



16th March 2026

To,
The General Manager
The Corporate Relationship Department,
BSE Limited,
1st Floor, P.J. Towers, Dalal Street,
Mumbai – 400 001.

Dear Sir,

Sub: Pricing Certificate for computation of the minimum issue price for issuance of Equity Shares of POCL Enterprises Limited under the Scheme of Amalgamation of Planetfirst Green Private Limited (“Transferor Company”) with and into POCL Enterprises Limited (“Transferee Company”), in terms of Chapter V of SEBI (ICDR) Regulations, 2018

We, **KSM Associates, Company Secretaries**, have been engaged by POCL Enterprises Limited (CIN: L52599TN1988PLC015731) (hereinafter “**the Company**” or “**the Transferee Company**” or “**the issuer**”) to issue the Pricing Certificate with respect to the minimum issue price for issuance of Equity Shares of the Transferee Company to the shareholders (both equity and preference shareholders) of Planetfirst Green Private Limited (CIN: U24203TN2022PTC185571) (hereinafter “**the Transferor Company**”) under the proposed Scheme of Amalgamation of Planetfirst Green Private Limited with and into POCL Enterprises Limited and their respective shareholders and creditors under Sections 230 to 232 of the Companies Act, 2013 (“**the Act**”) read with applicable rules thereunder (“**the Scheme**”), in terms of Regulation 164 and Regulation 166A of Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“**SEBI ICDR**”) read with the SEBI Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated 20th June, 2023 (“**SEBI Master Circular**”) issued by the Securities and Exchange Board of India (“**SEBI**”).

We have verified the relevant records and documents required for the issuance of this certificate and hereby **certify that**:

1. The Equity Shares of the Company having face value of Rs. 2/- (Rupees Two only) is listed on BSE Limited (“**BSE**”) which is the designated stock exchange, and the Equity Shares are frequently traded in terms of Regulation 164(5) of SEBI ICDR;
2. The relevant date for determining the price is 16th March, 2026 being the date of approval of the Scheme by the Board of Directors of the Company as provided in the SEBI Master Circular;

Company Secretaries | Trade Marks Attorneys | Insolvency Professionals

S2, Second Floor, Landmarvel, New No. 25, Kavignar Bharathidasan Road, Teynampet, Chennai - 600018.
Ph: 91-44-4353 5195 | www.ksmassociates.net

Deepa V. Ramani



3. The minimum issue price of the Equity Shares of the Transferee Company, based on the pricing formula prescribed under Regulation 164 of SEBI ICDR, proposed to be allotted to the shareholders (both equity and preference shareholders) of the Transferor Company pursuant to the Scheme of Amalgamation has been worked out at **Rs. 188.91/-** (Rupees One Hundred and Eighty-Eight and Ninety-One Paise only) per Equity Share;
4. The Company has obtained the Valuation Report dated 16th March 2026 from Mr. N V Subbarao Kesavarapu, a Registered Valuer having IBBI Registration No. IBBI/RV/02/2019/12292 and holding Certificate of Practice issued by ICAI Registered Valuer Organisation;
5. The minimum price in terms of Regulation 164 of SEBI ICDR, at which the shares are proposed to be issued is not less than higher of the following:
 - a. the 90 trading days volume weighted average price of the related equity shares quoted on the recognised stock exchange preceding the relevant date; - **Annexure – A** or
 - b. the 10 trading days volume weighted average prices of the related equity shares quoted on a recognised stock exchange preceding the relevant date. - **Annexure – B**
6. The Articles of Association of the issuer does not provide for a method of determination which results in a floor price higher than that determined under SEBI ICDR.

The certificate is being issued for submission to the Stock Exchange i.e., BSE Limited and if required, to the Securities and Exchange Board of India (“**SEBI**”) for the purposes of obtaining No-objection letter for the proposed Scheme and to any other regulatory authority, if required, in connection with the proposed Scheme.

For **KSM ASSOCIATES | COMPANY SECRETARIES**

Peer Review Cert No. 586872024

Deepa V. Ramani



DEEPA VENKAT RAMANI

PARTNER

FCS 5574 | CP 8760

Place: Chennai

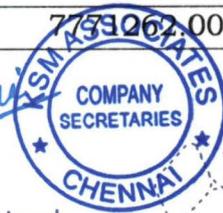
UDIN: F005574G004076146



90 Trading Days Volume Weighted Average Price of the Related Equity Shares Quoted on the Recognised Stock Exchange (BSE Limited) Preceding the Relevant Date i.e 16th March 2026:

SN	Date	Volume* (Number of shares)	WAP* (Rs.)	Turnover* (Rs.)
1	13-Mar-26	32741	174.720	5720506.000
2	12-Mar-26	23601	178.073	4202694.000
3	11-Mar-26	30206	179.286	5415516.000
4	10-Mar-26	45791	179.749	8230907.000
5	09-Mar-26	34266	179.979	6167165.000
6	06-Mar-26	26842	187.360	5029110.000
7	05-Mar-26	40577	189.090	7672686.000
8	04-Mar-26	115466	187.821	21686899.000
9	02-Mar-26	98642	179.210	17677641.000
10	27-Feb-26	61378	194.412	11932620.000
11	26-Feb-26	26768	189.620	5075742.000
12	25-Feb-26	29374	189.055	5553306.000
13	24-Feb-26	58431	192.441	11244503.000
14	23-Feb-26	158120	195.880	30972562.000
15	20-Feb-26	107557	182.889	19671039.000
16	19-Feb-26	103609	177.591	18399986.000
17	18-Feb-26	28111	167.691	4713960.000
18	17-Feb-26	22991	166.588	3830025.000
19	16-Feb-26	31615	166.702	5270299.000
20	13-Feb-26	32631	171.365	5591801.000
21	12-Feb-26	30868	172.258	5317256.000
22	11-Feb-26	32515	171.047	5561578.000
23	10-Feb-26	28182	170.836	4814510.000
24	09-Feb-26	26183	171.560	4491953.000
25	06-Feb-26	13036	172.659	2250787.000
26	05-Feb-26	21303	169.789	3617009.000
27	04-Feb-26	23931	171.842	4112358.000
28	03-Feb-26	25609	175.178	4486128.000
29	02-Feb-26	22480	170.108	3824031.000
30	01-Feb-26	44046	176.435	7759067.000

Deepa V. Ramani



SN	Date	Volume* (Number of shares)	WAP* (Rs.)	Turnover* (Rs.)
31	30-Jan-26	20821	169.960	3538737.000
32	29-Jan-26	37224	169.355	6304053.000
33	28-Jan-26	19352	170.546	3300398.000
34	27-Jan-26	22900	170.803	3911391.000
35	23-Jan-26	19719	174.027	3431646.000
36	22-Jan-26	24343	177.047	4309844.000
37	21-Jan-26	31137	175.108	5452341.000
38	20-Jan-26	31182	180.312	5622504.000
39	19-Jan-26	15775	184.365	2908353.000
40	16-Jan-26	30231	195.995	5925135.000
41	14-Jan-26	14647	194.673	2851379.000
42	13-Jan-26	12329	190.545	2349225.000
43	12-Jan-26	17604	188.975	3326723.000
44	09-Jan-26	23274	190.908	4443200.000
45	08-Jan-26	25706	200.282	5148445.000
46	07-Jan-26	42326	200.353	8480149.000
47	06-Jan-26	37445	206.984	7750534.000
48	05-Jan-26	32605	209.008	6814698.000
49	02-Jan-26	21378	204.129	4363873.000
50	01-Jan-26	9443	205.022	1936023.000
51	31-Dec-25	30883	204.913	6328329.000
52	30-Dec-25	20183	193.306	3901502.000
53	29-Dec-25	49915	195.121	9739451.000
54	26-Dec-25	37088	207.912	7711043.000
55	24-Dec-25	90435	212.651	19231106.000
56	23-Dec-25	100800	199.083	20067572.000
57	22-Dec-25	22296	178.504	3979924.000
58	19-Dec-25	55306	170.824	9447604.000
59	18-Dec-25	20245	162.663	3293110.000
60	17-Dec-25	11911	166.418	1982207.000
61	16-Dec-25	20668	166.742	3446218.000
62	15-Dec-25	13044	167.752	2188159.000
63	12-Dec-25	15474	169.756	2626809.000
64	11-Dec-25	12271	169.399	2078694.000
65	10-Dec-25	20811	169.804	3533790.000
66	09-Dec-25	60111	166.257	9993885.000

Deepa V. Ramani



Company Secretaries | Trade Marks Attorneys | Insolvency Professionals

S2, Second Floor, Landmarvel, New No. 25, Kavignar Bharathidasan Road, Teynampet, Chennai 600018.

Ph: 91-44-4353 5195 | www.ksmassociates.net

SN	Date	Volume* (Number of shares)	WAP* (Rs.)	Turnover* (Rs.)
67	08-Dec-25	24123	173.240	4179063.000
68	05-Dec-25	7685	179.880	1382381.000
69	04-Dec-25	14345	178.469	2560142.000
70	03-Dec-25	27559	175.445	4835090.000
71	02-Dec-25	28812	173.612	5002111.000
72	01-Dec-25	34515	177.920	6140918.000
73	28-Nov-25	36114	181.098	6540157.000
74	27-Nov-25	19985	182.463	3646520.000
75	26-Nov-25	30716	184.272	5660105.000
76	25-Nov-25	19931	183.192	3651209.000
77	24-Nov-25	60326	181.558	10952691.000
78	21-Nov-25	61103	190.827	11660132.000
79	20-Nov-25	31243	194.012	6061519.000
80	19-Nov-25	36617	196.237	7185608.000
81	18-Nov-25	64338	198.888	12796049.000
82	17-Nov-25	256909	198.610	51024672.000
83	14-Nov-25	49913	225.612	11260953.000
84	13-Nov-25	31077	218.250	6782563.000
85	12-Nov-25	40047	221.367	8865094.000
86	11-Nov-25	20362	222.530	4531150.000
87	10-Nov-25	37136	217.283	8069014.000
88	07-Nov-25	23736	218.280	5181083.000
89	06-Nov-25	61763	220.595	13624587.000
90	04-Nov-25	30235	227.250	6870896.000
Total		3496342		660487600.000
Volume Weighted Average Price for 90 days in Rupees (Total Turnover/ Total Volume)			Rs. 188.91/-	

*Data downloaded from the BSE website.

Deepa V. Ramani



10 Trading Days Volume Weighted Average Price of the Related Equity Shares Quoted on the Recognised Stock Exchange (BSE Limited) Preceding the Relevant Date i.e 16th March 2026:

S. No	Date	Volume* (Number of shares)	WAP* (Rs.)	Turnover* (Rs.)
1	13-Mar-26	32741	174.720	5720506.000
2	12-Mar-26	23601	178.073	4202694.000
3	11-Mar-26	30206	179.286	5415516.000
4	10-Mar-26	45791	179.749	8230907.000
5	09-Mar-26	34266	179.979	6167165.000
6	06-Mar-26	26842	187.360	5029110.000
7	05-Mar-26	40577	189.090	7672686.000
8	04-Mar-26	115466	187.821	21686899.000
9	02-Mar-26	98642	179.210	17677641.000
10	27-Feb-26	61378	174.720	11932620.000
Total		509510		93735744.000
Volume Weighted Average Price for 10 days in Rupees <i>(Total turnover/ Total Volume)</i>			Rs. 183.97/-	

*Data downloaded from the BSE website.

Deepa V. Ramani