



**PRICOL LIMITED**

Passion to Excel

CPM Towers, 109, Race Course,  
Coimbatore 641018, India

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☎ +91 422 4336299

✉ city@pricol.co.in

🌐 pricol.com

CIN:L33129TZ1972PLC000641

✧ CUSTOMERS ✧ EMPLOYEES ✧ SHAREHOLDERS ✧ SUPPLIERS

PL/SEC/TGT/2016-2017/006  
Thursday, 7<sup>th</sup> April, 2016

Corporate Relationship Department <b>BSE Limited</b> 1 <sup>st</sup> Floor, New Trading Ring Rotunda Building, P J Towers, Dalal Street, Fort Mumbai 400 001	The Manager Listing Department <b>National Stock Exchange of India Limited</b> "Exchange Plaza", C-1, Block G Bandra-Kurla Complex, Bandra (E), Mumbai - 400051
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Dear Sir,

**Sub:** Quarterly Compliance report on Corporate Governance under Regulation  
Regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirements)  
Regulations, 2015

We hereby enclose the Quarterly Compliance report on Corporate Governance for the  
**quarter ending 31<sup>st</sup> March 2016** as required under Regulation 27(2) of Listing  
Regulations.

Kindly consider and take on records please.

Thanking you

Yours faithfully,  
For Pricol limited

T.G.Thamizhanban  
Company Secretary

Encl. As above



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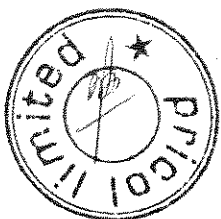
**Pricol Limited - Compliance report on Corporate Governance**

Name of the Company : Pricol Limited

Quarter Ending : 31st March 2016

**I. Composition of Board****Annexure I**

Title (Mr / Mrs.)	Name of the Director	PAN & DIN	Category (Chairperson/Executive/ Non- Executive/independent/ Nominee)	Date of Appointment in the current term / cessation	Tenure (in years)	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr	Vijay Mohan	Pan: AATPM1202F DIN: 00001843	Non-Executive Chairman	8th Aug 2014	-	2	2
Mrs.	Vanitha Mohan	Pan: ADJPM0478J DIN: 00002168	Executive	12th Aug 2015	-	1	2
Mr.	Vikram Mohan	Pan: ADJPM0476G DIN: 00089968	Executive	12th Aug 2015	-	1	1
Mr .	D.Sarath Chandran	Pan: AKIPS5713N DIN: 00001885	Non-Executive	8th Aug 2014	-	3	3
Mr.	C.R.Swaminathan	Pan: ALMPS1648F DIN: 00002169	Independent- Non-Executive	8th Aug 2014	3yrs 7months	3	3
Mr.	R.Vidhya Shankar	Pan: ABGPV6023P DIN: 00002498	Independent- Non-Executive	8th Aug 2014	5 yrs	2	3
Mr.	Suresh Jagannathan	Pan: ACBPJ1194K DIN: 00011326	Independent- Non-Executive	8th Aug 2014	5 yrs	4	3
Mr.	G.Soundararajan	Pan: ALTPS6298N DIN: 00037995	Independent- Non-Executive	8th Aug 2014	5 yrs	1	-
Mr.	K.Murali Mohan	Pan: AEWPM3706M DIN: 00626361	Independent- Non-Executive	8th Aug 2014	3yrs 8months	1	1



**II. Composition of Committees**

Name of Committee	Name of Committee members	Category (chairperson / Executive/ Non-Executive/ Independent / Nominee)
1 Audit Committee	Mr.R.Vidhya Shankar	Non-Executive- Independent
	Mr.C.R.Swaminathan	Non-Executive- Independent
	Mr.K.Murali Mohan	Non-Executive- Independent
	Mrs.Vanitha Mohan	Executive
2 Nominaiton & Remuneration Committee	Mr.C.R.Swaminathan	Non Executive – Independent
	Mr.K.Murali Mohan	Non Executive – Independent
	Mr.R.Vidhya Shankar	Non Executive - Independent
3 Stakeholders Relationship Committee	Mr.D.Sarath Chandran	Non-Executive
	Mr.Vijay Mohan	Non-Executive
	Mrs.Vanitha Mohan	Executive
	Mr.C.R.Swaminathan	Non-Executive- Independent
	Mr.R.Vidhya Shankar	Non-Executive- Independent

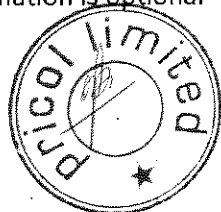
**II. Meeting of Board of Directors**

Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive (in number of days)
4th November 2015	27th January 2016	83
	12th February 2016	

**V. Meeting of Committees**

Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
<b>Audit Committee :</b>			
25th January 2016	Yes, members attended - 3	4th November 2015	81
12th February 2016	Yes, members attended - 3		
<b>Stakeholders Committee:</b>			
27th January 2016	Yes, members attended - 3	29th October 2015	-
<b>Nominaiton and Remuneration Committee:</b>			
9th February 2016	Yes, members attended - 2	-	-

\* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional



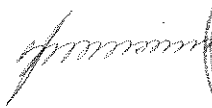
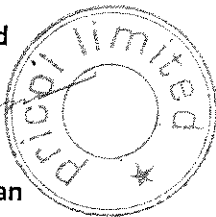
**V. Related Party Transactions**

Subject	Compliance Status (Yes/No/NA)
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	NA
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes

**VI. Affirmations**

- 1 The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
- 2 The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015
  - a Audit Committee
  - b Nomination & remuneration committee
  - c Stakeholders relationship committee
  - d Risk management committee (applicable to the top 100 listed entities)
- 3 The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
- 4 The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015
- 5 This report and/or the report submitted in the previous quarter will be placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here: NIL

For Pricol Limited

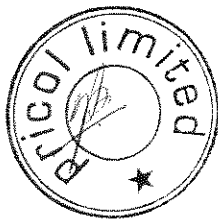



**T.G.Thamizhanban**  
Company Secretary

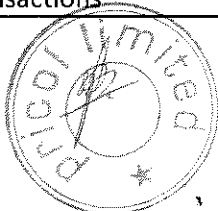
**ANNEXURE II**

**Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)**

<b>I. Disclosure on website in terms of Listing Regulations</b>	
<i>Item</i>	<i>Compliance status (Yes/No/NA) refer note below</i>
Details of business	Yes
Terms and conditions of appointment of independent directors	Yes
Composition of various committees of board of directors	Yes
Code of conduct of board of directors and senior management personnel	Yes
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes
Criteria of making payments to non-executive directors	Yes
Policy on dealing with related party transactions	Yes
Policy for determining 'material' subsidiaries	Yes
Details of familiarization programmes imparted to independent directors	Yes
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes
email address for grievance redressal and other relevant details	Yes
Financial results	Yes
Shareholding pattern	Yes
Details of agreements entered into with the media companies and/or their associates	NA
New name and the old name of the listed entity	NA



<b>II Annual Affirmations:</b>		
<i>Particulars</i>	<i>Regulation Number</i>	<i>Compliance status (Yes/No/NA) refer note below</i>
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes
Board composition	17(1)	Yes
Meeting of Board of directors	17(2)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees/compensation	17(6)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of nomination & remuneration committee	19(1) & (2)	Yes
Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes
Composition and role of risk management committee	21(1),(2),(3),(4)	NA
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1),(5),(6),(7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes



<b>Particulars</b>	<b>Regulation Number</b>	<b>Compliance status (Yes/No/NA) refer note below</b>
Approval for material related party transactions	23(4)	NA
Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes
Maximum Directorship & Tenure	25(1) & (2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
Disclosure of Shareholding by Non- Executive Directors	26(4)	Yes
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes

**Note**

1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.
2. If status is "No" details of non-compliance may be given here.
3. If the Listed Entity would like to provide any other information the same may be indicated here.

**III Affirmations:**

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied.

For Pricol Limited

  
T.G.Thamizhanban  
Company Secretary

