

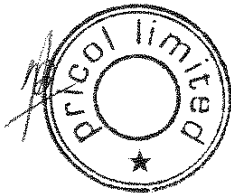
Pricol Limited
43rd AGM - Voting Results (as per Clause 35A of the Listing Agreement)

Date of AGM / EGM	August 12, 2015
Total number of shareholders on record date : Cut off date : 6-August-2015	29,415
No. of Shareholders present in the meeting either in person or through proxy: <ul style="list-style-type: none"> ▪ Promoters and Promoter Group: 5 ▪ Public: 66 	
No. of Shareholders attended the meeting through Video Conferencing: <ul style="list-style-type: none"> ▪ Promoters and Promoter Group: ▪ Public: 	Not arranged

Details of the Agenda

Item No	Details of the Agenda	Type of Resolution	Mode of Voting	Remarks
1	Consider and adopt audited Financial Statements, Reports of the Board of Directors and Auditors	Ordinary	E-Voting & Ballot at AGM	The resolution was passed with requisite majority.
2	Re-appointment of Mrs. Vanitha Mohan, who retires by rotation, as a Director	Ordinary	E-Voting & Ballot at AGM	The resolution was passed with requisite majority.
3	Re-appointment of Mr. Vikram Mohan, who retires by rotation, as a Director	Ordinary	E-Voting & Ballot at AGM	The resolution was passed with requisite majority.
4	Appointment of Auditors and fixing their remuneration	Ordinary	E-Voting & Ballot at AGM	The resolution was passed with requisite majority.
5	Ratification of Remuneration of Cost Auditor	Ordinary	E-Voting & Ballot at AGM	The resolution was passed with requisite majority.

Contd...2



Further the following details of E-Voting and Poll at AGM are given below:

Item No 1:

Consider and adopt audited Financial Statements, Reports of the Board of Directors and Auditors for the year ended 31st March 2015.

(Ordinary Resolution)

Promoter / Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
			3 [[2]/(1)] *100			6 [[4]/(2)] *100	7 [[5]/(2)] *100
	1	2		4	5		
Promoter and Promoter Group	3,81,20,373	3,75,46,983	98.50	3,75,46,983	-	100.00	-
Public – Institutional holders	35,38,817	5,08,594	14.37	5,08,594	-	100.00	-
Public-Others	5,31,37,531	77,74,543	14.63	77,15,884	1,471	99.25	0.02
Total	9,47,96,721	4,58,30,120	48.35	4,57,71,461	1,471	99.87	0.00

Item No 2:

Re-appointment of Mrs. Vanitha Mohan, who retires by rotation, as a Director.

(Ordinary Resolution)

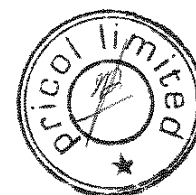
Promoter / Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
			3 [[2]/(1)] *100			6 [[4]/(2)] *100	7 [[5]/(2)] *100
	1	2		4	5		
Promoter and Promoter Group	3,81,20,373	3,75,46,983	98.50	3,75,46,983	-	100.00	-
Public – Institutional holders	35,38,817	5,08,594	14.37	5,08,594	-	100.00	-
Public-Others	5,31,37,531	77,74,543	14.63	77,09,479	7,176	99.16	0.09
Total	9,47,96,721	4,58,30,120	48.35	4,57,65,056	7,176	99.86	0.02

Item No 3:

Re-appointment of Mr. Vikram Mohan, who retires by rotation, as a Director.

(Ordinary Resolution)

Promoter / Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
			3 [[2]/(1)] *100			6 [[4]/(2)] *100	7 [[5]/(2)] *100
	1	2		4	5		
Promoter and Promoter Group	3,81,20,373	3,75,46,983	98.50	3,75,46,983	-	100.00	-
Public – Institutional holders	35,38,817	5,08,594	14.37	5,08,594	-	100.00	-
Public-Others	5,31,37,531	77,74,543	14.63	77,09,679	7,176	99.17	0.09
Total	9,47,96,721	4,58,30,120	48.35	4,57,65,256	7,176	99.86	0.02



Item No 4:

Appointment of Auditors and fixing their remuneration.

(Ordinary Resolution)

Promoter / Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
			3 [(2)/(1)] *100			6 [(4)/(2)] *100	7 [(5)/(2)] *100
	1	2		4	5		
Promoter and Promoter Group	3,81,20,373	3,75,46,983	98.50	3,75,46,983	-	100.00	-
Public – Institutional holders	35,38,817	5,08,594	14.37	5,08,594	-	100.00	-
Public-Others	5,31,37,531	77,74,543	14.63	77,12,133	4,722	99.20	0.06
Total	9,47,96,721	4,58,30,120	48.35	4,57,67,710	4,722	99.86	0.01

Item No 5:

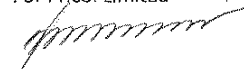
Confirmation of the remuneration payable to Cost Auditor.

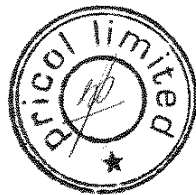
(Ordinary Resolution)

Promoter / Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
			3 [(2)/(1)] *100			6 [(4)/(2)] *100	7 [(5)/(2)] *100
	1	2		4	5		
Promoter and Promoter Group	3,81,20,373	3,75,46,983	98.50	3,75,46,983	-	100.00	-
Public – Institutional holders	35,38,817	5,08,594	14.37	5,08,594	-	100.00	-
Public-Others	5,31,37,531	77,74,553	14.63	77,15,543	1,822	99.24	0.02
Total	9,47,96,721	4,58,30,130	48.35	4,57,71,120	1,822	99.87	0.00

Yours faithfully,

For Pricol Limited


T.G.Thamizhanban
Company Secretary





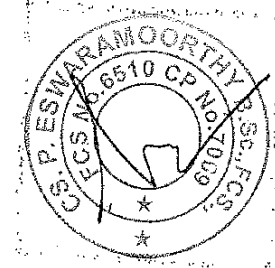
P. Eswaramoorthy BSc., FCS.,
Company Secretary in Practice

SCRUTINIZER'S REPORT FOR E-VOTING AND POLL

(Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Companies (Management and Administration) Amendment Rules, 2015

To

The Chairman
43rd Annual General Meeting of the Equity Shareholders of
M/s. PRICOL LIMITED
(CIN: L33129TZ1972PLC000641)
Held on Wednesday, the 12th day of August, 2015 at 4.30 P.M at
Chamber Hall, Chamber Towers,
8/732, Avinashi Road,
Coimbatore- 641 018,
Tamil Nadu, India



Dear Sir,

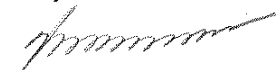
I, P.Eswaramoorthy, B.Sc., FCS, Practising Company Secretary having office at 44 & 44/1, Ramalinga Jothi Nagar, Nanjundapuram Road, Ramanathapuram, Coimbatore -641 045, Tamil Nadu, India have been appointed as a Scrutinizer of M/s. PRICOL LIMITED ("the Company") for the purpose of Scrutinizing the e-voting and poll process in a fair and transparent manner and ascertaining the requisite majority on e-voting carried out as per the provisions of section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 and Amended Rules 2015 on the below mentioned resolution(s), at the 43rd Annual General Meeting of the Equity Shareholders of Pricol Limited, held on 12th day of August, 2015 at 04.30 P.M at Chamber Hall, Chamber Towers, 8/732, Avinashi Road, Coimbatore – 641 018, Tamil Nadu, India.

The compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder relating to voting through electronic means (by remote e-voting) and poll on the resolutions proposed in the Notice of the 43rd Annual general Meeting of the company is the responsibility of the management. My responsibility as a Scrutinizer is to ensure that the voting process both through electronic means and by use of ballots by poll at the meeting are conducted in a fair and transparent manner and render consolidated scrutinizer's report of the total votes cast in favour or against if any, to the Chairman on the resolutions, based on the reports generated from the electronic voting system provided by National Securities Depository Limited (NSDL) and Voting at the AGM by Poll.

CERTIFIED TRUE COPY

1

44 & 44/1, Ramalinga Jothi Nagar, Near Corporation Office, Nanjundapuram Road,
for pricol limited Ramanathapuram, Coimbatore - 641 045. ☎ 0422 - 2322333
✉ eswarfcs@gmail.com, eswaracs@gmail.com


T.G. Thamizhanban
Company Secretary

ICSJ Membership No. 57997



4



P. Eswaramoorthy BSc., FCS.,
Company Secretary in Practice

We submit our report as under.

1. The e-voting period remained open from 7th August, 2015 (08.30 A.M IST) to 11th August, 2015 (5.00 P.M IST)
2. The Shareholders holding shares as on the "Cut off " date i.e., 6th August, 2015 were entitled to vote on the proposed resolutions (item No. 1 to 5 as set out in the notice of the 43rd Annual General Meeting of Pricol Limited)
3. The remote e-voting unblocked on 12th August, 2015 @ 5.40 p.m after conclusion of the Annual General Meeting in the presence of two witnesses, Ms. A.Sanofar and Mr. M.S.Sivakumar who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

A. Sanofar

.....
(A.Sanofar)

5/1B, KARIKALAN STREET,
ASHOKAPURAM,
ERODE - 638004

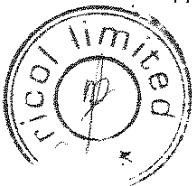
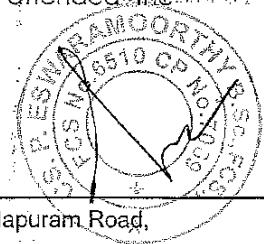
M.S. Sivakumar

.....
(M.S.Sivakumar)

46/1, KAMARAJ NAGAR,
THADAGAM ROAD,
EDAYARPALAM POST,
COIMBATORE - 641025.

4. The details containing, inter- alia, list of equity shareholders, who voted "For" and "Against", were downloaded from the e voting website of National Securities Depository Limited (<https://www.evoting.nsdl.com/>).
5. After the time fixed for closing of the poll by the Chairman, ballot boxes kept for polling were locked in my presence with due identification marks placed by me.
6. The locked ballot boxes were subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company/Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
7. The Company has received one proxy form and he has not attended the meeting.
8. The Consolidated results are as under:

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P. Eswaramoorthy BSc., FCS.,
Company Secretary in Practice

ORDINARY BUSINESS:

ITEM NO.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".

(i) VOTES CASTED IN FAVOUR OF THE RESOLUTION

MODE OF VOTING	NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND POLL	NUMBER OF VOTES CASTED	PERCENTAGE OF TOTAL NUMBER OF VOTES CASTED
E-Voting	108	42396447	
Poll	19	3375014	
Total Voting	127	45771461	99.8720%

(ii) VOTES CASTED AGAINST THE RESOLUTION

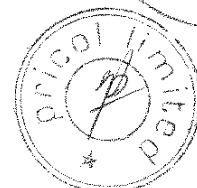
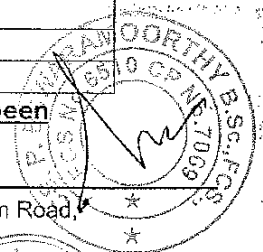
MODE OF VOTING	NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND POLL	NUMBER OF VOTES CASTED	PERCENTAGE OF TOTAL NUMBER OF VOTES CASTED
E-Voting	4	1471	
Poll	0	0	
Total Voting	4	1471	0.0032%

(iii) INVALID / ABSTAIN VOTES

MODE OF VOTING	NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND POLL	NUMBER OF VOTES CASTED	PERCENTAGE OF TOTAL NUMBER OF VOTES CASTED
E-Voting	2	700	
Poll	17	56488	
Total Voting	19	57188	0.1248%

Based on the aforesaid results, Ordinary Resolution as contained Item No.1 has been passed with requisite Majority.

44 & 44/1. Ramalinga Jothi Nagar,³ Near Corporation Office, Nanjundapuram Road,
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P. Eswaramoorthy BSc., FCS.,
Company Secretary in Practice

ITEM NO. 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."

(i) VOTES CASTED IN FAVOUR OF THE RESOLUTION

MODE OF VOTING	NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND POLL	NUMBER OF VOTES CASTED	PERCENTAGE OF TOTAL NUMBER OF VOTES CASTED
E- Voting	99	42390042	
Poll	19	3375014	
Total Voting	118	45765056	99.8580%

(ii) VOTES CASTED AGAINST THE RESOLUTION

MODE OF VOTING	NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND POLL	NUMBER OF VOTES CASTED	PERCENTAGE OF TOTAL NUMBER OF VOTES CASTED
E- Voting	12	7176	
Poll	0	0	
Total Voting	12	7176	0.0157%

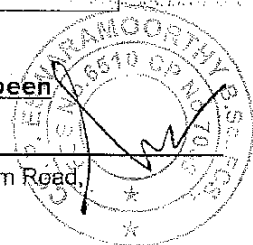
(iii) INVALID/ ABSTAIN VOTES

MODE OF VOTING	NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND POLL	NUMBER OF VOTES CASTED	PERCENTAGE OF TOTAL NUMBER OF VOTES CASTED
E- Voting	3	1400	
Poll	17	56488	
Total Voting	20	57888	0.1263%

Based on the aforesaid results, Ordinary Resolution as contained Item No.2 has been passed with requisite Majority.



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P. Eswaramoorthy BSc., FCS.,
Company Secretary in Practice

ITEM NO. 3

ORDINARY RESOLUTION

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."

(i) VOTES CASTED IN FAVOUR OF THE RESOLUTION

MODE OF VOTING	NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND POLL	NUMBER OF VOTES CASTED	PERCENTAGE OF TOTAL NUMBER OF VOTES CASTED
E-Voting	100	42390242	
Poll	19	3375014	
Total Voting	119	45765256	99.8585%

(ii) VOTES CASTED AGAINST THE RESOLUTION

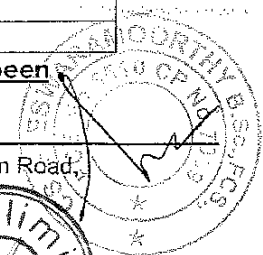
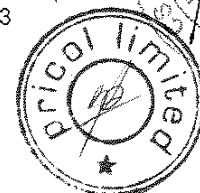
MODE OF VOTING	NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND POLL	NUMBER OF VOTES CASTED	PERCENTAGE OF TOTAL NUMBER OF VOTES CASTED
E-Voting	12	7176	
Poll	0	0	
Total Voting	12	7176	0.0157%

(iii) INVALID / ABSTAIN VOTES

MODE OF VOTING	NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND POLL	NUMBER OF VOTES CASTED	PERCENTAGE OF TOTAL NUMBER OF VOTES CASTED
E-Voting	2	1200	
Poll	17	56488	
Total Voting	19	57688	0.1258%

Based on the aforesaid results, Ordinary Resolution as contained Item No.3 has been passed with requisite Majority.

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P. Eswaramoorthy BSc., FCS.,
Company Secretary in Practice

ITEM NO. 4

ORDINARY RESOLUTION

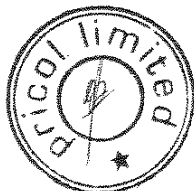
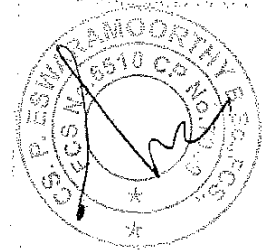
To consider and if thought fit, to pass with or without modification, the following resolution as an **Ordinary Resolution**:

"**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 Rs. 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"

(I) VOTES CASTED IN FAVOUR OF THE RESOLUTION

MODE OF VOTING	NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND POLL	NUMBER OF VOTES CASTED	PERCENTAGE OF TOTAL NUMBER OF VOTES CASTED
E- Voting	104	42392697	
Poll	18	3375013	
Total Voting	122	45767710	99.8638%



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P. Eswaramoorthy BSc., FCS.,
Company Secretary in Practice

(ii) VOTES CASTED AGAINST THE RESOLUTION

MODE OF VOTING	NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND POLL	NUMBER OF VOTES CASTED	PERCENTAGE OF TOTAL NUMBER OF VOTES CASTED
E- Voting	8	4721	
Poll	1	1	
Total Voting	9	4722	0.0103%

(iii) INVALID / ABSTAIN VOTES

MODE OF VOTING	NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND POLL	NUMBER OF VOTES CASTED	PERCENTAGE OF TOTAL NUMBER OF VOTES CASTED
E- Voting	2	1200	
Poll	17	56488	
Total Voting	19	57688	0.1259

Based on the aforesaid results, Ordinary Resolution as contained Item No.4 has been passed with requisite Majority.

SPECIAL BUSINESS:

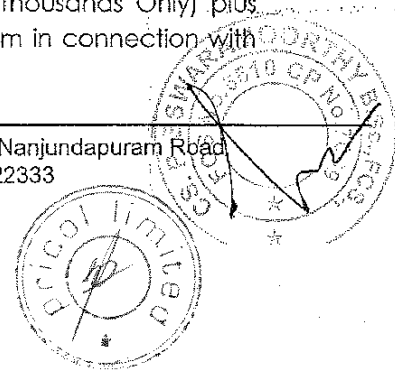
ITEM NO. 5

ORDINARY RESOLUTION

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 Rs. 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.

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P. Eswaramoorthy BSc., FCS.,
Company Secretary in Practice

(i) VOTES CASTED IN FAVOUR OF THE RESOLUTION

MODE OF VOTING	NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND POLL	NUMBER OF VOTES CASTED	PERCENTAGE OF TOTAL NUMBER OF VOTES CASTED
E- Voting	107	42396097	
Poll	18	3375023	
Total Voting	125	45771120	99.8712%

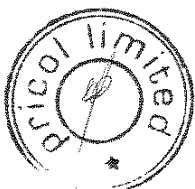
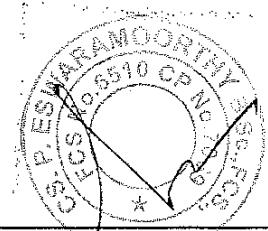
(ii) VOTES CASTED AGAINST THE RESOLUTION

MODE OF VOTING	NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND POLL	NUMBER OF VOTES CASTED	PERCENTAGE OF TOTAL NUMBER OF VOTES CASTED
E- Voting	6	1821	
Poll	1	1	
Total Voting	7	1822	0.0040%

(iii) INVALID/ABSTAIN VOTES

MODE OF VOTING	NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND POLL	NUMBER OF VOTES CASTED	PERCENTAGE OF TOTAL NUMBER OF VOTES CASTED
E- Voting	1	700	
Poll	17	56488	
Total Voting	18	57188	0.1248%

Based on the aforesaid results, Ordinary Resolution as contained Item No.5 has been passed with requisite Majority.





P. Eswaramoorthy BSc., FCS.,
Company Secretary in Practice

1. All relevant records of electronic voting will remain in my safe custody until the Chairman considers, approves and signs the minutes of the 43rd Annual General Meeting and the same shall be handed over thereafter to the Chairman / Company Secretary for safe keeping.
2. The poll papers and all other relevant records were sealed and handed over to the Chairman / Company Secretary for safe keeping.
3. List of Equity Share holders who voted for, against and those who have voted declared invalid/abstain for each resolutions are handed over to the Chairman / Company Secretary for safe keeping.

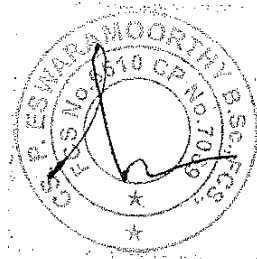
Thanking You,

Yours faithfully,

P. Eswaramoorthy
Company Secretary in practice
FCS No. 6510, COP. 7069

Date: 13.08.2015

Place : Coimbatore



CERTIFIED TRUE COPY
for pricol limited

T.G. Thamizhanban
Company Secretary
ICSI Membership No. F7897

