



**PRICOL LIMITED**

*Passion to Excel*

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pricol.com

CIN: L34200TZ2011PLC022194

CUSTOMERS EMPLOYEES SHAREHOLDERS SUPPLIERS

PL/SEC/TGT/2022-23/024  
Friday, 27<sup>th</sup> May, 2022

Listing Department <b>National Stock Exchange of India Limited</b> “Exchange Plaza’, C-1, Block G Bandra-Kurla Complex, Bandra (E), Mumbai - 400051	Corporate Relationship Department <b>BSE Limited</b> 1 <sup>st</sup> Floor, New Trading Ring Rotunda Building, P J Towers, Dalal Street, Fort, Mumbai 400 001
Script Code: PRICOLLTD	Script Code: 540293

Dear Sir,

Sub: Annual Secretarial Compliance report for the financial year ended 31<sup>st</sup> March, 2022

Pursuant to the SEBI Circular No: CIR/CFD/CMD1/27/2019 dated 8<sup>th</sup> February 2019 the “**Annual Secretarial Compliance Report for the Financial Year ended 31<sup>st</sup> March 2022**” from the Practising Company Secretary is enclosed for your information and records.

Please take note of the same.

Thanking you

Yours faithfully,  
For Pricol Limited

T.G.Thamizhanban  
Company Secretary  
ICSI M.No: F7897

Encl: As above



# P. Eswaramoorthy and Company

Company Secretaries

 P. Eswaramoorthy B.Sc., LLB., FCS.,

## Secretarial Compliance Report of Pricol Limited for year ended 31<sup>st</sup> March, 2022

I, P Eswaramoorthy (FCS 6510, CP No. 7069) of M/s. P Eswaramoorthy and Company, Company Secretaries have examined:

(a) all the documents and records made available to me and explanation provided by Pricol 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 certification, for the year ended 31<sup>st</sup> March, 2022 (herein after referred as "review period") in respect of compliance with the provisions of:

(i) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and

(ii) 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");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

(a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;

(b) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;



- (c) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (d) Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993;
- (e) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018; and circulars / guidelines issued by various Authorities whatever applicable thereunder;

And based on the above examination, I hereby report that, during the aforesaid Review Period:

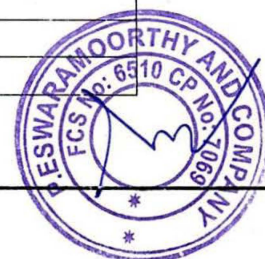
- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:

Sr. No.	Compliance (Regulations/ /guidelines including clause)	Requirement circulars including specific	Deviations	Observations/Remarks of the Practicing Company Secretary
NIL				

*There was one case of a Designated Person trading 4 equity shares of the Company during the period of Trading Window Closure declared by the Compliance Officer for the declaration of Unaudited Financial Results for the quarter and nine months period ended on 31<sup>st</sup> December, 2021, which was a violation of the Company's Code of Conduct for prevention of insider trading. The above matter was informed by the Compliance Officer of the Company to the stock exchanges as required under Schedule B Clause 13 of the said regulations.*

- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/guidelines issued thereunder insofar as it appears from my examination of those records.
- (c) The following are the actions taken against the Listed Entity / its Promoters / Directors / either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts / Regulations and circulars/ guidelines issued thereunder.

Sr. No.	Action taken by	Details of Violation	Details of Action taken E.g. Fines, Warning Letter, Debarment, etc.	Observations/Remarks of the Practicing Company Secretary, if any
NIL				



(d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended 2021	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
1.	NA	Cautionary Notice received from SEBI dt October, 19, 2020 for Non-Compliance of Regulation 24 (1) of SEBI (LODR) regulations, 2015 as on March, 2020.	No action was taken with respect to appointment of independent director, as the subsidiary ceased as subsidiary due to sale of entire stake.	The Company has complied Regulation 24 (1) of SEBI (LODR) regulations, 2015 as subsidiary ceased as subsidiary

(e) There was no event of appointment/re-appointment/resignation of Statutory Auditor of the listed entity during the period under review. Further, the listed entity has modified the terms of appointment of its existing Statutory Auditor in compliance of the Para 6(A) and 6(B) of the SEBI Circular No. CIR/CFD/CMD1/114/2019 dated 18<sup>th</sup> October, 2019.

P. ESWARAMOORTHY AND COMPANY  
Company Secretaries



P. Eswaramoorthy  
Proprietor  
FCS No.: 6510, CP No.: 7069

Place: Coimbatore  
Date: 23/05/2022  
UDIN: F006510D000365541  
Peer review Cert. No.933/2020