

26th September 2024

To,
Mrs. Manoharan Malavika Thothala
1993, Krishna Colony Near JKP Medical Centre,
Trichy Road, Singanallur,
Coimbatore South,
Coimbatore - 641005

Dear Mrs. Manoharan Malavika Thothala,

Sub: Your appointment as an Independent Director (ID) of our company

We are pleased to inform you that the Shareholders have approved your appointment as Independent Director of the Company, as envisaged under section 149 read with Schedule IV and other applicable provisions of the Companies Act, 2013, for a period of 5 years with effect from 1st October 2024 to 30th September 2029.


Terms and conditions of your appointment during the tenure as Independent Director and Certified true copy of the special resolution as approved by the shareholders through Postal Ballot is enclosed herewith.

Please confirm your acceptance to the terms of your appointment as an Independent Director by signing and returning the enclosed copy of letter to the Company.

For Pricol Limited**Vanitha Mohan
Chairman**

I confirm and agree to the terms of my appointment as an Independent Director of Pricol Limited as set out in this letter.

Date: 3-Oct-2024


(Manoharan Malavika Thothala)
(DIN. 10584655)

TERMS AND CONDITIONS OF INDEPENDENT DIRECTOR - MRS.MANOHARAN MALAVIKA THOTHALA

A. Term

Appointment of Mrs.Manoharan Malavika Thothala as an Independent Director is for the first term of five (5) years commencing from 1st October 2024 to 30th September 2029, without liable for retire by rotation. Her tenure will also be subject to her continuing to meet the criteria of independence.

B. Remuneration

Independent Director shall be eligible for remuneration by way of sitting fee and / or Profit related Commission as may be decided by the Board periodically, within the overall limit permitted under the Companies Act, 2013 and approved by the shareholders.

Independent Director will be entitled to reimbursement of expenses incurred by them in connection with attending the Board Meetings, Committee Meetings, General Meetings and in relation to the business of the Company towards hotel accommodation, travelling and other out-of-pocket expenses.

Pursuant to applicable law, Independent Director will not be entitled to any stock options.

C. Insurance

The Company has taken a "Directors and Officers Liability Insurance Policy" to cover liabilities of the Directors of the Company.

D. Committees

Independent Director may be nominated on one or more Committees of the board and in such event Independent Director shall abide with the relevant Committee's term of reference and any specific responsibilities.

E. Code of Conduct and Duties and Responsibilities

1. The Independent Director shall abide by the Guidelines of professional conduct, Role, Function and Duties as an Independent Director as provided in Schedule IV of the Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and any other law for the time being in force and in future.
2. The Independent Director shall strictly abide by all Code of Conducts as prescribed by the Company as required to be followed by various acts, enactments, Rules, Regulations, agreements etc., at any point of time.
3. The Independent Director should not indulge in any activity that is detrimental to the Company and its stakeholders directly or indirectly at any point of time.

F. Prohibition on Insider Trading

Independent Director shall follow the Company's "Code for Prevention of Insider Trading" on insider information and the requirement under the Companies Act, 2013 and SEBI Regulations, which inter-alia requires that price-sensitive information is not used or transmitted and maintained securely. Independent Director shall not make any statements that might risk a breach of these requirements without prior clearance.



Contd..2

G. Separate Meeting

1. Independent Directors of the company shall hold at least one meeting in a year, without the attendance of non-Independent Directors and members of management;
2. The Independent Director of the company shall strive to be present at such meeting;

H. Evaluation

1. Re-appointment of Independent Director shall be on the basis of report of performance evaluation and in compliance with the Companies Act, 2013 and relevant Rules thereof.
2. Resignation and removal of Independent Director shall be in the same manner as provided in Sections 168 and 169 of the Act.

I. Law

1. All the terms as mentioned above, including appointment, remuneration, professional conduct, role and functions, duties and evaluation shall be governed by the Companies Act, 2013 and rules made thereunder and corporate governance requirement under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.
2. Independent Director's engagement with the company is governed by and shall be construed in accordance with the Indian Laws and her engagement shall be subject to the jurisdiction to the courts of India.
3. This letter constitutes the entire terms and conditions of appointment of Independent Director and no waiver or modification shall be valid unless in writing and signed by both the parties.

General

1. Independent Director shall submit a declaration in the beginning of every financial year under section 149 (7) of the Companies Act, 2013 ("the Act") during her tenure confirming whether she meet the criteria of independence.
2. Independent Director shall promptly inform the Board of any change in the status of her independence.
3. Independent Director shall promptly inform the Board of any change in her Directorship / Committee Membership of other Companies.
4. So long as she is an Independent Director of the Company, the number of companies in which she holds office as a director or a chairman or committee member shall not exceed the upper limit stipulated under the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
5. So long as she is an Independent Director of the Company, he shall ensure that she do not get disqualified to act as a director pursuant to the provisions of section 164 of the Act.
6. Independent Director shall ensure compliance with other provisions of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as applicable to her as an Independent Director.



Certified True Copy of the Special Resolution passed by the Shareholders of Pricol Limited through Postal Ballot on 25th September 2024


SPECIAL RESOLUTION NO:1 APPOINTMENT OF MRS.MANOHARAN MALAVIKA THOTHALA, AS AN INDEPENDENT DIRECTOR:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and 160 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and pursuant to Regulations 16(1)(b), 17 and 25(2A) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and pursuant to the recommendations of the Nomination and Remuneration Committee and the Board, Mrs.Manoharan Malavika Thothala (DIN: 10584655), in respect of whom the Company has received a Notice in writing from a Member proposing her candidature for the office of Director under section 160 of the Act, and who had submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI LODR, be and is hereby appointed as an "Independent Director" of the Company to hold office for a term of 5 (five) consecutive years commencing from 1st October 2024 to 30th September 2029 (both days inclusive), and whose office shall not be liable to retire by rotation."

"RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 197, 198 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, Mrs.Manoharan Malavika Thothala be paid such fees, remuneration and commission as the Board may approve from time to time and subject to such limits prescribed by the Companies Act, 2013 and as approved by the Members of the Company from time to time."

"RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to take all such steps as may be necessary and / or give such directions as may be necessary, proper or expedient, to give effect to the above resolution without being required to seek any further consent or approval of the members and the members shall be deemed to have given their approval thereto expressly by the authority of this resolution."

Certified True Copy


(T.G.Thamizhanban)
Company Secretary
ICSI M.No: F7897

