



**pricol limited**  
**CIN. L33129TZ1972PLC000641**  
**regd. office: cpm towers, 109, race course, coimbatore - 641 018.**  
**phone : + 91 422 4336000, fax : +91 422 4336299, website : www.pricol.com,**  
**email : cs@pricol.co.in**

### Result of the Postal Ballot – Shareholders approval for (a) Increase the authorized share capital and (b) Further Issue of equity shares

We would like to inform that Board of Directors of the Company at its meeting held on 24<sup>th</sup> September 2014 decided to get the approval of shareholders for (a) Increasing the authorized share capital of the Company from Rs.100 Million to Rs.120 Million and consequent alteration to Capital Clause in the Memorandum of Association of the Company and (b) Issue of Equity Shares through convertible securities / convertible bonds / depository receipts / Qualified Institutional Placement of an amount not exceeding Rs.1,250 Million.

In this connection, the Company despatched the postal ballot notice dated 24<sup>th</sup> September 2014 under Section 110 of the Companies Act, 2013 to all the shareholders of the Company as on Cut Off date 19<sup>th</sup> September 2014, to obtain their consent for the Ordinary Resolution for subject (a) and Special Resolution for subject (b) referred above (Copy of the Notice dated 24<sup>th</sup> September 2014 is attached herewith)

The result of the voting conducted through the above Postal Ballot as per the report dated 7<sup>th</sup> November 2014, of the Scrutinizer Mr.K.Sriram, Partner, M/s.S.Krishnamurthy & Co., Company Secretaries, Chennai. (Attached herewith) is as follows:

Particulars	Number of members	Number of shares/ votes
Total members/ votes as on record date	24,704	94,500,000
Votes frozen in terms of Clause 5A of the Listing Agreement- Pricol Limited – Unclaimed Shares account	1	996,440
Eligible members/ votes	24,703	93,503,560

Particulars	Resolution 1	Resolution 2
Type of resolution	Ordinary	Special
<b>Participating members (valid ballots):</b>		
(a) Through e-voting	190	192
(b) Through postal ballot process	231	229
<b>(c) Total</b>	<b>421</b>	<b>421</b>
<b>Valid votes exercised by participating members:</b>		
(a) Through e-voting	33,870,582	33,870,564
(b) Through postal ballot process	20,452,546	20,451,756
<b>(c) Total</b>	<b>54,323,038</b>	<b>54,322,320</b>
<b>Valid votes exercised for the resolution:</b>		
(a) Through e-voting	33,840,008	33,836,902
(b) Through postal ballot process	20,445,006	20,425,981
<b>(c) Total</b>	<b>54,285,014</b>	<b>54,262,883</b>

Valid votes exercised against the resolution:		
(a) Through e-voting	30,574	33,662
(b) Through postal ballot process	7,450	25,775
<b>(c) Total</b>	<b>38,024</b>	<b>59,437</b>
Valid votes exercised as a percentage:		
<b>(a) For the resolution (assent)</b>	<b>99.93%</b>	<b>99.89%</b>
<b>(b) Against the resolution (dissent)</b>	<b>0.07%</b>	<b>0.11%</b>

**Resolution 1 (Ordinary Resolution):** Out of the valid votes polled, **99.93 % have been cast in favour** of the resolution and **0.07%** against the resolution.

**Resolution 2 (Special Resolution):** Out of the valid votes polled, **99.89 % have been cast in favour** of the resolution and **0.11%** against the resolution.

Accordingly, on 7<sup>th</sup> November 2014, Mr.Vijay Mohan, Chairman declared that the Ordinary and Special Resolution circulated vide postal ballot notice dated 24<sup>th</sup> September 2014 was passed with requisite majority.

Thanking You,

Yours faithfully,

-/Sd  
T.G.Thamizhanban  
Company Secretary

7<sup>th</sup> November 2014

To,  
**The Chairman,**  
**PRICOL Limited**  
CPM Towers,  
109, Race Course Road,  
Coimbatore-641018

Dear Sir,

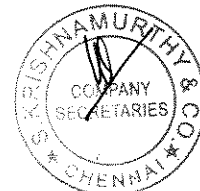
**Sub: Postal ballot process under Section 110 of the Companies Act, 2013 ("Act"), read with Rule 22 of the Companies (Management and Administration) Rules, 2014 ("Rule") and Clause 35B of the listing agreement with stock exchanges-Submission of Scrutiniser's report**

The Board of Directors of your company has, vide resolutions passed on **24<sup>th</sup> September 2014, decided to:**

- (a) **Conduct a postal ballot process to obtain the approval of your members for:**
- (i) **Increase of your authorised capital from Rs.10 crores to Rs.12 crores** and the consequent alteration to clause V (Capital clause) of your memorandum of association by way of an ordinary resolution under section 13, 61, 64 and other applicable provisions of the Act and the rules made thereunder; and
  - (ii) **Preferential issue of securities to raise Rs.125 crores** by way of a special resolution under sections 23, 42, 62(1)(c) and other applicable provisions of the Act and the rules made thereunder.
- (b) **Provide** the members of your company electronic voting facility (**e-voting**) to exercise their right to vote on both the resolutions;
- (c) **Enable** those members, who did not have access to e-voting facility, to send their assent or dissent on the said 2 resolutions in writing on a **Postal Ballot Form**.
- (d) Have **19<sup>th</sup> September 2014** as the **cut-off date** to determine the **members eligible** to exercise their votes **and the number of votes** that can be exercised by such members; and
- (e) Appoint me as the Scrutiniser for conducting the postal ballot process in a fair and transparent manner.

I submit my report as under:

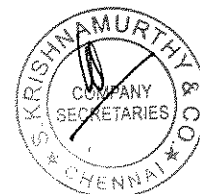
1. The company had **24,704 members** on the **Register of Members/ Record of Depositories as on 19<sup>th</sup> September 2014** ("cut-off date").
2. E-voting facility was also made available to the members through National Securities Depository Limited (NSDL) and the postal ballot notice duly contained the necessary particulars for e-voting (**EVEN: 101306**).



**Pricol Limited**  
**Scrutiniser's Report – Postal ballot- 7<sup>th</sup> Oct 2014 to 5<sup>th</sup> Nov 2014**

3. **Postal ballot notice** was sent on **2<sup>nd</sup> October 2014** through:
  - (a) **Courier/ registered post** to 11,300 members, along with the postal ballot printed on postage pre-paid business reply inland letter card.
  - (b) **Electronic means** by NSDL to **13,404 members** who had provided email address for receipt of documents in electronic mode.
4. The postal ballot notice indicated the process and manner for voting by electronic means and also mentioned that:
  - (a) The business set out in the notice may also be transacted through electronic voting system.
  - (b) **7<sup>th</sup> October 2014 (9.00 am) to 5<sup>th</sup> November 2014 (6.00 pm)** would be the time period during which votes may be cast through electronic means; and
  - (c) **5<sup>th</sup> November 2014 (6.00 pm)** would be the last date and time for physical ballots to reach the Scrutiniser.
5. The company **published advertisements** about having sent the postal ballot notice on **8<sup>th</sup> October 2014** in the following newspapers:
  - (a) "Business Line" an English newspaper in English language and
  - (b) "The Hindu" a Tamil newspaper in Tamil language.
6. The physical **postal ballot forms** received were opened in my presence as and when they were received and scrutinised.
7. After 6.00 pm on 5<sup>th</sup> November 2014, at the end of the voting period, I have unblocked the electronic votes cast in the presence of two witnesses not in the employment of the company.
8. I have:
  - (i) Scrutinized all the **postal ballot forms received** (*both physical and electronic*) from the members of the company **upto 6.00 pm on 5<sup>th</sup> November 2014**
  - (ii) Not received any postal ballot forms after **6.00 pm on 5<sup>th</sup> November 2014**.
  - (iii) Disregarded one electronic vote cast after **6.00 pm on 5<sup>th</sup> November 2014**.
  - (iv) Not received any mutilated ballot papers.
  - (v) Matched/ confirmed the shareholding as stated in the physical/ electronic postal ballot forms with that mentioned in the Register of Members/ Record of Depositories as on the cut-off date.
  - (vi) Recorded the details electronically in a separate register maintained for the purpose.
9. Summary of the voting is given below:

<b>Particulars</b>	<b>Number of members</b>	<b>Number of shares/ votes</b>
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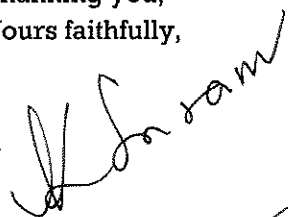
**Pricol Limited**  
**Scrutiniser's Report – Postal ballot- 7<sup>th</sup> Oct 2014 to 5<sup>th</sup> Nov 2014**

<b>Particulars</b>	<b>Resolution 1</b>	<b>Resolution 2</b>
<b>Type of resolution</b>	<b>Ordinary</b>	<b>Special</b>
<b>Participating members (valid ballots):</b>		
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10. Hence both the resolutions can be considered as duly passed on the date of declaration of these results.

11. You may accordingly declare the result of the postal ballot process.

Thanking you,  
Yours faithfully,



**K SRIRAM,**  
**SCRUTINISER.**

