



**REF: POEL/BNS/BSE/2025-26/21
MAY 29, 2025**

BSE LIMITED
PHIROZE JEEJEEBHOY TOWERS
DALAL STREET
MUMBAI- 400001

Scrip Code – 539195

DEAR SIR,

Sub: Annual Secretarial Compliance Report for the Financial Year 2024-25
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 March 31, 2025 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

SECRETARIAL COMPLIANCE REPORT

of

POCL ENTERPRISES LIMITED

(For the financial year ended 31.03.2025)

{as per Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015}

I/We, Deepa V Ramani, Company Secretary in Whole-time Practice, have examined:

- all the documents and records made available to me and explanation provided by **POCL ENTERPRISES LIMITED** ("the listed entity"),
- the filings/ submissions made by the listed entity to the Stock Exchanges,
- website of the listed entity,
- any other document/filing, as may be relevant, which has been relied upon to make this Report,

for the financial year ended March 31, 2025 ("Review Period") in respect of compliance with the provisions of:

- the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the regulations, circulars, guidelines issued thereunder; and
- 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: -

- Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;¹
- Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;²
- Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;³
- Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

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 not have any Employee Stock Option Scheme.

³ Not applicable to the Company, as the Company has not issued or listed Non-Convertible Securities



(h) Other Regulations as 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 / circulars /guidelines including specific clause)	Regulation / Circular No.	Deviations	Action Taken by	Type of Action Advisory / Clarification / Fine / Show Cause Notice/ Warning etc.	Details of Violation	Fine Amount	Observations / Remarks of the Practicing Company Secretary (PCS)	Management Response	Remarks
NIL										

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

Sr. No	Observations/ Remarks of the Practicing Company Secretary in the previous reports (PCS)	Observations made in the secretarial compliance report for the years ended	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Details of Violation/ deviations and actions taken/ penalty imposed if any, on the listed entity	Remedial Actions, if any taken by the listed entity	Comments of the PCS on the actions taken by the listed entity
1	Certificate U/R 40(9) for the year ended 31.03.2023 issued on time, but dissemination intimation to stock exchange was delayed by 9 days	31 st March 2024	The listed entity shall ensure that the certificate mentioned at sub-regulation (9) of regulation 40, shall be filed with the stock exchange(s) simultaneously	No penalty imposed	Subsequent respective dissemination of intimation was done simultaneously in accordance with Regulation 40(10) of LODR	Necessary action has been taken by the Company for relevant subsequent filing



DEEPA V. RAMANI
Company Secretary | Insolvency Professional

- I. I/We hereby report that, during the review period the compliance status of the listed entity with the following requirements:

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/Remarks by PCS*
1.	Secretarial Standards: The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI).	Yes	
2.	Adoption and timely updation of the Policies: • All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities • All the policies are in conformity with SEBI Regulations and have been reviewed & updated on time, as per the regulations/circulars/guidelines issued by SEBI.	Yes	
3.	Maintenance and disclosures on Website: • The Listed entity is maintaining a functional website • Timely dissemination of the documents/ information under a separate section on the website • Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which redirects to the relevant document(s)/ section of the website.	Yes	



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Company Secretary | Insolvency Professional

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/ Remarks by PCS*
	confirmation whether the transactions were subsequently approved/ ratified/ rejected by the audit committee.		
9.	Disclosure of events or information: The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	-
10.	Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) & 3(6) of SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	-
11.	Actions taken by SEBI or Stock Exchange(s), if any: No action(s) has been taken against the listed entity/its promoters/directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder (or) The actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges are specified in the last column.	Yes	-
12.	Resignation of statutory auditors from the listed entity or its material subsidiaries: In case of resignation of statutory auditor from the listed entity or any of	Not Applicable	There was no instance of resignation of Statutory Auditor of the company during

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DEEPA V. RAMANI
Company Secretary | Insolvency Professional

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/ Remarks by PCS*
	its material subsidiaries during the financial year, the listed entity and/ or its material subsidiary(ies) has /have complied with paragraph 6.1 and 6.2 od section V-D of Chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by the listed entities.		the period under review
13.	Additional non-compliances, if any: No additional non-compliance observed for any SEBI regulation/ circular/guidance note etc. except as reported above.	Yes	Nil

I/~~We~~ further report that the listed entity is in compliance/ not in compliance with the disclosure requirements of Employee Benefit Scheme Documents in terms of regulation 46(2)(za) of the LODR – **Not applicable**

Assumptions & Limitation of scope and Review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. My responsibility is to report based upon my examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. I have not verified the correctness and appropriateness of financial records and books of accounts of the listed entity.
4. This report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (LODR) Regulations, 2015 and 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: 29.05.2025



Deepa V. Ramani

DEEPA V. RAMANI
(Peer Review Cert. No.: 5869/2024)
FCS 5574; CP No. 8760
UDIN: F005574G000482875

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