



# POEL POCL ENTERPRISES LIMITED

REF: POEL/SKK/BSE/2019 - 20/08  
MAY 27, 2019

BSE LIMITED  
PHIROZE JEEJEEBHOY TOWERS  
DALAL STREET  
MUMBAI- 400001

DEAR SIR,

**Sub: Annual Secretarial Compliance Report for the Financial Year 2018-19**  
**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 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**



New No.4, Old No.319, Valluvarkottam High Road, Nungambakkam, Chennai - 600 034. India.  
Ph.: +91-44-4914 5454, 2825 1418 Fax : +91- 44- 4914 5455 E-mail : info@poel.in website : www.poel.in  
CIN : L52599TN1988PLC015731

**Secretarial Compliance Report for financial year ended 31.03.2019**

*(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,  
New No. 4, Old No. 319,  
Valluvarkottam High Road,  
Nungambakkam, Chennai  
Tamil Nadu- 600034, India

I/We, Deepa V Ramani, have examined:

- (a) all the documents and records made available to me 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, 2019 (“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, 2009/2018;<sup>1</sup>
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

<sup>1</sup> The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 with effect from 11<sup>th</sup> September 2018.



- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998/2018;<sup>2</sup>
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;<sup>3</sup>
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;<sup>4</sup>
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013;<sup>5</sup>
- (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, 1996/2018 to the extent of applicability to the Listed entity (Issuer);<sup>6</sup>

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: -

<b>Sr.no</b>	<b>Compliance Requirement (Regulations/ circulars / guidelines including specific clause)</b>	<b>Deviations</b>	<b>Observations/ Remarks of the Practicing Company Secretary</b>
- 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.

<sup>2</sup> Not applicable to the Company, as there was no buy-back by the Company during the year. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 replaced The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998, with effect from 11<sup>th</sup> September 2018.

<sup>3</sup> Not applicable to the Company, as the Company does not have any Employee stock option scheme.

<sup>4</sup> Not applicable to the Company, as the Company has not issued or listed any Debt securities.

<sup>5</sup> Not applicable to the Company, as the Company has not issued or listed Preference shares.

<sup>6</sup> The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 replaced The Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996, with effect from 3<sup>rd</sup> October 2018.

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

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

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

<b>Sr. No.</b>	<b>Observations of the Practicing Company Secretary in the previous reports</b>	<b>Observations made in the secretarial compliance report for the year ended...</b>	<b>Actions taken by the listed entity, if any</b>	<b>Comments of the Practicing Company Secretary on the actions taken by the listed entity</b>
- Not applicable being the first report -				

Place: Chennai  
Date: 27<sup>th</sup> May 2019

  
**Deepa V Ramani**  
Company Secretary in Practice  
FCS 5574; CP 8760

