



pricol limited

(CIN: L33129TZ1972PLC000641)

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

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NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the Forty-Second Annual General Meeting of the Shareholders of the Company will be held on Friday, 8th August 2014 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 2014 including Audited Balance Sheet as at 31st March 2014, 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 Final Dividend for the year 2013-14 at the rate of ₹ 0.40/- per share of ₹ 1/- each fully paid up (40%), be declared and paid out of the current profits of the Company for the financial year ended 31st March, 2014 on 94,500,000 equity shares of ₹ 1/- each absorbing ₹ 37,800,000/- to the shareholders whose name appear on the Register of Members of the Company as on 8th August, 2014 for those holding shares in physical form and as per the details furnished by the Depositories for this purpose as at the end of business hours on 31st July, 2014 in respect of the shares held in demat form, without deduction of tax."

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

"RESOLVED that Mr.D.Sarath Chandran (holding DIN: 00001885), 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 Mr.Vijay Mohan (holding DIN : 00001843), 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."

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

"RESOLVED that M/s.Haribhakti & Co., Chartered Accountants, Coimbatore, (ICAI Registration No. 103523W) be and are hereby appointed as Statutory Auditors of the Company to hold office from the conclusion of this 42nd Annual General Meeting till the conclusion of 43rd Annual General Meeting on a remuneration of Rs.3,000,000/- plus reimbursement of expenses, if any, incurred in connection with the audit of accounts of the Company for the financial year ending 31st March 2015."

SPECIAL BUSINESS

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

"RESOLVED that pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr.C.R.Swaminathan (holding DIN : 00002169), Director of the Company whose period of office is liable to determination by retirement of directors by rotation and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an "Independent Director" of the Company to hold office upto 28th February 2018 from the conclusion of this Annual General Meeting and not liable to retire by rotation."

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

"RESOLVED that pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr.K.Murali Mohan (holding DIN: 00626361), Director of the Company whose period of office is liable to determination by retirement of directors by rotation and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an "Independent Director" of the Company to hold office upto 31st March, 2018 from the conclusion of this Annual General Meeting and not liable to retire by rotation."

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

"RESOLVED that pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr.Suresh Jagannathan (holding DIN: 00011326), Director of the Company whose period of office is liable to determination by retirement of directors by rotation and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an "Independent Director" of the Company to hold office upto 31st July 2019 from the conclusion of this Annual General Meeting and not liable to retire by rotation."

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

"RESOLVED that pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the

Companies Act, 2013, Mr. R. Vidhya Shankar (holding DIN: 00002498), Director of the Company whose period of office is liable to determination by retirement of directors by rotation and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an "Independent Director" of the Company to hold office upto 31st July 2019 from the conclusion of this Annual General Meeting and not liable to retire by rotation."

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

"RESOLVED that pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr.G.Soundararajan (holding DIN: 00037955), Director of the Company whose period of office is liable to determination by retirement of directors by rotation and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an "Independent Director" of the Company to hold office upto 31st July 2019 from the conclusion of this Annual General Meeting and not liable to retire by rotation."

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

"RESOLVED that in supersession of the Ordinary Resolution passed under Section 293(1)(d) of the Companies Act, 1956 at the 35th Annual General Meeting held on 3rd August, 2007 and pursuant to Section 180(1)(c) and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the Company be and is hereby accorded to the Board of Directors and / or any Committees thereof to borrow moneys (apart from temporary loans obtained / to be obtained from the Company's Bankers in the ordinary course of business) in excess of the aggregate of the paid up share capital and free

reserves of the Company, provided that the total amount so borrowed and outstanding at any point of time, shall not be in excess of ₹ 6,500 Million (Rupees Six thousand and Five hundred million).”

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

"RESOLVED that pursuant to the provisions of Section 14 and any other applicable provisions of the Companies Act, 2013, the Articles of Association of the Company be and is hereby altered as follows :

By deleting the existing Article 24 (a) and substituting with the following new Article 24 (a) in its place:

24. (a) The Board of Directors of the Company may, subject to the provisions of the Companies Act 2013 or any modification thereof, from time to time appoint one or more of their body to the office of Managing Director or Whole-Time Director for such period and on such terms as it thinks fit.

Such appointee shall not, while holding such office be subject to retirement by rotation at the Annual General Meetings, unless the constitution of the Board at a given point of time requires any or all of them to retire by rotation and seek re-election.

The Board of Directors may entrust to and confer upon such Managing Director, Joint Managing Director or Whole-Time Director all or any of the powers exercisable by them with such restrictions as they think fit, either collaterally with or to the exclusion of their own powers and subject to their superintendence, control and direction. The remuneration payable to such persons shall be subject to approval of the Company in a General Meeting and subject to the approval by the Central Government as and when required.

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

"RESOLVED that, pursuant to Clause 49 of the Listing Agreement entered with the Stock

Exchanges, Section 188 and other applicable provisions of the Companies Act, 2013, and the Rules made thereunder and the consent of the Company be and is hereby accorded to the Board of Directors (including any Committee of the Board) to enter into annual contracts / arrangements with M/s.Pricol Asia Pte Limited, Singapore, a Wholly Owned Subsidiary and consequently a related party, for transactions subject to an annual limit as set out below with effect from 1st April 2014 :

Nature of transaction	Transaction limit per annum with effect from 1 st April 2014 (₹ Million)
a. Sale and Purchase of Goods, Materials, Assets etc.	2,500
b. Rendering and Availing of Services	

RESOLVED further that the Board of Directors of the Company and / or any Committee thereof be and is hereby authorised to do all such acts, deeds, matters and things, as may be necessary to give effect to the above resolution.

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

"RESOLVED that the remuneration of ₹ 0.500 Million, in addition to reimbursement of travel and out-of-pocket expenses, payable to M/s. STR & Associates, Cost Accountants (ICWAI Registration No : 000029), who were appointed as Cost Auditor of the Company to conduct an Audit of the Cost Accounts for the year 2014-15 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."

Coimbatore
29th May, 2014

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 / 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 ten percent of the total share capital of the Company.

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 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 (IV) (G) of the Listing Agreement are provided in the Report on Corporate Governance forming part of Annual Report 2014.
4. The Register of Members and Transfer Books of the Company will be closed from 1st August 2014 to 8th August 2014 (both days inclusive) for annual closing and determining the entitlement of the shareholders to the final dividend for 2014.
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 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. 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.

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 2014 is being sent to all the members whose email IDs are registered with the Company/Depository Participant(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 copies of the Annual Report for 2014 is being 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 42nd Annual General Meeting and the Annual Report for 2013-14 will also be 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. 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 of the meeting.
11. Electronic copy of the Notice of the 42nd 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 communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the 42nd 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, the Company is pleased to provide members facility to exercise their right to vote on the AGM subjects, by electronic means and the business may be transacted through e-Voting Services provided by National Securities Depository Limited (NSDL).
 - b) The e-voting period commences on 2nd August 2014 (0830 hours) and ends on 4th August 2014 (1730 hours). During this period shareholders' of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date (record date) of 23rd June 2014, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
 - c) The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (record date) of 23rd June 2014.
 - d) Mr. K Sriram, Partner of M/s. S Krishnamurthy & Co, Company Secretaries, has been appointed as the Scrutiniser to scrutinise the e-voting process in a fair and transparent manner.
 - e) The Scrutiniser shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- f) The Results shall be declared on or after the AGM of the Company. The Results declared alongwith the Scrutiniser's Report shall be placed on the Company's website www.pricol.com and on the website of NSDL within two (2) days of passing of the resolutions at the AGM of the Company and communicated to the Stock Exchanges.
 - g) **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 skco.cs@gmail.com with a copy marked to evoting@nsdl.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.nsd.com OR contact NSDL at the following Telephone No : 022-24994600.
- h) 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.
- i) 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. POSTAL BALLOT FORM :

In terms of Clause 35 B of the Listing Agreement, those members, who do not have access to e-voting facility, may send their assent or dissent in writing on the Postal Ballot Form attached with this AGM Notice in the enclosed self-addressed postage pre-paid envelope so as to reach the

Scrutinizer at the address mentioned therein, on or before August 4, 2014. Any Postal Ballot Form received after this date will be treated as if the reply from the member has not been received.

If any member exercises both e-voting and postal ballot, then the Scrutiniser will consider only the e-voting.

Members are requested to read the instructions given below :

- i. The postal ballot form should be completed and signed by the sole / first named member. In case of joint holding, this Form should be completed and signed (by the first named member and in his absence, by the next named joint holder. The signature of the member on this Postal Ballot Form should be as per the specimen signature registered with the Company or furnished by National Securities Depository Limited / Central Depository Services (India) Limited to the Company, in respect of shares held in the physical form or dematerialised form, respectively.
- ii. In case of shares held by companies, trusts, societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of the Board Resolution / Authorisation together with attached specimen signature(s) of the duly authorised signatories.
- iii. Members holding shares in dematerialised form are advised, in their own interest, to get their signatures verified by their Banker / Depository Participant (DP). Signatures should be verified by the Manager of the concerned Bank / DP by affixing a rubber stamp / seal mentioning name and address of the Bank / DP and name, stamp and signature of the Manager.
- iv. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self-addressed envelope as all such envelopes will be sent to the Scrutiniser and any other paper found in such envelope, the same would not be considered and would be destroyed by the Scrutiniser.

- v. The votes should be cast in favour of or against the Resolution by putting the tick mark (✓) in the column provided for assent or dissent. Postal Ballot Form bearing (✓) in both the column will render the form invalid. Incomplete, unsigned, incorrectly filed or bearing more than one Postal Ballot Forms will be subject to rejection by the Scrutiniser.
- vi. There will be one Postal Ballot Form for every Folio / Client ID irrespective of the number of joint holder.
- vii. The Postal Ballot shall not be exercised by a Proxy.
- viii. Postal Ballot Form - Votes will be considered invalid on the following grounds.
 - a) If the member's signature does not tally.
 - b) If the member has marked all his shares both in favour and also against the resolutions.
 - c) If the Ballot paper is unsigned.
 - d) If the Ballot paper is filed in pencil or signed in pencil.
 - e) If the Ballot paper is received torn or defaced or mutilated to an extent that it is difficult for the Scrutiniser to identify either the member or the number of votes or as to whether the votes are in favour or against or if the signature could not be checked or one or more of the above grounds.
- ix. The Scrutiniser's decision on the validity of the Postal Ballot will be final.
- 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.

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Statement of material facts concerning items of Special Business

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

Item No.6

Mr.C.R.Swaminathan, 66 years of age, is a B.Sc, (Agri), MBA, retired as Chief Executive of PSG Institutions, after 42 years of service. He is also a director on the Board of Shanthi Gears Limited, Magna Electrocastings Limited, Chandra Textiles Private Limited, Rajalakshmi Machine Works Private Limited and Bull Machines Private Limited. He is a member of the Audit Committee and Stakeholder's Relationship Committee of Pricol Limited. He is also the Chairman of the Audit Committee of Shanthi Gears Limited.

He is the Chairman of Sub- Committee on Education & Employability in Confederation of Indian Industry (CII) - Southern Region. He is the Co-Chair of Higher Education in National Council of CII. He is the Past Chairman of CII - Southern Region. He is the President of Residents Awareness Association of Coimbatore, Vice President - Esslingen Coimbatore Association. He is the Past President of Coimbatore Industrial Infrastructure Association (COINDIA), IMTMA, The Southern India Engineering Manufacturers Association and The Coimbatore Club. He is the Governing Council Member of The Indian Chamber of Commerce and Industry, Coimbatore. He is the Joint Secretary of Indian Council for Child Welfare, All India Board of Technician Education and Director - Board of Apprenticeship Training (SR), Government of India, Chennai. He holds 1,995 shares of the Company.

The Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013, from a member along with a cheque for ₹ 100,000/- proposing the candidature of Mr.C.R.Swaminathan for the office of Independent Director, to be appointed as such under the provisions of Section 149 of the Companies Act, 2013.

The Company has received from Mr.C.R.Swaminathan (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 he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013, and (iii) a declaration to

the effect that he 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, Mr.C.R.Swaminathan, the Independent Director proposed to be appointed, fulfills the conditions specified in the Companies Act, 2013 and the Rules made thereunder and he is independent of the Management.

A copy of the draft letter for the appointment of Mr.C.R.Swaminathan, as an Independent Director setting out the terms and conditions is available for inspection without any fee by the members at the Company's registered office during normal business hours on working days up to the date of the AGM.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr.C.R.Swaminathan as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Mr.C.R.Swaminathan as an Independent Director, not liable to retire by rotation, for the approval by the shareholders of the Company.

Except Mr.C.R.Swaminathan, being an appointee and his relatives, none of the Directors, Key Managerial Personnel or their relatives is concerned or interested, financially or otherwise, in the said resolution. This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing agreement with the Stock Exchange.

Item No.7

Mr.K.Murali Mohan, 66 years of age, B.E (Electrical) and a Fellow Member of the Institute of Chartered Accountants of India (FCA). He has been practicing as a Chartered Accountant since 1973, associated with large number of Corporates and Firms engaged in manufacturing and allied activities, service activities, as well as Charitable Institutions & other Public bodies. He is a visiting faculty at PSG College of Technology, Coimbatore. He is an Independent Director of two listed companies, The Bhavani Tea and Produce Co., Limited and The Be Be Rubber Estates Limited and Director in

SKDC Consultants Limited, Coimbatore. He is a member of Audit Committee of Pricol Limited, The Bhavani Tea and Produce Co. Limited and The Be Be Rubber Estates Limited. He does not hold any shares of the Company.

The Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013, from a member along with a cheque for ₹ 100,000/- proposing the candidature of Mr.K.Murali Mohan for the office of Independent Director, to be appointed as such under the provisions of Section 149 of the Companies Act, 2013.

The Company has received from Mr.K.Murali Mohan (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 he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013, and (iii) a declaration to the effect that he 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, Mr.K.Murali Mohan, the Independent Director proposed to be appointed, fulfills the conditions specified in the Companies Act, 2013 and the Rules made thereunder and he is independent of the Management.

A copy of the draft letter for the appointment of, Mr.K.Murali Mohan, as an Independent Director setting out the terms and conditions is available for inspection without any fee by the members at the Company's registered office during normal business hours on working days up to the date of the AGM.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr.K.Murali Mohan as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Mr.K.Murali Mohan as an Independent Director, not liable to retire by rotation, for the approval by the shareholders of the Company.

Except Mr.K.Murali Mohan, being an appointee and his

relatives, none of the Directors, Key Managerial Personnel or their relatives is concerned or interested, financially or otherwise, in the said resolution. This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing agreement with the Stock Exchange.

Item No.8

Mr.Suresh Jagannathan, 57 years of age, holds Bachelors Degree in Management Science from USA is a leading Industrialist and Managing Director of KLRF Limited. He is also a director in Elgi Rubber Company Limited, Precot Meridian Limited, Cape Flour Mills Private Limited, Cape Power Private Limited and Chempaka General Finance Private Limited. He is a member of the Audit Committee of Elgi Rubber Company Limited and Investors Grievance Committee of KLRF Limited. He holds 26,985 shares of the Company.

The Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013, from a member along with a cheque for ₹ 100,000/- proposing the candidature of Mr.Suresh Jagannathan for the office of Independent Director, to be appointed as such under the provisions of Section 149 of the Companies Act, 2013.

The Company has received from Mr.Suresh Jagannathan (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 he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013, and (iii) a declaration to the effect that he 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, Mr.Suresh Jagannathan, the Independent Director proposed to be appointed, fulfills the conditions specified in the Companies Act, 2013 and the Rules made thereunder and he is independent of the Management.

A copy of the draft letter for the appointment of, Mr.Suresh Jagannathan, as an Independent Director

setting out the terms and conditions is available for inspection without any fee by the members at the Company's registered office during normal business hours on working days up to the date of the AGM.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr.Suresh Jagannathan as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Mr.Suresh Jagannathan as an Independent Director, not liable to retire by rotation, for the approval by the shareholders of the Company.

Except Mr.Suresh Jagannathan, being an appointee and his relatives, none of the Directors, Key Managerial Personnel or their relatives is concerned or interested, financially or otherwise, in the said resolution. This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing agreement with the Stock Exchange.

Item No .9

Mr.R Vidhya Shankar, 44 years of age, is a Bachelor of Commerce and Bachelor of Law from Bharathiyar University, Coimbatore. He is a Gold Medalist and holds the record for a very rare first class in Law from the said University. He is a Partner of M/s.Ramani & Shankar, one of the oldest Law Firms in South India and ranked amongst the top 10 law firms by Business World in the year 2011. He specialises in Corporate Law, including in Corporate Transactions, Corporate Restructuring, Schemes and Arrangements, Corporate litigations, Domestic and International Arbitrations, Capital Market, FEMA compliances, Cross-border Transaction and General Corporate Advisory Services. Several of the litigations where he has been the Counsel on record, are landmark decisions reported in leading Corporate Journals. He is a sought after speaker on various corporate issues and regularly addresses seminars organised by Chamber of Commerce, ICAI, ICSI etc. He has served as Independent Director on the Board of Treadsdirect Limited. He currently serves as Independent Director on the Board of L.G.Balakrishnan & Brothers Limited and also member of Investors' Grievances Committee of the said Company. He is the Chairman of Audit Committee and member of

Stakeholders Relationship Committee of Pricol Limited. He does not hold any shares of the Company.

The Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013, from a member along with a cheque for ₹ 1,00,000/- proposing the candidature of Mr. R Vidhya Shankar for the office of Independent Director, to be appointed as such under the provisions of Section 149 of the Companies Act, 2013.

The Company has received from Mr.R Vidhya Shankar (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 he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013, and (iii) a declaration to the effect that he 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, Mr. R Vidhya Shankar, the Independent Director proposed to be appointed, fulfills the conditions specified in the Companies Act, 2013 and the Rules made thereunder and he is independent of the Management.

A copy of the draft letter for the appointment of, Mr. R Vidhya Shankar, as an Independent Director setting out the terms and conditions is available for inspection without any fee by the members at the Company's registered office during normal business hours on working days up to the date of the AGM.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. R Vidhya Shankar as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Mr. R Vidhya Shankar as an Independent Director, not liable to retire by rotation, for the approval by the shareholders of the Company.

Except Mr. R Vidhya Shankar, being an appointee and his relatives, none of the Directors, Key Managerial Personnel or their relatives is concerned or interested, financially or otherwise, in the said resolution. This

Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing agreement with the Stock Exchange.

Item No.10

Mr.G.Soundararajan, 56 years of age, is a Bachelor of Science from PSG College of Arts and Science, Coimbatore is a leading Industrialist. He is the Vice Chairman of C.R.I.Pumps Private Limited and a Director in Apex Bright Bars (CBE) Private Limited, C.R.I.Amalgations Private Limited, C.R.I Infrastructures India Private Limited, G4 Investments (India) Private Limited, C.R.I.Pumps S.A.(PTY) Limited, Bombas C.R.I. Espana S.L., Spain, C.R.I PUMPS (Shanghai) Co., Limited., Fabbrica Italiana Pompe Sommergibili S.R.I., and Trustee of C.R.I. Charitable Trust, Shri K.Gopal Memorial Trust, Coimbatore Masonic Charity Trust and Sri Gopal Naidu Educational Trust. He does not hold any shares of the Company.

The Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013, from a member along with a cheque for ₹ 100,000/- proposing the candidature of Mr. G Soundararajan for the office of Independent Director, to be appointed as such under the provisions of Section 149 of the Companies Act, 2013.

The Company has received from Mr.G.Soundararajan (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 he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013, and (iii) a declaration to the effect that he 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, Mr.G Soundararajan, the Independent Director proposed to be appointed, fulfills the conditions specified in the Companies Act, 2013 and the Rules made thereunder and he is independent of the Management.

A copy of the draft letter for the appointment of, Mr. G Soundararajan, as an Independent Director setting out the terms and conditions is available for inspection without any fee by the members at the Company's registered office during normal business hours on working days up to the date of the AGM.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. G Soundararajan as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Mr. G Soundararajan as an Independent Director, not liable to retire by rotation, for the approval by the shareholders of the Company.

Except Mr. G Soundararajan, being an appointee and his relatives, none of the Directors, Key Managerial Personnel or their relatives is concerned or interested, financially or otherwise, in the said resolution. This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing agreement with the Stock Exchange.

Item No:11

The members, at the General Meeting of the Company held on 3rd August, 2007, had, by way of an ordinary resolution, authorised the Board of Directors, to borrow monies up to ₹ 2,000 million over and above the paid up capital and free reserves, under Section 293(1)(d) of the Companies Act, 1956.

However, as per section 180(1)(c) of the Companies Act, 2013, notified on 12th September, 2013 read with General Circular no. 04/2014 dated 25th March, 2014, issued by the Ministry of Corporate Affairs, the said ordinary Resolution(s) will cease to be valid after 12th September, 2014.

Further, Companies 1956 Act required consent of the shareholders as an ordinary resolution for borrowings, however, Companies Act 2013 Act stipulates consent of members by way of a Special Resolution. Hence, consent of the members is being sought by way of the Special Resolution as set out in the notice.

The Board recommends the resolution set out at Item No : 11 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.

Item No.12

As per Section 152(6) of the Companies Act, 2013 not less than two-thirds of the total number of directors of a public company shall be persons whose period of office is liable to determination by retirement of directors by rotation. For the purposes of this sub-section, "total number of directors" shall not include independent directors. Presently Article 24(a) of the Company states that the Managing Director or Whole Time Director is not subject to retirement by rotation at the Annual General Meeting. In order to comply with the provisions Section 152, whenever there is a shortage in the directors liable for retire by rotation, Managing Director or Vice Chairman or Whole Time Directors of the Company will be treated as Directors liable for retire by rotation. This requires alteration of Articles of Association with the approval of members by way of Special Resolution.

The Board recommends the resolution set out at Item No: 12 of the Notice for your approval.

A copy of the Memorandum and Articles of Association of the Company together with the proposed alterations would be available for inspection by the members at the Registered Office of the Company during business hours on any working day including the date of the Annual General Meeting.

Except Managing Director and Vice Chairman and their relatives, none of the Directors, Key Managerial Personnel or their relatives is concerned or interested, financially or otherwise, in the said resolution

Item No.13

As per revised Clause 49 of the Listing Agreement which would be applicable with effect from 1st October 2014, all material related party transactions of the Company shall require approval of the shareholders through special resolution. A transaction with a related party shall be considered material if the transactions during a financial

year, exceeds five percent (5%) of the annual turnover or twenty percent (20%) of the net worth of the company as per the last audited financial statements of the Company, whichever is higher.

The Company imports components, materials etc., through its Wholly Owned Subsidiary Company "Pricol Asia Pte Limited, Singapore". The Company's said transactions, which is at Arm's length and in ordinary course, is a material related party transactions as per the revised clause 49 of the Listing Agreement, which requires approval of the shareholders through Special Resolution.

The Board recommends the resolution set out at Item No : 13 of the Notice for your approval.

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

Item No.14

The Board of Directors at their meeting held on 29th May 2014, appointed M/s. STR & Associates, Cost Accountants (ICWAI Registration No : 000029), as Cost Auditor of the Company, in terms of Section 148 of the Companies Act, 2013 and fixed a sum of ₹ 0.500 million as remuneration payable to them, for the Financial Year 2014-15.

The remuneration, as recommended by the Audit Committee and approved by the Board, is therefore 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 set out at Item No : 14 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
29th May, 2014

By order of the Board
Vijay Mohan
Chairman