

REF: POEL/SKK/BSE/2020 - 21/08
JUNE 29, 2020

BSE LIMITED
PHIROZE JEEJEEBHOY TOWERS
DALAL STREET
MUMBAI- 400001

DEAR SIR,

Sub: Annual Secretarial Compliance Report for the Financial Year 2019 - 20
Ref: Regulation 24A of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

With reference to the above captioned subject, the exchange may please take on record the Annual Secretarial Compliance Report for the financial year ended on March 31, 2020 as received from the Practicing Company Secretary as required under Regulation 24A of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

This is for your information and record.

Thanking You,

Yours faithfully,
For **POCL ENTERPRISES LIMITED**

AASHISH KUMAR K JAIN
COMPANY SECRETARY & FINANCE HEAD



DEEPA V. RAMANI
Company Secretary & Insolvency Professional

Secretarial Compliance Report for financial year ended 31st March 2020
{Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements)
Regulations, 2015 read with Cir No. CIR/CFD/CMD1/27/2019 dt 08.02.2019}

To,
The Board of Directors
POCL Enterprises Limited,
Willingdon Crescent, 1st Floor,
No.6/2, Pycrofts Garden Road,
Nungambakkam, Chennai : 600006
Tamil Nadu

I/We, Deepa V Ramani, have examined:

- (a) all the documents and records made available to us and explanation provided by POCL Enterprises Limited ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/filing, as may be relevant, which has been relied upon to make this certification;

for the year ended March 31, 2020 ("Review Period") in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include: -

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;



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- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;¹
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;²
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;³
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013;⁴
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 to the extent of applicability with the Companies Act and the Listed entity;
- (j) The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 to the extent of applicability to the Listed entity (Issuer);
- (k) Other Rules/Regulations and circulars/guidelines issued thereunder applicable to the listed entity -
- paragraph 6A and 6B of SEBI Circular no. CIR/CFD/CMD1/114/2019 dated October 18, 2019 - Not Applicable.

and circulars/guidelines issued thereunder and based on the above examination, I /We hereby report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below: -

Sr.no	Compliance Requirement (Regulations/ guidelines / specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
NIL			

- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my/our examination of those records.
- (c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ ~~material subsidiaries~~ either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI

¹ Not applicable to the Company, as there was no buy-back by the Company during the year.

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

³ Not applicable to the Company, as the Company has not issued or listed any Debt securities.

⁴ Not applicable to the Company, as the Company has not issued or listed Preference shares.



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through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr. No.	Actions taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
NIL				

(d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended...	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
NOT APPLICABLE				

Place: Chennai
Date: 29th June 2020

Deepa V. Ramani
Deepa V Ramani
Company Secretary in Practice
FCS 5574; CP 8760
UDIN: F005574B000394809



This Report is to be read with our letter of even date annexed herewith and forms an integral part of this Report.

DEEPA V. RAMANI
Company Secretary & Insolvency Professional

ANNEXURE

To
POCL ENTERPRISES LIMITED,

The Secretarial Compliance Report of even date is to be read along with this letter.

- 1) Maintenance of secretarial records under regulations, circulars and guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (SEBI ACT) and the Securities Contracts (Regulation) Act, 1956 (SCRA) rules made thereunder and Regulations, circulars and guidelines issued thereunder by SEBI, is the responsibility of the management of the listed entity. My responsibility is to express an opinion on these records based on my audit.
- 2) I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of these records. The verification was done to ensure that correct facts are reflected in the said records. I believe that the processes and practices followed provide a reasonable basis for our opinion.
- 3) I have not verified the correctness and appropriateness of financial records and Books of Account of the listed entity.
- 4) Wherever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
- 5) The compliance of the provisions of SEBI Act and SCRA and regulations, circulars and guidelines prescribed thereunder is the responsibility of management. My examination was limited to the verification of documents and records made available to me and explanations provided to me with respect to the practices and processes followed in matters relating to this Report.
- 6) The Secretarial Compliance Report is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

Place: Chennai
Date: 29th June 2020

Deepa V. Ramani
Deepa V Ramani
Company Secretary in Practice
FCS 5574; CP 8760
UDIN: F005574B000394809

