

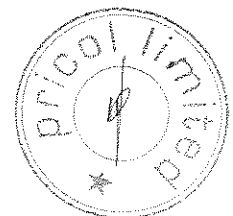
Pricol Limited - Compliance report on Corporate Governance - As per Regulation 27(2)(a) of SEBI (LODR) Regulations, 2015

Name of the Company : Pricol Limited

Quarter Ending : 31st December, 2015

### I. Composition of Board

Title (Mr / Mrs.)	Name of the Director	PAN & DIN	Category (Chairperson/Executive/ Non-Executive/independent/ Nominee)	Date of Appointment in the current term / cessation	Tenure (in years)	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)
Mr	Vijay Mohan	Pan: AATPM1202F DIN: 00001843	Non-Executive	2nd Aug 2013	-	2	3	-
Mrs.	Vanitha Mohan	Pan: ADJPM0478J DIN: 00002168	Executive	1st Apr 2013	-	1	2	-
Mr.	Vikram Mohan	Pan: ADJPM0476G DIN: 00089968	Executive	1st Apr 2013	-	1	-	-
Mr .	D.Sarath Chandran	Pan: AKIPSS713N DIN: 00001885	Non-Executive	8th Aug 2014	-	3	3	-
Mr.	C.R.Swaminathan	Pan: ALMPS1648F DIN: 00002169	Independent-Non-Executive	8th Aug 2014	3yrs 7months	3	3	1
Mr.	R.Vidhya Shankar	Pan: ABGPV6023P DIN: 00002498	Independent-Non-Executive	8th Aug 2014	5 yrs	2	3	1
Mr.	Suresh Jagannathan	Pan: ACBPJ1194K DIN: 00011326	Independent-Non-Executive	8th Aug 2014	5 yrs	4	3	-
Mr.	G.Soundararajan	Pan: ALTPS6298N DIN: 00037995	Independent-Non-Executive	8th Aug 2014	5 yrs	1	-	-
Mr.	K.Murali Mohan	Pan: AEWPM3706M DIN: 00626361	Independent-Non-Executive	8th Aug 2014	3yrs 8months	1	-	-



**II. Composition of Committees**

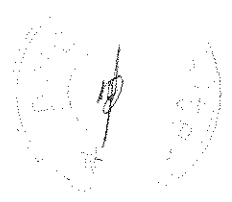
Name of Committee	Name of Committee members	Category (chairperson / Executive/ Non-Executive/ Independent / Nominee)
1 Audit Committee	Mr.R.Vidhya Shankar	Non-Executive- Independent
	Mr.C.R.Swaminathan	Non-Executive- Independent
	Mr.K.Murali Mohan	Non-Executive- Independent
	Mrs.Vanitha Mohan	Executive
2 Nominaiton & Remuneration Committee	Mr.C.R.Swaminathan	Non Executive – Independent
	Mr.K.Murali Mohan	Non Executive – Independent
	Mr.R.Vidhya Shankar	Non Executive - Independent
3 Stakeholders Relationship Committee	Mr.D.Sarath Chandran	Non-Executive
	Mr.Vijay Mohan	Non-Executive
	Mrs.Vanitha Mohan	Executive
	Mr.C.R.Swaminathan	Non-Executive- Independent
	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)
5th August 2015	4th November 2015	90

**IV. Meeting of Committees**

Date(s) of Audit Committee 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*
4th November 2015	Yes, members attended - 4	5th August 2015	90



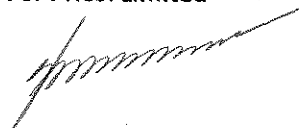
**V. Related Party Transactions**

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

