



**pricolimited**

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 CIN - L33129TZ1972PLC000641

PL/SEC/TGT/2013-2014/295  
 Monday, 6<sup>th</sup> October, 2014

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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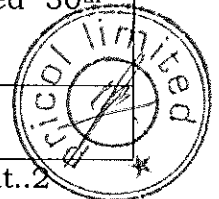
Dear Sir,

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

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

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

Particulars	Clause of Listing agreement	Compliance Status Yes/No	Remarks
<b>I. Board of Directors</b>	49 (1)		
Composition of Board	49 (IA)	Yes	Total strength of the board is - 9 No. of Independent Directors - 5 No. of Non-Independent Directors - 4
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 30<sup>th</sup> September 2014.</li> </ul>
Other provisions as to Board and Committees	49 (IC)	Yes	



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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
Qualified & Independent Audit Committee	49 (IIA)	Yes	
Meeting of Audit Committee	49 (IIB)	Yes	
Powers of Audit Committee	49 (IIC)	Yes	
Role of Audit Committee	49 II(D)	Yes	
Review of Information by Audit Committee	49 (IIE)	Yes	
<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)		
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.
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	
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

