



## PRICOL LIMITED

(CIN:L34200TZ2011PLC022194)

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

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

### NOTICE OF 13th ANNUAL GENERAL MEETING

NOTICE is hereby given that the Thirteenth Annual General Meeting of the Shareholders of the Company will be held on Wednesday, 7th August 2024 at 03.00 p.m. IST through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following business:

#### ORDINARY BUSINESS

##### 1. ADOPTION OF FINANCIAL STATEMENTS AND REPORTS OF THE BOARD OF DIRECTORS AND AUDITORS:

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

"RESOLVED that the Audited Financial Statements (Standalone & Consolidated) of the Company for the financial year ended 31st March 2024, together with the Directors' Report and the Auditors' Report thereon as circulated to the members, be and are hereby, considered and adopted."

##### 2. RE-APPOINTMENT OF MR. P.M.GANESH, AS A DIRECTOR:

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 152 and any other applicable provisions of the Companies Act, 2013, Mr. P.M.Ganesh (DIN: 08571325), Director, who retires by rotation at this meeting and being eligible, offers himself for re-appointment, be and is here by re-appointed as a director of the Company."

#### SPECIAL BUSINESS

##### 3. RE-APPOINTMENT & REMUNERATION TO MR. VIKRAM MOHAN, MANAGING DIRECTOR:

To consider and if thought fit, to pass with or without modification, the following resolution as a "Special Resolution":

"RESOLVED that pursuant to the provisions of Sections 196,197,198 and 203 read with Schedule V and all other applicable provisions, if any of the Companies

Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 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 re-appointment of Mr. Vikram Mohan (DIN:00089968), as Managing Director of the Company, for a further period of three years commencing from 1st April 2025 to 31st March 2028 on the following terms and remuneration:

#### REMUNERATION:

- I. **Salary** : ₹ 12,50,000 per month in the scale of ₹ 12,50,000 - ₹1,25,000 - ₹15,00,000
- II. **Commission** : 2% of the Net Profit computed in accordance with Sections 197 and 198 of the Companies Act, 2013, for each financial year.

Provided that:

- a. Amount of commission payable per annum shall not exceed 1.5 times of fixed component of remuneration.
- b. Amount of commission payable shall be subject to performance review by the Nomination and Remuneration committee based on the criteria fixed from time to time.

For the above purpose, fixed component shall include Salary, House Rent Allowance, Other Allowances, Perquisites in whatever name called. However, Company's contribution towards Provident Fund, Superannuation Fund or Annuity Fund, Gratuity fund and / or Pension Fund shall not be included.

#### III. Perquisites

##### Category 'A'

##### 1. Housing:

Unfurnished accommodation will be provided by the Company. In its absence, 60% of the salary will be paid as House Rent Allowance.

## 2. Other perquisites:

The following perquisites shall be allowed subject to a maximum of 50% of salary:

- a) Leave (as per rules of the Company).
- b) Leave Travel Concession for self and his family.
- c) Reimbursement of medical expenses incurred for self and his family.
- d) Reimbursement of expenditure incurred on gas, electricity, water, furnishings and appliances.
- e) Reimbursement of club expenses for self and his family.
- f) Health and personal accident insurance cover for self and his family.

In any year, if the perquisites specified in Part III, Sub-Clause (2) above, are not availed in full, the unutilized portion of the limit shall be either carried over till the end of the term or encashed at the end of every year.

### Category 'B'

1. Company's contribution to Provident Fund, Superannuation Fund or Annuity Fund will not be included in the computation of the ceiling on perquisites to the extent these singly or put together are not taxable under the Income-Tax Act.
2. Gratuity payable shall not exceed 15 days salary for each completed year of service.

For the purpose of Gratuity, Provident Fund, Superannuation and other benefits, if any, the service of Mr. Vikram Mohan, Managing Director will be considered as continuous service with the Company from the date of his joining with the erstwhile Pricol Limited, which got amalgamated with this Company.

### Category 'C'

#### 1. Conveyance facilities

The Company shall provide a suitable vehicle for both business and personal use. Fuel costs, repairs, maintenance and running expenses including driver's salary, shall be borne / reimbursed by the Company.

#### 2. Telephone, internet connectivity and other communication facilities

The Company shall provide a mobile phone and shall also provide telephone, internet connectivity and other communication facilities at his residence.

All the expenses incurred therefore shall be paid or reimbursed by the Company, as per the rules of the Company.

Expenses incurred for travelling, boarding and lodging of Mr. Vikram Mohan during business trips and provision of car(s) for use on Company's business and communication expenses shall be reimbursed at actuals and not considered as perquisites.

The aggregate of salary, allowances, perquisites etc., in any one financial year shall not exceed the limits prescribed under Sections 197, 198, Schedule V and other relevant provisions of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 or any modifications or re-enactment for the time being in force.

"RESOLVED FURTHER that in the event of no profit or inadequacy of profit, the remuneration payable to Mr. Vikram Mohan, shall not exceed the double the limit specified in Section II of Part II of Schedule V of the Companies Act, 2013, as modified from time to time or such other limits as may be notified by the Government from time to time as minimum remuneration."

"RESOLVED FURTHER that the Board of Directors or any committee thereof, be and are hereby authorised to alter or vary the designation, component and elements of remuneration payable to Mr. Vikram Mohan, within the overall limits under the Act and to do all such acts, deeds, things and execute all such documents, instruments and forms as may be required and to give effect to this resolution."

"RESOLVED FURTHER that any one of the Directors or Key Managerial Personnel of the Company be and are hereby authorised to do all necessary acts, deeds and things, which may be usual, expedient or proper to give effect to the above resolution."

"RESOLVED FURTHER that the terms of remuneration as set out in this resolution may be regarded as an abstract of the terms of contract and memorandum of interest for the purpose of Section 190 of the Companies Act, 2013 and Chief Financial Officer / Company Secretary be and is hereby authorized to comply with the necessary formalities in this regard."

#### 4. PAYMENT OF COMMISSION TO DIRECTORS:

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 197, 198 and any other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules and Regulation 17(6) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, and as per the recommendation of the Nomination & Remuneration Committee and the Board of Directors of the Company, approval of the Company be and is hereby given for payment of commission to the Non-Executive Directors, including Independent Directors, of the Company for a period of 5 years from the financial year 2025-26 to financial year 2029-30, in such a manner as the Board of Directors and / or Committee thereof may from time to time determine within the overall maximum limit of 1% (one percent) of the net profits of the Company for that financial year computed in accordance with the provisions of Section 198 of the Act or such other percentage as may be specified by the Act from time to time in this regard subject to a maximum of ₹ 100 lakhs per annum."

"RESOLVED FURTHER that the above remuneration shall be in addition to fees payable to the Director(s) for attending the meetings of the Board or Committees thereof or for any other purpose whatsoever as may be decided by the Board of Directors and reimbursement of expenses for participation in the Board and other meetings."

"RESOLVED FURTHER THAT the Board of Directors of the Company, be and are hereby authorised, to do and perform all such acts, deeds, matters and things, as may be necessary, in this regard and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution and to settle any questions that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution."

#### **5. RATIFICATION OF REMUNERATION PAYABLE TO COST AUDITOR:**

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

"RESOLVED that the remuneration of ₹ 3.00 Lakhs in addition to reimbursement of travel and out-of-

pocket expense, payable to Mr.G.Sivagurunathan, Cost Accountant (ICWAI Membership No: 23127), who was appointed as Cost Auditor of the Company to conduct an Audit of the Cost Accounts for the year 2024-25 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."

By order of the Board

**T.G. Thamizhanban**

Coimbatore  
15th May, 2024

Company Secretary  
FCS No.: 7897

#### **NOTES:**

1. The Ministry of Corporate Affairs ("MCA") has vide its circular dated 5th May 2020 read with circulars dated 8th April 2020, 13th April 2020, 13th January 2021, 5th May 2022, 28th December, 2022 and 25th September, 2023 (collectively referred to as "MCA Circulars") permitted the holding of the Annual General Meeting ("AGM") through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR") and MCA Circulars, the AGM of the Company is being held through VC / OAVM.
2. In compliance with the aforesaid MCA Circulars and SEBI Circular dated 12th May 2020, 15th January 2021, 13th May 2022, 5th Jan 2023 and 7th October 2023, Notice of the AGM along with the Annual Report 2024 and instructions for e-voting & attending AGM through VC / OAVM are being sent through electronic mode to those Members whose email addresses are registered with the Company / Depositories. Members may note that the Annual Report 2024, AGM notice etc., will also be available on the Company's website [www.pricol.com](http://www.pricol.com), websites of the Stock Exchanges, BSE Limited ([www.bseindia.com](http://www.bseindia.com)), National Stock Exchange of India Limited ([www.nseindia.com](http://www.nseindia.com)) and on the website of NSDL ([www.evoting.nsdl.com](http://www.evoting.nsdl.com)).
3. For receiving all communication (including Annual Report) from the Company electronically:
  - a) Members holding shares in physical mode and who have not registered / updated their email address with the Company are requested to

register / update the same by writing to the Company "investor@pricol.com" / RTA "einward@integratedindia.in" with details of folio number and attaching a self- attested copy of PAN card.

- b) Members holding shares in dematerialised mode are requested to register / update their email address with the relevant Depository Participant.
4. Members who wish to register themselves as speaker shareholder ( to speak at the AGM ) are requested to write to the Company, from their registered email address mentioning their name, DPID & Client ID / Folio No, PAN, Mobile No., on or before 31st July 2024 to "cs@pricol.com".

Those members who have registered themselves as a speaker shareholder will only be allowed to express their views / ask questions during AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

Members who would like to express their views / ask questions during AGM may send their questions in advance, from their registered email address mentioning their name, DPID & Client ID / Folio No, PAN, Mobile No., to "cs@pricol.com". The same will be replied by the Company suitably.

5. Members who require any clarification on accounts or operation of the Company are requested to write, from their registered e-mail ID mentioning their name, DPID & Client ID / Folio No, PAN, Mobile No., on or before 31st July 2024 to "cs@pricol.com". The queries will be answered suitably.
6. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS / HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

Since this AGM is being held through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.

7. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013 ("the Act").
8. Members are requested to intimate changes, if any, pertaining to their name, postal address (enclose

copy of Aadhar card), email address, telephone / mobile numbers, Permanent Account Number (PAN) (enclose copy of PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code (enclose cancelled cheque leaf), etc., to their Depository Participant in case the shares are held by them in electronic form and email to investor@pricol.com / einward@integratedindia.in, in case the shares are held by them in physical form.

9. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred, transmitted or transpositioned only in dematerialized form. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form.
10. Members are requested to note that, dividends if not encashed for a consecutive period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the "Investor Education and Protection Fund" ("IEPF"). The shares in respect of such unclaimed dividends are also liable to be transferred to the demat account of the IEPF Authority. In view of this, Members are requested to claim their dividends from the Company, within the stipulated timeline.

The details of unclaimed dividends & shares as on 31st March 2024 are uploaded on the website of the Company and can be accessed through the link <https://pricol.com/wp-content/uploads/2024/05/Unclaimed-Dividend-Shares-2017-as-on-31st-March-2024.pdf>. For claiming the amount, email to "cs@pricol.com".

The Members, whose unclaimed dividends / shares have been transferred to IEPF, may claim the same by making an online application to the IEPF Authority in web Form, available on [www.iepf.gov.in](http://www.iepf.gov.in).

11. A statement of material facts pursuant to Section 102 of the Companies Act, 2013 in respect of Special Business if any, set out in the notice and the relevant details pursuant to the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are annexed hereto.
12. The relevant details, pursuant to Regulations 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of

Company Secretaries of India, in respect of Director seeking appointment / re-appointment at this AGM, forms part of this notice.

13. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. Members are requested to submit these details to their DP in case the shares are held by them in electronic form, and to the Company's Registrars and Transfer Agents (RTA), Integrated Registry Management Services Private Limited, in case the shares are held in physical form.
14. The members who hold shares on the cut-off date (i.e.,) Wednesday, 31st July 2024 are eligible to exercise their right to vote through remote e-voting or voting during 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 notice for information purposes only.
15. The matter of Special Business as appearing at Item Nos. 3 to 5 of the accompanying Notice, is considered to be unavoidable by the Board and hence, forming part of this Notice.
16. During the AGM, Members may access the soft copies of Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Act, upon Login to NSDL e-Voting system at <https://www.evoting.nsdl.com>.
17. For the purpose of Secretarial Standard, Registered office of the company will be treated as AGM venue.
18. Since the AGM will be held through VC / OAVM, the Route Map, is not annexed in this Notice.

#### **19. VOTING THROUGH ELECTRONIC MEANS**

- a) In compliance with provisions of Section 108 of the Act, read with the corresponding rules, and Regulation 44 of the SEBI LODR, the Company is pleased to provide electronic voting facility to its members to exercise their votes through electronic voting ('e-voting') facility provided by National Securities Depository Limited (NSDL).
- b) Remote e-voting period commences on Saturday, 3rd August 2024 (9:00 a.m. IST) and ends on Tuesday, 6th August 2024 (5:00 p.m. IST). During this period, Members holding shares either in

physical form or in dematerialized form, as on Wednesday, 31st July 2024 i.e. "cut-off date", may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 31st July 2024.

- c) Members who have cast their vote by remote e-voting prior to the AGM may also attend / participate in the AGM through VC / OAVM but shall not be entitled to cast their vote again.
- d) Members, who present in the AGM through VC / OAVM facility and have not cast their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during AGM.
- e) The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.
- f) Any person, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at [evoting@nsdl.com](mailto:evoting@nsdl.com). However, if he / she is already registered with NSDL for remote e-voting then he / she can use his / her existing User ID and password for casting the vote.
- g) Mr.P.Eswaramoorthy, of M/s.P.Eswaramoorthy & Co, Company Secretaries, has been appointed as the Scrutiniser to scrutinise the voting by electronic means, through VC / OAVM, in a fair and transparent manner.
- h) The Scrutinizer shall, immediately after the conclusion of voting at AGM, unblock the votes cast through remote e-voting and during AGM, in the presence of at least two witnesses not in the employment of the Company and make, not later than 48 hours 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 her in writing who shall countersign the same.
- i) The Chairman or a person authorised by her 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](http://www.pricol.com),

immediately after the results are declared by the Chairman and shall be simultaneously communicated to the Stock Exchanges.

#### **PROCESS AND MANNER FOR REMOTE E-VOTING / VOTING AT AGM**

1. Pursuant to the MCA Circulars, physical attendance of the Members to the AGM venue is not required and general meeting be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
2. Pursuant to the MCA Circulars, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars, the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities

Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL.

6. In line with the MCA Circulars, the Notice calling the AGM has been uploaded on the website of the Company at [www.pricol.com](http://www.pricol.com). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
7. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circulars.

#### **THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-**

##### **How do I vote electronically using NSDL e-Voting system?**

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

##### **Step 1: Access to NSDL e-Voting system**

##### **A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

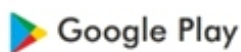
##### **I. INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE WITH NSDL.**

1. Existing **IDeAS** user can visit the e-Services website of NSDL Viz. <https://eservices.nsdl.com> either on a Personal Computer or on a mobile. On the e-Services

home page click on the “Beneficial Owner” icon under “Login” which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

2. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsd.com>. Select “Register Online for IDeAS Portal” or click at <https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp>
3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsd.com> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.

**NSDL Mobile App is available on**



## II. INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE WITH CDSL

1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website [www.cdslindia.com](http://www.cdslindia.com) and click on login icon & New System Myeasi Tab and then use your existing my easi username & password.
2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.
3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website [www.cdslindia.com](http://www.cdslindia.com) and click on login & New System Myeasi Tab and then click on registration option.
4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from an e-Voting link available on [www.cdslindia.com](http://www.cdslindia.com) home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

## III. Individual Shareholders (holding securities in demat mode) login through their depository participants

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on options available against company name or e-Voting service provider-NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

<b>Login type</b>	<b>Helpdesk details</b>
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

**B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL services after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
  - (i) If your email ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.



- (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email id's are not registered.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
    - a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
    - b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
    - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
    - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
  7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
  8. Now, you will have to click on "Login" button.
  9. After you click on the "Login" button, Home page of e-Voting will open.

**Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.**

**How to cast your vote electronically and join General Meeting on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the Companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.

6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**GENERAL GUIDELINES FOR SHAREHOLDERS**

1. 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. with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutiniser by e-mail to [eswarfcs@gmail.com](mailto:eswarfcs@gmail.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. 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 download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on 022- 4886 7000 or send a request to Ms.Prajakta Pawle at [evoting@nsdl.com](mailto:evoting@nsdl.com)

**Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to [einward@integratedindia.in](mailto:einward@integratedindia.in)
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy

of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to (einward@integratedindia.in). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.

3. Alternatively shareholder / members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

**THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-**

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members / shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

**INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:**

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-voting system. Members may access by following the steps mentioned above for Access to NSDL e-voting system. After successful login, you can see link of "VC/OAVM link" placed under "Join meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in the notice to avoid last minute rush.
2. Facility of joining the AGM through VC / OAVM shall open 30 minutes before the time scheduled for AGM and will be available for Members on first come first served basis.
3. Members are encouraged to join the Meeting through Laptops for better experience.
4. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
5. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
6. Members facing any technical issue in login before / during the AGM can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022- 4886 7000.
7. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

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**STATEMENT OF MATERIAL FACTS CONCERNING ITEMS OF AGM NOTICE [Annexed to notice pursuant to Section 102 of the Companies Act, 2013 and Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]**

The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ('Act'), given hereunder sets out all material facts relating to the special business mentioned at Item Nos.3 to 5 of the accompanying Notice dated May 15, 2024.

As an additional information, the Explanatory Statement also contains material facts pertaining to ordinary business mentioned at Item No. 2 of the said Notice.

**RE-APPOINTMENT OF MR. P.M.GANESH (Item No. 2)**

Mr. P.M.Ganesh (DIN: 08571325), 55 years of age, Chief Executive Officer & Executive Director of the Company, holds a Bachelor's degree in Engineering and Master of Business Administration (Gold Medalist). He is having 31 years of overall industrial experience and shall be responsible for overall Operations, Business Development, Manufacturing Engineering, Tool Room and Purchase of the Company.

He was first appointed on the Board of Directors of the Company on 8th November 2021. During the year 2023-24, he attended all the 4 Board Meetings of the Company. The remuneration in the form of salary, perquisites etc., for the year 2023 - 24 is ₹ 129.52 Lakhs. Mr.P.M.Ganesh shall be paid remuneration as approved by the shareholders through postal ballot on 3rd April 2024.

He is also a Director in Pricol Electronics Private Limited. He is a member of the Risk Management Committee of the Company. He does not hold any shares of the Company. During the past three years, he has not resigned his directorship from any of the listed entities.

Except Mr.P.M.Ganesh, being the appointee and his relatives, none of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution. Mr.P.M.Ganesh is not related to any managerial personnel of the Company.

This explanatory statement may also be read and treated as disclosure in compliance with the requirements of Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Board recommends the resolution set out at Item No.2 of the Notice for your approval.

**RE-APPOINTMENT & REMUNERATION TO MR. VIKRAM MOHAN, MANAGING DIRECTOR (Item No. 3)**

The Board of Directors, at their meeting held on 15th May 2024 has re-appointed Mr. Vikram Mohan (DIN: 00089968) 49 years of age, as the Managing Director of the Company for a period of three years commencing from 1st April 2025 to 31st March 2028 (both days inclusive) and fixed his terms of appointment and remuneration in accordance with the provisions of Sections 196,197 and 198 read with Schedule V to the Act, 2013 and as recommended by the Nomination and Remuneration Committee. The Nomination and Remuneration Committee considered his proven track record in achieving organizational goals, his specific accomplishments and milestones, leadership skills including his capacity to build and motivate high performing teams. The Board considers that his educational qualification, experience & exposure in the Company, Industry & social activities, his adaptability to changing market conditions & industry trends, and positive relationship with key stakeholders would be of immense benefits to the Company and it is desirable to continue to avail services of Mr. Vikram Mohan, as Managing Director, with an increase of 10% in his salary, which is in line with the industry trend.

He is the founder of the Entrepreneurs Organization (EO) Chapter in Coimbatore and is currently an active member of EO South Asia. He is also a member of Young Presidents Organization (YPO) Chennai. He has been actively involved in the Confederation of Indian Industries (CII) and is currently on the Governing committee of CII Tamil Nadu as well as an active member of CII CEOs Forum. He has also been associated with the Automotive Components Manufacturers Association (ACMA) in various board positions.

Subject to the control and supervision of the Board of Directors, Mr. Vikram Mohan shall perform such duties and exercise such powers as may be entrusted to him from time to time by the Board.

**Terms of Appointment:**

Mr. Vikram Mohan, Managing Director will be responsible for strategy, Finance, Customer Relationship Management and Public Relations of the Company.

(a) He will perform his duties as such with regard to all work of the Company and will manage and attend to such business and carry out the orders and directions given by the Board from time to time in all respects and conform to and comply with all such directions and regulations as may from time to time be given and made by the Board.

(b) He shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in Section 166 of the Act with regard to duties of directors.

(c) He shall adhere to the Company's Code of Conduct.

(d) The remuneration payable shall be as detailed in the resolution mentioned in this notice.

(e) He shall be eligible for payment of Commission upto 2% of the Net Profit computed in accordance with Sections 197 and 198 of the Companies Act, 2013. However, the commission payable per annum shall not exceed 1.5 times of fixed component of remuneration and the amount of commission payable shall be subject to performance review by the Nomination and Remuneration committee based on the criteria fixed from time to time.

(f) The criteria for payment of commission shall include evaluation of performance achievement vis-à-vis defined Key Performance Indicators consisting of qualitative and quantitative parameters, including financial performance, risk management, compliance, stakeholder relationships, etc.

His re-appointment and remuneration requires to be approved by a special resolution of the shareholders. The terms of his re-appointment shall be as detailed in the resolution mentioned in this notice. The re-appointment, remuneration and perquisites conform to the requirement of Schedule V to the Companies Act, 2013. His re-appointment is liable to retire by rotation.

He was first appointed on the Board of Directors of the Company on 1st June 2013. During the year 2023-24, he attended 4 Board Meetings of the Company. The remuneration in the form of salary, perquisites and commission for the year 2023 - 24 is ₹ 611.89 Lakhs.

Mrs. Vanitha Mohan and Mr. Vikram Mohan are related to each other. Mr. Vikram Mohan is the elder son of Mrs. Vanitha Mohan.

None of the Directors or Key Managerial Personnel of the Company or their relatives except Mrs. Vanitha Mohan, Mr. Vikram Mohan and their relatives are in any way concerned or interested, financially or otherwise, in this 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 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The relevant information as required under the SEBI LODR Regulations

and SS-2 are provided in additional information section of this Notice.

The Board recommends the resolution set out at Item No.3 of the Notice for your approval.

#### **PAYMENT OF COMMISSION TO DIRECTORS (Item No.4)**

In view of the enhanced Corporate Governance requirements under the Companies Act, 2013 ("the Act") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") coupled with the size, subsidiary Company(s), complexity and global operations of the Company, the role and responsibilities of the Board, particularly Independent Directors has become more onerous, requiring greater time commitments, attention and a higher level of oversight.

In view of the above, the Nomination and Remuneration Committee at its meeting held on 10th May 2024 and the Board of Directors at their respective meetings held on 15th May 2024 recommended the payment of commission to the Non-Executive Directors including Independent Directors not exceeding 1% of the net profits for that financial year (as per Section 198 of the Companies Act, 2013) of the Company for a period of 5 years from the financial year 2025-26 to financial year 2029-30, subject to a maximum of ₹ 100/- Lakhs per annum.

Regulation 17(6) of the Listing Regulations authorises the Board of Directors to recommend all fees and compensation, if any, paid to Non-Executive Directors, including Independent Directors and the same would require approval of members in general meeting. The above commission shall be in addition to fees payable to the Director(s) for attending meetings of the Board / Committees or for any other purpose whatsoever as may be decided by the Board and reimbursement of expenses for participation in the Board and other meetings.

The quantum of commission payable to the Non-Executive Director(s) shall be fixed and decided by the Board of Directors after considering the recommendations of the Nomination and Remuneration Committee, taking into consideration parameters such as attendance at Board and Committee meetings, contribution at or other than at meetings, etc. in accordance with the directions given by the Board as prescribed under the Nomination and Remuneration Policy of the Company.

Presently Commission is paid to Non-Executive Directors based on their attendance to the meetings, which shall be as follows:

Board & Audit Committee Meetings	₹ 40,000/- per meeting per director.
Committee & Other Meetings	₹ 20,000/- per meeting per director.

The Commission on net profit payable to Non Executive Director is within the overall limit of 1% of net profit or such other percentage of net profit of the Company in any financial year as specified under Companies Act, 2013 from time to time and computed in the manner provided under Section 198 of the Companies Act, 2013, subject to a maximum of INR 100 Lakhs. The said maximum limit is enabling in nature to accommodate future revisions.

Though, the Company is statutorily allowed to obtain the approval for perpetual period, as a matter of good governance practice, it is proposed to pass the resolution under Section 197 of the Act, enabling the payment of commission to Non-Executive Directors for a period of 5 (five) years commencing from the Financial Year 2025-26.

None of the Directors, Key Managerial Personnel or their respective relatives, are concerned or interested in the Resolution mentioned at Item No. 4 of the Notice, except the Non-Executive Directors, to the extent of the commission that may be received by them.

The Board recommends the resolution set out at Item No.4 of the Notice for your approval.

**RATIFICATION OF REMUNERATION PAYABLE TO COST AUDITOR (Item No.5)**

The Board of Directors at their meeting held on 15th May 2024, appointed Mr.G.Sivagurunathan, Cost Accountant (ICWAI Membership No : 23127), as Cost Auditor of the Company, in terms of Section 148 of the Companies Act, 2013 and fixed a sum of ₹ 3 Lakhs as remuneration payable to him, for the Financial Year 2024-25.

The remuneration, as recommended by the Audit Committee and approved by the Board, is 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 Companies 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.

The Board recommends the resolution set out at Item No. 5 of the Notice for your approval.

Coimbatore  
15th May, 2024

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

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**Information to be provided under Schedule V, Part II (B) of the Companies Act, 2013:**

**I. General Information :**

1. Nature of Industry : Auto Parts & Equipments
2. Date or expected date of commencement of commercial Production : Not applicable
3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus : Not applicable
4. Financial performance based on given indicators :

₹ Lakhs

Particulars	2023-24	2022-23
Sales and Other Income	2,26,584.03	1,93,167.12
Profit Before Tax and Depreciation	25,350.82	20,740.88
Profit After Tax	13,091.49	11,257.89
Paid-up Equity Share Capital	1,218.81	1,218.81
Reserves and Surplus	79,168.60	66,587.65
Basic & Diluted Earnings Per Share (₹)	10.74	9.24

5. Export performance and net foreign exchange :

₹ Lakhs

Particulars	2023-24
Export performance (FOB Value)	14,224.80
Foreign Currency Expenditure	67,308.26
Net Foreign Exchange Earnings	(53,083.46)

6. Foreign investments and collaborators, if any:

₹ Lakhs

Wholly Owned Subsidiary	Investment amount
i. PT Pricol Surya Indonesia	6,762.74
ii. Pricol Asia Pte. Limited, Singapore	150.38

**II. Information about the Appointee:**

Particulars	Mr. Vikram Mohan
<b>Background details</b>	Mr. Vikram Mohan (DIN: 00089968) 49 years of age, is an Industrialist and Managing Director of the Company. He is also a Director in several group companies.
<b>Past remuneration</b>	₹ 611.89 Lakhs
<b>Recognition or awards:</b>	Mr. Vikram Mohan holds a Bachelors Degree in Production Engineering with Honours from PSG College of Technology, Coimbatore

<b>Job Profile and his suitability:</b>	He is the Managing Director of the Company. He is having 28 years of overall experience in the Auto Component and various other industries and shall be responsible for strategy, Finance, Customer Relationship Management and Public Relations of the Company.
<b>Remuneration proposed</b>	Refer Resolution No.3
<b>Comparative remuneration profile with respect to industry, size of the company, profile of the position and person :</b>	Taking into consideration the size of the Company, the profile of the appointee, the responsibilities shouldered on him and the industry benchmarks, the remuneration proposed to be paid is commensurate with the remuneration packages paid in comparable companies.
<b>Pecuniary relationship directly or indirectly with the company or relationship with the managerial personnel, if any :</b>	Managing Director of the Company. Mr.Vikram Mohan is related to Mrs.Vanitha Mohan, Chairman

### III. Other Information :

1. Reasons for loss or inadequate profits : Not Applicable
2. Steps taken or proposed to be taken for improvement : Not Applicable
3. Expected increase in productivity and profits in measurable terms : Not Applicable

### IV. Disclosures :

1. The shareholders of the company shall be informed of the remuneration package of the managerial person	Disclosed
2. The following disclosures shall be mentioned in the Board of Directors' report under the heading "Corporate Governance", if any, attached to the annual report:	
a. All elements of remuneration package such as salary, benefits, bonuses, stock options, pension, etc., of all the directors:	Disclosed
b. Details of fixed component and performance linked incentives along with the performance criteria:	Disclosed
c. Service contracts, notice period, severance fees:	Disclosed
d. Stock option details:	The Company has not issued any Stock option

### V. The Company has not defaulted in repayment of any of its debt / debentures / public deposits

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**Details of the Directors pursuant to the provisions of Regulation 36 of SEBI LODR & Secretarial Standard on General Meeting (SS-2) issued by the Institute of Company Secretaries of India, as applicable**

<b>Name of Director</b>	Mr.Vikram Mohan
DIN	00089968
Age (years)	49 years
Date of first appointment	1st June 2013
Qualification, Experience and Expertise in specific functional areas	Mr. Vikram Mohan holds a Bachelors Degree in Production Engineering with Honours from PSG College of Technology, Coimbatore. He is having 28 years of experience and shall be responsible for Strategy, Finance, Customer Relationship Management and Public Relations of the Company.
Skills and capabilities required for the role and the manner in which the Independent Directors meet the requirements	Refer Explanatory Statement
Terms and conditions of appointment/ re-appointment	Mr. Vikram Mohan is re- appointed as Managing Director of the Company for a period of three years commencing from 1st April 2025 to 31st March 2028. His appointment is liable to retire by rotation.
Shareholding in the Company	76,25,506 shares of the Company
Remuneration sought to be paid	Remuneration shall be as detailed in the resolution.
Remuneration last drawn during FY 2023-24	₹ 611.89 Lakhs
Directorship held in other companies	<ol style="list-style-type: none"> <li>1. Pricol Holdings Private Limited,</li> <li>2. Pricol Travel Private Limited,</li> <li>3. PPL Enterprises Private Limited,</li> <li>4. Pricol Logistics Private Limited,</li> <li>5. Pricol Gourmet Private Limited,</li> <li>6. Pricol Engineering Industries Private Limited,</li> <li>7. Pricol Asia Pte. Limited, Singapore and</li> <li>8. Pricol Asia Exim DMCC, Dubai</li> </ol>
Listed entities from which the director resigned in the past three years	Nil
List of the Committees of Board of Directors in which Chairmanship/ Membership is held	<p><b>Pricol Limited:</b></p> <ul style="list-style-type: none"> <li>• Stakeholders Relationship Committee</li> <li>• CSR Committee</li> <li>• Investment and Borrowing Committee</li> <li>• Risk Management Committee*</li> </ul> <p>* Refers to committees in which the Director holds position as Chairman.</p>



No. of Board Meetings attended during FY 2023-24	Mr.Vikram Mohan attended all the 4 meetings held during FY 2023-24
Relationship with other Directors, Manager and other Key Managerial Personnel	Mrs. Vanitha Mohan and Mr.Vikram Mohan are related to each other. Mr. Vikram Mohan is the elder son of Mrs. Vanitha Mohan.
Summary of Performance Evaluation of Director to be re- appointed	Nomination and Remuneration Committee, Independent Directors and Board considers performance of Mr.Vikram Mohan as 'Good'
Justification for appointment of Director	Refer Explanatory Statement

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