



pricol limited

(CIN: L33129TZ1972PLC000641)

cpm towers, 109, race course, coimbatore – 641 018, india.

phone : + 91 422 4336000, fax : +91 422 4336299, website : www.pricol.com, e-mail : cs@pricol.co.in

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the Forty-Third Annual General Meeting of the Shareholders of the Company will be held on Wednesday, 12th August 2015 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 consider and if thought fit, to pass with or without modification, the following resolution as an **Ordinary Resolution**:

"RESOLVED that the Financial Statements of the Company for the year ended 31st March 2015 including Audited Balance Sheet as at 31st March 2015, Statement of Profit and Loss, Cash Flow Statement and Consolidated Financial Statements for the year ended on that date, together with the Directors' Report and the Auditors' Report thereon as presented to the meeting, be and are hereby, approved and adopted".

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

"RESOLVED that Mrs.Vanitha Mohan (DIN: 00002168), director, who retires by rotation and being eligible, offers herself for re-appointment, be and is hereby re-appointed as a director of the Company."

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

"RESOLVED that Mr.Vikram Mohan (DIN: 00089968), director, who retires by rotation and being eligible, offers himself for re-appointment, be and is hereby re-appointed as a director of the Company."

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

"RESOLVED that, pursuant to the provisions of Section 139 and any other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, (including any statutory modifications or amendments or re-enactments thereof for the time being in force), M/s.Haribhakti & Co. LLP., Chartered

Accountants (ICAI Firm Registration No. 103523W), be and are hereby re-appointed as the Statutory Auditors of the Company to hold office for a term of 5 (five) years from the conclusion of this Annual General Meeting (subject to ratification of their appointment by Members at every Annual General Meeting to be held after this meeting) till the conclusion of the forty eighth (48) Annual General Meeting of the Company to be held in the Calendar year 2020, to examine and audit the accounts of the Company, on a remuneration of ₹ 3,000,000 (Rupees Three Million Only) plus applicable taxes and levies and actual expenses incurred by them in connection with the Statutory Audit for the financial year 2015-2016 which is excluding the fees payable for other permitted services as may be approved by the Board."

"RESOLVED FURTHER that the Board of Directors of the Company (including its Committee thereof), be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution".

SPECIAL BUSINESS

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

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, M/s.STR & Associates, Cost Accountants (ICWAI Registration No: 000029), appointed as the Cost Auditors of the Company by the Board of Directors, for the conduct of the audit of the cost records of the Company for the financial year 2015 - 2016 at a remuneration of ₹ 500,000/- (Rupees Five Hundred Thousands Only) plus applicable taxes and levies and actual expenses incurred by them in connection with the aforesaid audit be and is hereby ratified and confirmed.

Coimbatore
25th May, 2015

By order of the Board
T.G.Thamizhanban
Company Secretary

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 / HER BEHALF AND SUCH A PROXY NEED NOT BE A MEMBER OF THE COMPANY.

A person can act as proxy on behalf of members not exceeding Fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or member.

The Instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is sent herewith. Proxies submitted on behalf of the Companies, Societies etc., must be supported by an appropriate resolution / authority, as applicable.

2. A statement of material facts pursuant to Section 102 of the Companies Act, 2013 in respect of Special Business if any, set out in the Notice and the relevant details pursuant to the provisions of Clause 49 of the Listing Agreement executed with Stock Exchanges are annexed hereto.
3. Brief resume of the directors seeking appointment / reappointment and other details as stipulated under clause 49 (VIII) (E) of the Listing Agreement are provided in the Report on Corporate Governance forming part of Annual Report 2015.
4. The Register of Members and Transfer Books of the Company will be closed from 7th August, 2015 to 12th August, 2015 (both days inclusive) for the purpose of Annual General Meeting.
5. 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 Registrar & Share Transfer Agent (RTA) quoting reference of the Registered Folio Number. Members who are holding shares in dematerialized form are requested to intimate immediately their change of address / change of bank account, if any, to their respective Depository Participant.
6. Members are requested to note that dividends not encashed or remaining unclaimed for a period of 7 (seven) years from the date of transfer to the Company's Unpaid Dividend Account, shall be transferred to the Investor Education and Protection Fund established by the Central Government as per the provisions of the Companies Act.
7. In terms of circulars issued by Securities and Exchange Board of India (SEBI), it is now mandatory to furnish a copy of PAN Card to the Company or its RTA in the following cases viz. Transfer of shares, Deletion of

name, Transmission of shares and Transposition of shares held in Physical form. Shareholders are requested to furnish copy of PAN card for all above mentioned transactions.

8. Electronic copy of the Annual Report for 2015 is being sent to all the members whose email IDs are registered with the Company / Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copy of the Annual Report for 2015 is sent in the permitted mode.

The members who have not yet registered their email address are requested to register / update their email address in respect of equity shares held by them in demat form with their respective DP's and in the case of physical form with the RTA.

9. Members may also note that the Notice of the 43rd Annual General Meeting and the Annual Report for 2014-15 is available on the Company's website www.pricol.com for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor E-mail ID: investor@pricol.co.in.
10. Shareholders, intending to require information about the Financial Statements to be approved at the Meeting, are requested to inform the Company Secretary at least a week in advance of their intention to do so, so that the papers relating thereto may be made available, if the Chairman permits such information to be furnished
11. Electronic copy of the Notice of the 43rd Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company / Depository Participants(s). For members who have not registered their email address, physical copies of the Notice of the 43rd Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.
12. **VOTING THROUGH ELECTRONIC MEANS**
 - a) In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended the Company is pleased to provide the members with the facility to exercise their right to vote on the AGM subjects, by electronic means and the

business may be transacted through the e-voting Services provided by National Securities Depository Limited (NSDL).

- b) The facility for voting, through ballot paper shall be made available at the meeting and members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting.
- c) The members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
- d) The facility for remote e-voting commences on 7th August 2015 (8.30 a.m.) and ends on 11th August 2015 (5.00 p.m. the date preceding the date of the AGM). During this period members of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date (record date) of 6th August 2015, may opt for remote e-voting. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, he shall not be allowed to change it subsequently or cast the vote again.
- e) Any person, who acquires shares of the company and becomes a member of the company after dispatch of the Notice and holding shares as on the cut-off date i.e 6th August, 2015, may obtain the login ID and password by sending a request at "e-voting@nsdl.co.in" and "cs@pricol.co.in".
- f) Mr.P.Eswaramoorthy, Company Secretary in Practise has been appointed as the Scrutiniser to scrutinise the voting by electronic means and ballot paper, in a fair and transparent manner.
- g) The scrutiniser shall, after the conclusion of voting at the general meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the company and make, not later than 48 hours of conclusion of the meeting, a consolidated scrutiniser's report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same.
- h) The Chairman or a person authorised by him in writing shall declare the result of the voting forthwith. The results declared along with the scrutiniser's report shall be placed on the Company's website www.pricol.com immediately after the result is declared by the Chairman and shall be simultaneously communicated to NSE, BSE, NSDL & CDSL.
- i) In case of any grievances connected with the voting by electronic means, the members may contact the Company Secretary, Pricol Limited, CPM Towers, 109, Race Course, Coimbatore - 641 018. Phone : +91 422 4336223. E-mail : cs@pricol.co.in.

Members are requested to read the instructions given below:

1. For members who receive notice of Annual General Meeting through E-mail:

- i. Open email and open PDF file viz; "pricol e-Voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password / PIN for e-voting. Please note that the password is an initial password.
- ii. Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com>
- iii. Click on "Shareholder - Login"
- iv. Put user ID and password as initial password / PIN noted in step (i) above. Click Login.
- v. Password change menu appears. Change the password / PIN with new password of your choice with minimum 8 digits / characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- vi. Home page of e-voting opens. Click on e-Voting: Active Voting Cycles.
- vii. Select "EVEN" of Pricol Limited.
- viii. Now you are ready for e-voting as Cast Vote page opens.
- ix. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- x. Upon confirmation, the message "Vote cast successfully" will be displayed
- xi. Once you have voted on the resolution, you will not be allowed to modify your vote
- xii. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF / JPG Format) of the relevant Board Resolution / Authority letter etc. together with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutiniser through e-mail to eswaracs@gmail.com with a copy marked to evoting@nsdl.co.in and investor@pricol.co.in

2. For members who receive the notice of Annual General Meeting in Physical form:

- i. Initial password is provided as below / at the bottom of the Attendance Slip for the AGM: EVEN (E Voting Event Number) USER ID PASSWORD / PIN.
- ii. Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
- iii. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for

Shareholders available at the Downloads section of www.evoting.nSDL.com OR contact NSDL at the following Telephone No:022 24994600.

- j) If you are already registered with NSDL for e-voting then you can use your existing user ID and password / PIN for casting your vote.
- k) You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
13. The members who hold shares a on the cut-off date of

6th, August 2015 are eligible to exercise their right to vote through remote e-voting or voting through ballot at the Annual General Meeting. A person who is not a Member (not holding shares of the Company) as on the aforesaid cut-off date should treat this Notice for information purposes only.

14. All documents referred to in the accompanying Notice and the Statement of material facts shall be open for inspection at the Registered Office of the Company during normal business hours (9.00 am to 5.00 pm) on all working days except Saturdays, up to and including the date of the Annual General Meeting of the Company.

Statement of material facts concerning items of Special Business (Annexed to notice pursuant to Section 102 of the Companies Act, 2013)

Item No.5

The Board of Directors at their meeting held on 25th May 2015, appointed M/s. STR & Associates, Cost Accountants (ICWAI Registration No : 000029), as Cost Auditor of the Company, in terms of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and fixed a sum of ₹ 500,000/- (Rupees Five Hundred Thousands Only) plus applicable taxes and levies and actual expenses incurred by them in connection with the Audit of the Cost records of the Company for the Financial Year 2015-16.

The remuneration, as recommended by the Audit Committee and approved by the Board, is required to be

ratified by the shareholders of the Company, as per the requirements of the Companies (Audit and Auditors) Rules 2014, read with Section 148(3) of the Act 2013.

The Board recommends the resolution as set out in item No: 5 of the Notice for your approval.

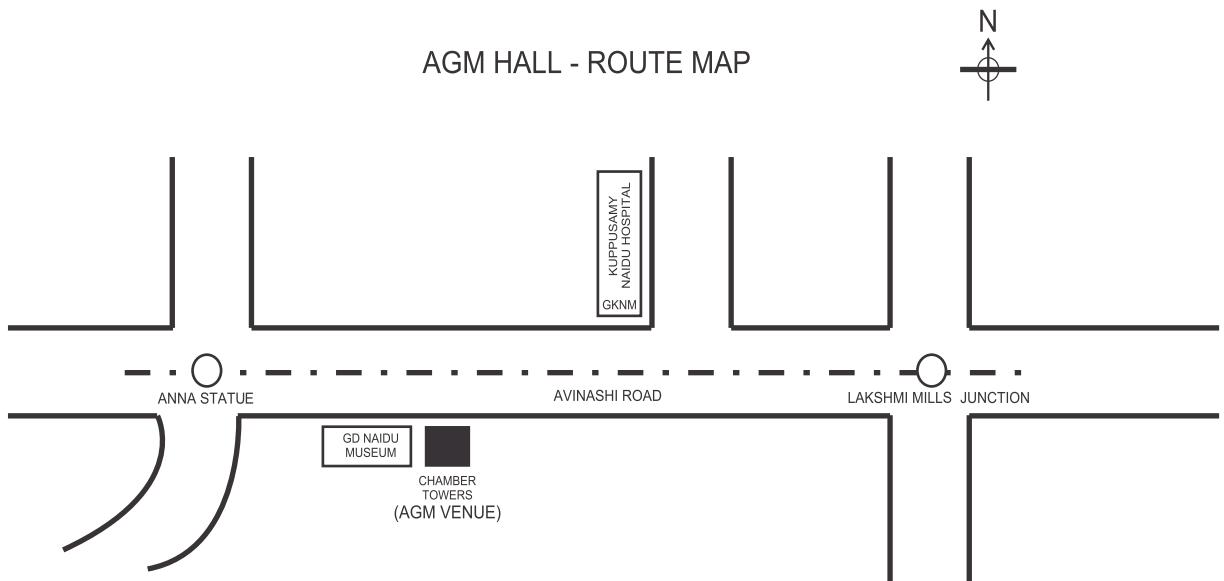
None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the said resolution.

Coimbatore
25th May, 2015

By order of the Board
T.G.Thamizhanban
Company Secretary



AGM HALL - ROUTE MAP





pricol limited

Regd. Office : CPM Towers, 109, Race Course, Coimbatore - 641 018, India.
Phone : +91 422 4336000, Fax : +91 422 4336299, Website : www.pricol.com, e-mail : cs@pricol.co.in
CIN : L33129TZ1972PLC000641

ATTENDANCE SLIP

I hereby record my presence at the 43rd Annual General Meeting of the Company held on Wednesday 12th August 2015 at 4.30 p.m. at Chamber Hall, Chamber Towers, 8 / 732, Avinashi Road, Coimbatore - 641 018

Signature of Shareholder / Proxy

Note: Please fill up this attendance slip and hand it over at the entrance of the meeting hall. members are requested to bring their copies of the Annual Report to the AGM.

ELECTRONIC VOTING PARTICULARS

EVENT (Electronic Voting Event Number)	USER ID	PASSWORD



pricol limited

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PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

43rd Annual General Meeting – 12th August 2015

Name of the member (s): _____ Registered address: _____
E-mail Id: _____ Folio. No. / DP ID No. & Client ID No.: _____
I/We, being the member (s) of shares of **Pricol Limited**, hereby appoint:
1. Name:..... 2. Name:..... 3. Name:.....
Address:..... Address:..... Address:.....
E-mail Id:..... E-mail Id:..... E-mail Id:.....
Signature:....., or failing him/her Signature:....., or failing him/her Signature:.....

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the **43rd Annual General Meeting** of the Company, to be held on the Wednesday, August 12, 2015 at 4.30 p.m. at Chamber Hall, Chamber Towers, 8 / 732, Avinashi Road, Coimbatore - 641 018, India and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution	
1. Consider and adopt Audited Financial Statements, Reports of the Board of Directors and Auditor	4. Appointment of Statutory Auditor and fixing their remuneration.
2. Re-appointment of Mrs. Vanitha Mohan, who retires by rotation, as a Director	5. Ratification of Remuneration to Cost Auditor
3. Re-appointment of Mr. Vikram Mohan, who retires by rotation, as a Director	

Signed this day of 2015

Signature of Shareholder

Affix Re.1
Revenue
Stamp

Notes:

- This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.**
- A Proxy need not be a member of the Company
- Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.