

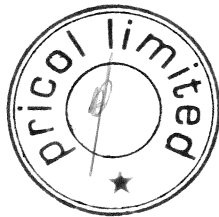
Pricol Limited - Compliance Report on Corporate Governance

Name of the Company : Pricol Limited (Formerly Pricol Pune Limited)

Date : 30th June 2018

I. Composition of Board
Annexure I

Title (Mr / Mrs.)	Name of the Director	PAN & DIN	Category (Chairperson/Executive/ Non-Executive/Independent/ Nominee)	Date of Appointment in the current term / cessation	Date of Cessation	Tenure (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mrs.	Vanitha Mohan	Pan: ADJPM0478J DIN: 00002168	Executive	1st Nov 2016		-	1	2	0
Mr.	Vikram Mohan	Pan: ADJPM0476G DIN: 00089968	Executive	1st Jun 2013		-	1	1	0
Mr.	R.Vidhya Shankar	Pan: ABGPV6023P DIN: 00002498	Independent-Non-Executive	1st Nov 2016/ 31st Jul 2019		33	2	3	2
Mr.	Suresh Jagannathan	Pan: ACBPJ1194K DIN: 00011326	Independent-Non-Executive	1st Nov 2016/ 31st Jul 2019		33	3	2	0
Mr.	G.Soundararajan	Pan: ALTPS6298N DIN: 00037995	Independent-Non-Executive	1st Nov 2016/ 31st Jul 2019		33	1	0	0
Mrs.	Sriya Chari	Pan: AABPC3580C DIN: 07383240	Independent-Non-Executive	1st Nov 2016/ 26th May 2021		55	1	1	0
Mr.	S.K.Sundararaman	Pan:AGVPS9509H DIN:00002691	Independent-Non-Executive	30th May 2018/ 29th May 2023		60	4	4	0

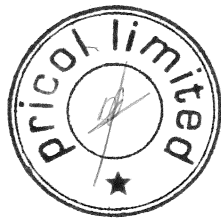


II. Composition of Committees

	Name of Committee	Name of Committee members	Category (chairperson / Executive/ Non-Executive/ Independent / Nominee)	Comments
1	Audit Committee	Mr.R.Vidhya Shankar	Non-Executive- Independent	
		Mrs.Vanitha Mohan	Executive	
		Mrs.Sriya Chari	Non-Executive- Independent	
		Mr.S.K.Sundararaman	Non-Executive- Independent	From 30.05.2018
2	Nomination & Remuneration Committee	Mr.R.Vidhya Shankar	Non Executive - Independent	
		Mr.G.Soundararajan	Non Executive – Independent	
		Mrs.Sriya Chari	Non Executive - Independent	
3	Stakeholders Relationship Committee	Mrs.Vanitha Mohan	Executive	
		Mr.Vikram Mohan	Executive	
		Mr.R.Vidhya Shankar	Non-Executive- Independent	
4	Corporate Social Responsibility Committee	Mrs.Vanitha Mohan	Executive	
		Mr.Vikram Mohan	Executive	
		Mr.G.Soundararajan	Non-Executive- Independent	
5	Investment & Borrowing Committee	Mrs.Vanitha Mohan	Executive	
		Mr.Vikram Mohan	Executive	
		Mr.R.Vidhya Shankar	Non-Executive- Independent	

III. Meeting of Board of Directors

Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive (in number of days)
1st February 2018	30th May 2018	117
	26th June 2018	26



IV. Meeting of Committees

Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
Audit Committee :			
30th May 2018	Yes, members attended - 3	30th January 2018	119
26th June 2018	Yes, members attended - 4		26
Nomination and Remuneration Committee:			
4th April 2018	Yes, members attended - 3	2nd January 2018	91
Stakeholders Committee:			
27th April 2018	Yes, members attended -3	19th January 2018	97
Corporate Social Responsibility Committee:			
10th May 2018	Yes, Members attended - 3	-	-
Investment and Borrowing Committee:			
25th April 2018	Yes, Members attended - 3	12th February 2018	59
26th April 2018	Yes, Members attended - 3	16th February 2018	
27th April 2018	Yes, Members attended - 3	26th February 2018	

* This information has to be mandatorily be given for audit committee and Stakeholders Relationship Committee, for rest of the committees giving this information is optional



V. Related Party Transactions

Subject	Compliance Status (Yes/No/NA)
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	NA
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes

VI. Affirmations

- 1 The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
- 2 The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015
 - a Audit Committee
 - b Nomination & remuneration committee
 - c Stakeholders relationship committee
 - d Risk management committee (applicable to the top 100 listed entities)
- 3 The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
- 4 The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015
- 5 This report and/or the report submitted in the previous quarter will be placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here: NIL

For Pricol Limited



T.G.Thamizhanban
Company Secretary