



pricol limited

CIN. L33129TZ1972PLC000641

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### Result of the Postal Ballot – Shareholders approval under Section 180(1)(a) of the Companies Act, 2013

We would like to inform that Board of Directors of the Company at its meeting held on 29<sup>th</sup> May 2014 decided to get the approval of shareholders under section 180(1)(a) of the Companies Act 2013, through Postal Ballot.

In this connection, the Company despatched the postal ballot notice dated 29<sup>th</sup> May 2014 under Section 110 of the Companies Act, 2013 to all the shareholders of the Company as on Cut Off date 23<sup>rd</sup> June 2014, to obtain their consent for the Special Resolution under Section 180(1)(a) of the Companies Act. (Copy of the Notice dated 29<sup>th</sup> May 2014 is attached herewith)

The result of the voting conducted through the above Postal Ballot as per the report dated 8<sup>th</sup> August 2014, of the Scrutinizer Mr.K.Sriram, Partner, M/s.S.Krishnamurthy & Co., Company Secretaries, Chennai is as follows:

Particulars		Number of persons/ ballots	Number of shares/ votes
Total votes of eligible members		23,717	94,500,000
Total valid votes exercised		271	57,455,007
Votes cast for the resolution	In figures	249	57,319,420
	In %		99.76%
Votes cast against the resolution	In figures	22	135,587
	In %		0.24%

Out of the valid votes polled, **99.76% have been cast in favour** of the resolution and 0.24% against the resolution.

Accordingly, on 8<sup>th</sup> August 2014 Mr.Vijay Mohan, Chairman declared that the Special Resolution circulated vide postal ballot notice dated 29<sup>th</sup> May 2014 was passed with requisite majority.

-/Sd  
T.G.Thamizhanban  
Company Secretary

8<sup>th</sup> August 2014

To,  
The Chairman,  
PRICOL Limited  
CPM Towers, 109, Race Course,  
Coimbatore - 641018

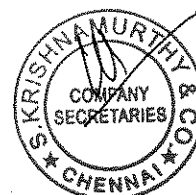
Dear Sir,

**Sub:** Postal Ballot process under Section 110 of the Companies Act, 2013 ("Act"), read with Rule 22 of the Companies (Management and Administration) Rules, 2014 ("Rule") and Clause 35B of the listing agreement with stock exchanges-Submission of Scrutiniser's report

The Board of Directors of your company at its meeting held on 29<sup>th</sup> May 2014 decided to conduct a postal ballot process for passing a special resolution under section 180(1)(a) of the Companies Act, 2013 for authorizing the Board of Directors to create/ modify charge on any of the company's property/ assets/ undertakings, and appointed me as Scrutiniser for the same.

I submit my report as under:

1. The company had 23,717 members in the Register of Members/ Record of Depositories as on 23<sup>rd</sup> June 2014 ("cut-off date").
2. E-voting facility was also made available to the members through National Securities Depository Limited (NSDL) and the postal ballot notice duly contained the necessary particulars for e-voting (EVEN: 100403).
3. Postal ballot notice was sent:
  - (a) In physical form, along with the postal ballot printed on postage pre-paid business reply inland letter card, through:
    - (i) Courier/ registered post to 11,846 members between 3<sup>rd</sup> July 2014 and 5<sup>th</sup> July 2014.
    - (ii) Hand delivery to 55 members of the promoter group, related persons/ entities between 3<sup>rd</sup> July 2014 and 5<sup>th</sup> July 2014
  - (b) Through electronic means by NSDL on 5<sup>th</sup> July 2014 to 11,823 members who had provided email address for receipt of documents in electronic mode.
  - (c) In physical form, through courier, to 237 members in respect of whom emails sent by NSDL returned undelivered on 18<sup>th</sup> July 2014.
4. The postal ballot notice indicated the process and manner for voting by electronic means and also mentioned that:
  - (a) The business set out in the notice may be transacted through electronic voting system.
  - (b) 5<sup>th</sup> July 2014 (8.30 am) to 4<sup>th</sup> August 2014 (5.30 pm) would be the time period during which votes may be cast through electronic means; and
  - (c) 4<sup>th</sup> August 2014 (5.30 pm) would be the last date and time for physical ballots to reach the Scrutiniser.
5. The company published advertisements about having sent the postal ballot notice on 10<sup>th</sup> July 2014 in the following newspapers:
  - (a) "Business Line" an English newspaper in English language and
  - (b) "The Hindu" a Tamil newspaper in Tamil language.



6. At the end of the e-voting period, I have unblocked the electronic votes cast in the presence of two witnesses not in the employment of the company.
7. The physical postal ballot forms received were opened in my presence as and when they were received.
8. I have matched/ confirmed the shareholding stated in the ballot forms with Register of Members/ Record of Depositories as on the cut-off date.
9. I have scrutinized all the postal ballot forms received (both physical and electronic) from the members of the company upto 5.30 p.m. on 4<sup>th</sup> August 2014, the last time and date fixed by the company in this regard and recorded the detailed electronically in a separate register maintained for the purpose in my computer system.
10. No postal ballot forms have been received by me after 5.30 pm on 4<sup>th</sup> August 2014. One electronic vote cast after 5.30 p.m. on 4<sup>th</sup> August 2014 has been considered as invalid.
11. No mutilated ballot papers were received.
12. A summary of the postal ballot forms received is given below:

Particulars		Number of persons/ ballots	Number of shares/ votes
Total votes of eligible members		23,717	94,500,000
Total valid votes exercised		271	57,455,007
Votes cast for the resolution	In figures	249	57,319,420
	In %		99.76%
Votes cast against the resolution	In figures	22	135,587
	In %		0.24%

13. To summarise, out of the valid votes polled, 99.76 % have been cast in favour of and 0.24 % against the resolution.
14. Hence the special resolution has been duly passed.
15. Please declare the result of the voting by postal ballot accordingly.

Thanking you,  
Yours faithfully,

**K SRIRAM,**  
**SCRUTINISER.**

