



PRICOL LIMITED

(CIN: L34200TZ2011PLC022194)

109, Race Course, Coimbatore - 641 018, India.

Phone: + 91 422 4336000, Website: www.pricol.com, E-mail: cs@pricol.co.in

NOTICE OF 9th ANNUAL GENERAL MEETING

NOTICE is hereby given that the Ninth Annual General Meeting of the Shareholders of the Company will be held on Wednesday, 16th September 2020 at 3.00 p.m. IST through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following business:

ORDINARY BUSINESS

1. ADOPTION OF FINANCIAL STATEMENTS AND REPORTS OF THE BOARD OF DIRECTORS AND AUDITORS:

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

"RESOLVED that the Audited Financial Statements of the Company for the year ended 31st March 2020 including Audited Balance Sheet as at 31st March 2020, Statement of Profit and Loss, Cash Flow Statement and Audited Consolidated Financial Statements for the year ended on that date, together with the Directors' Report and the Auditors' Report(s) thereon as circulated to the members, be and are hereby, approved and adopted."

2. REAPPOINTMENT OF MRS. VANITHA MOHAN, AS DIRECTOR:

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 152 and any other applicable provisions of the Companies Act, 2013, Mrs. Vanitha Mohan

(DIN:00002168), Director, who retires by rotation and being eligible, offers herself for reappointment, be and is hereby reappointed as a director of the Company."

SPECIAL BUSINESS

3. REAPPOINTMENT OF MRS. SRIYA CHARI, AS AN INDEPENDENT DIRECTOR:

To consider and, if thought fit, to pass, with or without modification(s), the following Resolution as **"Special Resolution"**:

"RESOLVED that pursuant to the provisions of Sections 149, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Mrs. Sriya Chari (DIN: 07383240), who was appointed as an Independent Director of the Company for a 5 years term upto 26th May 2021 by the shareholders and being eligible, and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing her candidature for the office of a Director be and is hereby reappointed as an Independent Director of the Company for a second term of 5 (Five) consecutive years with effect from 27th May 2021 to 26th May 2026, and whose office shall not be liable to retire by rotation."

4. RATIFICATION OF REMUNERATION PAYABLE TO COST AUDITOR :

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

"RESOLVED that the remuneration of ₹.2,75,000 in addition to reimbursement of travel and out-of-pocket expense, payable to Mr.G.Sivagurunathan, Cost Accountant (ICWAI Membership No: 23127), who was appointed as Cost Auditor of the Company to conduct an Audit of the Cost Accounts for the year 2020-21 as recommended by the Audit Committee and approved by the Board of Directors of the Company, in terms of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules 2014, be and is hereby ratified."

By order of the Board
T.G.Thamizhanban
Company Secretary
FCS No.: 7897

Coimbatore
29th July, 2020

NOTES :

1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its circular dated 5th May 2020 read with circulars dated 8th April 2020 and 13 April 2020 (collectively referred to as "MCA Circulars") permitted the holding of the Annual General Meeting ("AGM") through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR") and MCA Circulars, the AGM of the Company is being held through VC / OAVM.
2. In compliance with the aforesaid MCA Circulars and SEBI Circular dated 12th May 2020, Notice of the AGM along with the Annual Report 2020 and instructions for e-voting & attending AGM through VC / OAVM are being sent only

through electronic mode to those Members whose email addresses are registered with the Company / Depositories. Members may note that the Annual Report 2020, AGM notice etc., will also be available on the Company's website www.pricol.com, websites of the Stock Exchanges, BSE Limited (www.bseindia.com), National Stock Exchange of India Limited (www.nseindia.com) and on the website of NSDL <https://www.evoting.nsdl.com>.

3. For receiving all communication (including Annual Report) from the Company electronically:
 - a) Members holding shares in physical mode and who have not registered / updated their email address with the Company are requested to register / update the same by writing to the Company "investor@pricol.co.in" / RTA "srirams@integratedindia.in" with details of folio number and attaching a self-attested copy of PAN card.
 - b) Members holding shares in dematerialised mode are requested to register / update their email addresses with the relevant Depository Participant.
4. Members who wish to register themselves as speaker shareholder (to speak at the AGM) are requested to write to the Company, from their registered email address mentioning their name, DPID & Client ID / Folio No, PAN, Mobile No., on or before 10th September 2020 to "cs@pricol.co.in".

Those members who have registered themselves as a speaker shareholder will only be allowed to express their views / ask questions during AGM. The company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

5. Members who require any clarification on accounts or operation of the company are requested to write, from their registered e-mail

ID mentioning their name, DPID & Client ID / Folio No, PAN, Mobile No., on or before 10th September 2020 to "cs@pricol.co.in". The queries will be answered suitably.

6. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS / HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.** Since this AGM is being held through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
7. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013 ("the Act").
8. Members are requested to intimate changes, if any, pertaining to their name, postal address (enclose copy of Aadhar card), email address, telephone / mobile numbers, Permanent Account Number (PAN) (enclose copy of PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code (enclose cancelled cheque leaf), etc., to their Depository Participant in case the shares are held by them in electronic form and email to investor@pricol.co.in / srirams@integratedindia.in, in case the shares are held by them in physical form.
9. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from, 1st April 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated

with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form.

10. Members are requested to note that, dividends if not encashed for a consecutive period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the "Investor Education and Protection Fund" ("IEPF"). The shares in respect of such unclaimed dividends are also liable to be transferred to the demat account of the IEPF Authority. In view of this, Members are requested to claim their dividends from the Company, within the stipulated timeline.

The Company has transferred the unpaid or unclaimed dividends and respective shares, from time to time, to the Investor Education and Protection Fund ("IEPF") established by the Central Government. Details of dividends / shares so far transferred to the IEPF Authority are available on the website of IEPF Authority weblink: www.iepf.gov.in and Company weblink: <https://pricol.com/investor-relations.aspx>.

The details of unpaid and unclaimed dividends lying with the Company as on 31st March 2020 are uploaded on the website of the Company and can be accessed through the link <https://pricol.com/investor-relations.aspx>. For claiming the amount, email to "cs@pricol.co.in".

The Members, whose unclaimed dividends / shares have been transferred to IEPF, may claim the same by making an online application to the IEPF Authority in web Form, available on www.iepf.gov.in.

11. 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 SEBI (Listing Obligations and

Disclosure Requirements) Regulations, 2015 are annexed hereto.

12. The relevant details, pursuant to Regulations 26(4) and 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking appointment / reappointment at this AGM, forms part of this notice.
13. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. Members are requested to submit these details to their DP in case the shares are held by them in electronic form, and to the Company's Registrars and Transfer Agents (RTA), Integrated Registry Management Services Private Limited, in case the shares are held in physical form.
14. The members who hold shares on the cut-off date of Wednesday, 9th September 2020 are eligible to exercise their right to vote through remote e-voting or voting during 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 note for information purposes only.
15. For the purpose of Secretarial Standard, Registered office of the company will be treated as AGM venue.
16. Since the AGM will be held through VC / OAVM, the Route Map, is not annexed in this Notice.

17. VOTING THROUGH ELECTRONIC MEANS

- a) In compliance with provisions of Section 108 of the Act, read with the corresponding rules, and Regulation 44 of the SEBI LODR, the Company is pleased to provide facility to its members to exercise

their votes, electronic voting ('e-voting') facility provided by National Securities Depository Limited (NSDL).

- b) Remote e-voting period **commences on Saturday, 12th September 2020 (9:00 a.m. IST) and ends on Tuesday, 15th September 2020 (5:00 p.m. IST)**. During this period, Members holding shares either in physical form or in dematerialized form, as on Wednesday, 9th September 2020 i.e."cut-off date", may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter.
- c) Members who have cast their vote by remote e-voting prior to the AGM may also attend / participate in the AGM through VC / OAVM but shall not be entitled to cast their vote again.
- d) Members, who present in the AGM through VC / OAVM facility and have not cast their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during AGM.
- e) The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.
- f) Any person, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@nsdl.co.in. However, if he / she is already registered with NSDL for remote e-voting then he / she can use his / her existing User ID and password for casting the vote.
- g) Mr.P.Eswaramoorthy, of M/s.P.Eswaramoorthy & Co, Company Secretaries, has been appointed as the Scrutiniser to

scrutinise the voting by electronic means, through VC / OAVM, in a fair and transparent manner.

- h) The scrutinizer shall, immediately after the conclusion of voting at AGM, unblock the votes cast through remote e-voting and during AGM, 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.
- i) 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 the Stock Exchanges.

j. PROCESS AND MANNER FOR REMOTE E-VOTING / VOTING AT AGM:

(A) 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 authorized signatory(ies) who are authorised to vote, to the Scrutiniser through e - mail to eswarfcs@gmail.com with a copy marked to evoting@nsdl.co.in.

(B) 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.

(C) 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).

(D) In case of a member whose e-mail address is not registered / updated with the Company / RTA / Depository Participant(s), please follow the following steps to generate your login credentials:

- a) Members holding shares in physical mode, who have not registered / updated their email addresses with the Company, are requested to register / update the same by writing to the RTA with details of folio number, name, scanned copy of the share certificate (front & back) and self-attested copy of PAN card and Driving License / Passport / Bank Statement / Aadhar card to "srirams@integratedindia.in".
- b) Members holding shares in dematerialised mode, please provide DPID and Client ID, Name, Client master or copy of Consolidated Account statement, self attested scanned copy of PAN card, and Driving License / Passport / Bank Statement / Aadhar to "srirams@integratedindia.in".
- c) After due verification, RTA will forward your login credentials to your registered email address.
- d) On receipt of above email, please follow all the steps from Sl.No. j (A) (i) to (xii) to cast your vote.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC / OAVM AREAS UNDER:

1. Member will be provided with a facility to attend the AGM through VC / OAVM through the NSDL e-Voting system. Members may access the same at <https://www.evoting.nsdl.com> under shareholders / members login by using the remote e-voting credentials. The link for VC / OAVM will be available in shareholder / members login where the EVEN of Company will be displayed. Please note that the

members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.

2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further, members will be required to allow camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio / Video loss due to fluctuations in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

DETAILS OF DIRECTORS SEEKING APPOINTMENT / REAPPOINTMENT :

Reappointment of Mrs. Vanitha Mohan (Item No:2)

Mrs. Vanitha Mohan, 67 years of age, Chairman of the Company, is a Commerce Graduate with a Post Graduate Diploma in Business Management from the University of Strathclyde, Glasgow, UK. She is having 34 years of experience and heads the Internal Audit functions and Corporate Social Responsibility activities of the Company. She was appointed on the Board of Directors of the Company on 1st November 2016. During the year 2019 - 20, she attended 8 (Eight) Board meetings of the Company. The remuneration in the form of salary, perquisites and commission for the year 2019 - 20 is ₹ 106.99 lakhs. Salary, perquisites and commission will be paid in accordance with the Shareholders' approval.

She is also a Director in Sagittarius Investments Private Limited, Shrimay Enterprises Private Limited, Bhavani Infin Services India Private Limited, Raavi Quattro Private Limited and Libra Conclave Private Limited.

She is a member of the Audit Committee and Stakeholders Relationship Committee and Chairman of CSR Committee & Investment and Borrowing Committee of the Company. She holds 3,726,488 shares in the Company

She is the Managing Trustee of SIRUTHULI, an NGO formed to address the environmental issues of Coimbatore with focus on water management and enhancement of green cover of the city. She is also a Trustee of ND Foundation. She is the Vice Chairman of Kongu Global Forum, an organisation set up for the development of 7 districts forming part of Kongu region of Tamilnadu. She was the President of the Coimbatore Chapter of the Indian Chamber of Commerce and Industry.

Subject to the approval of the shareholders, the Board of Directors, at their meeting held on 1st February 2018 have appointed her as Chairman for a period of three years with effect from 1st April 2018 to 31st March 2021. Her appointment is liable to retire by rotation. As Chairman, Mrs. Vanitha Mohan received the remuneration which was approved by the Shareholders.

Mrs. Vanitha Mohan and Mr. Vikram Mohan are related to each other. Mr. Vikram Mohan is the elder son of Mrs. Vanitha Mohan.

Except Mrs. Vanitha Mohan, being an appointee and her relatives, none of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution.

This explanatory statement may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Companies Act, 2013 and Regulation 36 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

The Board considers that her educational qualification, experience & exposure in the Company, Industry and social activities would be of immense benefits to the Company and it is desirable to avail services of Mrs. Vanitha Mohan, as Chariman.

The Board recommends the resolution set out at Item No.2 of the Notice for your approval.

Reappointment of Mrs.Sriya Chari (Item No:3)

For the details of Mrs.Sriya Chari please refer to the statement in respect of the Special Business set out at Item No. 3 of the Notice of Annual General Meeting pursuant to Section 102 of the Companies Act, 2013.

STATEMENT OF MATERIAL FACTS CONCERNING ITEMS OF SPECIAL BUSINESS

(Annexed to notice pursuant to Section 102 of the Companies Act, 2013)

Item No.3

Mrs.Sriya Chari (DIN: 07383240), was appointed as an Independent Director of the Company for a 5 years term upto 26th May 2021.

Pursuant to the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("LODR Regulations") an Independent Director shall hold office for a term upto five consecutive years on the Board of the Company and shall be eligible for re-appointment for another term of five consecutive years on passing of a Special Resolution by the Company and disclosure of such appointment in the Board Report. The Company has received a notice in writing from the member, proposing her candidature for the office of Independent Director of the Company.

The Board of Directors at its meeting held on 29th June 2020 on the recommendation of the Nomination and Remuneration Committee and on the basis of performance evaluation of Independent Directors, recommended the reappointment of Mrs.Sriya Chari as Independent Director of the Company for a second term of five years with effect from 27th May 2021 to 26th May 2026 based on her skills, education experience, knowledge and report of her performance evaluation. Her reappointment is subject to the approval of the shareholders by way of a Special Resolution.

Mrs.Sriya Chari, 46 years of age, is B.Com (Hons.) graduate from Sriram College of Commerce, Delhi and MBA from Cardiff Business School, University of Wales. She is having an experience of 27 years and presently Director in Rajsriya Automotive Industries

Private Limited, Yogya Systems Private Limited and India Motor Parts & Accessories Limited. She does not hold any shares of the Company. Her appointment is not liable to retire by rotation. Sitting fee and commission will be paid broadly on the basis of attendance to the Board and Committee meetings.

The Company has received from Mrs. Sriya Chari (i) consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014, (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that she is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013, and (iii) a declaration to the effect that she meets the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013.

In the opinion of the Board of Directors, Mrs.Sriya Chari fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for her reappointment as an Independent Director of the Company and is independent of the management. The copy of the letter for appointment of Mrs.Sriya Chari as an Independent Director setting out the terms and conditions would be available for electronic inspection during normal business hours on working days up to the date of this AGM.

The Board considers that her educational qualification, experience & exposure in Automotive Industry would be of immense benefit to the Company and it is desirable to avail services of Mrs.Sriya Chari as an Independent Director. Accordingly, the Board recommends the resolution in relation to reappointment of Mrs.Sriya Chari as an Independent Director, for the approval by the shareholders of the Company.

Except Mrs.Sriya Chari, being an appointee and her relatives, none of the Directors and Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 3. She is not related to any Director, Manager and Key Managerial Personnel of the Company.

This Explanatory Statement may also be read and treated as a disclosure under Regulation 36 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015. The Board recommends the resolution set out at item no: 3 of the Notice for your approval.

Item No.4

The Board of Directors at their meeting held on 29th June 2020, appointed Mr.G.Sivagurunathan, Cost Accountant (ICWAI Membership No : 23127), as Cost Auditor of the Company, in terms of Section 148 of the Companies Act, 2013 and fixed a sum of ₹ 2,75,000 as remuneration payable to them, for the Financial Year 2020-21.

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.

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.

The Board recommends the resolution set out at item no: 4 of the Notice for your approval.

By order of the Board
T.G.Thamizhanban
Company Secretary
FCS No.: 7897

Coimbatore
29th July, 2020

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