

ANNEXURE TO SECRETARIAL AUDIT REPORT OF EVEN DATE

To

The Members,
Pricol Limited (Formerly Pricol Pune Limited)
 [CIN: L34200TZ2011PLC022194]
 109, Race Course, Coimbatore - 641018.

My Secretarial Audit Report of even date is to be read along with this letter.

- Maintenance of secretarial records, devising proper systems to ensure compliance with the provisions of all applicable laws and regulations and ensuring that the systems are adequate and operate effectively, are the responsibilities of the management of the Company. My responsibility is to express an opinion on these secretarial records, systems, standards and procedures, based on audit.
- I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that the correct facts are reflected in the secretarial records. I believe that the processes and practices, I followed reasonable basis for my opinion.
- I have not verified the correctness and appropriateness of financial records and books of accounts of the Company.
- Wherever required, I have obtained the management's representation about the compliance of laws, rules and regulations and happening of events etc.
- The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedures on a test basis.
- The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

P. ESWARAMOORTHY AND COMPANY
 Company Secretaries

CS P. Eswaramoorthy
 Proprietor
 Coimbatore FCS No.: 6510
 30th May 2018 CP No.: 7069

ANNEXURE "B" TO DIRECTOR'S REPORT ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES

(as per annexure attached to the Companies (Corporate Social Responsibility Policy) Rules, 2014)

- A brief outline of the Company's CSR policy, including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programs.**

Through Pricol's long standing commitment to service to the society, we strive to attain leadership in our business through a socially and environmentally responsible way, while taking care of the interests of our stakeholders.

We work with the primary objective of contributing to the sustainable development of the society and creating a greener and cleaner environment around us. Towards achieving these objectives, Pricol has initiated "We Care", a program which executes various social and environmental development activities in and around its operational locations.

The main objective of Pricol's CSR policy is to lay down guidelines for the community centric activities taken up by Pricol for the sustainable development of the society and the environment around it. In alignment with the vision of the Company, Pricol, through its CSR initiatives, will strive to enhance value to the society and the environment through continuous initiatives. Pricol will directly or indirectly take up projects in and around its operational locations in keeping with the laid out guidelines.

Web Link to the CSR Policy:

<http://www.pricol.com/CSR-Policy.pdf>

- CSR Committee has Mrs.Vanitha Mohan, Mr. Vikram Mohan, Mr.G.Soundararajan (from 1st February 2018) and Mr.C.R.Swaminathan (upto 1st February 2018) as its members.**
- Average Net Profit / (Loss) of the Company for last three financial years** ₹ 168.470 Million
- Prescribed CSR Expenditure** ₹ 3.370 Million (two per cent of the amount as in item 3 above)
- Details of CSR spent during the financial year**
 - Total amount spent for the financial year ₹ 4.150 Million
 - Amount unspent, if any ; ₹ 0.810 Million

ANNEXURE "B" TO DIRECTORS' REPORT (Contd.)

c) Manner in which the amount spent during the financial year is detailed below:

in ₹

S. No.	CSR Project or Activity Identified	Sector in which the Project is covered	Projects or Programs (1) Local area or Other (2) Specify the state and district where projects or programs was undertaken	Amount Outlay (budget) project or programs wise	Amount Spent on the projects or programs (by implementing agency)	Cumulative expenditure from 1-4-2014 to 31-3-2018	Amount Spent : Direct or through implementing agency
1	Eye & Medical Camps (Government School & Public)	Health	Coimbatore, Tamilnadu	250,000	208,072	617,281	ND Foundation
2	Water Purifiers and AMC Charges	Health	Coimbatore & Tirupur, Tamilnadu	---	---	1,117,009	
3	Fire Safety and First Aid Training - To School Students	Education	Coimbatore, Tamilnadu	---	---	136,790	
4	Facilities for Government Schools	Education	Tirupur, Tamilnadu	1,000,000	800,000	1,116,294	
5	Construction of Maternity ward at Primary Health Centre	Health and Sanitation	Tirupur, Tamilnadu	40,000	32,593	2,041,634	
6	Contribution to Swachh Bharat	Environment	Coimbatore, Tamilnadu	400,000	200,000	200,000	
7	Tree Park Construction / Tree plantations	Environment	Coimbatore, Tamilnadu	1,000,000	353,252	1,036,568	
8	Desilting and repair of check dam	Environment	Coimbatore, Tamilnadu	---	---	500,000	
9	Contribution to Wildlife SOS	Environment	Delhi	600,000	600,000	2,030,000	
10	Contribution to Siruthuli	Environment	Coimbatore, Tamilnadu	1,300,000	1,300,000	1,800,000	
11	Contribution for Corpus (Trauma Care Centre)	Health	Coimbatore, Tamilnadu	---	---	3,200,000	
12	Supply of Medical Equipments- To Rapid Action Force	Health	Coimbatore, Tamilnadu	---	---	67,500	
13	Supply of Medical Equipments- To Government Hospital	Health	Pantnagar, Uttarakhand	60,000	55,737	265,737	Pricol Limited
14	Contribution to Sankara Eye Hospital	Health	Coimbatore, Tamilnadu	500,000	500,000	500,000	
15	Supply of Safety related materials to City Police	Safety	Coimbatore, Tamilnadu	---	---	240,250	
16	Supply of materials to Siruthuli	Environment	Coimbatore, Tamilnadu	100,000	100,800	100,800	
17	Flood Relief Chennai	Health / Environment	Cuddalore, Tamilnadu	---	---	2,307,168	
Total				5,250,000	4,150,454	17,277,031	

CSR implementing agency: ND Foundation

Note: During the year, 2017-18, the company contributed ₹ 4.300 Million to ND foundation, out which ₹ 3.494 Million was spend by them.

6. In case the Company has failed to spend the two per cent of the average net profit of the last three financial years or any part thereof, the Company shall provide the reasons for not spending the amount in its Board report.

Not applicable

7. The CSR Committee of the Company hereby confirms that the implementation and monitoring of the CSR Policy, is in compliance with the CSR objectives and Policy of the Company.

Coimbatore
10th May, 2018

Vikram Mohan
Managing Director
(DIN : 00089968)

Vanitha Mohan
Chairman
(DIN : 00002168)