



pricol limited

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CIN-L33129TZ1972PLC000641

PL/SEC/TGT/2015-2016/097
Wednesday, 8th July, 2015

Corporate Relationship Department BSE Limited 1 st Floor, New Trading Ring Rotunda Building, P J Towers, Dalal Street, Fort Mumbai 400 001	The Manager Listing Department National Stock Exchange of India Limited “Exchange Plaza’, C-1, Block G Bandra-Kurla Complex, Bandra (E), Mumbai - 400051
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Dear Sir,

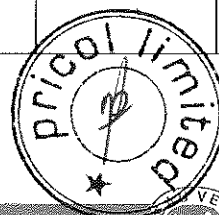
Sub: Quarterly Compliance report on Corporate Governance under clause 49 of the Listing Agreement.

We hereby furnish the Quarterly Compliance report on Corporate Governance for the **quarter ending 30th June 2015** as required under clause 49 of the Listing Agreement.

Name of the Company : Pricol Limited
Quarter ending on : 30th June 2015

Particulars	Clause of Listing agreement	Compliance Status Yes/No	Remarks
II. Board of Directors	49 (II)		
(A) Composition of Board	49 (IIA)	Yes	Total strength of the Board- 9 No. of Non-Executive Independent Directors - 5 No. of Non-Independent Directors - 4 No. of Non-Executive Non-Independent Directors- 2 No. of Executive Non-Independent Directors - 2 No. of Executive Non-Independent Women Directors- 1
(B) Independent Directors	49 (IIB)	Yes	No. of Independent Directors- 5 . They comply with the provisions of clause 49.

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V. Subsidiary Companies	49 (V)	Yes	The minutes of the Board Meeting of the unlisted subsidiary companies are placed at the Board Meeting of the Company. The policy on material subsidiaries has been disclosed on the company's website "www.pricol.com" and the web link is provided in the Annual Report 2015.
VI. Risk Management	49 (VI)	Yes	The company has laid down the Risk Management Framework and De-risking Strategy. Risk Management Committee has been constituted in accordance with the provisions of clause 49.
VII. Related Party Transactions	49 (VII)	Yes	The company has formulated a Policy on Related Party Transactions. Prior approval of the Audit Committee has been obtained for all Related Party Transactions.
VIII. Disclosures	49 (VIII)		
(A) Related party transactions	49 (VIII A)	Yes	The company does not have any material transactions with related parties for the quarter ended 30 th June 2015. The company has disclosed the Policy on Related Party Transactions on its website "www.pricol.com"
(B) Disclosure of Accounting Treatment	49 (VIII B)	Yes	The applicable Accounting Standards are being complied with on a continual basis. Disclosure required under this clause will be made in the Corporate Governance Report - 2015.
(C) Remuneration of Directors	49 (VIII C)	Yes	Compliance met in the Annual Report on a continual basis.

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