4	Devakar Bansal	Promoter	37,129	49,506
5	Amber Bansal	Promoter Group	61,881	-
6	Sagar Bansal	Promoter Group	61,881	-
7	Vandana Bansal	Promoter Group	1,48,515	-
8	Padam Chandra Bansal	Promoter Group	1,48,515	-
9	Narendra Kumar Gupta	Non-Promoter	74,258	-
10	Jawaharilal	Non-Promoter	24,753	-
11	Sweksha Goyal	Non-Promoter	1,48,515	-
12	Antara India Evergreen Fund Ltd	Non-Promoter	74,258	-
13	Padma Bhandari	Non-Promoter	34,654	4,952
14	Deepak Bhandari	Non-Promoter	34,654	4,952
15	Prince Bhandari	Non-Promoter	17,327	2,476
16	Samrat Bhandari	Non-Promoter	17,327	2,476
17	Harish Kumar Lohia	Non-Promoter	24,753	-
18	Namrata Tibrewala	Non-Promoter	24,753	-
19	Rahul Tibrewala	Non-Promoter	24,753	-
20	Jyoti Kumar Chowdhry	Non-Promoter	24,753	24,754
21	Padma Bhansali	Non-Promoter	12,376	-
22	Sunanda Jhaver	Non-Promoter	12,376	-
23	Sunny M Patel	Non-Promoter	14,852	-
24	Kapil Garg	Non-Promoter	-	24,754
25	Naveen hirawat	Non-Promoter	61,881	-
26	Vikas hirawat	Non-Promoter	12,376	-
27	Vipul hirawat	Non-Promoter	12,376	-
28	Deepakkumar R Dugar	Non-Promoter	24,753	-
29	Sarita Mittal	Non-Promoter	24,753	-
30	Ramesh Surjan	Non-Promoter	24,753	-
31	R & V Tube Sales Private Limited	Non-Promoter	1,48,515	-
32	Arjun Sonthalia	Non-Promoter	12,376	-
33	Anuradha Sonthalia	Non-Promoter	12,376	-
34	Amar M Sonthalia	Non-Promoter	24,753	-
35	Metalscrap Recycling Agencies LLP	Non-Promoter	24,753	-

S. No.	Name of the Investor	Category	No. of Equity Shares proposed to be allotted	No. of Warrants proposed to be allotted
36	Ruby Parakh	Non-Promoter	12,376	-
37	Mamta Todi	Non-Promoter	12,376	-
38	M Ponnuswami	Non-Promoter	12,376	-
39	Akshat S Luniya	Non-Promoter	-	30,000
40	Urban Botanics Private Limited	Non-Promoter	-	30,000
41	Sanjay Bhansali	Non-Promoter	-	30,000
42	Neha Anant Goenka	Non-Promoter	12,376	-
43	Rajiv Khanna	Non-Promoter	1,48,515	-
44	Priyanka Nanda	Non-Promoter	1,48,515	-
45	Ravinder Kumar Rishabchand	Non-Promoter	2,47,525	247,526
46	Sandeep Agarwal	Non-Promoter	24,753	-
47	Anita Agarwal	Non-Promoter	24,753	-
48	Vishal Bomb	Non-Promoter	24,753	-
49	Vivek Bomb	Non-Promoter	24,753	-
50	Prakash chand	Non-Promoter	12,376	12,376
51	Sushant Jain	Non-Promoter	12,376	12,376
52	Nitesh Gupta	Non-Promoter	12,376	-
53	Suresh Kumar Jain	Non-Promoter	24,753	-
54	Mukesh Kumar Jain	Non-Promoter	24,753	-
55	Ravina S Jain	Non-Promoter	4,951	-
56	Vilina S Jain	Non-Promoter	4,951	-
57	Geetha K Jain	Non-Promoter	2,47,525	-
58	Dilip Kumar Khemchand	Non-Promoter	12,376	-
59	Sivachandran Balachandran	Non-Promoter	-	12,376
60	Ramachandran Balachandran	Non-Promoter	-	12,376
61	Rachana Bhansali	Non-Promoter	24,753	-
62	Girdharlal Jhaver	Non-Promoter	49,505	-
63	Namrata Baldwa	Non-Promoter	49,505	-
64	Manmohan Mittal And Sons (HUF)	Non-Promoter	24,753	-
65	Abhay singh chhajer	Non-Promoter	49,505	49,506
66	Vasumathi S	Non-Promoter	12,376	-
67	Shekar Chandak HUF	Non-Promoter	24,753	-
68	Veesamsetty Jayasri	Non-Promoter	12,376	12,376
69	Omprakash Porwal	Non-Promoter	49,505	-
70	Karan Kumar Bagmar	Non-Promoter	24,753	-
TOTAL			30,86,647	6,12,288