

May 29, 2019

Scrip code: 532626

BSE Limited

Corporate Relationship Department
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai- 400 001

Dear Sir,

Sub: Annual Secretarial Compliance Report for the year ended 31st March 2019

With regard to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are submitting the Annual Secretarial Compliance Report received from the Practising Company Secretary for the year 2018-19.

Kindly take the above on record.

Thanking you
Yours faithfully

For Pondy Oxides and Chemicals Limited



K. Kumaravel
GM Finance & Company Secretary.



KRM Centre, 4th Floor, # 2, Harrington Road, Chetpet, Chennai - 600 031. India

Ph. : +91 - 44 - 4296 5454, Fax : +91 - 44 - 4296 5455

e-mail : info@pocl.co.in Web : www.pocl.co.in

CIN No. : L24294TN1995PLC030586

GSTIN : 33AAACP5102D4Z4



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
Pondy Oxides and Chemicals Limited
KRM Centre, 4th floor,
#2, Harrington Road, Chetpet
Chennai, Tamil Nadu - 600031

1/We, KSM Associates have examined:

- (a) all the documents and records made available to us and explanation provided by Pondy Oxides and Chemicals 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;¹
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

¹ 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 1st September 2018.



- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998/2018;²
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;³
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;⁴
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013;⁵
- (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);⁶

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/ circulars / guidelines including 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.

² 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 11th September 2018.

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

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

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

⁶ 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 3rd October 2018.



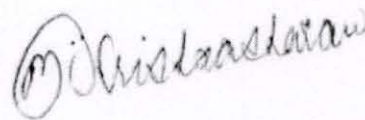
- (c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ ~~material subsidiaries~~ either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

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
	NIL			

For **KSM Associates, Company Secretaries**

Krishna Sharan Mishra
Partner
FCS 6447; CP 7039

Place: Chennai
Date: 27th May 2019

