

Certified true copy of the resolution passed in 65th Meeting of the Board of Directors of Pricol Limited held on 19th November, 2020 at Board Room, II Floor, 109, Race Course, Coimbatore – 641018

RESOLUTION NO: 3 - APPROVAL OF LETTER OF OFFER

“RESOLVED THAT in furtherance of the resolution dated September 4, 2020 of the Board of Directors approving the proposed Issue, the letter of offer for the proposed rights issue to Eligible Equity Shareholders, eligible renounees thereof and / or to such other persons in accordance with the provisions of the Companies Act, 2013, as amended, and other applicable law for the time being in force, including the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and Securities and Exchange Board of India (Issue of capital and Disclosure Requirements) Regulations, 2018, as amended (“SEBI ICDR Regulations”), the uniform listing agreements executed with BSE Limited and the National Stock Exchange of India Limited (the “Stock Exchanges”), the Securities Contracts (Regulation) Act, 1956, as amended, the Securities Contracts (Regulation) Rules, 1957, as amended, the Foreign Exchange Management Act, 1999, as amended, and rules and regulations made thereunder (“Applicable Law”), on the record date (for this purpose, i.e., 25th November 2020) (the “Letter of Offer”), a copy of which is placed before the Board and initialled by the Company Secretary for the purpose of identification, containing the requisite information as prescribed by Applicable Law, be and is hereby approved by the Board and adopted for filing with the Securities and Exchange Board of India (“SEBI”) and the Stock Exchanges, as the case may be, in accordance with Applicable Law.

“RESOLVED FURTHER THAT the Directors of the Company / the Chief Financial Officer / Company Secretary, be and are hereby severally authorized to sign the Letter of Offer for and on behalf of the Company.”

“RESOLVED FURTHER THAT the Directors of the Company / the Chief Financial Officer / Company Secretary, be and are hereby severally authorized to do all such acts, deeds, matters and things and to execute all such documents, instruments as deemed necessary in this regard, including filing the same with SEBI, the Stock Exchanges, and with any other government authority or regulatory authority or person as required under Applicable Law with respect to the Issue and issuing the Letter of Offer along with the Abridged Letter of Offer, Application Form and the Entitlement Letter to the Eligible Equity Shareholders.”

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“RESOLVED FURTHER THAT the Rights Issue Committee, be and is hereby authorized to make the necessary changes, updates, alterations, revisions, modifications or amendments in the Letter of Offer, Application Form, Abridged Letter of Offer, Entitlement Letter, any international wrap, any related addenda or corrigenda, and other documents, information, disclosures, confirmations, statements, certificates, including financial statements and auditors’ report thereon, etc. as may be required to be included / mentioned, in compliance with applicable provisions of SEBI ICDR Regulations, in the Letter of Offer, Application Form, Abridged Letter of Offer, any related corrigenda or addenda and such other documents in connection therewith to be filed with SEBI, stock exchanges where the equity shares of the Company are listed or any other authorities, to negotiate, authorize, approve and pay commission, fees, remuneration, expenses and / or any other charges to the applicable agencies / intermediaries / persons and to give them such directions or instructions as it may deem fit from time to time.”

“RESOLVED FURTHER THAT Mrs.Vanitha Mohan, Chairman; Mr.Vikram Mohan, Managing Director; Mr.J. Sridhar, Director Finance; Mr.K. Ramesh, Chief Financial Officer and Mr.T.G. Thamizhanban, Company Secretary; be and are hereby authorized individually and severally to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary or desirable for such purpose.”

“RESOLVED FURTHER THAT certified copies of this resolution be provided to those concerned under the hands of any director or the Company Secretary, wherever required.”

Certified True Copy



(T.G.Thamizhanban)
Company Secretary
ICSI M.No: F7897

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE 4TH MEETING OF THE RIGHTS ISSUE COMMITTEE OF PRICOL LIMITED HELD ON 20TH NOVEMBER, 2020 AT 109, RACE COURSE, COIMBATORE 641 018:

RESOLUTION NO.2 - APPROVAL OF THE FINAL DRAFT OF THE LETTER OF OFFER

“RESOLVED THAT in furtherance of the resolution dated 19th November 2020 of the Board approving the letter of offer for the Issue (the **“Letter of Offer”**), an updated draft of the Letter of Offer, a copy of which is placed before the Committee and initialled by the chairman for the purpose of identification, be and is hereby approved.

“RESOLVED FURTHER THAT Mrs.Vanitha Mohan, Chairman; Mr.Vikram Mohan, Managing Director; Mr.J. Sridhar, Director Finance; Mr.K. Ramesh, Chief Financial Officer and, Mr.T.G. Thamizhanban, Company Secretary be and are hereby authorized individually and severally to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary or desirable for such purpose.”

“RESOLVED FURTHER THAT certified copies of this resolution be provided to those concerned under the hands of any director or the Company Secretary, wherever required.”

Certified true copy
For Pricol Limited



(T.G.Thamizhanban)
Company Secretary
ICSI Membership No: F7897