



PRICOL LIMITED

(Formerly Pricol Pune Limited)
(CIN : L34200TZ2011PLC022194)

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

Phone: + 91 422 4336000, Fax : +91 422 4336299, Website : www.pricol.com, E-mail: cs@pricol.co.in

NOTICE OF 6th ANNUAL GENERAL MEETING

NOTICE is hereby given that the Sixth Annual General Meeting of the Shareholders of the Company will be held on Wednesday, 23rd August, 2017 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, 2017 including Audited Balance Sheet as at 31st March, 2017, 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 Dividend for the year 2016-17 at the rate of ` 1/- per share of ` 1/- each fully paid up (100%), be declared and paid out of the current profits of the Company for the financial year ended 31st March, 2017 on 94,796,721 equity shares of ` 1/- each to the shareholders whose name appear on the Register of Members of the Company as on 23rd August, 2017 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 16th August, 2017 in respect of the shares held in demat form."

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

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

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

"RESOLVED THAT the appointment of M/s. Haribhakti & Co. LLP, Chartered Accountants, Coimbatore, (ICAI Firm Regn. No.103523W/W100048), as Statutory Auditors of the Company to hold office, from the conclusion of this 6th Annual General Meeting till the conclusion of the 7th Annual General Meeting, for the second year out of four years appointment (from the conclusion of 5th Annual General Meeting to 9th Annual General Meeting to be held in the calendar year 2020) as recommended by the Audit Committee and approved by the

Board of Directors of the Company, in terms of Section 139 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, be and is hereby ratified."

"RESOLVED FURTHER that a remuneration of ` 3,750,000 (Rupees Three Million and Seven hundred fifty thousand only) plus applicable taxes, levies and reimbursement of travelling & other out-of-pocket expenses actually incurred by them in connection with the Statutory Audit for the financial year 2017-2018 which is excluding the fees payable for other permitted services as may be approved by the Board, is hereby approved."

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

SPECIAL BUSINESS

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

"RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions of the Companies Act 2013, consent of the members of the Company be and is hereby granted for deletion of the existing clause 8 of the Articles of Association of the Company and replace the same with the following Article."

"8. The Company shall have a first and paramount lien on every share (not being a fully paid up share) for all moneys (whether presently payable or not) called or payable at a fixed time in respect of that share. The company's lien, if any, on a share shall extend to all dividends payable thereon."

6. 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 : 00029), who were appointed as Cost Auditor of the Company to conduct an Audit of the Cost Accounts for the year 2017-18 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
30th May, 2017

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

NOTES :

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND TO VOTE ON HIS / HER BEHALF AND SUCH A PROXY NEED NOT BE A MEMBER OF THE COMPANY.

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

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

2. A statement of material facts pursuant to Section 102 of the Companies Act, 2013 in respect of Special Business set out in the notice and the relevant details pursuant to the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 executed with Stock Exchanges are annexed hereto.
3. Brief resume of the directors seeking appointment / re-appointment and other details as stipulated under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards are provided in the Report on Corporate Governance forming part of Annual Report 2017.
4. The Register of Members and Transfer Books of the Company will be closed from 17th August, 2017 to 23rd August, 2017 (both days inclusive) for annual closing and determining the entitlement of the shareholders to the dividend for 2016-17.
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. Members are requested to note that dividends not encashed or remaining unclaimed for a period of 7 (seven) years from the date of transfer to the Company's Unpaid Dividend Account, shall be transferred to the Investor Education and Protection Fund established by the Central Government as per provisions of the Companies Act.
7. Members are requested to note that all shares in respect of which dividend remains unpaid or unclaimed for seven consecutive years or more, are required to be transferred to the Investor Education and Protection Fund (IEPF) Suspense Account.
8. 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.

9. Electronic copy of the Annual Report for 2017 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 Annual Report for 2017 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.

10. Members may also note that the Notice of the 6th Annual General Meeting and the Annual Report for 2016-17 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.
11. Shareholders, intending to require information about the Financial Statements to be approved at the Meeting, are requested to inform the Company Secretary at least a week in advance of their intention to do so, so that the papers relating thereto may be made available, if the Chairman permits such information to be furnished.
12. Electronic copy of the Notice of the 6th 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 6th 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.
13. The members who hold shares on the cut-off date of 16th August, 2017 are eligible to exercise their right to vote through remote e-voting or voting through ballot at the Annual General Meeting. A person who is not a member (not holding shares of the Company) as on the aforesaid cut-off date should treat this note for information purposes only.
14. All documents referred to in the accompanying Notice and the Statement of material facts shall be open for inspection at the Registered Office of the Company during normal business hours (9.00 am to 5.00 pm) on all working days except Saturdays, up to and including the date of the Annual General Meeting of the Company. The aforesaid documents are also available at the AGM venue on the date of AGM.

15. 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 the members with the facility to exercise their right to vote on the AGM subjects, by electronic means and the business may be transacted through the e-voting Services provided by National Securities Depository Limited (NSDL).
- b) The facility for voting, either through electronic voting system or ballot or polling paper shall also be made available at the meeting and members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting.
- c) The members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
- d) The facility for remote e-voting commences on 19th August 2017 (9.00 a.m.) and ends on 22nd August, 2017 (5.00 p.m.) the date preceding the date of the AGM. During this period members of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date (record date) of 16th August, 2017, may opt for remote e-voting. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, he shall not be allowed to change it subsequently or cast the vote again.
- e) Mr. P.Eswaramoorthy, of M/s. P. Eswaramoorthy & Co, Company Secretaries, has been appointed as the Scrutiniser to scrutinise the voting by electronic means, by use of ballot or polling paper, in a fair and transparent manner.
- f) The scrutinizer shall, immediately after the conclusion of voting at the general meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the company and make, not later than three days 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.
- g) 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 and on the website of NSDL immediately after the result is declared by the Chairman and shall be simultaneously communicated to the Stock Exchanges.
- h) Members are requested to read the instructions given below:

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

- i. Open email and open PDF file viz; "pricol e-Voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID

and password / PIN for e-voting. Please note that the password is an initial password.

- ii. Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com>
- iii. Click on "Shareholder - Login"
- iv. Put user ID and password as initial password / PIN noted in step (i) above. Click Login.
- v. Password change menu appears. Change the password / PIN with new password of your choice with minimum 8 digits / characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- vi. Home page of e-voting opens. Click on e-Voting: Active Voting Cycles.
- vii. Select "EVEN" of Pricol Limited.
- viii. Now you are ready for e-voting as Cast Vote page opens.
- ix. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- x. Upon confirmation, the message "Vote cast successfully" will be displayed.
- xi. Once you have voted on the resolution, you will not be allowed to modify your vote.
- xii. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF / JPG Format) of the relevant Board Resolution / Authority letter etc. together with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutiniser through e-mail to eswaracs@gmail.com with a copy marked to evoting@nsdl.co.in.

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

- i. Initial password is provided as below / at the bottom of the Attendance Slip for the AGM : EVEN (E Voting Event Number) USER ID PASSWORD / PIN.
- ii. Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
- iii. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads section of www.evoting.nsdl.com OR contact NSDL at the following Telephone No:022 24994600.
- i) 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.
- j) 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).

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

Item No.5

On amalgamation of erstwhile Pricol Limited with the company, during listing of equity shares of the company with the BSE Limited (BSE), the company informed BSE that the Clause 8 of the Article of Association of the Company, will be altered. In line with that the existing clause 8, as follows:

- “8. i) The company shall have a first and paramount lien -
- a) on every share (not being a fully paid share), for all monies (whether presently payable or not) called, or payable at a fixed time, in respect of that share; and
 - b) on all shares (not being fully paid shares) standing registered in the name of a single person, for all monies presently payable by him or his estate to the company:
- Provided that the Board of directors may at any time declare any share to be wholly or in part exempt from the provisions of this clause.
- ii) The company's lien, if any, on a share shall extend to all dividends payable and bonuses declared from time to time in respect of such shares.”

will be deleted and replaced with new Clause 8 mentioned in the said resolution.

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.

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 Listing Regulations.

The Board recommends the resolution set out at item no: 5 of the Notice for your approval.

Item No.6

The Board of Directors at their meeting held on 30th May 2017, 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 2017-18.

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.

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.

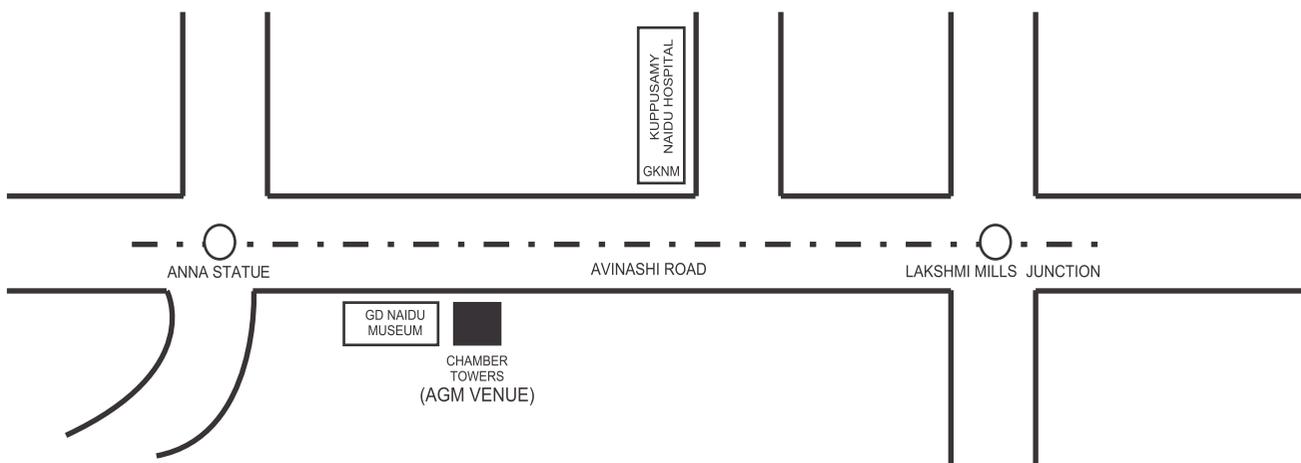
This explanatory statement may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Companies Act, 2013 and Regulation 36 of the Listing Regulations.

The Board recommends the resolution set out at item no: 6 of the Notice for your approval.

Coimbatore
30th May, 2017

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

AGM HALL - ROUTE MAP





PRICOL LIMITED

CIN : L34200TZ2011PLC022194

Regd. Office : 109, Race Course, Coimbatore - 641 018, India.

Phone : +91 422 4336000, Fax : +91 422 4336299, Website : www.pricol.com, e-mail : cs@pricol.co.in

ATTENDANCE SLIP

I/we hereby record my/our presence at the 6th Annual General Meeting of the Company held on Wednesday 23rd August 2017 at 4.30 p.m. at Chamber Hall, Chamber Towers, 8/732, Avinashi Road, Coimbatore - 641 018.

Signature of Shareholder / Proxy

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

ELECTRONIC VOTING PARTICULARS

EVEN (Electronic Voting Event Number)	USER ID	PASSWORD



PRICOL LIMITED

CIN : L34200TZ2011PLC022194

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PROXY FORM

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

6th Annual General Meeting - 23rd August 2017

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

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **6th Annual General Meeting** of the Company, to be held on Wednesday, August 23, 2017 at 4.30 p.m. at Chamber Hall, Chamber Towers, 8/732, Avinashi Road, Coimbatore - 641 018, India. and at any adjournment thereof in respect of such resolutions as are indicated below:

S. No.	Resolution
1.	Consider and adopt Audited Financial Statements, Reports of Board of Directors and Auditors.
2.	Consider payment of dividend for the financial year 2016-17.
3.	Re-appointment of Mr. Vikram Mohan (DIN:00089968), who retires by rotation as a Director.
4.	Ratification of appointment of Statutory Auditor and fixing their remuneration.
5.	Amendment to Articles of Association
6.	Ratification of Remuneration to Cost Auditor.

Signed this day of 2017

Signature of Shareholder

Signature of Proxy holders

Affix Re. 1
Revenue
Stamp

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