



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 14th ANNUAL GENERAL MEETING

NOTICE is hereby given that the Fourteenth Annual General Meeting of the Shareholders of the Company will be held on Wednesday, 6th August 2025 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 2025, 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. VIKRAM MOHAN, 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. Vikram Mohan (DIN: 00089968), Director, who retires by rotation at this meeting and being eligible, offers himself for re-appointment, be and is hereby re-appointed as a director of the Company."

SPECIAL BUSINESS

3. APPOINTMENT OF STATUTORY AUDITORS TO FILL CASUAL VACANCY:

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

"RESOLVED that pursuant to the provisions of Section 139, 140 and other applicable provisions, if any, of the

Companies Act, 2013 and the Rules made thereunder, including any amendment, modification, variation or re-enactment thereof, the appointment of M/s. Sundaram & Srinivasan, Chartered Accountants, Chennai (ICAI Registration No : FRN 004207S), as Statutory Auditors of the Company, by the Board of Directors at their meeting held on 11th July 2025, to fill the casual vacancy caused by the resignation of M/s. VKS Aiyer & Co, Chartered Accountants, Coimbatore (ICAI Firm Regn. No. 000066S), from 1st August 2025 to the conclusion of this 14th Annual General Meeting, for a remuneration of ₹ 50,000/- (Rupees Fifty Thousand) as determined and recommended by the Audit Committee in consultation with the Statutory Auditors and duly approved by the Board of Directors, be and are hereby approved."

ORDINARY BUSINESS

4. APPOINTMENT OF STATUTORY AUDITORS :

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

"RESOLVED that pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any amendment, modification, variation or re-enactment thereof), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to recommendation of the Audit Committee & the Board, M/s. Sundaram & Srinivasan, Chartered Accountants, (ICAI Registration No : FRN: 004207S), be and are hereby appointed as Statutory Auditors for the first term of 5 consecutive years, from the conclusion of 14th Annual General Meeting till the conclusion of the 19th Annual General Meeting of the Company to be held in the calendar year 2030, at such remuneration as may be decided by the Board of Directors in consultation with the Statutory Auditors."

"RESOLVED FURTHER that the Audit Committee / Board of Directors of the Company, be and are hereby authorized to revise / alter / modify / amend the terms and conditions and / or remuneration, from time to time, as may be mutually agreed with the Auditors, during the tenure of their appointment."

"RESOLVED FURTHER that the Board of Directors of the Company (including its Committee thereof) and / or any Key Managerial Personnel 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. RE-APPOINTMENT OF MR.NAVIN PAUL, AS AN INDEPENDENT DIRECTOR :

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 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 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, Mr.Navin Paul (DIN: 00424944), who was appointed as an Independent Director of the Company for a term of 5 years upto 21st October 2025 by the shareholders and being eligible, and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of a Director and who has submitted a declaration that he 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 re-appointed as an "Independent Director" of the Company for the second term of 5 (five) consecutive years with effect from 22nd October 2025 to 21st October 2030 (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, Mr.Navin Paul shall 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 severally 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."

6. APPOINTMENT OF SECRETARIAL AUDITOR

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

"RESOLVED THAT pursuant to section 204 of the Companies Act, 2013 and rules made thereunder and Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any other applicable provisions and pursuant to the recommendation of the Audit Committee and the Board, Mr. P.Eswaramoorthy of M/s.P.Eswaramoorthy and Company, Company Secretaries (FCS No.6510, CP No.7069) be and is hereby appointed as the Secretarial Auditor of the Company for a term of five consecutive years from financial year 2025-26 till 2029-30, to carry out the secretarial audit of the Company at such remuneration as may be decided by the Board of Directors (referred to as the Board which expression shall include any Committee thereof or person(s) authorized by the Board) in consultation with the Secretarial Auditor of the Company."

"RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to take such steps and do all such acts, deeds, matters, and things as may be considered necessary, proper, and expedient to give effect to this Resolution."

7. 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 2025-26 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

Company Secretary

FCS No.: 7897

Coimbatore
11th July, 2025

NOTES:

I. AGM THROUGH VIDEO CONFERENCE (VC) / OTHER AUDIO-VISUAL MEANS(OAVM).

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, 25th September, 2023 and 19th September 2024 (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.

II. AGM NOTICE & ANNUAL REPORT

1. In compliance with the aforesaid MCA Circulars and SEBI Circular dated 12th May 2020, 15th January 2021, 13th May 2022, 5th Jan 2023, 7th October 2023 and 3rd October 2024, Notice of the AGM along with the Annual Report 2025 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 2025, AGM notice etc., will also be available on the Company's website www.pricol.com, websites of the Stock Exchanges, BSE Limited (www.bseindia.com), National Stock Exchange of India Limited (www.nseindia.com) and on the website of NSDL (www.evoting.nsdl.com).

2. 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.

III. SPEAKER SHAREHOLDER

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 30th July 2025 to "cs@pricol.com".

Members who would like to express their views / have questions 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.

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.

IV. CLARIFICATION ON ACCOUNTS / OPERATIONS OF THE COMPANY

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 30th July 2025 to "cs@pricol.com". The queries will be answered suitably.

V. QUORUM / PROXY FORM / ATTENDANCE SLIP:

- 1. 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.

2. 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").
3. Body Corporates are entitled to appoint authorized representatives and requested to send a duly certified copy of Board Resolution authorizing their representative(s) to attend and vote at the AGM.

VI. UNCLAIMED DIVIDEND:

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 2025 are uploaded on the website of the Company and can be accessed through the link <https://pricol.com/wp-content/uploads/2025/06/PRICOL-LIMITED-UNCLAIMED-DIVIDEND-SHARES-2018-AS-ON-31ST-MARCH-2025.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.

VII. CUT OFF DATE

The members who hold shares on the cut-off date (i.e.,) Wednesday, 30th July 2025 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 note for information purposes only.

VIII. VOTING RIGHTS:

The voting rights 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 30th July 2025.

IX. VOTING PROCESS:

Shareholders can cast their votes through Remote e-Voting or at the AGM through e-Voting. The detailed process and instructions forms part of this notice.

X. GENERAL:

1. 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.
2. 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.
3. 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.
4. The relevant details, pursuant to Regulation 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 / reappointment at this AGM, forms part of this notice.

5. 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.
6. The matter of Special Business as appearing at Item Nos. 3,5,6&7 of the accompanying notice, is considered to be unavoidable by the Board and hence, forming part of this Notice.
7. During the AGM, Members may access the soft copies of the statutory register maintained under section 170 and section 189 of the Act, upon Login to NSDL e-Voting system at <https://www.evoting.nsdl.com>.
8. For the purpose of Secretarial Standards, Registered office of the Company will be treated as AGM venue.
9. Since the AGM will be held through VC / OAVM, the Route Map, is not annexed with this Notice.

XI. VOTING THROUGH ELECTRONIC MEANS

1. 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).
2. Remote e-voting period commences **on Saturday, 2nd August 2025 (9:00 a.m. IST) and ends on Tuesday, 5th August 2025 (5:00 p.m. IST)**. During this period, Members holding shares either in physical form or in dematerialized form, as on Wednesday, 30th July 2025 i.e. "cut-off date", may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter.
3. 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.
4. 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.

5. 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 to 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.
6. 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.
7. 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 him in writing who shall countersign the same.
8. 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 immediately after the result is 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, issued by the Ministry of Corporate Affairs, 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 1,000 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 Act.
5. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), the Secretarial Standard on General Meetings (SS-2) issued by the ICSI and Regulation 44 of SEBI (Listing Regulations) 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. 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 and 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.
7. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circulars.

8. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes member of the Company after the notice is sent through e-mail and holding shares as of the cut-off date i.e., 30th July 2025, may obtain the login ID and password by sending a request to evoting@nsdl.com or Issuer/RTA. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" or "Physical User Reset Password" option available on www.evoting.nsdl.com or call on 022 - 4886 7000 and 022 - 2499 7000. In case of Individual Shareholders holding securities in demat mode 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 i.e., 30th July 2025 may follow steps mentioned in the Notice of the AGM under "Access to NSDL e-Voting system".

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. For OTP based login you can click on <https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp>. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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.
2. 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.
3. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsdl.com>. Select "Register Online for IDeAS Portal" or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.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.

5. 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 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 and click on login & New System Myeasi Tab and then click on registration option.

- Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on 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. upon logging in, you will be able to see e-Voting option. 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 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

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

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

Login type	Helpdesk details
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 21 09911

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?

- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.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, 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 eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

- Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
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 ids 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.nsd.com.

b) **Physical User Reset Password?"** (If you are holding shares in physical mode) option available on www.evoting.nsd.com.

c) If you are still unable to get the password by aforesaid two options, you can send a request to 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 with a copy marked to 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 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 or call on 022- 4886 7000 or send a request to Ms.Prajakta Pawle at 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.
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 shareholder 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" 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. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. 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.

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.3,5,6 & 7 of the accompanying Notice dated July 11, 2025.

As an additional information, the Explanatory Statement also contains material facts pertaining to ordinary business mentioned at Item Nos. 2 & 4 of the said Notice

RE-APPOINTMENT OF MR. VIKRAM MOHAN AS A DIRECTOR (Item No. 2)

Mr. Vikram Mohan (DIN: 00089968), a Non -Independent Director retires by rotation as per section 152 of the Act and being eligible offers himself for re-appointment.

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

Except Mr. Vikram Mohan, 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.

The relevant information as required under the SEBI LODR Regulations and SS-2 are provided in additional information section of this Notice.

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

APPOINTMENT OF STATUTORY AUDITOR (Item Nos. 3 & 4)

As per the provisions of Section 139(8)(i) of the Act, any casual vacancy in the office of an auditor shall be filled by the Board of Directors within thirty days from the date of resignation of an auditor, subject to the approval of the shareholders of the company within three months of the recommendation of the Board and the said auditor shall hold office till the conclusion of the next Annual General Meeting.

M/s.VKS Aiyer & Co, Chartered Accountants, Coimbatore (ICAI Registration No: FRN 000066S), have tendered their resignation vide their letter dated 10th July 2025, for reasons setout therein which is effective from the appointment of another auditor and the said letter is available in public domain.

Board of Directors at their meeting held on 11th July 2025 appointed M/s.Sundaram & Srinivasan, Chartered Accountants, (ICAI Registration No : FRN: 004207S) as statutory auditors, in place of casual vacancy caused due to the above resignation, with effect from 1st August 2025 until the conclusion of this 14th Annual General Meeting, subject to the approval of shareholders.

Board of Directors also recommended the appointment of M/s. Sundaram & Srinivasan, Chartered Accountants, (ICAI Registration No : FRN: 004207S) as statutory auditors for a term of 5 years, from the conclusion of 14th Annual General Meeting until the conclusion of the 19th Annual General Meeting of the Company to be held in the calendar year 2030.

M/s Sundaram & Srinivasan, Chartered Accountants, a partnership firm founded in the year 1943 and it is one of the largest audit firms in South India with offices in Chennai, Mumbai, Madurai and Bangalore. M/s Sundaram & Srinivasan, Chartered Accountants have rich and deep experience for over 8 decades in sectors like Automobile, Manufacturing, Banks, General Insurance, Mutual Funds, NBFC, Charitable trust, Real Estate, Private Equity and Technology rendering audit services for more than 450 clients. The firm has qualified & experienced partners and staffs / smart collaborations to compliment geography reach and strong confluence of people, process and technology. They also hold valid peer review certificate issued by Peer Review Board of ICAI.

For the financial year 2025 - 26, the proposed remuneration of M/s Sundaram & Srinivasan, Chartered Accountants for Statutory Audit is ₹ 37 Lakhs (Rupees Thirty Seven Lakhs Only) excluding applicable taxes, levies, reimbursement of expenses and fees payable for other permitted services. The fee payable on other permitted services such as certification and tax audit fees shall not exceed ₹ 30 Lakhs (Rupees Thirty Lakhs Only).

M/s Sundaram & Srinivasan, Chartered Accountants have consented to their appointment as the Statutory Auditors and have confirmed that the appointment, if made, would be within the limits specified under Section 141(3)(g) of the Act and that they are not disqualified to

be appointed as the Statutory Auditors in terms of the provisions of Section 139 and 141 of the Act and the Rules framed thereunder.

The Audit Committee and the Board of Directors shall consider approval of revisions to the remuneration of the Statutory Auditors for the remaining part of the tenure. The Board of Directors, in consultation with the Audit Committee, may alter and vary the terms and conditions of appointment, including remuneration, in such manner and to such extent as may be mutually agreed with the Statutory Auditors.

None of the Directors or Key Managerial Personnel of the Company or any of their relatives is concerned or interested, financially or otherwise in the resolution. The Board recommends the resolution set out at Item Nos. 3&4 of the Notice for your approval.

RE-APPOINTMENT OF MR.NAVIN PAUL, INDEPENDENT DIRECTOR (Item No. 5)

Mr.Navin Paul (DIN: 00424944), was appointed as an Independent Director of the Company for a term of 5 years, upto 21st October 2025. He is due for retirement from the first term as an Independent Director on 21st October, 2025.

Pursuant to the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("LODR Regulations") an Independent Director shall hold office for a term upto five consecutive years on the Board of the Company and shall be eligible for re-appointment for another term of five consecutive years on passing of a Special Resolution by the Company and disclosure of such appointment in the Board Report.

Mr.Navin Paul is eligible for re-appointment for another term of five consecutive years. The Company has received a notice from a member in writing under Section 160 of the Act, proposing his candidature for the office of Independent Director of the Company.

The Company has received from Mr.Navin Paul, all statutory disclosures / declarations including,

- (i) Consent in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014,
- (ii) Intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013, and

(iii) Declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013, Sub rule (1) and Sub rule (2) of Rule 6 of Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

(iv) Declaration confirming that he is not debarred from holding the office of director by virtue of any SEBI order or any other such authority.

The Board of Directors at their meeting held on 15th May 2025 on the recommendation of the Nomination and Remuneration Committee and on the basis of performance evaluation of Independent Director, recommended to the shareholders, the re-appointment of Mr.Navin Paul as Independent Director of the Company for a second term of five years with effect from 22nd October 2025 to 21st October 2030 (both days inclusive) and he shall not be liable to retire by rotation. His re-appointment is subject to the approval of the shareholders by way of a Special Resolution.

In the opinion of the Board of Directors, Mr.Navin Paul fulfills the conditions specified in the Companies Act, 2013 and rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for his re-appointment as an Independent Director of the Company and is independent of the management.

The Board considers that his educational qualification, skills, experience & exposure in Industry / Business would be of immense benefit to the Company and it is desirable to continue the association and avail services of Mr.Navin Paul as an Independent Director.

A copy of the draft letter for the appointment of Mr.Navin Paul as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on working days up to Annual General Meeting and can be accessed through the link <https://pricol.com/wp-content/uploads/2025/07/Terms-and-Conditions-of-Appointment-of-Independent-Director-Mr.Navin-Paul.pdf>.

Except Mr.Navin Paul, being the appointee and his relatives, none of the Directors and Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 5. 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. 5 of the Notice for your approval.

APPOINTMENT OF SECRETARIAL AUDITOR (Item No. 6)

Pursuant to Section 204 of the Companies Act, 2013 and Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 (the Listing Regulations), the Company is required to appoint Secretarial Auditor to conduct secretarial audit for the Company. SEBI vide its notification dated 12th December, 2024 has amended the said Regulation 24A pursuant to which the Company is required to appoint Secretarial Auditor for a term of five years and their appointment is required to be approved by the shareholders.

After evaluating and considering various factors such as competency of the audit team, efficiency in conduct of audit, independence, etc., the Board of Directors of the Company ('Board') has, based on the recommendation of the Audit Committee, proposed the appointment of Mr. P.Eswaramoorthy of M/s. P.Eswaramoorthy and Company, Company Secretaries (FCS No.6510, CP No.7069), as the Secretarial Auditors of the Company, for the term of five consecutive years from financial year 2025-26 till 2029-30. The Secretarial Auditor shall be paid a remuneration of ₹ 3.50 Lakhs plus applicable taxes and levies and actual expenses incurred by them towards Secretarial Audit under Section 204 of the Companies Act 2013, for the financial year 2025-26 and the remuneration for remaining years shall be mutually agreed between the Board and the Secretarial Auditors. Besides the secretarial audit, the Company would also avail other permissible services from Mr.P.Eswaramoorthy of M/s. P.Eswaramoorthy and Company as required from time to time, for which he will be remunerated separately on mutually agreed terms. He has been the Secretarial Auditor of the Company from financial year 2015-16 and as part of his Secretarial audit he has demonstrated his expertise and proficiency in handling Secretarial audit of the Company till date.

Mr. P.Eswaramoorthy of M/s. P.Eswaramoorthy and Company have consented to his appointment as the Secretarial Auditors and have confirmed that the appointment, if made, would be in compliance with Section 204 of the Companies Act, 2013 and Regulation 24A of Listing Regulations and that he is not disqualified to be appointed as the Secretarial Auditor in terms of the provisions of Companies Secretaries Act, 1980. Mr. P.Eswaramoorthy also holds valid peer review certificate issued by Peer Review Board of ICSI.

Mr. P.Eswaramoorthy of M/s. P.Eswaramoorthy and Company, Company Secretaries (FCS No.6510, CP No.7069), is a Practicing Company Secretary and a Qualified Insolvency Professional specialized in Corporate Laws, SEBI, FEMA, Intellectual Property Laws, Joint Ventures, Mergers, Demergers, etc... He is a fellow member of the Institute of Company Secretaries of India, who also holds a bachelor's degrees in Science and Law. He is a Practicing Company Secretary since 2006. His team includes 6 qualified Company Secretaries and 5 semi qualified Company Secretaries. He is a past Chairman of the Coimbatore Chapter of ICSI, Management Committee member and Faculty member at Coimbatore ICSI chapter since 2002.

The Board, in consultation with the Audit Committee, may alter and vary the terms and conditions of appointment, including remuneration, in such manner and to such extent as may be mutually agreed with the Secretarial Auditor.

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. 6 of the Notice for your approval.

RATIFICATION OF REMUNERATION PAYABLE TO COST AUDITOR (Item No. 7)

The Board of Directors at their meeting held on 15th May 2025, 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 ₹ 3.00 Lakhs as remuneration payable to him, for the Financial Year 2025-26.

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. 7 of the Notice for your approval.

Coimbatore
11th July, 2025

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

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

Name of Director	Mr.Vikram Mohan	Mr.Navin Paul
DIN	00089968	00424944
Age (years)	50 years	67 years
Date of first appointment	1st June 2013	22nd October 2020
Qualification, Experience and Expertise in specific functional areas	Mr. Vikram Mohan holds a Bachelor's Degree in Production Engineering with Honors from PSG College of Technology, Coimbatore. He is having 29 years of experience and shall be responsible for Strategy, Finance, Customer Relationship Management and Public Relations of the Company. He is the founder of the Entrepreneurs Organization (EO) Chapter in Coimbatore and is currently a 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 the Automotive Components Manufacturers Association (ACMA) in various board positions.	Mr. Navin Paul holds a Bachelor's degree Science in Mechanical Engineering (with Honors) from National Institute of Technology, Kurukshetra, Haryana and a Master's degree in Business Administration from Faculty of Management Studies, Delhi. He has more than four decades of experience and is the Executive Committee Member of A C M A and Co - Chair of Government Regulations and Advocacy Sub Pillar. He was the Former Executive Vice President Sales and Marketing of Mobility Solutions with BOSCH, India from 2011-2017 reporting to BOSCH Board of Management in Germany.
Skills and capabilities required for the role and the manner in which the Independent Directors meet the requirements	Not Applicable	Refer Explanatory Statement
Terms and conditions of appointment/ re- appointment	Mr. Vikram Mohan was 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.	Mr.Navin Paul is appointed as Independent Director of the Company for the second term of five years with effect from 22nd October 2025 till 21st October 2030 (both days inclusive). His appointment is not liable to retire by rotation.
Shareholding in the Company	Mr. Vikram Mohan holds 76,25,506 shares in the Company.	NIL
Remuneration sought to be paid	Mr. Vikram Mohan shall be paid remuneration for the position of Managing Director as approved by the shareholders at the 13th Annual General meeting held on 7th August 2024.	Shareholders at the 13th AGM held on 7th August 2024 approved a sum not exceeding 1% of the net profit of the Company per annum as commission, calculated in accordance with the provisions of Section 198 of the Companies Act, 2013, to be paid to the non-executive directors (including Independent Directors) of the Company in a manner decided by the Board. The commission shall be

Name of Director	Mr.Vikram Mohan	Mr.Navin Paul
		in addition to fees payable to the Director(s) for attending the meetings of the Board or Committees. The detailed criteria is available in the Nomination and Remuneration Policy of the Company. The Policy can be accessed at : https://pricol.com/wp-content/uploads/2024/06/Nomination-and-Remuneration-Policy-04062024.pdf
Remuneration last drawn during FY 2024-25	The remuneration in the form of salary, perquisites and commission for the year 2024 - 25 is ₹ 708.46 Lakhs.	Sitting Fees: ₹ 8.40 lakhs Commission: ₹ 4.20 lakhs
Directorship held in other companies	<ol style="list-style-type: none"> 1. Pricol Holdings Private Limited 2. Pricol Travel Private Limited 3. PPL Enterprises Private Limited 4. Pricol Gourmet Private Limited 5. Pricol Engineering Industries Private Limited 6. Pricol Asia Pte. Limited, Singapore 7. Pricol Asia Exim DMCC, Dubai 8. Pricol Precision Products Private Limited (Formerly known as Pricol Electronics Private Limited). 	<ol style="list-style-type: none"> 1. IP Rings Limited 2. Sharda Motor Industries Limited 3. Amalgamations Repco Limited
Listed entities from which the director resigned in the past three years	Nil	Nil
List of the Committees of Board of Directors in which Chairmanship / Membership is held	<p>Pricol Limited</p> <ul style="list-style-type: none"> • Corporate Social Responsibility Committee • Stakeholders Relationship Committee • Investment and Borrowing Committee • Risk Management Committee* <p>* Refers to committees in which the Director holds position as Chairman.</p>	<p>Pricol Limited</p> <ul style="list-style-type: none"> • Audit Committee • Nomination and Remuneration Committee <p>IP Rings Limited</p> <ul style="list-style-type: none"> • Audit Committee • Nomination and Remuneration Committee* • Stakeholders Relationship Committee • Corporate Social Responsibility Committee*

Name of Director	Mr.Vikram Mohan	Mr.Navin Paul
		<p>Sharda Motor Industries Limited</p> <ul style="list-style-type: none"> • Audit Committee* • Nomination and Remuneration Committee* • Risk Management Committee <p>Amalgamations Repco Limited</p> <ul style="list-style-type: none"> • Audit Committee • Nomination and Remuneration Committee • Corporate Social Responsibility Committee <p>* Refers to committees in which the Director holds position as Chairman.</p>
No. of Board Meetings attended during FY2024-25	Mr.Vikram Mohan attended all the 7 Board meetings held during FY 2024-25.	Mr.Navin Paul attended 6 meetings out of 7 Board meetings held during FY2024-25.
Relationship with other Directors, Manager and other Key Managerial Personnel	Mr.Vikram Mohan and Mrs.Vanitha Mohan are related to each other. Mr. Vikram Mohan is the elder son of Mrs. Vanitha Mohan.	Nil
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'	Nomination and Remuneration Committee and the Board considers performance of Mr.Navin Paul as 'Good'
Justification for appointment of Independent Director	Not Applicable	Refer Explanatory Statement

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