

BSE LTD
ACKNOWLEDGEMENT

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|--------------------|--|-------------|--------------------------|
| Acknowledgement No | : 1310201703124827 | Date & Time | : 13/10/2017 03:12:49 PM |
| Scrip Code | : 539195 | | |
| Entity Name | : POCL Enterprises Limited | | |
| Compliance Type | : Regulation 27(2)- Corporate Governance | | |
| Quarter / Period | : 30/09/2017 | | |
| Mode | : E-Filing | | |

General information about company

| | |
|---------------------------------|--------------------------|
| Scrip code | 539195 |
| Name of the entity | POCL Enterprises Limited |
| Date of start of financial year | 01-04-2017 |
| Date of end of financial year | 31-03-2018 |
| Reporting Quarter | Half Yearly |
| Date of Report | 30-09-2017 |
| Risk management committee | Not Applicable |

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| Annexure I | |
| Annexure I to be submitted by listed entity on quarterly basis | |
| I. Composition of Board of Directors | |
| Disclosure of notes on composition of board of directors explanatory | |
| Is there any change in information of board of directors compare to previous quarter | No |

| | |
|--|----|
| Annexure 1 | |
| II. Composition of Committees | |
| Disclosure of notes on composition of committees explanatory | |
| Is there any change in information of committees compare to previous quarter | No |

Annexure 1

Annexure 1

III. Meeting of Board of Directors

| Disclosure of notes on meeting of board of directors explanatory | | | |
|--|---|--|---|
| Sr | Date(s) of meeting (if any) in the previous quarter | Date(s) of meeting (if any) in the current quarter | Maximum gap between any two consecutive (in number of days) |
| 1 | 30-05-2017 | | |
| 2 | | 07-07-2017 | 37 |
| 3 | | 11-09-2017 | 65 |

Annexure 1**IV. Meeting of Committees**

| Disclosure of notes on meeting of committees explanatory | | | | | | | |
|--|---------------------------------------|---|--|-------------------------------------|---|--|-------------------------|
| Sr | Name of Committee | Date(s) of meeting of the committee in the relevant quarter | Whether requirement of Quorum met (Yes/No) | Requirement of Quorum met (details) | Date(s) of meeting of the committee in the previous quarter | Maximum gap between any two consecutive meetings (in number of days) | Name of other committee |
| 1 | Audit Committee | 11-09-2017 | Yes | | 30-05-2017 | 103 | |
| 2 | Stakeholders Relationship Committee | 11-09-2017 | Yes | | 30-05-2017 | 103 | |
| 3 | Nomination and remuneration committee | | Yes | | 30-05-2017 | | |

Annexure 1

V. Related Party Transactions

| Sr | Subject | Compliance status (Yes/No/NA) | If status is "No" details of non-compliance may be given here. |
|----|--|----------------------------------|--|
| 1 | Whether prior approval of audit committee obtained | Yes | |
| 2 | Whether shareholder approval obtained for material RPT | NA | |
| 3 | Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee | Yes | |

Annexure 1**VI. Affirmations**

| Sr | Subject | Compliance status (Yes/No) |
|----|--|----------------------------|
| 1 | The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 | Yes |
| 2 | The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee | Yes |
| 3 | The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee | Yes |
| 4 | The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee | Yes |
| 5 | The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 100 listed entities) | NA |
| 6 | The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. | Yes |
| 7 | The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. | Yes |
| 8 | This report and/or the report submitted in the previous quarter has been placed before Board of Directors. | Yes |
| 9 | Any comments/observations/advice of Board of Directors may be mentioned here: | Textual Information(1) |

Text Block

Textual Information(1)

The Corporate Governance Report for the quarter ended June 30, 2017 was placed before the meeting of the Board of Directors of the Company. There were no observations or comments from the Board and the same was taken note. The Corporate Governance Report for the quarter ended September 30, 2017 will be placed before the next meeting of the Board of Directors of the Company.

Annexure III**Annexure III to be submitted by listed entity at the end of 6 months after end of financial year along-with second quarter report of next financial year****I. Affirmations**

| Sr | Broad heading | Regulation Number | Compliance status (Yes/No/NA) | If status is "No" details of non-compliance may be given here. |
|----|--|--------------------------------------|-------------------------------|--|
| 1 | Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website | 46(2) | Yes | |
| 2 | Presence of Chairperson of Audit Committee at the Annual General Meeting | 18(1)(d) | Yes | |
| 3 | Presence of Chairperson of the nomination and remuneration committee at the annual general meeting | 19(3) | Yes | |
| 4 | Whether "Corporate Governance Report" disclosed in Annual Report | 34(3) read with para C of Schedule V | Yes | |

Signatory Details

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| Name of signatory | Aashish Kumar K Jain |
| Designation of person | Company Secretary |
| Place | Chennai |
| Date | 13-10-2017 |