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PL/SEC/TGT/2015-2016/097 Wednesday, 8th July, 2015

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

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 30th June 2015** as required under clause 49 of the Listing Agreement.

Name of the Company: Pricol Limited Quarter ending on : 30th June 2015

Particulars	Clause of Listing agreement	Compliance Status Yes/No	Remarks
II. Board of Directors	49 (II)		
(A) Composition of Board	49 (IIA)	Yes	Total strength of the Board- 9
			No. of Non-Executive Independent Directors – 5
	The state of the s		No. of Non-Independent Directors
			No. of Non-Executive Non- Independent Directors- 2
			No. of Executive Non-Independent Directors - 2
	*******		No. of Executive Non-Independent Women Directors- 1
(B) Independent Directors	49 (IIB)	Yes	No. of Independent Directors-5.
		OI /	They comply with the provisions of clause 49.

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(C) Non-executive Directors' compensation & disclosures	49 (IIC)	Yes	The Sitting fees and commission on Net Profit within the limit as per the Companies Act, 2013 are paid to Non-executive Directors. The same has been distributed broadly on the basis of Board meeting and Committee meeting attended by the Non-executive Directors. No Stock Option has been granted to the Directors during the quarter ended 30th June 2015. The Annual Report 2015 contains the disclosures as required under the Listing
			Agreement.
(D) Other provisions as to Board and Committees	49 (IID)	Yes	
(E) Code of Conduct	49 (IIE)	Yes	
(F) Whistle Blower Policy	49 (IIF)	Yes	Whistle Blower Policy has been disclosed on the website of the company "www.pricol.com".
III. Audit Committee	49 (III)		
(A) Qualified & Independent Audit Committee	49 (IIIA)	Yes	Total strength of the Audit Committee – 4.
			No. of Independent Directors – 3.
			The Chairman of the Audit Committee is an Independent Director.
(B) Meeting of Audit Committee	49 (IIIB)	Yes	
(C) Powers of Audit Committee	49 (IIIC)	Yes	
(D) Role of Audit Committee	49 (IIID)	Yes	
(E) Review of Information by Audit Committee	49 (IIIE)	Yes	
IV. Nomination and Remuneration Committee	49 (IV)	Yes	Total strength of the Committee – 3. No. of Non-Executive Independent Directors – 3.
			The Chairman of the Committee is an Independent Director.
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of the unlisted subsidiary companies are placed at the Board Meeting of the Company. The policy on material subsidiaries has been disclosed on the company's website "www.pricol.com" and the web link is provided in the Annual Report 2015. VI. Risk Management 49 (VI) Yes The company has laid down the Risk Management Framework and De-risking Strategy. Risk Management Committee has been constituted in accordance with the provisions of clause 49. VII. Related Party Transactions Prior approval of the Audit Committee has been obtained for all Related Party Transactions. Prior approval of the Audit Committee has been obtained for all Related Party Transactions. VIII. Disclosures 49 (VIII) (A) Related party transactions 49 (VIII A) Yes The company does not have any material transactions with related parties for the quarter ended 30th June 2015. The company has disclosed the Policy on Related Party Transactions on its website "www.pricol.com" (B) Disclosure of Accounting Treatment Yes The applicable Accounting Standards are being complied with on a continual basis. Disclosure required under this clause will be made in the		-J·		
subsidiaries has been disclosed on the company's website "www.pricol.com" and the web link is provided in the Annual Report 2015. VI. Risk Management 49 (VI) Yes The company has laid down the Risk Management Framework and De-risking Strategy. Risk Management Committee has been constituted in accordance with the provisions of clause 49. VII. Related Party Transactions 49 (VII) Yes The company has formulated a Policy on Related Party Transactions. Prior approval of the Audit Committee has been obtained for all Related Party Transactions. VIII. Disclosures 49 (VIII) (A) Related party transactions 49 (VIII A) Yes The company does not have any material transactions with related parties for the quarter ended 30th June 2015. The company has disclosed the Policy on Related Party Transactions on its website "www.pricol.com" (B) Disclosure of Accounting Treatment Yes The applicable Accounting Standards are being complied with on a continual basis. Disclosure required under this clause will be made in the Corporate Governance Report - 2015. (C)Remuneration of Directors 49 (VIII C) Yes Compliance met in the Annual	V. Subsidiary Companies	49 (V)	Yes	companies are placed at the
Risk Management Framework and De-risking Strategy. Risk Management Committee has been constituted in accordance with the provisions of clause 49. VII. Related Party Transactions 49 (VII) (A) Related party transactions 49 (VIII A) (A) Related party transactions 49 (VIII A) (B) Disclosure of Accounting Treatment (B) Disclosure of Accounting Treatment (B) Disclosure of Directors 49 (VIII C) Yes Risk Management Framework and De-risking Strategy. Risk Management Committee has been constituted in accordance with the policy on Related Party Transactions. Prior approval of the Audit Committee has been constinued for all Related Party Transactions with related parties for the quarter ended 30th June 2015. The company has disclosed the Policy on Related Party Transactions with related parties for the quarter ended 30th June 2015. The company has disclosed the Policy on Related Party Transactions with related parties for the quarter ended 30th June 2015. The company has disclosed the Policy on Related Party Transactions on its website "www.pricol.com" The applicable Accounting Standards are being complied with on a continual basis. Disclosure required under this clause will be made in the Corporate Governance Report 2015. (C)Remuneration of Directors 49 (VIII C) Yes Compliance met in the Annual				subsidiaries has been disclosed on the company's website "www.pricol.com" and the web link is provided in the Annual
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Treatment Standards are being complied with on a continual basis. Disclosure required under this clause will be made in the Corporate Governance Report - 2015. (C)Remuneration of Directors 49 (VIII C) Yes Compliance met in the Annual				Policy on Related Party Transactions on its website "www.pricol.com"
(C)Remuneration of Directors 49 (VIII C) Yes Compliance met in the Annual	1 ,	49 (VIII B)	Yes	Standards are being complied with on a continual basis. Disclosure required under this clause will be made in the Corporate Governance Report -
	(C)Remuneration of Directors	49 (VIII C)	Yes	Compliance met in the Annual

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(D) Management	49 (VIII D)	Yes	Compliance met in the Annual Report on a continual basis.
			The Code of Conduct has been disclosed on the website of the Company www.pricol.com.
(E) Shareholders	49 (VIII E)	Yes	Compliance met in the Annual Report on a continual basis.
(F) Proceeds from public issues, rights issue, preferential issues etc	49 (VIII F)	N.A.	The Company has not raised money from public issues, rights issue, preferential issues etc.
IX. CEO/CFO Certification	49 (IX)	Yes	The provisions of this clause has been complied at the Audit Committee meeting and Board meeting approving the Annual Financial Statements.
X. Report on Corporate Governance	49 (X)	Yes	The Report on Corporate Governance is a separate section in the Annual Report.
			The quarterly compliance report on corporate governance signed by the Compliance Officer is being submitted by the Company to the stock exchanges within the stipulated time period.
XI. Compliance	49 (XI)	Yes	Requirements as per clause 49(XI) (A) has been complied. The certificate obtained from the practicing Company Secretary is attached in the Annual Report 2015.
			The necessary disclosures as per clause 49(XI)(B)were made in the Annual Report 2015.

Thanking you Yours faithfully, For Pricol limited

7.G.Thamizhanban Company Secretary