

PL/SEC/TGT/2024-25/033

Monday, 27th May, 2024

Listing Department National Stock Exchange of India Limited “Exchange Plaza”, C-1, Block G Bandra-Kurla Complex, Bandra (E), Mumbai - 400051 Script Code: PRICOLLTD	Corporate Relationship Department BSE Limited 1 st Floor, New Trading Ring Rotunda Building, P J Towers, Dalal Street, Fort, Mumbai 400 001 Script Code: 540293
---	--

Dear Sir,

Sub: Annual Secretarial Compliance report for the financial year ended 31st March, 2024

Pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the “**Annual Secretarial Compliance Report for the Financial Year ended 31st March 2024**” from the Practising Company Secretary is enclosed for your information and records.

Please take note of the same.

Thanking you

Yours faithfully,
For Pricol LimitedT.G.Thamizhanban
Company Secretary
ICSI M.No: F7897

Encl: As above



P. Eswaramoorthy and Company

Company Secretaries

PS P. Eswaramoorthy B.Sc. LLB.,FCS.,

SECRETARIAL COMPLIANCE REPORT OF PRICOL LIMITED

(CIN: L34200TZ2011PLC022194)

For the Financial Year Ended 31st March, 2024

(Pursuant to Regulation 24A (2) read with SEBI (Listing Obligations and Disclosure Requirements)
(Second Amendment) Regulations, 2021. w.e.f. 05/05/2021)

To

The Members,
Pricol Limited
[CIN: L34200TZ2011PLC022194]
109, Race Course,
Coimbatore – 641 018

I, **P Eswaramoorthy (FCS 6510, CP No. 7069)** of M/s. P Eswaramoorthy and Company, Company Secretaries have examined:

(a) all the documents and records made available to me and explanation provided by Pricol Limited (“the listed entity”),

(b) The filings/submissions made by the listed entity to the stock exchanges,

(c) website of the listed entity,

(d) any other document/filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31st March, 2024 (herein after referred as “review period”) in respect of compliance with the provisions of:

(i) the Securities and Exchange Board of India Act, 1992 (“SEBI Act”) and the Regulations, circulars, guidelines issued thereunder; and

(ii) the Securities Contracts (Regulation) Act, 1956 (“SCRA”), Rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India (“SEBI”);

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

(a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;

(b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;

[Not applicable as the Company has not issued any security during the Financial Year under review]

No.44 & 44/1, 5th Street, Ramalinga Jothi Nagar, Near Corporation Office, Nanjundapuram Road,
Ramanathapuram, Coimbatore - 641 045. ☎ 0422 - 2322333, 3500465/3500466

✉ eswarfcs@gmail.com, eswaracs@gmail.com



- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; [Not applicable as the Company has not bought back / proposed to buy back any of its securities during the Financial Year under review
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; [Not applicable as the Company does not have any Scheme for share based employee benefits during the Financial Year under review];
- (f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; [Not applicable as the Company has not issued and listed any debt securities during the Financial Year under review];
- (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and amendment thereof;
- (h) Other applicable Regulations and Circulars / Guidelines issued thereunder and based on the above examination, I hereby report that, during the Review Period:

(a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

Sr. No.	Compliance Requirement (Regulations/ circulars/ guide-lines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
NONE										



(b) The listed entity has taken the following actions to comply with the observations made in previous reports

SL.NO	Observations/ Remarks Of the Practicing Company Secretary in the previous reports) (PCS)	Observations made in the secretarial compliance report for the year ended 2023	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Details of violation / deviations and actions taken / penalty imposed, if any, on the listed entity	Remedial actions, if any, taken by the listed entity	Comments of the PCS on the actions taken by the listed entity
NONE						

(i) I hereby report that, during the review period the compliance status of the listed entity with the following requirements:

Sr. No.	Particulars	Compliance status (Yes/No/NA)	Observations /Remarks by PCS*
1.	SECRETARIAL STANDARD The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries of India (ICSI) as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatory applicable.	Yes	None
2.	ADOPTION AND TIMELY UPDATION OF THE POLICIES: (a) All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities (b) All the policies are in conformity with SEBI Regulations and have been reviewed & updated on time as per the regulations/circulars/guidelines issued by SEBI	Yes Yes	None



3.	<p><u>MAINTENANCE AND DISCLOSURES ON WEBSITE:</u></p> <p>(a) The Listed entity is maintaining a functional website</p> <p>(b) Timely dissemination of the documents / information under a separate section on the website</p> <p>(c) Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website</p>	<p>Yes</p> <p>Yes</p> <p>Yes</p>	<p>None</p>
4.	<p><u>DISQUALIFICATION OF DIRECTOR:</u></p> <p>None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.</p>	<p>Yes</p>	<p>None</p>
5.	<p><u>DETAILS RELATED TO SUBSIDIARIES OF LISTED ENTITIES HAVE BEEN EXAMINED W.R.T:</u></p> <p>(a) Identification of material subsidiary companies</p> <p>(b) Disclosure requirement of material as well as other subsidiaries</p>	<p>Yes</p> <p>Yes</p>	<p>None</p>
6.	<p><u>PRESERVATION OF DOCUMENTS:</u></p> <p>The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy Prescribed under SEBI LODR Regulations, 2015</p>	<p>Yes</p>	<p>None</p>
7.	<p><u>PERFORMANCE EVALUATION:</u></p> <p>The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.</p>	<p>Yes</p>	<p>None</p>
8.	<p><u>RELATED PARTY TRANSACTIONS:</u></p> <p>(a) The listed entity has obtained prior approval of Audit Committee for all Related party transaction; or</p> <p>(b) The listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit committee, in case no prior approval has been obtained.</p>	<p>a) Yes</p> <p>b) Not Applicable</p>	<p>The listed entity has obtained prior approval of Audit Committee for all Related party transaction entered during the year under review.</p>



9.	<u>DISCLOSURE OF EVENTS OR INFORMATION</u> The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	NONE
10.	<u>PROHIBITION OF INSIDER TRADING</u> The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015	Yes	NONE
11.	<u>ACTIONS TAKEN BY SEBI OR STOCK EXCHANGE(S), IF ANY</u> No Action(s) taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and Circulars/Guidelines issued thereunder except as provided under separate paragraph herein (**)	As confirmed by the management no action was taken against the listed entity / its directors / its subsidiaries and its promoters	NONE
12.	<u>RESIGNATION OF STATUTORY AUDITORS FROM THE LISTED ENTITY OR ITS MATERIAL SUBSIDIARIES</u> In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary(ies) has / have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities	NA	The listed entity has complied with the provisions of Para 6 of Circular No. CIR/ CFD/ CMD1/114/2019 issued by SEBI on 18th October, 2019 in terms of re-appointment of Statutory Auditors of Listed Entity during the year under review.
13.	<u>ADDITIONAL NON-COMPLIANCES, IF ANY</u>	None	No additional non-compliance observed for any SEBI Regulation/Circular/Guidance note etc.



Assumptions & Limitation of scope and Review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial records and books of account of the listed entity.
4. This report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (LODR) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity

P. ESWARAMOORTHY AND COMPANY
Company Secretaries



P. Eswaramoorthy
Proprietor

FCS No.: 6510, CP No.: 7069

Place: Coimbatore
Date: 15/05/2024
UDIN: F006510F000370093
Peer Review Cert. No.933/2020