

REF: POEL/BNS/ BSE/2026-27/42
OCTOBER 26, 2026

BSE LIMITED
PHIROZE JEEJEEBHAY TOWERS
DALAL STREET
MUMBAI- 400001

Scrip Code – 539195

Dear Sir,

Sub: Notice of the Meeting of the Unsecured Creditors of POCL Enterprises Limited (“Company” or “Transferee Company”) being convened as per the directions issued by the Hon’ble National Company Law Tribunal, Chennai Bench (“NCLT”) in connection with the Scheme of Amalgamation of Planetfirst Green Private Limited (“Transferor Company”) with and into the Company and their respective Shareholders and Creditors and intimation regarding the cut-off date for remote e-voting/e-voting.

Ref: (i) POEL/BNS/ BSE/2026-27/39 dated October 15, 2026;
(ii) POEL/BNS/BSE/2026-27/16 dated July 07, 2026; and
(iii) POEL/BNS/BSE/2025-26/79 dated March 16, 2026

This is in furtherance to our above referred intimations regarding the proposed Scheme of Amalgamation of Planetfirst Green Private Limited (“Transferor Company”) with and into POCL Enterprises Limited (“Transferee Company”) and their respective Shareholders and creditors under Section 230 to 232 of the Companies Act, 2013 (“Act”) read with applicable Rules made thereunder (“Scheme”).

This is to further inform that pursuant to the order dated October 13, 2026 (“Order”) passed by the Hon’ble NCLT, Chennai Bench, in respect of Company Application No. CA(CAA)/71(CHE)/2026, the Hon’ble NCLT has issued directions to the Company for convening the meeting of its Unsecured Creditors (“Meeting”), for the purpose of considering and, if thought fit, approving the proposed Scheme.

The Notice convening the NCLT Convened Meeting of Unsecured Creditors of the Company, together with the Explanatory Statement, in respect of the meeting scheduled to be held on Friday, November 27, 2026 at 12:30 P.M. (IST) through VC/OAVM, with the facility to attend the said meeting physically at the Registered office of the Company, for the purpose of considering and approving the proposed Scheme is enclosed herewith. Owing to the large file size, the Annexures accompanying the said Notice along with the Notice can be accessed on the website of the Company at <https://poel.in/wp-content/uploads/2026/10/Notice-Convening-Meeting-of-Unsecured-Creditors.pdf>. Further, the said Notice is also made available on the website of Central Depository Services (India) Limited (“CDSL”) at www.evotingindia.com.

Further, in compliance with the said Order and Section 108 & other applicable provisions of the Act read with the Rules made thereunder, the applicable general circulars issued by the Ministry of Corporate Affairs in relation to conducting meetings through video conferencing ("VC")/ other audio visual means ("OAVM") with facility for e-voting, Regulation 44 and other provisions of the SEBI Listing Regulations, applicable SEBI circulars and other applicable provisions, the Company has made arrangements with Central Depository Services (India) Limited (CDSL) to facilitate Remote e-voting/ e-voting during the meeting, for the resolution proposed to be passed at the meeting in connection with the Scheme. The detailed instructions for joining the meeting through VC/OAVM, manner of casting vote through e-voting, etc., are provided in the Notice of the said meeting.

The Cut-off date for determining the eligibility of the Unsecured Creditors to vote by remote e-voting or e-voting during the meeting is the closing hours of Friday, July 31, 2026. The remote e-voting facility shall commence on November 24, 2026 at 9.00 A.M. (IST) and shall end on November 26, 2026 at 5.00 P.M. (IST).

This is for your information and record.

Thanking You,

Yours faithfully,

For **POCL ENTERPRISES LIMITED**

AASHISHKUMAR
AR KAILASH
CHAND JAIN

Digitally signed by
AASHISHKUMAR
KAILASH CHAND JAIN
Date: 2026.10.26
18:21:54 +05'30'

AASHISH KUMAR K JAIN
COMPANY SECRETARY & FINANCE HEAD



POCL ENTERPRISES LIMITED

CIN: L52599TN1988PLC015731

Regd. Office: Willingdon Crescent, 1st Floor,

No. 6/2, Pycrofts Garden Road, Nungambakkam, Chennai – 600 006

Ph: +91 - 44 - 4914 5454, Email: corprelations@poel.in; Website: www.poel.in

**NOTICE OF NATIONAL COMPANY LAW TRIBUNAL CONVENED MEETING OF
THE UNSECURED CREDITORS OF POCL ENTERPRISES LIMITED**

*Pursuant to the order of the Hon'ble National Company Law Tribunal, Chennai Bench
("Tribunal") dated October 13, 2026.*

MEETING DETAILS	
Day	Friday
Date	27 th November, 2026
Time	12:30 P.M (IST)
Mode of Meeting	As per the directions of the Tribunal, the meeting shall be conducted through video conferencing ("VC")/other audio-visual means ("OAVM") with option of attending the meeting in-person
Cut-off date for sending notice to eligible Unsecured Creditors	Friday, July 31, 2026
Cut-off date for E-Voting	Friday, July 31, 2026
Remote E-Voting start date and time	Tuesday, November 24, 2026, at 09:00 A.M. (IST)
Remote E-Voting end date and time	Thursday, November 26, 2026, at 05:00 P.M. (IST)

The Unsecured Creditors of the Company are hereby requested to kindly make it convenient to attend the meeting.

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The Notice of the meeting, Explanatory Statement under Section 230(3) read with Section 102 and other applicable provisions of the Act and Rule 6 of the CAA Rules and all annexures thereto constitute a single and complete set of documents and should be read together as they form an integral part of this document.

FORM NO. CAA. 2

[Pursuant to Section 230(3) of the Companies Act, 2013 and Rule 6 and 7 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016]

**BEFORE THE NATIONAL COMPANY LAW TRIBUNAL,
CHENNAI BENCH
[CA(CAA)/71(CHE)/2026]**

**IN THE MATTER OF SECTIONS 230 TO 232
AND OTHER APPLICABLE PROVISIONS OF THE COMPANIES ACT, 2013**

AND

**IN THE MATTER OF SCHEME OF AMALGAMATION OF PLANETFIRST
GREEN PRIVATE LIMITED (“TRANSFEROR COMPANY”) WITH AND INTO
POCL ENTERPRISES LIMITED (“TRANSFeree COMPANY”) AND THEIR
RESPECTIVE SHAREHOLDERS AND CREDITORS**

Planetfirst Green Private Limited

CIN: U24203TN2022PTC185571

Registered Office at Willingdon Crescent, 1st Floor, No. 6/2,

Pycrofts Garden Road, Nungambakkam, Shastri Bhavan, Chennai - 600006

Represented by its Whole-time Director,

Mr. Chandrasekaran **.....1st Applicant/ Transferor Company**

POCL Enterprises Limited

CIN: L52599TN1988PLC015731

Registered Office at Willingdon Crescent, 1st Floor, No. 6/2,

Pycrofts Garden Road, Nungambakkam, Chennai - 600006

Represented by its Company Secretary,

Mr. Aashish Kumar K Jain **.....2nd Applicant/ Transferee Company**

**NOTICE OF NATIONAL COMPANY LAW TRIBUNAL CONVENED MEETING
OF UNSECURED CREDITORS OF POCL ENTERPRISES LIMITED**

To,

**The Unsecured Creditors
POCL Enterprises Limited**

1. **NOTICE** is hereby given that by an Order dated October 13, 2026 (hereinafter referred to as the “**Tribunal Order**”), the Hon’ble National Company Law Tribunal, Chennai Bench (hereinafter referred to as the “**NCLT**”) has directed convening of a meeting of the Unsecured Creditors of POCL Enterprises Limited (hereinafter referred to as the “**Transferee Company**” or the “**2nd Applicant**”, as the context may admit) for the purpose of considering, and if thought fit, approving the arrangement embodied in the Scheme of Amalgamation of Planetfirst Green Private Limited (hereinafter referred to as the “**Transferor Company**” or the “**1st Applicant**”, as the context may admit) with and into the Transferee Company and their respective shareholders and creditors (hereinafter referred to as the “**Scheme**”) pursuant to the provisions of Sections 230-232 of the Companies Act, 2013 (hereinafter referred to as the “**Act**”) and other applicable provisions thereof, read with the applicable rules made thereunder. A copy of the Tribunal Order is annexed hereto and marked as **Annexure 1**.
2. In pursuance of the Tribunal Order and as directed therein, this Notice is hereby given that a meeting of the Unsecured Creditors of the Transferee Company will be held on Friday, 27th November, 2026 at 12:30 P.M. (IST) through Video Conference (“**VC**”)/ Other Audio-Visual Means (“**OAVM**”) with the option of attending the meeting in person at the registered office of the Company situated at Willingdon Crescent, 1st Floor, No. 6/2, Pycrofts Garden Road, Nungambakkam, Chennai - 600006, Tamil Nadu, India (hereinafter referred to as the “**Meeting**”) in compliance with the applicable provisions of the Act, General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 20/2020 dated May 5, 2020, General Circular No. 22/2020 dated June 15, 2020; General Circular No. 33/2020 dated September 28, 2020; General Circular No. 39/2020 dated December 31, 2020; General Circular No. 10/2021 dated June 23, 2021; General Circular No. 19/2021 dated December 8, 2021; General Circular No. 21/2021 dated December 14, 2021; General Circular No. 2/2022 dated May 5, 2022; General Circular No. 10/2022 dated December 28, 2022; General Circular No. 9/2023 dated September 25, 2023; General Circular No. 9/2024 dated September 19, 2024; and General Circular No. 03/2025 dated September 22, 2025 issued by the Ministry of Corporate Affairs (hereinafter referred to as the “**MCA Circulars**”); and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024, issued by the Securities and Exchange Board of India (hereinafter referred to as the “**Circular issued by SEBI**”) and the Unsecured Creditors are requested to attend the Meeting to transact the following business:

3. **APPROVAL OF THE DRAFT SCHEME OF AMALGAMATION OF PLANETFIRST GREEN PRIVATE LIMITED WITH AND INTO POCL ENTERPRISES LIMITED AND THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS**

*The unsecured creditors are requested to consider and if thought fit, to pass, the following resolution for approval of the Scheme by the **requisite statutory majority**:*

“RESOLVED THAT pursuant to the provisions of Sections 230 to 232 and other applicable provisions of the Companies Act, 2013, the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and any other rules, circulars and notifications made thereunder (including any amendment(s), statutory modification(s), variation(s) or re-enactment(s) thereof) as may be applicable, Section 2(6) of the Income Tax Act, 2025 (erstwhile Section 2(1B) of the Income-tax Act, 1961), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Securities and Exchange Board of India Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023 and duly amended from time to time, and subject to the provisions of the Memorandum of Association and Articles of Association of POCL Enterprises Limited (**“Company”** or **“Transferee Company”**) and subject to the approval of Hon’ble National Company Law Tribunal, Chennai Bench (**“NCLT”**) and subject to such other approvals, permissions and sanctions of regulatory and other authorities or tribunals, as may be necessary, and subject to such conditions and modifications as may be prescribed or imposed by the NCLT or by any regulatory or other authorities, while granting such consents, approvals and permissions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the **“Board”**, which term shall be deemed to mean and include one or more committee(s) constituted/ to be constituted by the Board or any person(s) which the Board may nominate to exercise its powers including the powers conferred by this resolution), the arrangement embodied in the Scheme of Amalgamation of Planetfirst Green Private Limited with and into POCL Enterprises Limited and their respective shareholders and creditors (**“Scheme”**), be and is hereby approved.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem requisite, desirable, appropriate or necessary to give effect to this resolution and effectively implement the arrangement embodied in the Scheme and to accept such modifications, amendments, limitations and/or conditions, if any, which may be required and/or imposed by the NCLT while sanctioning the arrangement embodied in the Scheme or by any authorities under law, or as may be required for the purpose of resolving any questions or doubts or difficulties that may arise or meaning or interpretation of the Scheme or

implementation thereof or in any matter whatsoever connected therewith, including passing of such accounting entries and/or making such adjustments in the books of accounts as considered necessary in giving effect to the Scheme, as the Board may deem fit and proper.

RESOLVED FURTHER THAT *the Board may delegate all or any of its powers herein conferred to any director(s) and/or officer(s) of the Company, to give effect to this resolution, if required, as it may in its absolute discretion deem fit, necessary, or desirable, without any further approval from the unsecured creditors of the Company.”*

4. **TAKE FURTHER NOTICE THAT** this Meeting is held pursuant to the Order passed by the NCLT and in compliance with the MCA Circulars through VC/OAVM. Further in accordance with the Tribunal Order, the Company has taken steps to accommodate the Unsecured Creditors, to attend the meeting at the registered office of the Company situated at Willingdon Crescent, 1st Floor, No. 6/2, Pycrofts Garden Road, Nungambakkam, Chennai - 600006, Tamil Nadu, India. **ACCORDINGLY, THE UNSECURED CREDITORS ATTENDING THE MEETING PHYSICALLY, ARE ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE AN UNSECURED CREDITOR.** Proxy forms, to be effective, must be returned so as to reach the Registered Office of the Company not less than 48 hours before the time for holding the meeting. The Proxy form is appended to this notice. A person can act as proxy on behalf of unsecured creditor not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total outstanding value of the unsecured creditors of the Company. An unsecured creditor holding more than 10% of the total outstanding value of the unsecured creditors of the company may appoint a single person as proxy and such person shall not act as proxy for any other person or unsecured creditor. Unsecured Creditors attending the meeting physically are requested to bring their Attendance Slips as annexed to this Notice for the meeting.

However, in pursuance of Section 113 of the Act, authorized representatives of the corporate unsecured creditor may be appointed for the purpose of voting through remote e-voting, for participation in the Meeting through VC/OAVM facility or in-person and e-voting during the Meeting provided that such unsecured creditor sends a certified scanned copy (PDF/JPG Format) of its board or governing body resolution/ authorization/ Power of Attorney/ Authority letter etc., authorizing its representative to attend the Meeting through VC/OAVM or physically on its behalf, vote through e-voting during the Meeting and/or to vote through remote e-voting, on its behalf. The said resolution/authorization shall be sent to the scrutinizer by email through their registered email ID addressing to muditjain6269@gmail.com and to the Transferee Company at corprelations@poel.in. The corporate unsecured creditor can also upload documents in Central Depository Services (India) Limited (“**CDSL**”) e-voting system for verification by scrutiniser. Alternatively,

a physical copy of the aforesaid authorisation/resolution may be submitted at the Registered Office of the Company at the time of attending the meeting in person.

5. TAKE FURTHER NOTICE THAT-

- a) in compliance with the provisions of (i) MCA Circulars; (ii) Circular issued by SEBI; (iii) Sections 108 and 230 of the Companies Act read with the rules framed thereunder, as amended; (iv) Regulation 44 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended; and (v) Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, the Transferee Company has engaged the services of CDSL for the purpose of providing facility of voting by remote e-voting and e-voting during the Meeting so as to enable the unsecured creditors, to consider and if thought fit, to approve the Scheme by way of the aforesaid resolution. Accordingly, voting by unsecured creditors of the Transferee Company to the Scheme shall be carried out only through remote e-voting and e-voting during the Meeting;
- b) in compliance with the MCA Circulars read with the Circular issued by SEBI from time to time and the Order passed by NCLT, (a) the aforesaid Notice, (b) the Scheme, (c) the explanatory statement under Sections 230(3), 232(1), 232(2) and 102 of the Act read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and any other applicable provisions of Act read with the rules made thereunder, and (d) the enclosures as indicated in the Index (collectively referred to as **"Particulars"**), are being sent through electronic mode to those unsecured creditors of the Transferee Company whose email IDs are registered with Cameo Corporate Services Private Limited, the Transferee Company's Registrar and Transfer Agent (hereinafter referred to as **"Cameo"**)/depositories/Transferee Company. The aforesaid Particulars are being sent to those unsecured creditors of the Transferee Company whose email IDs are registered and whose names appear in the Chartered Accountant's certificate certifying the list of unsecured creditors of the Company as on the cut-off date (i.e., Friday, July 31, 2026);
- c) the unsecured creditors may note that the aforesaid Particulars will be available on the Transferee Company's website at www.poel.in and on the websites of the Stock Exchange i.e., BSE Limited at www.bseindia.com and on the website of CDSL at www.evotingindia.com;

- d) copies of the aforesaid Particulars can be obtained free of charge on all working days except Saturdays, during business hours, up to the date of the Meeting from the registered office of the Transferee Company situated at Willingdon Crescent, 1st Floor, No. 6/2, Pycrofts Garden Road, Nungambakkam, Chennai - 600006, Tamil Nadu, India, or by sending an by email at corprelations@poel.in, or from the office of its Counsel, M/s. KSM Associates, Company Secretaries, S2, 2nd Floor, Land Marvel, No. 25, KB Dasan Road, Teynampet, Chennai-600018, Tamil Nadu, India;
- e) the Transferee Company has extended the remote e-voting facility for its unsecured creditors, to enable them to cast their votes electronically. The instructions for remote e-voting and e-voting at the Meeting are appended to the Notice. The unsecured creditors, opting to cast their votes by remote e-voting or e-voting during the Meeting are requested to read the instructions in the Notes below carefully. In case of remote e-voting, the votes should be cast in the manner described in the instructions during the remote e-voting period i.e., from Tuesday, November 24, 2026 at 9:00 a.m. (IST) to Thursday, November 26, 2026 at 5:00 p.m. (IST);
- f) the NCLT has appointed Mr. Sameer Kakar to be the Chairman of the Meeting including for any adjournment or adjournments thereof;
- g) as directed by the Tribunal, Mr. Mudit Jain, Advocate (Email ID: muditjain6269@gmail.com), has been appointed as Scrutinizer for the said Tribunal convened meeting of the unsecured creditors, for conducting voting by Remote E-Voting and E-Voting during the Meeting in a fair and transparent manner. The Scrutinizer will submit his report to the Chairman after completion of the scrutiny of the votes cast by the unsecured creditors through E-Voting (both prior to and during the Meeting). The Scrutinizer's decision on the validity of the votes shall be final. The results of votes cast through Remote E-Voting and E-Voting at the Meeting, shall be announced by the Chairman upon receipt of Scrutinizer's report and the same shall be displayed on the website of the Company i.e., www.poel.in, website of the Stock Exchange on which the Company's shares are listed i.e., www.bseindia.com and on the website of CDSL at www.evotingindia.com;
- h) the Scheme, if approved by the unsecured creditors at the Meeting, will be subject to the subsequent sanction of the Tribunal and such other approvals, permissions, and sanctions of regulatory or other authorities, as may be necessary;
- i) a copy of the explanatory statement under Sections 230(3), 232(1), 232(2) and 102 of the Act read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and any other applicable

provisions of Act read with the rules made thereunder, the Scheme and Particulars are enclosed; and

- j) the Annexures to this Notice are provided by the management of the Transferor Company / Transferee Company. The Chairman has not verified the correctness and appropriateness of the contents of this Notice, explanatory statement and enclosures to this Notice, which is the responsibility of the respective Company.

For **POCL Enterprises Limited**
(under authorisation of Mr. Sameer Kakar,
Tribunal Appointed Chairman)

Sd/-

Aashish Kumar K Jain
Company Secretary & Finance Head
(Membership No. F9954)

Date: October 24, 2026

Place: Chennai

NOTES:

1. Pursuant to the directions of the Hon'ble National Company Law Tribunal, Chennai Bench ("Tribunal"), vide its order dated October 13, 2026 ("Tribunal Order"), the Meeting of the unsecured creditors of the Company ("Meeting") is being conducted through video conferencing ("VC") / other audio visual means ("OAVM") facility to transact the business set out in the Notice convening this Meeting. Further, in accordance with the Tribunal Order, the venue of holding the meeting through VC/OAVM shall be the registered office of the Transferee Company situated at Willingdon Crescent, 1st Floor, No. 6/2, Pycrofts Garden Road, Nungambakkam, Chennai - 600006, Tamil Nadu, India. CDSL, the E-Voting service provider will provide the facility for voting to the unsecured creditors through Remote E-Voting, for participation in the Meeting through VC/OAVM and E-Voting at the Meeting.
2. Further in accordance with the Tribunal Order, the Company has taken steps to accommodate the unsecured creditors, to attend the meeting at the registered office of the Company situated at Willingdon Crescent, 1st Floor, No. 6/2, Pycrofts Garden Road, Nungambakkam, Chennai - 600006, Tamil Nadu, India. Route Map to the venue of the meeting is annexed and forms part of the notice of this meeting. Participation of unsecured creditors through VC/OAVM will be reckoned for the purpose of quorum for the Meeting apart from the unsecured creditors present in person or through proxy. In terms of the Tribunal Order, the quorum for the unsecured creditors meeting shall be not less than 20 (Twenty) in number. In case the required quorum for the Meeting is not met/satisfied at the commencement of the Meeting, the Meeting shall be adjourned by 30 minutes and thereafter the unsecured creditors present shall be deemed to constitute the quorum of the said Meeting.
3. **THE UNSECURED CREDITORS ATTENDING THE MEETING PHYSICALLY, ARE ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE AN UNSECURED CREDITOR.**

Proxy forms, to be effective, must be returned so as to reach the Registered Office of the Company not less than 48 hours before the time for holding the meeting. The Proxy form is appended to this notice.

4. A person can act as proxy on behalf of unsecured creditors not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total outstanding value of the unsecured creditors of the Company. An unsecured creditor holding more than 10% of the total outstanding value of the unsecured creditors of the company may appoint a single person as proxy and such person shall not act as proxy for any other person or unsecured creditor.

5. Unsecured creditors attending the meeting physically either in person or by proxy, are requested to bring their Attendance Slips as annexed to this Notice for the meeting.
6. An explanatory statement pursuant to Sections 230(3), 232(1), 232(2) and 102 of the Companies Act, 2013 ("Act") read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 ("CAA Rules") ("Explanatory Statement") in respect of the business set out in the Notice of the Meeting is annexed hereto. The Meeting will be conducted in compliance with the applicable provisions of the Tribunal Order, Act, SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 ("SEBI Listing Regulations"), Secretarial Standard-2, and other applicable laws.
7. An Unsecured Creditor of the Transferee Company, whose name appear in the Chartered Accountant's certificate certifying the list of unsecured creditors of the Company as on the cut-off date (i.e., Friday, July 31, 2026), only shall be entitled to exercise his / her / its voting rights on the resolution proposed in the Notice and attend the Meeting. A person/ entity who is not an unsecured creditor as on such date, should treat the Notice for information purpose only.
8. Institutional Unsecured Creditors of the Company are encouraged to attend and vote at the Meeting.
9. In pursuance of Section 113 of the Act, authorized representatives of institutional/corporate unsecured creditors may be appointed for the purpose of attending the meeting and voting through remote e-voting, for participation in the Meeting through VC/OAVM facility or in-person and e-voting during the Meeting provided that such unsecured creditor sends a certified scanned copy (PDF/JPG Format) of its board or governing body resolution/ authorization/ Power of Attorney/ Authority letter etc., authorizing its representative to attend the Meeting through VC/OAVM or physically on its behalf, vote through e-voting during the Meeting and/or to vote through remote e-voting, on its behalf. The said resolution/authorization shall be sent to the scrutinizer by email through their email ID addressing to muditjain6269@gmail.com and to the Transferee Company at corprelations@poel.in. The corporate unsecured creditors can also upload documents in Central Depository Services (India) Limited ("**CDSL**") e-voting system for verification by scrutiniser. Alternatively, a physical copy of the aforesaid authorisation/resolution may be submitted at the Registered Office of the Company at the time of attending the meeting in person.
10. In terms of the Tribunal Order, the Notice, Explanatory Statement under Section 230(3) read with Section 102 and other applicable provisions of the Act and all annexures thereto are being sent through electronic mode to all the unsecured creditors whose e-mail IDs are registered with the Company. For those unsecured creditors whose e-mail IDs are not registered with the Company, a physical letter regarding holding of the meeting is being sent through speed post /courier containing a web-link of the Company's website and the QR code, through which

the Notice, Explanatory Statement under Section 230(3) read with Section 102 and other applicable provisions of the Act and all annexures can be accessed, in lieu of sending the voluminous physical documents.

11. Relevant documents referred to in the accompanying Notice and the Explanatory Statement shall be made accessible for inspection through electronic mode on all working days, except Saturdays, during business hours up to the date of the Meeting.
12. Unsecured Creditors may note that the aforesaid documents are also available on the Company's website at www.poel.in and on the website of the Stock Exchange i.e., BSE Ltd. at www.bseindia.com. The notice is also disseminated on the website of CDSL at www.evotingindia.com, being the agency appointed by the Company to provide E-voting and other facilities for the Meeting.
13. If so desired, unsecured creditors may obtain a physical copy of the Notice and the accompanying documents, i.e., Scheme and the Explanatory Statement free of charge. A written request in this regard may be addressed to the Company Secretary at corprelations@poel.in or to the office of the Counsel of the Transferee Company, M/s. KSM Associates, Company Secretaries, S2, 2nd Floor, Land Marvel, No. 25, KB Dasan Road, Teynampet, Chennai-600018, Tamil Nadu, India.
14. For ease of conduct, unsecured creditors who would like to ask queries/express their views on the item of the business to be transacted at the meeting can send their queries/comments in advance to the Company's designated email address at corprelations@poel.in. The queries may be raised precisely and in brief to enable the Company to answer the same suitably depending on the availability of time at the meeting.
15. It is clarified that casting of votes by Remote E-Voting (prior to the Meeting) does not disentitle unsecured creditor(s) from attending the Meeting. However, after exercising right to vote through Remote E-Voting prior to the Meeting, unsecured creditor(s) shall not vote again at the Meeting. In case the unsecured creditor(s) cast their vote via both the modes i.e., Remote E-Voting prior to the Meeting as well as E-Voting at the Meeting, then voting done through Remote E-Voting before the Meeting shall prevail once the vote on a resolution is cast by the unsecured creditor(s). The unsecured creditor(s) shall not be allowed to change it subsequently.
16. Subject to receipt of requisite majority of votes as per Sections 230 to 232 of the Act, the resolution proposed in the Notice shall be deemed to have been passed on the date of the Meeting (specified in the Notice).
17. Information and other instructions relating to e-voting are as under:

INSTRUCTIONS FOR UNSECURED CREDITORS OF THE COMPANY FOR REMOTE E-VOTING

General Instructions:

1. The unsecured creditor(s) of the Transferee Company can join the Meeting in the VC/ OAVM mode 15 minutes before the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.
2. The remote e-voting facility will be available during the following period:

Commencement of remote e-voting : From 9:00 a.m. (IST) on November 24, 2026
End of remote e-voting : Up to 5:00 p.m. (IST) on November 26, 2026

3. The voting rights of unsecured creditor(s) shall be in proportion to their debt in the Company as on the cut-off date i.e., Friday, July 31, 2026. The unsecured creditors, whose name appears in the Chartered Accountant's certificate certifying the list of unsecured creditors of the Company as on the Cut-off Date (i.e., Friday, July 31, 2026), as had been filed with the Tribunal in Company Scheme Application No. CA(CAA)/71(CHE)/2026 shall only be entitled to exercise his / her / its voting rights on the resolution proposed in the Notice and attend the Meeting.
4. Once the vote is casted by the unsecured creditor, it cannot be subsequently changed or voted again. The remote e-voting will not be allowed beyond the aforesaid date and time and the remote e-voting module shall be disabled by CDSL upon expiry of aforesaid period.
5. The unsecured creditors who have casted their vote by remote e-voting facility may also attend the meeting but shall not be entitled to vote again.
6. The facility for e-voting will also be made available during the Meeting and the unsecured creditors, who could not cast their vote by e-voting facility, may cast their vote by e-voting during the Meeting.

Instructions for Remote e-voting:

Login method for e-Voting for unsecured creditors through CDSL is given below:

1. Unsecured Creditors should log on to the e-voting website www.evotingindia.com during the voting period.
2. Click on 'Shareholders / Members' module.
3. Enter your User ID: **XXXXXXX** which is sent to you along with this notice.
4. Next, enter the Image Verification as displayed and click on 'Login'.

5. Enter your Password: **XXXXXX** which is sent to you along with this notice.
6. After entering these details appropriately, click on “SUBMIT” tab.
7. Click on the EVSN of the Company - **261022008**.
8. 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 the option NO implies that you dissent to the Resolution.
9. Click on the ‘RESOLUTION FILE LINK’ if you wish to view the entire Resolution details.
10. After selecting the Resolution that 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.
11. Once you ‘CONFIRM’ your vote on the Resolution, you will not be allowed to modify your vote.
12. You can also take a printout of the votes cast by clicking on ‘CLICK HERE TO PRINT’ option on the Voting page.
13. There is also an optional provision to upload Board Resolution (BR)/ Power of Attorney (POA), if any. The BR/POA uploaded will be made available to the scrutinizer for verification.

Instructions for unsecured creditors of the Company for attending the meeting through VC/OAVM & e-Voting during the meeting are as under:

- i. The procedure for attending meeting & e-Voting on the day of the meeting is same as the instructions mentioned above for e-voting.
- ii. The link for VC/OAVM to attend meeting will be available where the EVSN of Company – **261022008** will be displayed after successful login as per the instructions mentioned above for e-voting.
- iii. Facility to join the Meeting shall be opened fifteen minutes before the scheduled time of the Meeting.
- iv. Unsecured creditors who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the meeting.

- v. Unsecured creditors are encouraged to join the Meeting through Laptops / iPads for better experience.
- vi. Further, unsecured creditors will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- vii. Please note that participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- viii. Those unsecured creditors, who are present in the meeting through VC/OAVM facility and have not casted their vote on the Resolution through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the meeting.
- ix. If any Votes are casted by the unsecured creditors through the e-voting available during the meeting and if the same unsecured creditors have not participated in the meeting through VC/OAVM facility, then the votes cast by such unsecured creditors shall be considered invalid as the facility of e-voting during the meeting is available only to the unsecured creditors attending the meeting.

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

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

Any grievances or clarifications with regard to voting by electronic means may be addressed to Mr. Aashish Kumar K Jain, Company Secretary at aashish@poel.in.

The Unsecured Creditors are requested to carefully read all the Notes set out herein and in particular, instructions for joining the Meeting and manner of casting vote through E-Voting.

FORM NO. CAA. 2

(Pursuant to Section 230(3) of the Companies Act, 2013 and Rule 6 and 7 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016)

**BEFORE THE HON'BLE NATIONAL COMPANY LAW TRIBUNAL,
CHENNAI BENCH
[CA(CAA)/71(CHE)/2026]**

**IN THE MATTER OF SECTIONS 230 TO 232
AND OTHER APPLICABLE PROVISIONS OF THE COMPANIES ACT, 2013**

AND

**IN THE MATTER OF SCHEME OF AMALGAMATION OF PLANETFIRST GREEN
PRIVATE LIMITED ("TRANSFEROR COMPANY"), WITH AND INTO POCL
ENTERPRISES LIMITED ("TRANSFeree COMPANY") AND THEIR RESPECTIVE
SHAREHOLDERS AND CREDITORS**

**EXPLANATORY STATEMENT UNDER SECTION 230(3) READ WITH SECTION 102
AND OTHER APPLICABLE PROVISIONS OF THE COMPANIES ACT, 2013 ("ACT")
AND RULE 6 OF THE COMPANIES (COMPROMISES, ARRANGEMENTS AND
AMALGAMATIONS) RULES, 2016 ("CAA RULES") TO THE NOTICE OF THE
MEETING OF THE UNSECURED CREDITORS OF POCL ENTERPRISES LIMITED
CONVENED PURSUANT TO ORDER OF THE HON'BLE NATIONAL COMPANY LAW
TRIBUNAL, CHENNAI BENCH ("TRIBUNAL") DATED 13.10.2026 ("TRIBUNAL
ORDER")**

1. MEETING FOR THE SCHEME:

This is a statement accompanying the Notice convening the Meeting of the Unsecured Creditors of POCL Enterprises Limited (**"Transferee Company" or "Company" or "POEL"**), for the purpose of considering and if thought fit, approving, the proposed Scheme of Amalgamation between Planetfirst Green Private Limited (**"Transferor Company" or "PGPL"**) and Transferee Company and their respective shareholders and creditors (**"Scheme"**), pursuant to the provisions of Sections 230 to 232 of the Companies Act, 2013 ("Act"), and any other applicable provisions of the Act (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force). The Scheme provides for the amalgamation of the Transferor Company with and into the Transferee Company in the manner specified in the Scheme and various other matters consequential thereto or otherwise integrally connected therewith.

The salient features of the Scheme are given in Paragraph 5 of this Statement. A copy of the Scheme is annexed hereto and marked as **Annexure 2**.

2. **DATE, TIME AND MODE OF MEETING:**

Pursuant to the Tribunal Order, the Meeting of the Unsecured Creditors of the Company, will be held for the purpose of their consideration and, if thought fit to approve, the said Scheme through VC/OAVM on Friday, November 27, 2026 at 12:30 p.m.

In accordance with the Tribunal Order, the venue of holding the meeting through video conferencing shall be the registered office of the Transferee Company situated at Willingdon Crescent, 1st Floor, No. 6/2, Pycrofts Garden Road, Nungambakkam, Chennai - 600006, Tamil Nadu, India. Further to this, steps have been taken to accommodate the Unsecured Creditors to attend the meeting at registered office of the Transferee Company.

3. **NEED FOR THE MERGER, RATIONALE & BENEFITS OF THE SCHEME, SYNERGIES OF BUSINESS OF THE ENTITIES INVOLVED IN THE SCHEME AND COST BENEFIT ANALYSIS OF THE SCHEME:**

(a) **Need and Synergies of the Amalgamation and Rationale & Benefits of the Scheme**

The reasons and circumstances leading to and justifying the proposed amalgamation of the Transferor Company with the Transferee Company, which makes it beneficial for all the concerned stakeholders, including shareholders, creditors, and employees of the Transferor Company and Transferee Company, are as follows:

- i. While POEL (Transferee Company) is an integrated manufacturer of lead metals and metallic oxides, PGPL (Transferor Company) is a specialized lead recycling and refining unit. This creates strong complementarities that support and justify the proposed merger.
- ii. The amalgamation will enable POEL (Transferee Company) to expand its operations into Western India through PGPL's (Transferor Company's) existing business unit in Surat, Gujarat. This in turn will allow the combined businesses to serve customers in that region more efficiently and increase its reach in important industrial markets.
- iii. The amalgamation will create a vertically integrated business structure that ensures secure, reliable, and cost-stable access to recycled metal inputs by integrating PGPL's (Transferor Company's) recycling and refining operations with POEL's (Transferee Company's) manufacturing processes, which in turn will also minimize supply disruptions,

strengthen control over the entire production cycle, enhance operational continuity, and support better long-term planning and optimized capacity utilization across the business units. This will position the combined business on a strong pedestal while dealing with increasingly complex business future.

- iv. The amalgamation will facilitate better, efficient, and economical management, control and running of the combined businesses, and further development and growth of the business of the Transferee Company.
- v. The amalgamation will result in economies of scale, effective co-ordination with better control including but not limited to efficient utilization of capital, cash and debt management of the combined entity and unfettered access to cash flow generated by the combined businesses.

(b) **Cost benefit analysis of the Scheme**

The implementation of the Scheme will involve incurring costs including, administrative/ statutory levy(ies), fees payable to financial/legal advisors, etc., However, the benefits of the Scheme over a longer period are expected to far outweigh costs towards implementation of the Scheme and lead to operational efficiency and cost savings through rationalisation/consolidation of support functions and business processes.

Further, there will be no cash outflow on account of the proposed amalgamation. The Scheme involves no payment of cash as consideration to the shareholders of the Transferor Company. Instead, the consideration shall be paid by way of allotment of shares of the Transferee Company.

4. **BACKGROUND OF THE COMPANIES:**

Transferor Company: The Transferor Company is a private limited company which was incorporated under the provisions of the Companies Act, 2013 on July 7, 2022, as a private company limited by shares. The Corporate identification Number of the Transferor Company is U24203TN2022PTC185571, PAN: AANCP0604M and e-mail ID: accounts@planetfirstgreen.com. Presently, the registered office of the Transferor Company is situated at Willingdon Crescent, 1st Floor, No. 6/2, Pycrofts Garden Road, Nungambakkam, Shastri Bhavan, Chennai - 600006, Tamil Nadu, India. The registered office of the Transferor Company was shifted from the State of Gujarat to the State of Tamil Nadu with effect from October 24, 2025.

Further, pursuant to the shareholders' approval vide Special Resolution passed at the Extraordinary General Meeting held on December 02, 2025, the main object clause of the Memorandum of Association of the Transferor Company was amended to align the objects with the business activities of the Transferor Company and also to expand and diversify the Transferor Company's business activities.

The Transferor Company is primarily engaged in the business of manufacturing of Lead Metals and recycling of all types of batteries.

The objects for which the Transferor Company has been established are set out in its Memorandum of Association. The present main objects of the Transferor Company as per its Memorandum of Association, subsequent to the aforesaid amendment, are as follows:

"1. To carry on the business of manufacturing, distributing, buying, selling, trading, supplying, converting, importing, exporting, storing, stocking, treating, refining, repairing, maintaining, charging, re-charging, re-storing, and re-conditioning of Zinc Metal, Tin Metal, Lead Metal, Zinc Ingots, Zinc Dross, Zinc Oxide, Copper Scraps, Copper Ingots, Lead Sub Oxide, Lead Oxide, Litharge, Red Lead, Salts and Oxides of other metals, their components, parts, ingredients, substances.

2. To carry on the business of recycling, refurbishing, reconditioning, fabricating, treating, processing and re-processing, as well as dealing in, distributing, buying, selling, trading, supplying, importing, exporting, storing, stocking, charging, re-charging and re-storing all types of batteries, including but not limited to storage batteries, dry batteries, button batteries, solar power batteries and any other batteries, together with their components, parts, ingredients, substances, systems, consumables, accessories and fittings and to undertake all acts, matters and things incidental or conducive to the attainment of the aforesaid objects.

3. To carry on the business of recycling, reconditioning, fabricating, dealing, processing/re-processing of various types of metal scraps including copper, lithium Ion recycling, reclamation of rubber scraps, plastic scraps such as Polyethylene Terephthalate (PETE or PET), High Density Polyethylene (HDPE), Polyvinyl Chloride (PVC), Low-Density Polyethylene (LDPE), Polypropylene (PP), Polystyrene (PS) and scraps of all kinds in different forms and articles.

4. To carry out all such activities necessary or incidental for attainment of above objectives."

Further, sub-clause 32 of clause III(B) of the Memorandum of Association of the Transferor Company, permits it *"To amalgamate, enter into partnership or into any arrangements for sharing profits or losses, union of interest, co-operation, joint ventures or reciprocal concessions with any person or company*

carrying on or engaged in or about to carry on or engage in or which can be carried on in conjunction there with or which is capable of being conducted so as directly or indirectly to benefit the Company and to give or accept by way of consideration for any of the acts or things aforesaid or properties acquired, any shares, debentures, debenture-stock, or securities that may be agreed upon to hold and retain or sell, mortgage and with any shares, debenture-stock or securities so received.”

The share capital structure of the Transferor Company as on the date of this notice is as follows:

Particulars	INR
Authorised Share Capital	
50,00,000 Equity Shares of INR 10/- each	5,00,00,000.00
2,50,00,000 Preference shares of INR 10/- each	25,00,00,000.00
Total	30,00,00,000.00
Issued, Subscribed and Paid-up Share Capital	
50,00,000 Equity Shares of INR 10/- each	5,00,00,000.00
(i) 1,80,00,000 0.5% Non-Cumulative Non-Convertible Redeemable Preference Shares of INR 10/- each allotted on 15 th September, 2023 ("Tranche 1 NCRPS")	25,00,00,000.00
(ii) 70,00,000 0.5% Non-Cumulative Non-Convertible Redeemable Preference Shares of INR 10/- each allotted on 31 st January, 2024 ("Tranche 2 NCRPS")	
Total	30,00,00,000.00

The above Equity Shares and the 0.5% Non-cumulative Non-Convertible Redeemable Preference Shares (“Preference Shares”) of the Transferor Company are not listed on any Stock Exchange.

The details of Promoters & Promoter Group of the Transferor Company along with their addresses: There is no Identifiable Promoter in the Transferor Company.

Pursuant to the share purchase agreement dated June 24, 2025 between, inter alia, the Transferee Company and the erstwhile promoter/promoter group of the Transferor Company and certain other shareholders, the Transferee Company on June 25, 2025 acquired an aggregate of 40% of the paid-up equity share capital and 85% of the paid-up preference share capital of the Transferor Company from the erstwhile promoters/promoter group and certain public shareholders of the Transferor Company. Consequently, the Transferor Company became an Associate Company of the Transferee Company.

The details of Directors of the Transferor Company as on the date of this Notice is mentioned herein below:

SN	Name of Director	DIN	Designation	Address
1.	Chandrasekaran	05107821	Whole-Time Director	No. 121, Car Street, Thilaspeth, Thattanchavady, PO: Thattanchavady Puducherry Taluk, Puducherry - 605009
2.	Aashish Kumar K Jain	07263727	Non-Executive Director	No. 32, 3 rd Floor, Narayana Mudali Street, Sowcarpet, Chennai - 600001

The copies of standalone audited financial statements as on March 31, 2026, and standalone financial results (Provisional) as on July 31, 2026, of the Transferor Company are annexed hereto and marked as **Annexure 3A and 3B** respectively.

Transferee Company: Transferee Company is a listed public limited company which was incorporated under the name of “Baschem Pharma Private Limited” as per the provisions of the Companies Act, 1956 on May 20, 1988, as a private company limited by shares with Registrar of Companies, Chennai. Subsequently, it became a deemed public company under Section 43A of the Companies Act, 1956 and consequently the name of the Transferee Company was changed from Baschem Pharma Private Limited to Baschem Pharma Limited on November 15, 1996 by way of due endorsement by the Registrar of Companies on the Certificate of Incorporation. The name of the Transferee Company was further changed to its present name i.e., POCL Enterprises Limited on December 7, 2010. The Corporate identification Number of the Transferee Company is L52599TN1988PLC015731, PAN: AAACB3083B and e-mail ID info@poel.in. Presently, the registered office of the Transferee Company is situated at Willingdon Crescent, 1st Floor, No. 6/2, Pycrofts Garden Road, Nungambakkam, Chennai, Tamil Nadu - 600006.

The Transferee Company is primarily engaged in the business of manufacturing of Lead metals, Lead Oxides, Zinc Oxide, PVC Stabilizers and Zinc Metal.

The objects for which the Transferee Company has been established are set out in its Memorandum of Association. The main object of the Transferee Company as per its Memorandum of Association are as follows:

“1) To import, export, buy, sell, supply, distribute, store, stock, maintain and or otherwise handle and deal in all kinds, finished or unfinished, of products, goods or commodities, parts, ingredients, metals, chemicals, raw materials, accessories, plant and machinery, food and allied products or any other Goods by whatever name called.

2) To carry on the business of manufacturing, distributing, buying, selling supplying, converting, importing, exporting, storing, stocking, treating, refining, repairing, maintaining, charging, re-charging, re-storing, re-conditioning, Zinc Metal, Lead Metal, Zinc Ingots, Zinc Dross, Zinc Oxide, Lead Sub Oxide, Lead Oxide, Litharge, Red Lead, Zinc Lead Salt and Oxide, Salts and Oxides of other metals including PVC Stabilizers and all types of batteries, their components, parts, ingredients, substances, systems, consumables, accessories or fittings and to do all acts and things necessary for the attainment of foregoing objects.

3) To carry on the business of manufacturing, importing, exporters, dealers in heavy chemicals, acids alkalies, petrochemicals; petrochemical derivatives, refrigerants, carbon black, cresols, chemical compounds and chemical of all kinds (solid, flakes, liquid and gaseous), analytical chemists, antibiotics, tanis, chemicals auxiliaries, disinfectants, insecticides, fungicides, deodorants and dealers in chemicals products of any kind whatsoever and as wholesale and retail chemicals and druggists and as chemical engineers and analytical chemists.

4) To manufacture, prepare, import, export, buy, sell, supply, distribute, store, stock maintain and or otherwise handle, deal in and carry on business in therapeutic, chemotherapeutic, pharmaceutical, bacteriological, parasitological, virological, immunological, endocrinological, biological, microbiological, chemical and biochemical, electrolytic, homeopathic, ayurvedic, and other tropical and or Indian theropathic, nutritional, herbal, vegetable, vertinary, botanical, chemicals, drugs, ingredients, products, compounds, mixtures, tablets, pills, capsules, powders, preparations and materials, injections, vaccines, sera and such other substances as my be put to medical and or biomedical use.”

The Transferee Company is also empowered to carry out this Scheme of Amalgamation by virtue of sub-clause 1 of clause III(B) and sub-clause 18 of of clause III(B) of the Memorandum of Association reproduced below:

“1. To acquire and take over as a going concern any business engaged in carrying out of the activities and objects stated in Para (A) above and take over any assets or part of the assets or manufacturing units such as land, building, plant and machinery, furniture, etc., of such business concern.”

“18. To amalgamate or enter into any partnership of arrangement for sharing profits, union of interests, joint-venture, reciprocal concessions or co-operation with any person to carry on or engage in, any business or transaction, and to

subsidies or otherwise assist any such person or company and to take or otherwise acquire and hold stocks, shares, debentures or securities of any such company.”

The share capital structure of the Transferee Company as on the date of this notice is as follows:

Particulars	INR
Authorised Share Capital	
7,50,00,000 Equity shares of INR 2/- each	15,00,00,000.00
Total	15,00,00,000.00
Issued, Subscribed and Paid-up Share Capital	
3,07,66,083 Equity shares of INR 2/- each	6,15,32,166.00
Total	6,15,32,166.00

In addition to the above paid-up share capital, the Transferee Company has also allotted 5,62,782 (Five Lakhs Sixty-Two Thousand Seven Hundred and Eighty-Two) convertible warrants, each convertible into, or exchangeable for 1 (one) fully paid-up Equity Share of face value of Rs. 2/- (Rupees Two only) each. Such warrants were issued at an issue price of Rs. 202/- (Rupees Two Hundred and Two only) per warrant, including premium of Rs. 200/- (Rupees Two Hundred only) per warrant, on a preferential basis through private placement on June 18, 2025. The said convertible warrants are allotted under ISIN: INE035S13015 and are unlisted. None of the warrant holders have exercised their option till date. In the event of conversion of these outstanding convertible warrants in accordance with the provisions of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 subject to the receipt of the balance consideration, it may result in an increase in issued, subscribed and paid-up share capital of the Transferee Company.

The Equity Shares of the Transferee Company are listed on Bombay Stock Exchange (“BSE”).

The above share capital structure of the Transferor and Transferee Companies is also same as on 16th day of October, 2026, after which there has been no change in the issued, subscribed and paid-up capital of the Transferor and Transferee Companies.

The details of Promoters & Promoter Group of the Transferee Company along with their addresses are as follows:

SN	Name of Promoter & Promoter Group	Registered Address
1.	Devakar Bansal	7, Sathya Nagar Main Road End, Saram Puducherry - 605013

SN	Name of Promoter & Promoter Group	Registered Address
2.	Sunil Kumar Bansal	B-3, Lotus Lawns, No. 4/5, 1 st Street, Kilpauk Garden Road, Kilpauk, Chennai - 600010
3.	Amber Bansal	No. 22, Majestic Aashirwad, Sivasailam Street, Thiyagaraya Nagar, Guindy, Chennai – 600017
4.	Harsh Bansal	B-3, Lotus Lawns, No. 4/5, 1 st Street, Kilpauk Garden Road, Kilpauk, Chennai - 600010
5.	Padam Chandra Bansal	567, Glen Ridge DR S, Bridgewater, New Jersey 08807-1636 USA
6.	Sagar Bansal	No. 22, 2 nd Floor, Majestic Aashirwad, Sivasailam Street, Thiyagaraya Nagar, Guindy, Chennai – 600017
7.	Nupur Bansal	B-3, Lotus Lawns, No. 4/5, 1 st Street, Kilpauk Garden Road, Kilpauk, Chennai - 600010
8.	Neelam Bansal	B-3, Lotus Lawns, No. 4/5, 1 st Street, Kilpauk Garden Road, Kilpauk, Chennai - 600010
9.	Vandana Bansal	7, Sathya Nagar Main Road End, Saram, Puducherry - 605013
10.	Shruti Bansal	No. 22, 2 nd Floor, Majestic Aashirwad, Sivasailam Street, Thiyagaraya Nagar, Guindy, Chennai – 600017
11.	Anjali Bansal	No. 22, Majestic Aashirwad, Sivasailam Street, Thiyagaraya Nagar, Guindy, Chennai – 600017
12.	POEL Recycling Limited	Willingdon Crescent, 1 st Floor, No. 6/2, Pycrofts Garden Road, Nungambakkam, Shastri Bhavan, Chennai, Tamil Nadu, 600006
13.	Bansal Chemicals India	Willingdon Crescent, 1 st Floor, No. 6/2, Pycrofts Garden Road, Nungambakkam, Chennai, Tamil Nadu, 600006
14.	Bansal Metallic Oxides	B119,120,121, PIPDIC Industrial Estate, Mettupalayam, Pondicherry, Puducherry, 605009

The details of Directors of the Transferee Company as on the date of this notice is mentioned herein below:

SN	Name of Director	Designation	DIN	Address
1.	Devakar Bansal	Managing Director	00232565	7, Sathya Nagar Main Road End, Saram, Puducherry – 605013
2.	Sunil Kumar Bansal	Managing Director	00232617	B-3, Lotus Lawns, No. 4/5, 1 st Street, Kilpauk Garden Road, Kilpauk, Chennai - 600010
3.	Harish Kumar Lohia	Non-Executive Non-Independent Director	00233227	Plot No. 21, Lohia Villa, TVS Nagar, North Extn, Korattur, Chennai - 600076
4.	Amber Bansal	Whole-time Director & CFO	08139234	No. 22, Majestic Aashirwad, Sivasailam Street, Thiyagaraya Nagar, Guindy, Chennai – 600017
5.	Jyoti Kumar Chowdhry	Independent Director	02016718	New No.16, Old No.27, Karpagam Garden, 1 st Main Road, Opposite Alagu Pharmacy, Adyar, Chennai - 600020
6.	Harsh Bansal	Whole-time Director	08139235	B-3, Lotus Lawns, No. 4/5, 1 st Street, Kilpauk Garden Road, Kilpauk, Chennai – 600010
7.	Shyam Sunder Tikmani	Independent Director	01581127	New No.23, Old No.27, Flat No.3, Third Floor, Prithvi Avenue Abhiramapuram, Alwarpet, Teynampet, Chennai - 600018
8.	Padam Chandra Bansal	Non-Executive Non-Independent Director	00232863	567, Glen Ridge DR S, Bridgewater, New Jersey 08807-1636 USA
9.	Sagar Bansal	Whole-time Director	11232257	No. 22, 2 nd Floor, Majestic Aashirwad, Sivasailam Street, Thiyagaraya Nagar, Guindy, Chennai – 600017

SN	Name of Director	Designation	DIN	Address
10.	Nupur Bansal	Whole-time Director	11230579	B-3, Lotus Lawns, No. 4/5, 1st Street, Kilpauk Garden Road, Kilpauk, Chennai – 600010
11.	Ramachandran Balachandran	Independent Director	01648200	Flat 3B, 3 rd Block, Bajaj Apartments, 4/7 Nandanam Extension Main Road, Nandanam, Chennai – 600035
12.	Indu Bala	Independent Director	10709651	18, Vinayagar Koil Street, Kamrajnagar, Pondicherry - 605011

The standalone and consolidated audited financial statements for the year ended March 31, 2026, and standalone and consolidated limited reviewed financial results as on June 30, 2026, of the Transferee Company are annexed hereto and marked as **Annexure 4A and 4B** respectively.

5. **SALIENT FEATURES OF THE SCHEME**

The salient features of the Scheme are, *inter alia*, as stated below:

- (a) The Scheme is presented *inter alia* under Sections 230 to 232 and other applicable provisions of the Act, Master Circular no. SEBI/HO/CFD/POD-2/P/CIR/2023/93 issued by Securities and Exchange Board of India (“SEBI”) on June 20, 2023, (“SEBI Master Circular”), read with Section 2(1B) of the Income Tax Act, 1961 now replaced with Section 2(6) of the Income Tax Act, 2025 and other applicable law, if any. The Scheme provides for the amalgamation by way of absorption of the Transferor Company with and into the Transferee Company by way of following Acquisition Method of accounting and the consequent dissolution of the Transferor Company without being wound up, and the issuance of New Equity Shares (*as defined in the Scheme*) to the equity shareholders and the preference shareholders of the Transferor Company in accordance with the Share Exchange Ratio (*as defined in the Scheme*).
- (b) The Appointed Date for the amalgamation is April 1, 2026. Pursuant to the sanction of the Scheme by the Tribunal and upon the fulfilment of conditions for the Scheme, the Scheme shall become effective from the last of the dates on which the conditions specified in Clause 29 of the

Scheme are satisfied or complied with or the requirement of which has been waived (i.e., **“Effective Date”**).

- (c) With effect from the Appointed Date and upon the Scheme becoming effective, the Transferor Company along with all its assets, liabilities, contracts, employees, records etc., being its integral part shall stand transferred to the Transferee Company as a going concern subject to the provisions of the Scheme.
- (d) From the Appointed Date and up to the Effective Date (*as defined in the Scheme*), the Transferor Company shall carry on its business and activities with reasonable diligence and business prudence.
- (e) The equity and the preference shareholders of the Transferor Company will be allotted shares of the Transferee Company and will therefore become shareholders of the Transferee Company.
- (f) Upon the Equity Shares being issued and allotted as aforesaid by the Transferee Company, the Equity Shares and the Preference Shares issued by the Transferor Company shall be deemed to have been automatically cancelled and of no effect. Consequent to such cancellation, any necessary reduction of paid-up share capital shall also be deemed to have effect as an integral part of the Scheme.
- (g) Allotment of equity shares of the Transferee Company to the equity shareholders and the preference shareholders of the Transferor Company (other than the Transferee Company itself) in accordance with the Share Exchange Ratios, as set out in Valuation Report. No equity shares shall be issued and allotted by the Transferee Company in respect of the shares, whether equity or preference shares, held by the Transferee Company itself in the Transferor Company and all such shares shall stand cancelled upon the Scheme becoming effective.
- (h) Transfer of the authorized share capital of the Transferor Company to the Transferee Company and consequential increase in the authorized share capital of the Transferee Company as provided in the Scheme.
- (i) The Transferor Company shall stand dissolved without being wound up.
- (j) The effectiveness of the Scheme is contingent upon fulfilment of the certain conditions as specified in the Scheme, which *inter alia* include:
 - i. Obtaining No objection letter(s), approvals, consents from lenders, the Stock Exchange in relation to the Scheme under Regulation 37 of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 (“SEBI LODR”) and SEBI Master Circular;

- ii. Approval of the Scheme by the requisite majority in number and value of such classes of persons including the respective shareholders and / or creditors of the Transferee Company and/ or Transferor Company, passed through postal ballot/ e-voting as applicable, wherever required under the Companies Act, 2013, SEBI Master Circular or as may be directed by the Tribunal;
 - iii. Obtaining the sanction of the Tribunal under Sections 230 to 232 and other applicable provisions of the Act;
 - iv. Fulfilment of any compliance(s), condition(s) etc., if any, stipulated by the Stock Exchange and/or any other Appropriate Authority prior to effectiveness of this Scheme;
 - v. The certified copy of the order of the Tribunal under Sections 230 to 232 and other applicable provisions of the Act sanctioning the Scheme being filed with the Registrar of Companies by the Transferor Company and the Transferee Company.
- (k) If and when this Scheme comes into effect upon the satisfaction or waiver, as the case may be of the conditions mentioned in detail in the Scheme, such date being the Effective Date, it shall be deemed to have taken effect from the Appointed Date.

Note: The above are the salient features of the Scheme. The unsecured creditors of the Transferee Company are requested to read the entire text of the Scheme annexed hereto to get fully acquainted with the provisions thereof.

6. **BOARD APPROVALS**

(a) The Board of Directors of the Transferor Company at its Meeting held on March 16, 2026, approved the Scheme as given below:

Name of the Director	Voted in favour/ against/ did not participate or vote
Mr. Chandrasekaran	Voted in Favour
Mr. Aashish Kumar K Jain	Voted in Favour

(b) The Board of Directors of the Transferee Company at its Meeting held on March 16, 2026, approved the Scheme as given below:

Name of the Director	Voted in favour/ against/ did not participate or vote
Dr. Ramachandran Balachandran	Voted in Favour
Mr. Amber Bansal	Voted in Favour
Mr. Devakar Bansal	Voted in Favour
Mr. Harsh Bansal	Voted in Favour
Mrs. Indu Bala	Voted in Favour
Mr. Jyoti Kumar Chowdhry	Voted in Favour
Mrs. Nupur Bansal	Voted in Favour
Mr. Sagar Bansal	Voted in Favour
Mr. Sunil Kumar Bansal	Voted in Favour
Mr. Shyam Sunder Tikmani ^{\$}	Did not participate
Mr. Harish Kumar Lohia ^{\$}	Did not participate
Dr. Padam Chandra Bansal ^{\$}	Did not participate

^{\$}Granted Leave of Absence

7. **APPROVALS AND SANCTIONS FROM AUTHORITIES**

The Transferee Company being a listed company has duly obtained the No Objection from the SEBI/BSE by way of Observation Letter dated July 07, 2026 issued by the BSE.

Further to that, both the Transferor Company and the Transferee Company are also required to be obtain sanction of the Scheme of Amalgamation of the Hon'ble National Company Law Tribunal (NCLT) having jurisdiction over Tamil Nadu. Towards this, a Joint Company Application by way of CA(CAA)/71(CHE)/2026 was duly made with the Hon'ble NCLT where under the said Hon'ble NCLT has directed to hold the present meeting. In order to obtain the sanction for the Scheme, the Companies will further duly submit the Company Petition at the relevant stage with the Hon'ble NCLT.

Apart from above, the Companies under the Scheme of Amalgamation do not require approval of any other authority.

8. **MATERIAL INTEREST OF DIRECTORS AND KEY MANAGERIAL PERSONNEL ("KMP") AND THEIR RELATIVES**

None of the Directors, KMPs, if any (as defined under the Act and rules framed thereunder), as applicable, of the Transferor Company and their respective relatives (as defined under the Act and rules framed thereunder), has any interest in the Scheme except to the extent of their shareholding in the

Transferor Company, if any. Save as aforesaid, none of the said Directors or the KMPs, as applicable, or their respective relatives has any material interest in the Scheme.

None of the Directors, KMPs, if any (as defined under the Act and rules framed thereunder), as applicable, of the Transferee Company and their respective relatives (as defined under the Act and rules framed thereunder), has any interest in the Scheme except to the extent of their shareholding in the Transferee Company, if any. Save as aforesaid, none of the said Directors or the KMPs, as applicable, or their respective relatives has any material interest in the Scheme.

9. **EFFECT OF SCHEME ON STAKEHOLDERS**

The effect of Scheme on various stakeholders is summarized below:

I. Equity shareholders (promoter and non-promoter shareholders):

The effect of the Scheme on the shareholders (promoters and non-promoter shareholders) of the Transferor Company and Transferee Company has been set out in the report adopted by the respective Board of Directors of said companies pursuant to the provisions of Section 232(2)(c) of the Act. The said reports are annexed hereto and marked as **Annexure 5A and 5B** respectively. The brief of the same are placed here-in-below:

- a. The proposed amalgamation is expected to result in economies of scale and consolidation of opportunities, thereby enhancing the value of the merged entity and overall shareholder value in the long run;
- b. Upon the Scheme coming into effect, the Transferee Company shall without any further application, act, instrument, or deed, pay consideration by way of allotment of equity shares of the Transferee Company as per the approved Share Exchange Ratio to the equity and the preference shareholders of Transferor Company (except the Transferee Company itself), whose name appear in the register of members, including register and index of beneficial owners maintained by a depository(ies) in accordance with the Depositories Act, 1996;
- c. Further, the rights and interests of the shareholders (including the warrant holders) of the Transferee Company will not be prejudicially affected by the Scheme and there will be no change in the economic interest of the shareholders (including the warrant holders) of the Transferee Company, before and after the Scheme. The Equity Shares to be issued by the Transferee Company to the shareholders of the Transferor Company pursuant to the Scheme shall rank pari-passu in all respects with the existing Equity Shares of the Transferee Company. The Fairness Opinion issued opines that the Share Exchange Ratios,

as proposed by the registered valuer, are fair to the shareholders of the Transferee Company from a financial point of view;

- d. Upon the Scheme becoming effective, the Transferor Company shall be dissolved without being wound up and the shareholders of the Transferor Company (except the Transferee Company itself), shall become shareholders of the Transferee Company.

II. Key Managerial Personnel (“KMPs”) and Board of Directors

Upon the effectiveness of the Scheme, the Transferor Company shall stand dissolved without winding up, and accordingly, its Board of Directors and Key Managerial Personnel (KMPs), if any, shall stand discharged from their respective roles and responsibilities.

There shall be no change or effect of the Scheme on the directors and KMP's of the Transferee Company. However, their role(s)/ functions(s)/ responsibilities may undergo change pursuant to the business and organisation requirements/needs. The effect of the Scheme on the interests of the directors and KMP's and their relatives holding shares in the Transferee Company, is not different from the effect of the Scheme on other shareholders of the Transferee Company. It is clarified that there shall be no change in the management of the Transferee Company by virtue of the Scheme coming into effect.

III. Employees

Under the Scheme, no rights of the staff and employees (who are on payroll) of the Transferee Company are being affected. The services of the staff and employees of the Transferee Company shall continue on the same terms and conditions as applicable prior to the proposed Scheme.

Further, upon the Scheme becoming effective, the employees on the payroll of the Transferor Company (“Employees”) will be deemed to have become Employees of the Transferee Company pursuant to the Scheme with effect from the Effective Date.

All such Employees shall be deemed to have become employees of the Transferee Company, without any break in their service and on the basis of continuity of service, and the terms and conditions of their employment with the Transferee Company, shall not be less favourable than those applicable to them with reference to their employment in the Transferor Company as on the Effective Date.

IV. Creditors

Under the Scheme, no arrangement or compromise is being proposed with the creditors (secured or unsecured) of the Transferor Company. The liability of the creditors of the Transferor Company, under the Scheme, is neither being reduced nor being extinguished and will be transferred to the Transferee Company as part of the Scheme.

Under the Scheme, no arrangement or compromise is being proposed with the creditors (secured or unsecured) of the Transferee Company. The liability of the creditors of the Transferee Company, under the Scheme, is neither being reduced nor being extinguished.

V. Depositors and Deposit Trustees

The Transferor Company and the Transferee Company have not accepted any deposits within the meaning of the Act read with the Rules framed thereunder. Hence, no deposit trustees have been appointed.

VI. Debenture Holders and Debenture Trustees

The Transferor Company and the Transferee Company has not issued any debentures and accordingly, does not have any debenture trustee.

10. DEBT / CAPITAL RESTRUCTURING

The Scheme does not contain or provide for debt restructuring. The Scheme does not in any manner adversely or prejudicially affect the rights of any creditors of the Transferor Company and Transferee Company or contemplate any compromise or arrangement with the creditors of the Transferor Company and Transferee Company.

Upon the Scheme becoming effective, the authorised share capital of the Transferor Company and the Transferee Company shall be restructured in accordance with Clause 19 of the Scheme, while the issued, subscribed and paid-up share capital of the Transferor Company and the Transferee Company shall be dealt with in accordance with Clause 14 of the Scheme.

11. SUMMARY OF VALUATION REPORT AND FAIRNESS OPINION REPORT

For the purposes of the Scheme, a joint valuation report dated March 16, 2026 issued by Mr. N V Subbarao Kesavarapu, Registered Valuer having IBBI Registration No. IBBI/RV/02/2019/12292 ("**Valuation Report**") describing the methodology was adopted by the Board. The said Valuation Report has been enclosed as **Annexure 6**. Further, the rationale and methodology for arriving at the Share Exchange Ratios are provided in the Valuation Report. The Valuation Report recommends the following Share Exchange Ratios as being fair and reasonable:

For equity shareholders of the Transferor Company:

“For every 100 (One Hundred only) equity shares having a face value of Rs. 10/- each held by the shareholder in the Transferor Company namely Planetfirst Green Private Limited, 13 (Thirteen only) fully paid-up equity shares having a face value of Rs. 2/- each will be issued/allotted in the Transferee Company namely POCL Enterprises Limited.”

For preference shareholders of the Transferor Company:

In respect of ISIN INE21DU04011:

“For every 100 (One Hundred only) 0.5% non-cumulative non-convertible redeemable preference shares having a face value of Rs. 10/- each held by the shareholder in the Transferor Company namely Planetfirst Green Private Limited, 5 (Five only) fully paid-up equity shares having a face value of Rs. 2/- each will be issued/allotted in the Transferee Company namely POCL Enterprises Limited.”

In respect of ISIN INE21DU04029:

“For every 100 (One Hundred only) 0.5% non-cumulative non-convertible redeemable preference shares having a face value of Rs. 10/- each held by the shareholder in the Transferor Company namely Planetfirst Green Private Limited, 5 (Five only) fully paid-up equity shares having a face value of Rs. 2/- each will be issued/allotted in the Transferee Company namely POCL Enterprises Limited.”

The Equity Shares to be issued by the Transferee Company to the equity and preference shareholders of Transferor Company under the Scheme are referred to as “New Equity Shares”.

No equity shares shall be issued by the Transferee Company in respect of the shares, whether equity shares or preference shares, held by the Transferee Company in the Transferor Company and all such shares shall stand cancelled upon the Scheme becoming effective.

In compliance with Para 9 (b) of Part I of SEBI Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023, a Fairness Opinion Report dated March 16, 2026, issued by Synfinx Capital Private Limited (SEBI Registration. No.: INM000013192) is enclosed as **Annexure 7**. The Fairness Opinion Report states that the Merchant Banker has reviewed the Valuation Report with respect to the Share Exchange Ratios and considers the same to be fair and reasonable.

12. **NO INVESTIGATION PROCEEDINGS**

There are no investigation proceedings pending under Sections 210 to 227 of Chapter XIV of the Act, against the Transferor Company and Transferee Company.

13. **AMOUNTS DUE TO CREDITORS**

The amount due to secured creditors of the Transferor Company and the Transferee Company, as on July 31, 2026 is as follows:

SN	Name of the Company	Amount in INR
1	Transferor Company	17,30,47,068.42
2	Transferee Company	1,58,07,90,298.86

The amount due to unsecured creditors of the Transferor Company and the Transferee Company, as on July 31, 2026 is as follows:

SN	Name of the Company	Amount in INR
1	Transferor Company	75,30,95,370.78
2	Transferee Company	47,91,91,871.45

The Scheme embodies the amalgamation between the Transferor Company and Transferee Company, and their respective shareholders and creditors. No change in value or terms or any compromise or arrangement is proposed under the Scheme with any of the creditors of the Transferor Company and Transferee Company.

14. **PENDING INVESTIGATIONS OR PROCEEDINGS, IF ANY**

There are no material ongoing adjudication or recovery proceedings, prosecutions initiated, or enforcement actions taken against either the Transferor Company or the Transferee Company, or their respective Promoters, Directors and KMPs, that would adversely affect the Scheme or its implementation or their respective shareholders. The undertakings in this regard are enclosed as **Annexure 8A and 8B**. The Transferor Company and Transferee Company will also submit the aforesaid details of proceedings/undertaking/declaration with the Tribunal at the time of filing second motion petition.

15. **NO-OBJECTION OF THE STOCK EXCHANGE**

Transferor Company being unlisted private company, was not required to obtain No Objection from the Stock Exchange. The Transferee Company had filed the Scheme with BSE in terms of Regulation 37 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements)

Regulations, 2015 ("SEBI LODR") and the SEBI Master Circular for their approval. Further, the Transferee Company did not receive any complaints relating to the Scheme and accordingly in terms of the SEBI Master Circular, the Complaint report was submitted by the Transferee Company with BSE, copy of which are annexed hereto and marked as **Annexure 9**. BSE by their observation letter dated July 07, 2026 have given their no-objection to the Scheme. Copy of the BSE observation letter is annexed hereto and marked as **Annexure 10**.

By the said letter dated July 7, 2026, BSE communicated the following observations of SEBI to the Company. Actions taken by the Transferee Company to the same are also placed below each such observation:

1. "The listed entity shall ensure that it discloses all details of ongoing adjudication & recovery proceedings, prosecution initiated and all other enforcement action taken, if any, against the Company, its promoters and/or its directors, before the NCLT and its shareholders, while seeking approval of the scheme."

Compliance by the Company:

The details of all ongoing adjudication & recovery proceedings, prosecution initiated and all other enforcement action taken, if any, against the Company, its promoters and/or its directors are provided under Paragraph 14 of this statement.

2. "The listed entity shall ensure that additional information, if any, submitted after filing the Scheme with the Stock Exchange(s), from the date of receipt of this letter, is displayed on the websites of the listed entity and the Stock Exchange(s)."

Compliance by the Company:

Any additional information arising during the course of the proceedings after receipt of Observation Letter, shall be diligently displayed from time to time on the website of the Transferee Company and the Stock Exchange.

3. "The entity shall ensure compliance with the SEBI circulars issued from time to time."

Compliance by the Company:

The Company shall strictly comply with all such circulars as applicable from time to time.

4. "The entities involved in the Draft Scheme shall duly comply with various provisions of the Circular and ensure that all the liabilities of the Transferor Company shall stand transferred to and vested in and be deemed to be transferred to and vested in the Transferee Company."

Compliance by the Company:

The relevant entities have ensured that the Scheme of Amalgamation strictly complies with the all the applicable provisions of the Circular. The entities shall further ensure strict compliance that all the liabilities of the Transferor Company shall stand transferred to and vested in and be deemed to be transferred to and vested in the Transferee Company, upon confirmation of the Scheme of Amalgamation by the Hon'ble NCLT.

5. *"The listed entity is advised that the information pertaining to all the Unlisted Companies, if any, involved in the scheme shall be included in the format specified for abridged prospectus as provided in Part E of Schedule VI of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, in the explanatory statement or notice or proposal accompanying resolution to be passed, which is sent to the shareholders for seeking approval."*

Compliance by the Company:

The information pertaining to the Transferor Company being an unlisted Company is included in Abridged Prospectus in the format specified in Part E of Schedule VI of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 along with the Merchant Banker Certificate is annexed hereto as **Annexure 11 and 12**.

6. *"The entity shall ensure that the financials in the scheme including financials considered for valuation report, are not more than 6 months old."*

Compliance by the Company:

The financials in the Scheme of Amalgamation including the financials considered for valuation report, as submitted with the Stock Exchange (i.e., BSE) for seeking their Observation Letter, were not older than six months.

7. *"The listed entity is advised that the details of the Draft Scheme shall be prominently disclosed in the notice to be sent to the shareholders."*

Compliance by the Company:

In compliance of the above directions, the Company has duly disclosed the details of the Scheme in the explanatory statement and has also enclosed a copy of the full Scheme of Amalgamation along with the present Notice.

8. *"The Transferee and the Transferor Company are advised to disclose the following as a part of explanatory statement or notice or proposal accompanying resolution to be passed to be forwarded by the company to their shareholders while seeking approval under Sections 230 to 232 of the Companies Act, 2013:*

a. Brief explanation of the scheme of arrangement.

Compliance by the Company:

The brief explanation of the Scheme of Amalgamation is provided under Paragraph 3, 5 and 11 of this statement.

b. Need for the merger, rationale of the scheme, synergies of business of the entities involved in the scheme, impact of the scheme on the shareholders and cost benefit analysis of the scheme.

Compliance by the Company:

The need and rationale of the scheme, synergies of business of the entities involved in the scheme and cost benefit analysis of the scheme have been set out in Paragraph 3 above and the details in relation to the impact of the Scheme on the shareholders are set out in Paragraph 9 above.

c. Details of registered valuer issuing Valuation Report and merchant banker issuing Fairness opinion, summary of methods considered for arriving at the share-swap ratio and rationale for using above methods.

Compliance by the Companies:

The details of registered valuer issuing Valuation Report and merchant banker issuing Fairness opinion, have been set out in Paragraph 11 above. The methods considered for arriving at the share-swap ratios and rationale for using above methods are more detailed in the Valuation report set out as **Annexure 6** to this statement.

d. Basis for arriving at the share swap ratio.

Compliance by the Companies:

The basis for arriving at the share swap ratio are detailed in the Valuation report set out as **Annexure 6** to this statement.

e. Pre and post scheme shareholding of the Transferee Company and the Transferor Company as on the date of notice of Shareholders meeting along with rationale for changes, if any, occurred between filing of the Draft Scheme to issuance of Notice to shareholders.

Compliance by the Companies:

The pre and post scheme shareholding of the Transferor Company and the Transferee Company (based on shareholding data as on October 16, 2026) are annexed hereto and marked as **Annexure 13A and 13B** respectively.

Further, there has been no change in the promoter and public shareholdings, between filing of the draft Scheme and the issuance of the Notice to the Shareholders and Unsecured Creditors.

f. Capital build-up of the Transferee Company and the Transferor Company for last 3 years.

Compliance by the Companies:

The share capital built up / capital evolution details of the Transferor Company and the Transferee Company, from the date of their incorporation till October 16, 2026 are appended hereto as **Annexure 14A and 14B** respectively.

g. Details of Revenue, PAT and EBITDA of the Transferee Company and the Transferor Company for last 3 years.

Compliance by the Companies: The required details are provided hereunder-

i) For Transferor Company:

	(Rs. in Lakhs)		
Particulars	FY 2025-26	FY 2024-25	FY 2023-24
Revenue from Operations	24,528.21	7,971.69	3,096.73
Profit after tax	471.63	(853.56)	(422.57)
EBITDA	821.05	(477.73)	(256.36)

The figures reported for the years 2024-25 & 2025-26 are reported as per Indian Accounting Standards and Figures for the year 2023-24 are reported as per Accounting Standards.

ii) For Transferee Company (On standalone basis):

	(Rs. in Lakhs)		
Particulars	FY 2025-26	FY 2024-25	FY 2023-24
Revenue from Operations	1,43,168.48	1,45,009.73	1,12,044.19
Profit after tax	3,960.98	3,117.87	1,773.89
EBITDA	7,603.21	6,392.63	3,921.53

For Transferee Company (On consolidated basis):

	(Rs. in Lakhs)		
Particulars	FY 2025-26	FY 2024-25	FY 2023-24
Revenue from Operations	1,43,168.48	NA	NA
Profit after tax	4,147.85	NA	NA
EBITDA	7,603.21	NA	NA

h. Value of assets and liabilities of the Transferor Company that are being transferred to the Transferee Company and post-merger balance sheet of the Transferee Company.

Compliance by the Companies: The details of the Assets and Liabilities of the Transferor Company that are being transferred to the Transferee Company and the post-merger balance sheet of the Transferee Company (indicative) as on June 30, 2026 are provided below:

(Rs. in Lakhs)

Name of the Company	Transferor Company		Transferee Company	
Particulars	Pre Scheme (provisional as on June 30, 2026)	Post Scheme	Pre Scheme (Limited reviewed as on June 30, 2026)	Post Scheme (Indicative)
Total Assets	13,751.07	NA	40,729.41	55,805.29
Total Liabilities	13,984.92	NA	20,887.62	34,872.54

The post-Scheme assets and liabilities of the Transferee Company presented above are indicative in nature and have been prepared based on the available financial information as on June 30, 2026. The actual values of the assets and liabilities to be transferred to and recognised by the Transferee Company shall be determined as on the Effective Date, subject to the adjustments, fair valuations and accounting treatment as mentioned under the Scheme and in accordance with the applicable accounting standards and other applicable laws.

i. Details of potential benefits and risks associated with the merger.

Compliance by the Company: The required details are provided hereunder-

a) Potential Benefits for the Company:

- i) The amalgamation creates strong complementarities that support and justify the proposed merger.
- ii) The amalgamation will enable Transferee Company to expand its operations which in turn will allow the combined businesses to serve customers more efficiently and increase its reach in important industrial markets.
- iii) The amalgamation will create a vertically integrated business structure that ensures secure, reliable, and cost-stable access to recycled metal inputs by integrating Transferor Company's recycling and refining operations with Transferee Company's

manufacturing processes, which in turn will also minimize supply disruptions, strengthen control over the entire production cycle, enhance operational continuity, and support better long-term planning and optimized capacity utilization across the business units. This will position the combined business on a strong pedestal value while dealing with increasingly complex business future.

- iv) The amalgamation will facilitate better, efficient, and economical management, control and running of the combined businesses, and further development and growth of the business of the Transferee Company.
- v) The amalgamation will result in economies of scale, effective co-ordination with better control including but not limited to efficient utilization of capital, cash and debt management of the combined entity and unfettered access to cash flow generated by the combined businesses.

b) Risks associated with the merger:

- i) The Scheme is conditional upon receipt of requisite statutory, regulatory, and judicial approvals and satisfaction of prescribed conditions. Any delay or failure in obtaining such approvals may result in modification, postponement, or non-implementation of the Scheme.
- ii) The Tribunal and/or other regulatory authorities may impose modifications or conditions while granting approval to the Scheme, which may alter the intended structure or financial impact.
- iii) The transfer of assets, liabilities, contracts, licenses, employees, and other rights pertaining to the Transferor Company may be subject to third-party consents and procedural requirements. Any delay or non-receipt of such consents may affect operational continuity.
- iv) The tax implications of the Scheme are based on prevailing tax laws and interpretations. Any adverse assessment, interpretation, or change in law may result in additional tax liabilities.
- v) Post effectiveness of the Scheme, transitional arrangements may involve operational and administrative challenges that could temporarily impact efficiency.

j. Financial implication of merger on promoters, public shareholders and the companies involved in the scheme along with future growth prospects of the Transferee Company and the Transferor Company pursuant to merger.

Compliance by the Companies: The required details are provided hereunder:

(i) On Promoters: The Scheme will have no adverse financial implication on the promoters of the Transferee Company as no shares are proposed to be allotted to the promoters of the Transferee Company. There are no identifiable promoters in the Transferor Company.

(ii) On Public Shareholders: The public shareholders of the Transferee Company are expected to benefit from the integration of the Transferor Company's business, expansion of operational presence and strengthening of the supply chain and other benefits which is merger is envisaged to provide.

Furthermore, pursuant to Clause 14 of the Scheme, the equity shareholders of Transferor Company shall receive 13 fully paid-up equity shares of Transferee Company of Rs. 2 each for every 100 equity shares of Transferor Company of Rs. 10 each, and the preference shareholders shall receive 5 fully paid-up equity shares of Transferee Company of Rs. 2 each for every 100 preference shares of Transferor Company of Rs. 10 each. Accordingly, Transferor Company's shareholders will be benefitted by getting allotted the listed and freely tradable equity shares of the Transferee Company.

(iii) On Transferor and Transferee Company: The Transferee Company's existing share holdings (both equity and preference) in the Transferor Company shall stand cancelled in accordance with the Clause 14 of the Scheme. Upon the Scheme coming into effect, the Transferor Company shall amalgamate with the Transferee Company as a going concern and stand dissolved without being wound up. Transferee Company's authorised share capital shall also increase from Rs. 15 Crores to Rs. 45 Crores by absorbing Transferor Company's authorised capital. The amalgamation shall be accounted for as a business combination in accordance with Ind AS 103, with assets and liabilities recognised at fair value and inter-company balances and transactions eliminated, inaccordance with Clause 17 of the Scheme.

(iv) Future growth prospects of the of the Transferee Company and the Transferor Company pursuant to merger: The amalgamation of Transferor Company with Transferee Company is expected to generate significant operational, strategic and financial synergies by expanding Transferee Company's presence in Western India, integrating

Transferor Company's lead recycling and refining capabilities with Transferee Company's manufacturing operations, and ensuring a reliable supply of recycled metal inputs.

The diversification of the Transferee Company's business into battery recycling will further strengthen its presence in emerging recycling and sustainability sectors. The combined entity is also expected to benefit from economies of scale, improved capacity utilisation, streamlined management and regulatory compliances, optimised cash and debt management, and reduced operational costs, thereby strengthening its long-term growth prospects.

k. Disclose all pending actions against the entities involved in the scheme and their promoters, directors and KMPs and possible impact of the same on the Transferee Company, the Transferor Company and the public shareholders.

Compliance by the Companies: There are no pending actions against the entities involved in the scheme and their respective promoters, directors and KMPs. Accordingly, there is no adverse impact on either Company or the public shareholders.

9. "The entities involved in the Scheme are advised that the proposed equity shares to be issued in terms of the Draft Scheme shall mandatorily be in demat form only."

Compliance by the Transferee Company:

The Transferee Company being a listed company, is mandated to issue shares in Demat form only. The same shall be ensured by the Company.

10. "The entities involved in the Scheme are advised that the Scheme shall be acted upon subject to compliance with the terms mentioned in the Scheme document."

Compliance by the Companies:

The Companies shall ensure compliance with the terms mentioned in the Scheme of Amalgamation.

11. "No changes to the Draft Scheme except those mandated by the regulators/ statutory authorities / tribunals shall be made without specific written consent of SEBI."

Compliance by the Companies:

The entities involved in the proposed Scheme have not made any changes in the draft Scheme subsequent to filing the draft Scheme with SEBI/Stock Exchange.

12. *"The entities involved are advised that the observations of SEBI/Stock Exchange(s) shall be incorporated in the petition to be filed before NCLT and the listed entity is obliged to bring the observations to the notice of NCLT."*

Compliance by the Companies:

The observations of SEBI and the Stock Exchange have been brought to the notice of the Hon'ble NCLT in the First Motion Petition. The Companies have noted the requisite compliances and shall ensure compliance with the same at the relevant stage of the proceedings, including bringing such observations to the notice of the Hon'ble NCLT in the Second Motion Petition, wherever required.

13. *"The listed entity is advised to comply with all the applicable provisions of the Companies Act, 2013 and the rules and regulations issued thereunder."*

Compliance by the Companies:

The Companies shall observe strict compliance with all the applicable provisions of the Act and the rules and regulations thereunder at all the stages of the proceedings with regard to the Scheme of Amalgamation.

14. *"It is to be noted that a petition is filed before the NCLT by the entities involved in the Draft Scheme after SEBI has provided its comments on the Draft Scheme. Hence, the entities are not required to send notice for representation under section 230(5) of Companies Act, 2013 to SEBI again for its comments / observations / representations."*

Compliance by the Companies:

The required directions are noted by the Companies and shall be complied with.

15. *"The listed entity involved in the proposed scheme shall disclose the No-Objection Letter of the Stock Exchange(s) on its website within 24 hours of receiving the same."*

Compliance by the Companies:

The required directions have already been complied with by the Transferee Company and the said Observation Letter is duly available on the website of the Transferee Company.

16. *"Stock Exchange(s) shall ensure that the entities involved in the Draft Scheme have complied with the relevant provisions of the Companies Act, 2013, the LODR Regulations, covenants of the Debenture Trust Deeds entered with the Debenture Trustee(s) and all other relevant regulations and circulars."*

Compliance by the Companies:

The Companies shall observe strict compliance with all the applicable provisions of the Companies Act, 2013, the SEBI LODR Regulations and all other relevant regulations and circulars at all the stages of the proceedings with regard to the Scheme of Amalgamation. It is clarified that the Company has not issued any debentures, therefore, the need of adherence with the covenants of the Debenture Trust Deeds entered with the Debenture Trustee(s) does not arise.

17. "Please note that the submission of documents/information, in accordance with the Circular to SEBI, should not in any way be deemed or construed that the same has been cleared or approved by SEBI. SEBI does not take any responsibility either for the financial soundness of any scheme or for the correctness of the statements made or opinions expressed in the documents submitted."

Compliance by the Companies:

The required directions are noted by the Companies and the attention of the stakeholders is invited to the same.

16. AUDITORS CERTIFICATE OF CONFORMITY OF ACCOUNTING TREATMENT IN THE SCHEME WITH ACCOUNTING STANDARDS

The Auditors of the Transferor Company and Transferee Company have confirmed that the accounting treatment specified in the Scheme is in conformity with the accounting standards prescribed under Section 133 of the Act. The said certificates from the Auditors of the Transferor Company and Transferee Company are annexed hereto and marked as **Annexure 15A and 15B** respectively.

17. FILING OF SCHEME WITH REGISTRAR OF COMPANIES

The Companies undertake to intimate jurisdictional Registrar of Companies by filing relevant/applicable e-forms.

18. INSPECTION OF DOCUMENTS

In addition to the documents annexed hereto, the electronic copy of following documents will be available for inspection by sending an email to the Transferee Company at corprelations@poel.in :

- a) Certified copy of the Tribunal Order;

- b) Standalone audited financial statements for the year ended March 31, 2026 and Standalone financial results (Provisional) as on July 31, 2026 of the Transferor Company;
- c) Standalone and Consolidated audited financial statements for the year ended March 31, 2026 and Standalone and Consolidated limited reviewed financial results as on June 30, 2026 of the Transferee Company;
- d) Memorandum and Articles of Association of the Transferor Company and Transferee Company;
- e) Copy of the Scheme of Amalgamation;
- f) Copy of Valuation Report;
- g) There have been no contracts or agreements material to the Scheme; and
- h) Certificate of the Statutory Auditors of the Transferor Company and Transferee Company confirming that the accounting treatment prescribed under the Scheme is in compliance with the accounting standards prescribed under Section 133 of the Act.

Based on the above, and considering the rationale and benefits, in the opinion of the Board, the Scheme will be of advantage to, beneficial and in the best interests of the companies and their respective shareholders, creditors, employees and other stakeholders, and the terms thereof are fair and reasonable. The Board of the Transferee Company recommends the Scheme for the approval of the unsecured creditors with requisite majority.

The Directors and KMPs, as applicable, of the Transferor Company and of the Transferee Company, and their relatives do not have any concern or interest, financially or otherwise, in the Scheme of Amalgamation except as shareholders and as unsecured creditors in general, if any.

This statement may be treated as an Explanatory Statement under Sections 230(3), 232(1), 232(2) and 102 of the Act read with Rule 6 of the CAA Rules. Hard copies of the Particulars as defined in this Notice can be obtained free of charge within 1 (one) working day on a requisition being so made for the same by the unsecured creditors of the Transferee Company at the registered office of the Transferee Company or at the office of its counsel, M/s. KSM Associates, Company Secretaries, S2, 2nd Floor, Land Marvel, No. 25, KB Dasan Road, Teynampet, Chennai-600018, Tamil Nadu, India.

After the Scheme is approved by the unsecured creditors of the Transferee Company, it will be subject to the approval/ sanction by NCLT or any other statutory or regulatory authorities, as may be applicable.

For **POCL Enterprises Limited**
(under authorisation of Mr. Sameer Kakar,
Tribunal Appointed Chairman)

Date: October 24, 2026

Place: Chennai

Sd/-
Aashish Kumar K Jain
Company Secretary & Finance Head
(Membership No. F9954)



POCL ENTERPRISES LIMITED

CIN: L52599TN1988PLC015731

Regd. Office: Willingdon Crescent, 1st Floor,

No. 6/2, Pycrofts Garden Road, Nungambakkam, Chennai – 600 006

Ph: +91 - 44 - 4914 5454, Email: corprelations@poel.in; Website: www.poel.in

ATTENDANCE SLIP

[to be filled and handed over at the entrance]

Court Convened Meeting of Unsecured Creditors – 27th November 2026

In the matter of Scheme of Amalgamation of Planetfirst Green Private Limited (“Transferor Company”) with and into POCL Enterprises Limited (“Transferee Company” or “Company”) and their respective shareholders and creditors

Name of the Unsecured Creditor :

Address of the Unsecured Creditor :

Email ID :

I/we certify that I/we am/are an Unsecured Creditor/Proxy/Authorised Representative for the Unsecured Creditor(s) of the Company.

I/we hereby record my/our presence at the Court Convened Meeting of the Unsecured Creditors of the Company being held on Friday, 27th November 2026 at 12:30 P.M. at Willingdon Crescent, 1st Floor, No. 6/2, Pycrofts Garden Road, Nungambakkam, Chennai – 600006.

**Signature of the Unsecured Creditor/Proxy/
Authorised Representative**

POCL ENTERPRISES LIMITED

CIN: L52599TN1988PLC015731

Regd. Office: Willingdon Crescent, 1st Floor,

No. 6/2, Pycrofts Garden Road, Nungambakkam, Chennai – 600 006

Ph: +91 - 44 – 4914 5454, Email: corprelations@poel.in; Website: www.poel.in

Court Convened Meeting of Unsecured Creditors – 27th November 2026

In the matter of Scheme of Amalgamation of Planetfirst Green Private Limited (“Transferor Company”) with and into POCL Enterprises Limited (“Transferee Company” or “Company”) and their respective shareholders and creditors

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]

CIN : L52599TN1988PLC015731

Name of the Company : POCL Enterprises Limited

Registered Office Address : Willingdon Crescent, 1st Floor, No. 6/2, Pycrofts Garden Road, Nungambakkam, Chennai - 600006

Name of the Unsecured Creditor(s) :

Registered address :

E-mail Id :

I/We, being the Unsecured Creditor(s) of the Company of the Company, hereby appoint

1. Name : _____
Address : _____
Email id : _____
Signature: _____, or failing him
2. Name : _____
Address : _____
Email id : _____
Signature: _____, or failing him

3. Name : _____
Address : _____
Email id : _____
Signature: _____

as my/our proxy to attend and vote for me/us and on my/our behalf at the Court Convened Meeting of the Unsecured Creditors of the Company, to be held at Willingdon Crescent, 1st Floor, No. 6/2, Pycrofts Garden Road, Nungambakkam, Chennai – 600006 on Friday, 27th November 2026 at 12:30 P.M. (IST) and at any adjournment thereof in respect of such resolution as indicated below:

Resolution No.	Resolution
1	Approval of the draft Scheme of Amalgamation of Planetfirst Green Private Limited with and into POCL Enterprises Limited and their respective shareholders and creditors.

Signed this _____ day of _____, 2026

Affix
Revenue
Stamp

Signature of Unsecured Creditor

Signature of Proxy Holder(s)

Note: 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.

**Route map for the Venue of the Court Convened Meeting of Unsecured
Creditors of POCL Enterprises Limited scheduled to be held on
Friday, 27th November 2026 at 12:30 P.M**



Source: Google Maps

Registered Office Address: Willingdon Crescent, 1st Floor, No. 6/2, Pycrofts Garden Road, Nungambakkam, Chennai – 600006.

Landmark: Near to Shastri Bhawan and opposite to Shankara Netralaya Hospital.