



# pricol limited

cpm towers, 109, race course, coimbatore - 641 018, India.

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## NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the Fortieth Annual General Meeting of the Shareholders of the Company will be held on Wednesday, 8th August 2012 at 4.30 p.m. at Chamber Hall, Chamber Towers, 8/732, Avinashi Road, Coimbatore - 641 018, to transact the following business:

### ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March 2012 and the Statement of Profit and Loss for the year ended 31st March 2012 together with the Report of the Directors and the Auditors thereon.
2. To declare dividend on Equity Shares.
3. To appoint a Director in place of Mr. V. Ramakrishnan who retires by rotation and being eligible offers himself for reappointment.
4. To appoint a Director in place of Mr. R. Vidhya Shankar who retires by rotation and being eligible offers himself for reappointment.
5. To appoint a Director in place of Mr. G. Soundararajan who retires by rotation and being eligible offers himself for reappointment.
6. To appoint Auditors and to fix their remuneration.

### SPECIAL BUSINESS

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

"RESOLVED THAT Mr. Hiroyuki Wakabayashi who was appointed as a Director in casual vacancy with effect from 29th July 2011 pursuant to the provisions of Section 262 of the Companies Act, 1956, and holds office up to the date of the 40th 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."

Coimbatore  
29th May 2012

By order of the Board  
**Vijay Mohan**  
Chairman

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## EXPLANATORY STATEMENT

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

### Item No. 7 :

Mr. Hiroyuki Wakabayashi was appointed as a Director to fill a casual vacancy with effect from 29th July 2011, due to the resignation of Mr. Mitsuhiro Masegi, pursuant to Section 262 of the Companies Act, 1956. Mr. Hiroyuki Wakabayashi will hold office upto the date of the forthcoming Annual General Meeting. The Company has received a Notice in writing from a member under the provisions of Section 257 of the Companies Act, 1956, proposing the candidature of Mr. Hiroyuki Wakabayashi for the office of Director.

The Board commends the resolution set out at Item No.7 of the Notice for your approval.

None of the Directors except Mr. Hiroyuki Wakabayashi is in any way concerned or interested in this resolution.

Coimbatore  
29th May 2012

By order of the Board  
**Vijay Mohan**  
Chairman

## 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. 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.
3. **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 2012.**
4. The Register of Members and Transfer Books of the Company will be closed from 28th July 2012 to 8th August 2012 (both days inclusive) for the purpose of declaration of dividend and Annual General Meeting.
5. **Queries on the Accounts and operations of the Company, if any, may be sent to the Company at its registered Office (and marked for the attention of the Company Secretary) at least seven days in advance.**
6. Members are requested to bring their copies of the Company's Report and Accounts for the year ended 31st March 2012, to the meeting.
7. As per Clause 5A II(h) of the Listing Agreement entered with Stock Exchanges, the Registrar issued three reminders to the Shareholders holding shares in physical form and remain unclaimed, to last available address as per company's / registrar's record asking for correct particulars. For the unclaimed shares, where no response is received from the shareholders, the company transferred all such shares into one folio in the name of "Unclaimed Suspense Account". The voting rights of these shareholders shall remain frozen till the rightful owner claims the same. All corporate benefits in terms of securities accruing on such shares viz., bonus shares, split etc., shall be credited to such unclaimed suspense account.
8. Members who are holding shares in physical form are requested to intimate immediately their change of address / change of bank account, if any, to Integrated Enterprises (India) Limited, 2nd Floor, "KENCES" Towers, No.1, Ramakrishna Street, North Usman Road, T.Nagar, Chennai 600 017, our Registrar & Share Transfer Agents. Please quote your Folio Number and our Company's name in all your correspondence.
9. 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.
10. 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.
11. Please encash your dividend warrants immediately on their receipt by you, as 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.



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## ATTENDANCE SLIP

PLEASE COMPLETE THIS SLIP AND HANDOVER AT THE ENTRANCE OF THE MEETING HALL

Name & Address of Member

Regd. Folio No. / Client ID.....

I hereby register my presence at the **40th Annual General Meeting** of the Company held on **Wednesday the 8th August 2012 at 4.30 p.m. at Chamber Hall, Chamber Towers, 8/732, Avinashi Road, Coimbatore - 641 018,**

\_\_\_\_\_  
Signature of Member / Proxy\*

\* Please indicate whether Member / Proxy



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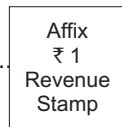
## PROXY FORM

Regd. Folio No. / Client ID	
No. of shares	

I / We \_\_\_\_\_ of \_\_\_\_\_ being a member / members of Pricol Limited hereby appoint \_\_\_\_\_ of \_\_\_\_\_ or failing him \_\_\_\_\_ of \_\_\_\_\_ as my / our proxy to vote for me / us on my / our behalf at the 40th Annual General Meeting of the Company to be held on Wednesday, 8th August 2012, at 4.30 p.m. or at any adjournment there of.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2012

Signature .....



- Notes:
1. The Proxy, to be effective, should be deposited at the Registered Office of the Company at cpm towers, 109, race course, coimbatore - 641 018, not later than FORTY-EIGHT hours before the commencement of aforesaid meeting.
  2. A Proxy need not be a member of the Company.