

The Shareholders,
Pondy Oxides and Chemicals Ltd
CIN: L24294TN1995PLC030586
KRM Centre, 4th floor,
#2, Harrington Road, Chetpet,
Chennai – 600031

Sub: Certificate under Regulation 163(2) of the SEBI (ICDR) Regulations, 2018 in the matter of preferential issue of 10,05,921 number of Equity Shares of Rs. 10/- each and 16,27,221 number of Warrants convertible into equity shares of Rs. 10/- each.

Pursuant to the requirements of sub-regulation 2 of Regulation 163 of Part III of Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ('ICDR Regulations'), it is our responsibility to obtain limited assurance and conclude as to whether the details of the proposed preferential issue of Securities is in accordance with the requirements of the ICDR Regulations as applicable to the preferential issue of Securities. Accordingly, our scope of work did not include verification of compliance with other requirements of the ICDR Regulations, Companies Act, 2013, Rules and Regulations framed thereunder, other circulars, notifications, etc. as issued by relevant regulatory authorities from time to time, and any other laws and regulations applicable to the company.

In respect of the proposed preferential issuance of 10,05,921 equity shares of face value of Rs. 10/- each and 16,27,221 number of Warrants convertible into equity shares of Rs. 10/- each of M/s. Pondy Oxides and Chemicals Ltd (CIN: L24294TN1995PLC030586) (hereinafter referred to as the "issuer" or "POCL") having its registered office at KRM Centre, 4th floor #2, Harrington Road, Chetpet, Chennai – 600031 in terms of Notice dated 12th January 2024 convening the Extra Ordinary General Meeting of the Company (hereinafter referred to as the "EGM Notice"), We, KSM Associates, Practicing Company Secretaries, have verified the relevant records and documents of the Issuer and based on information, explanations and



representations provided by the Company, in respect of following Agenda items of the EGM Notice

- (i) Item no.1. Issuance of 10,05,921 equity shares on preferential basis to certain identified non promoter persons/entities.
- (ii) Item no. 2. Issuance of 16,27,221 convertible warrants on preferential basis to the promoter group and certain identified non promoter persons/entities.


we certify that the proposed preferential issue of Equity Shares/convertible warrants are in compliance with the provisions of Chapter V of ICDR Regulations.

Management's Responsibility for the Statement

The Management is responsible for ensuring that the company complies with the below requirements of the ICDR regulations:

- i. Determine the relevant date, being the date 30 days prior to the date on which the meeting of shareholders is held to consider the proposed preferential issue;
- ii. Determination of the minimum price of equity shares in accordance with Regulation 166 and 164 of the ICDR regulations.
- iii. Compliance with requirements of the other ICDR Regulations.

FOR **KSM ASSOCIATES** COMPANY SECRETARIES



KRISHNA SHARAN MISHRA
PARTNER
F6447 | CP 7039
Peer Review Cert No. 627/2019

