

**ANNEXURE TO SECRETARIAL  
AUDIT REPORT OF EVEN DATE**

To  
The Members,  
Pricol Limited [CIN: L34200TZ2011PLC022194]  
109, Race Course, Coimbatore - 641018.

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

- 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.
- 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 reasonable basis for my opinion.
- I have not verified the correctness and appropriateness of financial records and books of accounts of the Company.
- Wherever required, I have obtained the management's representation about the compliance of laws, rules and regulations and happening of events etc.
- 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 a test basis.
- 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

**P. Eswaramoorthy**

Proprietor

Place : Coimbatore  
Date : 29th July 2020

FCS No. : 6510  
CP No. : 7069

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**ANNEXURE "B" TO DIRECTOR'S REPORT  
ANNUAL REPORT ON CORPORATE SOCIAL  
RESPONSIBILITY (CSR) ACTIVITIES**

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

- 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 operation all 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:**

[https://www.pricol.com/Data/Policy/CSR-Policy\\_20.pdf](https://www.pricol.com/Data/Policy/CSR-Policy_20.pdf).

- CSR Committee has Mrs.Vanitha Mohan, Mr.Vikram Mohan and Mr.K.Ilango as its members.**
- Average net profit / (Loss) of the Company for last three financial years** ₹ 5,378.41 Lakhs
- Prescribed CSR Expenditure (two per cent of the amount as in item 3 above)** ₹ 107.57 Lakhs
- Details of CSR spent during the financial year**
  - Total amount spent for the financial year ₹ 110.80 Lakhs
  - Amount unspent, if any; **N A**

## ANNEXURE "B" TO DIRECTOR'S 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 program wise	Amount Spent on the projects or programs	Cumulative expenditure for 01.04.2014 to 31.03.2020	Amount Spent : Direct or through implementing agency
1	Women Empowerment - Stipend to NEEEM Trainees (Employment Enhancing Vocational Skills)	Education	Coimbatore, Tamilnadu Pantnagar, Uttarakhand Sricity, Andhra Pradesh Gurugram, Harayana	1,10,00,000	1,09,96,142 *	1,09,96,142	Yashaswi Academy for Skills
2	Eye & Medical Camps (Government School & Public)	Health	Coimbatore, Tamilnadu	1,50,000	1,60,238	8,35,551	ND Foundation
3	Water Purifiers and AMC Charges	Health	Coimbatore & Tirupur, Tamilnadu	—	—	11,17,009	
4	Fire Safety and First Aid Training - To School Students	Education	Coimbatore, Tamilnadu	—	—	136,790	
5	Facilities for Government Schools	Education	Tirupur, Tamilnadu	12,50,000	12,35,552	27,89,096	
6	Construction of Maternity ward at Primary Health Centre	Health and Sanitation	Tirupur, Tamilnadu	—	—	20,41,634	
7	Renovation of Crematorium / Swachh Bharat / Construction of Public toilet / Dustbin	Environment	Coimbatore, Tamilnadu	8,00,000	7,95,000	9,95,000	
8	Tree Park Construction / Tree plantations	Environment	Coimbatore, Tamilnadu	—	—	10,36,568	
9	De-silting and repair of check dam / Rain water harvesting	Environment	Coimbatore, Tamilnadu	—	—	6,90,000	
10	Contribution to Wildlife SOS	Environment	Delhi	6,00,000	6,00,000	32,30,000	
11	Contribution to Siruthuli	Environment	Coimbatore, Tamilnadu	5,00,000	4,63,000	22,63,000	
12	Contribution to UYIR Foundation	Safety	Coimbatore, Tamilnadu	—	—	10,00,000	
13	Supply of Medical Equipments To Rapid Action Force	Health	Coimbatore, Tamilnadu	—	—	67,500	
14	Contribution towards Natural Disaster Management / Flood Relief	Health / Environment	Nilgiris, Tamilnadu	5,00,000	5,00,000	5,00,000	
15	Construction of library building - Government School	Education	Tirupur, Tamilnadu	3,00,000	2,97,852	2,97,852	
16	Supply of Medical Equipments To Government Hospital	Health	Pantnagar, Uttarakhand	—	—	2,65,737	
17	Construction of Toilets to Police / facilities at old age home	Health	Pantnagar, Uttarakhand	70,000	59,000 *	2,36,000	
18	Contribution to Sankara Eye Hospital	Health	Coimbatore, Tamilnadu	—	—	5,00,000	
19	Supply of Safety related materials to City Police	Safety	Coimbatore, Tamilnadu	—	—	2,40,250	
20	Supply of materials to Siruthuli / Coimbatore Corporation	Health / Environment	Coimbatore, Tamilnadu	30,000	24,988 *	1,25,788	
21	Flood Relief Chennai	Health / Environment	Cuddalore, Tamilnadu	—	—	23,07,168	
<b>Total</b>				<b>1,52,00,000</b>	<b>1,51,31,772</b>	<b>3,16,71,085</b>	

\* Amount spent by Pricol Limited during the year - ₹ 1,10,80,130 /-

Note : (i) CSR Implementing Agency: a) ND Foundation b) Yashaswi Academy for Skills

## ANNEXURE "B" TO DIRECTORS' REPORT (Contd.,)

- ii) The Company has dropped the project "Trauma Care Center". The amount of ₹ 32 Lakhs kept as corpus with ND Foundation has been utilised for other CSR activities during 2019-20.
- iii) During the year 2019-20, the company had not made any contribution for CSR activities to ND Foundation. ND Foundation had spent ₹ 40,51,642 received from Pricol Limited, during previous years (including contribution for trauma care center). With that it had spent entire amount received from Pricol Limited over the years.
6. **In case the Company has failed to spend the two percent of the average net profit of the last three financial years or any part there of, 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.**

**Vikram Mohan**  
Managing Director  
(DIN : 00089968)

**Vanitha Mohan**  
Chairman - CSR Committee  
(DIN : 00002168)

Coimbatore  
18th May, 2020

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## ANNEXURE "C" TO DIRECTORS' REPORT

### THE CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

[Statement pursuant to Section 134(3)(m) of The Companies Act, 2013, read with Rule 8(3) of The Companies (Accounts) Rules, 2014]

#### A. CONSERVATION OF ENERGY :

##### i) the steps taken or impact on conservation of energy;

The following steps were taken on the energy conservation :

- An Energy saving product "Artic Master" installed for 24 Tr chiller Air conditioners.
- Continuous running Split Air Conditioners are connected through energy saver "Eco Plug"
- Conventional lights are being replaced with LED light when the bulbs are due for replacement.
- Real time based timers, occupancy sensors are introduced for plant equipments, which saves power by cutting off its circuits.

##### ii) the steps taken by the company for utilising alternate sources of energy;

- Roof top solar modules of 1.10 MW installed additionally through OPEX model hence the total Solar power capacity of Pricol is now 2.62 MW.
- To save and utilise rain water, roof top water pipes are connected to open well and rain water percolating pits are increased considerably.

##### iii) the capital investment on energy conservation equipment's;

- Energy saving products : ₹ 9 Lakhs

#### B. TECHNOLOGY ABSORPTION:

##### i. Research and Development (R&D)

##### i) Specific areas of R&D

- The Company has two R & D centres, which are approved by the Department of Scientific and Industrial Research (DSIR), Ministry of Science and Technology, Government of India, New Delhi.