



pricol limited

Regd. Office : 702/7, Avanashi Road, Coimbatore - 641 037, India.

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the Thirty Seventh Annual General Meeting of the Shareholders of the Company will be held on Friday, 7th August, 2009 at 4.30 p.m. at Nani Palkhivala Auditorium, Mani Higher Secondary School, Coimbatore - 641 037, to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March 2009 and the Profit and Loss Account for the year ended 31st March 2009 and the Report of the Directors and the Auditors thereon.
2. To appoint a Director in place of Mr. D. Sarath Chandran who retires by rotation and being eligible offers himself for reappointment.
3. To appoint a Director in place of Mr. Mitsuharu Kato who retires by rotation and being eligible offers himself for reappointment.
4. To appoint a Director in place of Mr. V. Ramakrishnan who retires by rotation and being eligible offers himself for reappointment.
5. To appoint Auditors and to fix their remuneration.

SPECIAL BUSINESS

6. To consider and, if thought fit, to pass with or without modification, the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT Mr. Vikram Mohan who was appointed as an additional director of the Company with effect from 29th May 2009 pursuant to the provisions of Section 260 of the Companies Act, 1956, and holds office up to the date of the Annual General Meeting and in respect of whom the Company has received a notice under Section 257 of the Companies

Act, 1956, in writing proposing his candidature to the office of the Director, be and is hereby appointed as the Director of the Company, liable to retire by rotation."

EXPLANATORY STATEMENT

(Pursuant to Section 173 of the Companies Act, 1956)

Item No.6:

Mr. Vikram Mohan, 34 years of age, holds a Bachelor Degree in Production Engineering with Honours from PSG College of Technology, Coimbatore. He is an Industrialist and the eldest son of Mr. Vijay Mohan, Chairman & Managing Director and Mrs. Vanitha Mohan, Executive Director.

He is a promoter director and actively involved in the operations of Pricol Properties Limited, Pricol Packaging Limited, Pricol Travel Limited, Vascon Pricol Infrastructures Limited, M and M Enterprises (India) Limited, Priara Enterprises Limited, Prime Agri Solutions (India) Limited and Carcerano Pricoltech (India) Private Limited. He is an alternate director in English Tools and Castings Limited and Synoro Technologies Limited. His areas of specialisation are Finance, Human Resources and Business Strategy. He holds 3,363,960 shares of the Company.

The Board commends the resolution set out at Item No.6 of the Notice for your approval.

None of the Directors except Mr. Vijay Mohan, Mrs. Vanitha Mohan, Mr. D. Sarath Chandran and Mr. Vikram Mohan is in any way concerned or interested in this resolution.

By order of the Board
Coimbatore
29th May 2009. Vijay Mohan
Chairman & Managing Director

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND TO VOTE ON HIS BEHALF AND SUCH A PROXY NEED NOT BE A MEMBER OF THE COMPANY.
2. Brief resume of the directors seeking appointment / reappointment and other details as stipulated under clause 49 of the listing agreement are provided in the Report on Corporate Governance forming part of Annual Report 2009.
3. Instruments of Proxy for use at the above meeting must be lodged at the Registered Office of the Company not less than 48 hours before the time appointed for the meeting.
4. The Register of Members and Transfer Books of the Company will be closed from 25th July 2009 to 7th August 2009 (both days inclusive), for the purpose of Annual General Meeting.
5. Please quote your Folio Number and our Company's Name in all your correspondence with Integrated Enterprises (India) Limited, 1, Ramakrishna Street, North Usman Road, T.Nagar, Chennai 600 017 who are acting as our Registrar & Share Transfer Agents.
6. Members who are holding shares in physical form are requested to intimate immediately their change of address / change of bank account, if any, to the Company / Registrar & Share Transfer Agent quoting reference of the Registered Folio Number.
7. Members who are holding shares in Electronic Form are requested to intimate immediately their change of address / change of bank account, if any, to their respective Depository Participant.
8. If you have shares registered in the same name or in the same order of names but in several Folios, please let us know so that we may consolidate them into one Folio.
9. You may now avail of the facility of nomination by nominating, in the prescribed form, a person to whom your shares in the Company shall vest in the event of death. Interested members may write to the Company / Registrar & Share Transfer Agent for the prescribed form.
10. Please note that dividends remaining unclaimed for seven years are now required to be transferred to the "Investor Education and Protection Fund" established by the Central Government and you shall not be able to claim any unpaid dividend from the said fund or from the Company thereafter.

