



**PRICOL LIMITED**

*Passion to Excel*

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CIN:L33129TZ1972PLC000641

✧ CUSTOMERS ✧ EMPLOYEES ✧ SHAREHOLDERS ✧ SUPPLIERS

PL/SEC/TGT/2016-2017/054  
Friday, 8<sup>th</sup> July, 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 30<sup>th</sup> June 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



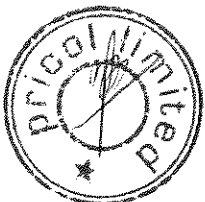
**Pricol Limited - Compliance report on Corporate Governance**

Name of the Company : Pricol Limited

Quarter Ending : 30th June 2016

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

Title (Mr / Mrs.)	Name of the Director	PAN & DIN	Category (Chairperson/Exec utive/ Non- Executive/indepen dent/ 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/Stakehol der 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	27th May 2016 (Ceased to be a Director from 27th May, 2016)	-	2	2
Mr.	C.R.Swaminathan	Pan: ALMPS1648F DIN: 00002169	Independent- Non-Executive	8th Aug 2014	3yrs 7months	3	4
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	2
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
Mrs.	Sriya Chari	Pan: AABPC3580C DIN: 07383240	Independent- Non-Executive	27th May 2016 (Appointed as Additional Director)	5 yrs	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.Vijay Mohan	Non-Executive
	Mrs.Vanitha Mohan	Executive
	Mr.C.R.Swaminathan	Non-Executive- Independent
	Mr.R.Vidhya Shankar	Non-Executive- Independent

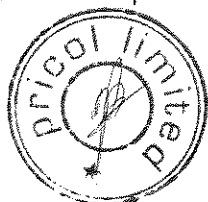
## III. Meeting of Board of Directors

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)
12th February 2016	27th May 2016	104

## IV. 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>			
27th May 2016	Yes, members attended - 4	12th February 2016	104
<b>Stakeholders Committee:</b>			
23rd May 2016	Yes, members attended - 3	27th January 2016	116
<b>Nominaiton and Remuneration Committee:</b>			
6th April 2016	Yes, members attended - 3	9th February 2016	56
20th May 2016	Yes, members attended - 3		-
<b>Corporate Social Responsibility Committee:</b>			
20th May 2016	Yes, members attended - 3	-	-

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



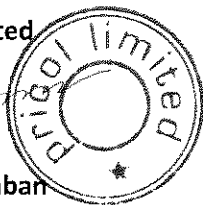
**V. Related Party Transactions**

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