

# PONDY OXIDES AND CHEMICALS LIMITED **POCL**<sup>®</sup>

30<sup>th</sup> May 2025

**National Stock Exchange of India Ltd**

Exchange Plaza, 5<sup>th</sup> Floor,  
Plot No. C/1, G Block,  
Bandra Kurla Complex, Bandra (E),  
Mumbai - 400 051

**BSE Limited**

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

**NSE Symbol : POCL**

**BSE Scrip Code : 532626**

Dear Sir/Madam,

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**Sub: Annual Secretarial Compliance Report under Regulation 24A of SEBI (LODR)  
Regulations, 2015 for the financial year 31<sup>st</sup> March 2025**

Pursuant to Regulation 24A of SEBI (Listing Obligations Disclosure Requirements) Regulations, 2015, as amended, read with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated 8<sup>th</sup> February 2019, please find enclosed herewith the Annual Secretarial Compliance Report dated 30<sup>th</sup> May 2025 for the financial year 2024-25 as issued by M/s. KSM Associates. Practicing Company Secretaries.

We request you to kindly take the same on record.

Thanking You,

Yours faithfully,

**For Pondy Oxides & Chemicals Limited**

**K Kumaravel,**

**Director Finance & Company Secretary**

Encl: As Above.

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

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CIN No. : L24294TN1995PLC030586 II GSTIN : 33AAACP5102D4Z4

**SECRETARIAL COMPLIANCE REPORT**  
**of**  
**PONDY OXIDES AND CHEMICALS LIMITED**  
(For the financial year ended 31<sup>st</sup> March 2025)

*{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, 4<sup>th</sup> Floor, #2,  
Harrington Road, Chetpet,  
Chennai, Tamil Nadu - 600031

We have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by **Pondy Oxides and Chemicals Limited** (hereinafter referred as '**the listed entity**'), having its Registered Office at KRM Centre, 4<sup>th</sup> Floor, #2, Harrington Road, Chetpet, Chennai, Tamil Nadu - 600031. Secretarial Review was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and to provide our observations thereon.

Based on our verification of the listed entity's books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, we hereby report that in our opinion, the listed entity has, during the review period covering the financial year ended on **March 31, 2025**, complied with the statutory provisions listed hereunder in the manner and subject to the reporting made hereinafter:

I/We, KSM Associates, Practising Company Secretaries, 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 report,

for the financial year ended **March 31, 2025** ("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");



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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<sup>1</sup>;
- Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021<sup>2</sup>;
- Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021<sup>3</sup>;
- Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- Other Rules/Regulations as applicable

and circulars/guidelines issued thereunder;

and based on the above examination, 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	Management Response	Remarks
1	Regulation	Regulation No.46	Website is not functional and/ not containing basic information about	BSE & NSE	Advisory letter	Observation that website of company is not functional and not containing basic information about the company	No fine levied.	It was found that, when viewed on computer, though website was functional and containing basic information about the Company u/r 46,	Certain website updates are automatically updated in Desktop version and the same has not been automatically updated in mobile	

<sup>1</sup> Not applicable to the Company, as there was no buy-back by the Company during the year.

<sup>2</sup> Not applicable to the Company, as the Company does have any Employee stock option scheme.

<sup>3</sup> Not applicable to the Company, as the Company has not issued or listed any redeemable securities.



*Nishankar*



			the company					when seen on mobile, certain fields were not working properly.	version resulted in variation. We have rectified the same in mobile version also and is functioning now.	
2	Regulation	Regulation 19	Constitution of nomination and remuneration Committee	BSE & NSE	Fine	Constitution of Nomination and remuneration Committee fallen short of minimum number of directors	28,320	Due to the retirement of Independent Director, number of committee-members fell below the minimum.	The levied fine has been remitted.	
3	Regulation	Regulation 20	Constitution of stakeholder relationship committee	BSE & NSE	Fine	Constitution of stakeholder relationship committee fallen short of minimum number of directors	28,320	However, the Company has re constituted the committee in the subsequent Board Meeting.	The levied fine has been remitted.	

(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 31 <sup>st</sup> March 2023 and 31 <sup>st</sup> March 2024	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 taken by the listed entity	Comments of the PCS on the actions taken by the listed entity
NIL						

1. ~~1/~~We hereby report that, during the review period the compliance status of the listed entity is appended as below:

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/Remarks by PCS*
1.	<b>Secretarial Standards:</b>  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.	<b>Adoption and timely updation of the Policies:</b>  • All applicable policies under SEBI Regulations	Yes	-



	<p>are adopted with the approval of board of directors of the listed entities</p> <ul style="list-style-type: none"> <li>All the policies are in conformity with SEBI Regulations and have been reviewed &amp; updated on time, as per the regulations/circulars/guidelines issued by SEBI</li> </ul>		
<b>3.</b>	<p><b>Maintenance and disclosures on Website:</b></p> <ul style="list-style-type: none"> <li>The Listed entity is maintaining a functional website</li> <li>Timely dissemination of the documents/information under a separate section on the website</li> <li>Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website</li> </ul>	Yes	
<b>4.</b>	<p><b>Disqualification of Director:</b></p> <p>None of the Director(s) of the listed entity is/ are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.</p>	Yes	
<b>5.</b>	<p><b>Details related to Subsidiaries of listed entities have been examined w.r.t.:</b></p> <p>(a) Identification of material subsidiary companies</p> <p>(b) Disclosure requirement of material as well as other subsidiaries</p>	Yes	
<b>6.</b>	<p><b>Preservation of Documents:</b></p> <p>The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.</p>	Yes	
<b>7.</b>	<p><b>Performance Evaluation:</b></p> <p>The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/ during the financial year as prescribed in SEBI Regulations.</p>	Yes	



<b>8.</b>	<b>Related Party Transactions:</b>  (a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions;  (b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ ratified/ rejected by the audit committee.	Yes    Not Applicable	
<b>9.</b>	<b>Disclosure of events or information:</b>  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	
<b>10.</b>	<b>Prohibition of Insider Trading:</b>  The listed entity is in compliance with Regulation 3(5) & 3(6) of SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	
<b>11.</b>	<b>Actions taken by SEBI or Stock Exchange(s), if any:</b>  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	
<b>12.</b>	<b>Resignation of statutory auditors from the listed entity or its material subsidiaries:</b>  In case of resignation of statutory auditor from the listed entity or any of 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 of Section V-D of Chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by the listed entities.	Not Applicable	There was no instance of resignation of Statutory Auditor of the company during the period under review





<b>13.</b>	<b>Additional non-compliances, if any:</b>		
	No additional non-compliance observed for any SEBI regulation/ circular/guidance note etc. except as reported above.	Yes	-

1/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. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We 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.

**FOR KSM ASSOCIATES | COMPANY SECRETARIES**

(Peer review No: 5868/2024)



**KRISHNA SHARAN MISHRA**  
**PARTNER**

FCS 6447 | CP 7039

Firm Registration No. P2006TN058500

UDIN: F006447G000499874

Place: Chennai

Date: 30<sup>th</sup> May, 2025

