

Date: 06 June 2019

The Manager - Listing
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street, Mumbai - 400 001

Dear Sir,

Sub: Application for filing of Scheme of amalgamation of Meloy Metals Private Limited ('Transferor Company') with Pondy Oxides and Chemicals Limited ('Transferee Company') (hereinafter referred to as 'the draft scheme') under Regulation 37 of the Securities and Exchange Board of India ('SEBI') (Listing Obligations and Disclosure Requirement) Regulations, 2015 as amended from time to time

In connection with the above application, we hereby undertake that:

- a) The Transferee Company will not issue / reissue shares not covered under the draft Scheme.
- b) As on date of application there are no outstanding warrants / instruments / agreements which give right to any person to take the equity shares in the Transferee Company at any future date.

For Pondy Oxides and Chemicals Limited



K Kumaravel
GM Finance and Company Secretary



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