



**pricol limited**

109 race course coimbatore 641 018 india  
phone +91 422 4336000 fax +91 422 4336299  
e mail city@pricol.co.in website www.pricol.com

CIN: L33129TZ1972PLC00641

PL/SEC/TGT/2014-2015/021  
Friday, April 11, 2014

Bombay Stock Exchange Limited  
Corporate Relationship Department  
1<sup>st</sup> Floor, New Trading Ring  
Rotunda Building, P J Towers,  
Dalal Street, Fort  
Mumbai 400 001

Through Courier

Dear Sir,

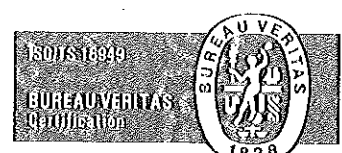
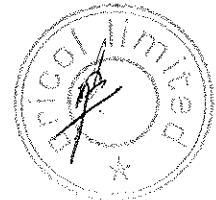
**Sub:** Quarterly Compliance report on Corporate Governance under clause 49 of the Listing Agreement.

We hereby furnish the Quarterly Compliance report on Corporate Governance for the **quarter ending 31st March 2014** as required under clause 49 of the Listing Agreement.

Name of the Company: Pricol Limited  
Quarter ending on : 31<sup>st</sup> March 2014

Particulars	Clause of Listing agreement	Compliance Status Yes/No	Remarks
<b>I. Board of Directors</b>	49 (1)		
(A) Composition of Board	49 (IA)	Yes	Total strength of the board is - 9 No. of Independent Directors - 5 No. of Non-Independent Directors - 4

Contd.2





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Particulars	Clause of Listing agreement	Compliance Status Yes/No	Remarks
(B) Non-executive Directors' compensation & disclosures	49 (IB)	Yes	<ul style="list-style-type: none"> <li>&gt; Apart from receiving commission on net profit as approved by the shareholders, Non-Executive Directors do not have any material pecuniary relationships or transactions with the Company, subsidiaries or associated companies.</li> <li>&gt; No Stock Options has been granted to any of the Directors during the quarter ended 31<sup>st</sup> March 2014.</li> </ul>
(C) Other provisions as to Board and Committees	49 (IC)	Yes	
(D) Code of Conduct	49 (ID)	Yes	
<b>II. Audit Committee</b>	49 (II)		Total strength of the Committee is - 4 of which 3 are independent including Chairman
(A) Qualified & Independent Audit Committee	49 (IIA)	Yes	
(B) Meeting of Audit Committee	49 (IIB)	Yes	
(C) Powers of Audit Committee	49 (IIC)	Yes	
(D) Role of Audit Committee	49 II(D)	Yes	
(E) Review of Information by Audit Committee	49 (IIE)	Yes	

Contd.3





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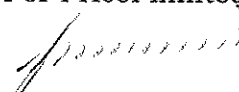
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Particulars	Clause of Listing agreement	Compliance Status Yes/No	Remarks
III. Subsidiary Companies	49 (III)	Yes	Minutes of the Board Meeting of the unlisted subsidiary companies are placed before the Board of the Company
IV. Disclosures	49 (IV)		
(A) Basis of related party transactions	49 (IV A)	Yes	Statement of transactions with relates parties are submitted on a quarterly basis to the Audit Committee & on an Annual basis in the Annual Report.
(B) Disclosure of Accounting Treatment	49 (IV B)	Yes	Applicable accounting standards are being complied with on a continual basis and due disclosure is made in annual report.
(C) Board Disclosures	49 (IV C)	Yes	
(D) Proceeds from public issues, rights issues, preferential issues etc.	49 (IV D)	Yes	Will be complied when need arises
(E) Remuneration of Directors	49 (IV E)	Yes	Compliance met in Annual Report on a continual basis
(F) Management	49 (IV F)	Yes	
(G) Shareholders	49 (IV G)	Yes	
V. CEO/CFO Certification	49 (V)	Yes	
VI. Report on Corporate Governance	49 (VI)	Yes	
VII. Compliance	49 (VII)	Yes	

Thanking you

Yours faithfully,  
For Pricol limited

  
T.G.Thamizhanban  
Company Secretary

