



pricol limited

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email city@pricol.co.in website www.pricol.com

PL/SEC/TGT/2013-2014/187  
Tuesday, January 07, 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,

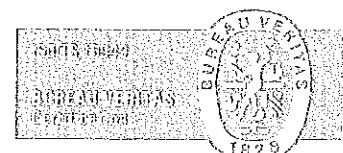
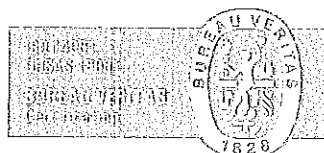
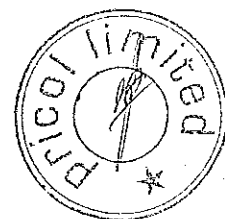
**Sub:** Quarterly Compliance report on Corporate Governance under  
clause 49 of the Listing Agreement.

We hereby furnish the Quarterly Compliance report on Corporate Governance  
for the **quarter ending 31st December 2013** as required under clause 49 of  
the Listing Agreement.

Name of the Company : Pricol Limited  
Quarter ending on : 31st December 2013

| 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<br>No. of Independent Directors - 5<br>No. of Non-Independent Directors - 4 |

Contd.2





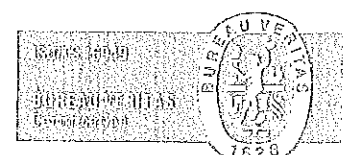
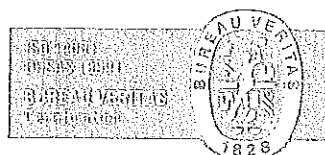
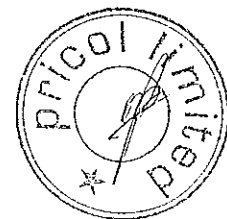
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| Particulars   | Clause of Listing agreement | Compliance Status Yes/No | Remarks  |
|---|-----------------------------|--------------------------|--|
| (B) Non-executive Directors' compensation & disclosures | 49 (IB)                     | Yes                      | <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                      |  |

Contd.3





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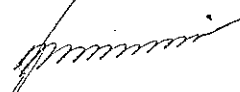
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| Particulars  | Clause of Listing agreement | Compliance Status Yes/No | Remarks   |
|--|-----------------------------|--------------------------|---|
| III. Subsidiary Companies  | 49 (III)                    | Yes                      | ➤ Minutes of the Board Meeting of the unlisted subsidiary companies are placed before the Board of the Company                                      |
| IV. Disclosures  | 49 (IV)                     |                          |   |
| (A) Basis of related party transactions                                  | 49 (IV A)                   | Yes                      | Statement of transactions with relates 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                      |   |
| V. CEO/CFO Certification   | 49 (V)                      | Yes                      |   |
| VI. Report on Corporate Governance                                       | 49 (VI)                     | Yes                      |   |
| VII. Compliance  | 49 (VII)                    | Yes                      |   |

Thanking you

Yours faithfully,  
For Pricol limited

  
T.G.Thamizhanban  
Company Secretary

