



pricol limited

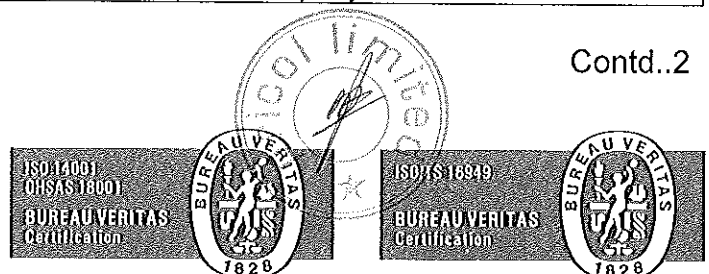
109 race course coimbatore 641 018 india
 phone + 91 422 4336000 fax + 91 422 4336299
 e mail city@pricol.co.in website www.pricol.com

Compliance Report on Corporate Governance as on 31st December 2013

Name of the Company: **Pricol Limited**
 Date: **31st December 2013**

Particulars	Clause of Listing agreement	Compliance Status Yes/No	Remarks
I. Board of Directors	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
(B) Non-executive Directors' compensation & disclosures	49 (IB)	Yes	<ul style="list-style-type: none"> ➤ 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. ➤ No Stock Options has been granted to any of the Directors during the quarter ended 31st December 2013.
(C) Other provisions as to Board and Committees	49 (IC)	Yes	
(D) Code of Conduct	49 (ID)	Yes	
II. Audit Committee	49 (II)		
(A) Qualified & Independent Audit Committee	49 (IIA)	Yes	Total strength of the Committee is - 4 of which 3 are independent including Chairman
(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	
III. Subsidiary Companies	49 (III)	Yes	<ul style="list-style-type: none"> ➤ Minutes of the Board Meeting of the unlisted subsidiary companies are placed before the Board of the Company

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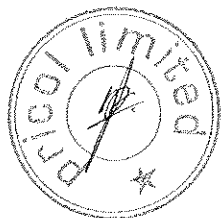


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Particulars	Clause of Listing agreement	Compliance Status Yes/No	Remarks
IV. Disclosures	49 (IV)		
(A) Basis of related party transactions	49 (IV A)	Yes	Statement of transactions with relates parties are submitted on a quarterly basis to the Audit 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	
(F) Management	49 (IV F)	Yes	
(G) Shareholders	49 (IV G)	Yes	
V. CEO/CFO Certification	49 (V)	Yes	Compliance met in Annual Report on a continual basis
VI. Report on Corporate Governance	49 (VI)	Yes	
VII. Compliance	49 (VII)	Yes	



for pricol limited

Z. G. Thamizhanban
Company Secretary

