

## ANNEXURE TO SECRETARIAL AUDIT REPORT OF EVEN DATE

To  
The Members,  
**PRICOL LIMITED**, [CIN: L33129TZ1972PLC000641]  
CPM Towers, 109, Race Course,  
Coimbatore – 641 018

**Our Secretarial Audit Report of even date is to be read along with this letter.**

- Maintenance of secretarial records is the responsibility of the management of the Company. Our responsibility is to make a report based on the secretarial records produced for our audit.
- We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices we followed provide a reasonable basis for our report.
- We have not verified the correctness and appropriateness of financial records and books of accounts of the Company.
- Compliance with the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. Our examination was limited to the verification of procedures on a test basis.
- While forming an opinion on compliance and issuing the secretarial audit report, we have also taken into consideration the compliance related action taken by the Company after 31st March 2015 but before issue of the report.
- We have obtained the Management's representation about the compliance of laws, rules and regulations and happening of events, wherever required.
- We have considered actions carried out by the Company based on independent legal / professional opinion as being in compliance with law, wherever there was scope for multiple interpretations, especially since the financial year ended 31st March 2015 was the first full financial year in which the Companies Act, 2013 has become operational and also on account of the listing agreement with the stock exchanges undergoing major amendments from 1st October 2014.
- Our Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For S Krishnamurthy & Co.,  
Company Secretaries

**K. Sriram**  
Partner

Chennai  
25th May 2015

Membership No: F6312  
Certificate of Practice No: 2215

## ANNEXURE “B” TO DIRECTORS’ REPORT

### ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES

(as per annexure attached to the Companies (Corporate Social Responsibility Policy) Rules, 2014)

- A brief outline of the Company's CSR policy, including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programs.**

Through Pricol's long standing commitment to service to the society, we strive to attain leadership in our business through a socially and environmentally responsible way, while taking care of the interests of our stakeholders.

We work with the primary objective of contributing to the sustainable development of the society and creating a greener and cleaner environment around us. Towards achieving these objectives, Pricol has initiated “We Care”, a program which executes various social and environmental development activities in and around its operational locations.

The main objective of Pricol's CSR policy is to lay down guidelines for the community centric activities taken up by Pricol for the sustainable development of the society and the environment around it. In alignment with vision of the Company, Pricol, through its CSR initiatives, will strive to enhance value to the society and the environment through continuous initiatives. Pricol will directly or indirectly take up projects in and around its operational locations in keeping with the laid out guidelines.

**Web Link to the CSR Policy:**

<http://www.pricol.com/CSR-Policy.pdf>

- CSR Committee has Mrs. Vanitha Mohan, Mr. Vikram Mohan and Mr. C.R.Swaminathan as its members.**
- Average net profit of the Company for last three financial years** ₹ 188,857,733
- Prescribed CSR Expenditure (two per cent of the amount as in item 3 above)** ₹ 3,777,155
- Details of CSR spent during the financial year**
  - Total amount spent for the financial year ₹ 7,200,000
  - Amount unspent, if any ; —

## ANNEXURE “B” TO DIRECTORS' REPORT (Contd.,)

c) Manner in which the amount spent during the financial year is detailed below:

(in ₹)

S. No	CSR Project or Activity Identified	Sector in which the Project is Covered	Projects or Programs (1) Local area or Other (2) Specify the state and district where projects or programs was undertaken	Amount Outlay (budget) project or programs wise	Amount Spent on the projects or programs (by implementing agency)	Cumulative expenditure upto to the reporting period	Amount Spent: Direct or through implementing agency
1	Public Eye Camp	Health	Coimbatore, Tamil Nadu	330,000	190,816	190,816	Through ND Foundation
2	Water Purifiers & Chairs - Donated to Government Schools	Health	Coimbatore and Tirupur, Tamil Nadu	720,000	719,209	719,209	
3	Fire Safety and First Aid Training - To Students of Government Schools	Education	Coimbatore, Tamil Nadu	200,000	136,790	136,790	
4	Construction of Ladies Toilet at Govt. Schools	Health and Sanitation	Coimbatore, Tamil Nadu	1,000,000	338,475	338,475	
5	Tree Park Construction	Environment	Coimbatore, Tamil Nadu	450,000	210,000	210,000	
6	De-silting and repair of check dam	Environment	Coimbatore, Tamil Nadu	700,000	500,000	500,000	
7	Contribution to Wild Life SOS	Environment	Delhi	600,000	600,000	600,000	
8	Contribution for corpus (Trauma care centre)	Health	Coimbatore, Tamil Nadu	3,200,000	3,200,000	3,200,000	
	<b>Total</b>			<b>7,200,000</b>	<b>5,895,290</b>	<b>5,895,290</b>	

**CSR implementing agency: ND Foundation**

**Note : During the year, the Company contributed ₹ 7.200 Million to ND Foundation, a Trust, to carry out CSR activities.**

6. In case the Company has failed to spend the two per cent of the average net profit of the last three financial years or any part thereof, the Company shall provide the reasons for not spending the amount in its Board report.
7. The CSR Committee of the Company hereby confirms that the implementation and monitoring of the CSR Policy, is in compliance with the CSR objectives and Policy of the Company.

**Not applicable**

Coimbatore  
15th May, 2015

**Vikram Mohan**  
Managing Director

**Vanitha Mohan**  
Chairman, CSR Committee