

ANNEXURE TO SECRETARIAL AUDIT REPORT OF EVEN DATE

To
The Members,
Pricol Limited,
[CIN : L33129TZ1972PLC000641]
CPM Towers, 109 Race Course,
Coimbatore – 641 018.

My Secretarial Audit Report of even date is to be read along with this letter.

1. Maintenance of secretarial records, devising proper systems to ensure compliance with the provisions of all applicable laws and regulations and ensuring that the systems are adequate and operate effectively, are the responsibilities of the management of the Company. My responsibility is to express an opinion on these secretarial records, systems, standards and procedures, based on audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that the correct facts are reflected in the secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and books of accounts of the Company.
4. Wherever required, I have obtained the management's representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

P. ESWARAMOORTHY AND COMPANY

Company Secretaries
CS P. Eswaramoorthy
Proprietor

Coimbatore
27th May, 2016

FCS No.: 6510
CP No.: 7069

ANNEXURE "B" TO DIRECTORS' REPORT

ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES

(as per annexure attached to the Companies (Corporate Social Responsibility Policy) Rules, 2014)

1. **A brief outline of the Company's CSR policy, including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programs.**

Through Pricol's long standing commitment to service to the society, we strive to attain leadership in our business through a socially and environmentally responsible way, while taking care of the interests of our stakeholders.

We work with the primary objective of contributing to the sustainable development of the society and creating a greener and cleaner environment around us. Towards achieving these objectives, Pricol has initiated "We Care", a program which executes various social and environmental development activities in and around its operational locations.

The main objective of Pricol's CSR policy is to lay down guidelines for the community centric activities taken up by Pricol for the sustainable development of the society and the environment around it. In alignment with the vision of the Company, Pricol, through its CSR initiatives, will strive to enhance value to the society and the environment through continuous initiatives. Pricol will directly or indirectly take up projects in and around its operational locations in keeping with the laid out guidelines.

Web Link to the CSR Policy :

<http://www.pricol.com/CSR-Policy.pdf>

2. **CSR Committee has Mrs. Vanitha Mohan, Mr. Vikram Mohan and Mr. C.R. Swaminathan as its members.**
3. **Average net profit / (Loss) of the Company for last three financial years ₹ (45.972) Million**
4. **Prescribed CSR Expenditure** NIL
(two per cent of the amount as in item 3 above)
5. **Details of CSR spent during the financial year**
 - a) Total amount spent for the financial year ₹ **3,472,750**
 - b) Amount unspent, if any –

ANNEXURE “B” TO DIRECTORS' REPORT (Contd.,)

c) Manner in which the amount spent during the financial year is detailed below:

(in ₹)

S. No	CSR Project or Activity Identified	Sector in which the Project is Covered	Projects or Programs (1) Local area or Other (2) Specify the state and district where projects or programs was undertaken	Amount Outlay (budget) project or programs wise ₹ 1.3 Million carried forward from 2014 - 15 budget	Amount Spent on the projects or programs (by implementing agency)	Cumulative expenditure upto to the reporting period	Amount Spent: Direct or through implementing agency
1	Public Eye Camp	Health	Coimbatore, Tamil Nadu	-	-	190,816	
2	Water Purifiers & AMC Charges	Health	Coimbatore and Tirupur, Tamil Nadu	175,000	172,800	892,009	
3	Fire Safety and First Aid Training – To school students	Education	Coimbatore, Tamil Nadu	-	-	136,790	
4	Construction of Ladies Toilet at Govt. Schools	Health and Sanitation	Coimbatore, Tamil Nadu	562,000	552,932	891,407	ND Foundation
5	Tree Park Construction	Environment	Coimbatore, Tamil Nadu	240,000	209,850	419,850	
6	De-silting and repair of check dam	Environment	Coimbatore, Tamil Nadu	-	-	500,000	
7	Contribution to Wild Life SOS	Environment	Delhi	230,000	230,000	830,000	
8	Contribution for Corpus (Trauma care centre)	Health	Coimbatore, Tamil Nadu	-	-	3,200,000	
9	Flood relief Chennai	Health / Environment	Cuddalore, Tamil Nadu	2,350,000	2,307,168	2,307,168	Pricol Limited
Total				3,557,000	3,472,750	9,368,040	

CSR implementing agency: ND Foundation

Note : During the year, 2015-16, the company had not made any contribution to ND foundation. The amount (₹ 1.166 Million) spent by ND foundation during the year, is out of contribution made by company in 2014-15.

6. In case the Company has failed to spend the two per cent of the average net profit of the last three financial years or any part thereof, the Company shall provide the reasons for not spending the amount in its Board report.

Not applicable

7. The CSR Committee of the Company hereby confirms that the implementation and monitoring of the CSR Policy, is in compliance with the CSR objectives and Policy of the Company.

Coimbatore
20th May, 2016

Vikram Mohan
Managing Director
(DIN : 00089968)

Vanitha Mohan
Chairman, CSR Committee
(DIN : 00002168)