



pricol limited

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CIN - L33129TZ1972PLC000641

PL/SEC/TGT/2014-2015/142  
Monday, July 14, 2014

Bombay Stock Exchange Limited  
Corporate Relationship Department  
1st Floor, New Trading Ring  
Rotunda Building, P J Towers,  
Dalal Street, Fort  
Mumbai 400 001

Through Courier

Dear Sir,

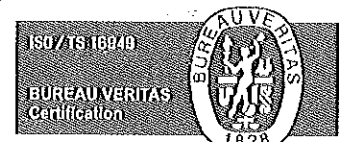
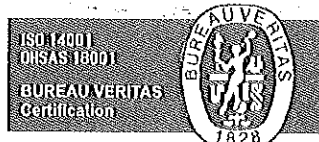
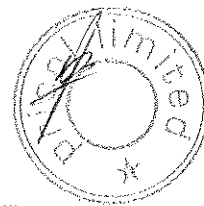
**Sub:** Quarterly Compliance report on Corporate Governance under clause 49 of the Listing Agreement.

We hereby furnish the Quarterly Compliance report on Corporate Governance for the **quarter ending 30<sup>th</sup> June 2014** as required under clause 49 of the Listing Agreement.

Name of the Company : Pricol Limited  
Quarter ending on : 30<sup>th</sup> June 2014

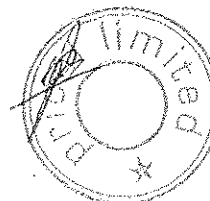
Particulars	Clause of Listing agreement	Compliance Status Yes/No	Remarks
<b>I. Board of Directors</b>	49 (1)		
(A) Composition of Board	49 (IA)	Yes	Total strength of the board is - 9 No. of Independent Directors - 5 No. of Non-Independent Directors - 4

Contd...2



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

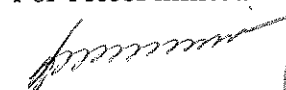
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Particulars	Clause of Listing agreement	Compliance Status Yes/No	Remarks
<b>III. Subsidiary Companies</b>	49 (III)	Yes	➤ Minutes of the Board Meeting of the unlisted subsidiary companies are placed before the Board of the Company
<b>IV. Disclosures</b>	49 (IV)		
(A) Basis of related party transactions	49 (IV A)	Yes	Statement of transactions with related 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	Compliance met in Annual Report on a continual basis
(F) Management	49 (IV F)	Yes	
(G) Shareholders	49 (IV G)	Yes	
<b>V. CEO/CFO Certification</b>	49 (V)	Yes	
<b>VI. Report on Corporate Governance</b>	49 (VI)	Yes	
<b>VII. Compliance</b>	49 (VII)	Yes	

Thanking you

Yours faithfully,  
For Pricol limited

  
T.G. Thamizhanban  
Company Secretary

