



PRICOL LIMITED
Passion to Excel

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CIN: L34200TZ2011PLC022194

CUSTOMERS EMPLOYEES SHAREHOLDERS SUPPLIERS

PL/SEC/TGT/2021-2022
Monday, 17th May 2021

Listing Department National Stock Exchange of India Limited “Exchange Plaza”, C-1, Block G Bandra-Kurla Complex, Bandra (E), Mumbai - 400051	Corporate Relationship Department BSE Limited 1 st 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 31st March, 2021

Pursuant to the SEBI Circular No: CIR/CFD/CMD1/27/2019 dated 8th February 2019 the “**Annual Secretarial Compliance Report for the Financial Year ended 31st March 2021**” 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

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

Secretarial Compliance Report of Pricol Limited for year ended 31st March, 2021

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 31st March, 2021 (herein after referred as "review period") in respect of compliance with the provisions of:

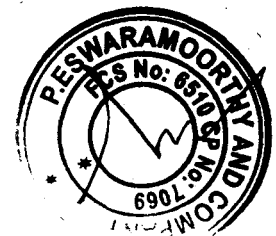
(i) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and

(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;

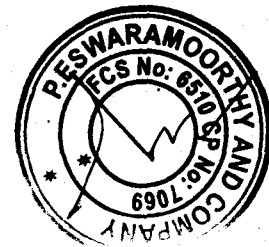
(b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;



- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (e) Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993;
- (f) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018; and circulars / guidelines issued by various Authorities wherever applicable thereunder;

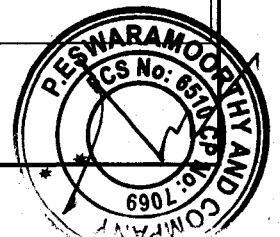
And based on the above examination, I hereby report that, during the aforesaid Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder wherever applicable.
- (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) No action was 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 except the 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.



(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 2020	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
1.	NA	The Financial results for the quarter and year ended 31 st March, 2019 has not been submitted to the Stock Exchanges (NSE & BSE) by the Company within the period as stated in the Regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.	The Board of Directors of the Company considered and approved the financial results at the Board Meeting held on 15 th June, 2019 and the results were submitted to the Stock Exchanges. Further, the Company has paid fine of Rs. 80,000/- to NSE and BSE.	Fine has been paid. The Company has complied with the relevant rules, regulations etc.
2.	NA	The Company has not appointed Independent Director on the Board of Directors of "Pricol Wiping Systems Czech s.r.o" Foreign unlisted material Wholly Owned Subsidiary of the Company as required under Regulation 24 (1) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.	The Company in its Board of Directors meeting held on 12 th February, 2020 has recommended the name of Mr.K.lango, Independent Director of the Company for being appointed on the Board of Directors of "Pricol Wiping Systems Czech s.r.o" Foreign unlisted material Wholly Owned Subsidiary of the Company as required under Regulation 24 (1) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. However, in the light of the global impact of the pandemic COVID - 19 outbreak, despite of all their efforts made it was impracticable for the Company to appoint the Independent Director and to comply with the said Regulations.	No action was taken with respect to appointment of independent director, as the subsidiary ceased to be subsidiary due to sale of entire stake.

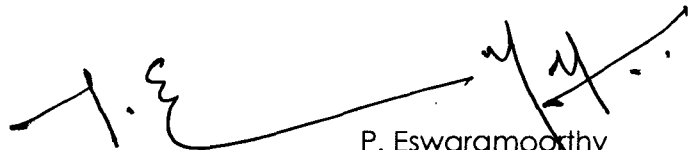


			Further, the Company in July, 2020 entered into a share purchase agreement for the sale of its majority stake in Pricol Espana and Pricol Czech, and completed the sale in August 2020. Consequent to the stake sale in Pricol Czech, it ceased to be a subsidiary of the Company and hence the appointment of an Independent Director in Pricol Czech did not arise.	
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- (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 18th October, 2019.

P. ESWARAMOORTHY AND COMPANY
Company Secretaries

Place: Coimbatore
Date: 17.05.2021
UDIN:F006510C000335080
Peer review Cert. No.933/2020



P. Eswaramoorthy
Proprietor

FCS No.: 6510, CP No.: 7069

