NOTICE OF 15th ANNUAL GENERAL MEETING

NOTICE is hereby given that the Fifteenth Annual General Meeting of the Shareholders of the Company will be held on Wednesday, 5th August 2026 at 3.00 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 2026, 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. **APPOINTMENT OF MS. MADHURA MOHAN, AS A DIRECTOR:**

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

   "RESOLVED that pursuant to the provisions of Sections 149, 152,161 and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the 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, Audit Committee and the Board, Ms.Madhura Mohan (DIN: 08536751), who was appointed as an Additional Director of the Company by the Board of Directors at their meeting held on 14th May 2026 and whose term of office expires at this Annual General Meeting ('AGM') 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 her candidature for the office of Director, be and is hereby appointed as a "Director" of the Company, and shall be liable to retire by rotation."

   "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."

4. **APPOINTMENT & REMUNERATION TO MS. MADHURA MOHAN, AS AN EXECUTIVE 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 196, 197 198, read with Schedule V and all other applicable provisions, if any of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any statutory modication(s) or re-enactment thereof, for the time being in force and pursuant to the recommendations of the Nomination and Remuneration Committee, Audit Committee and the Board, the consent of the Company be and is hereby accorded to the appointment of Ms.Madhura Mohan (DIN: 08536751), as Whole-time Director with the designation "Executive Director" of the Company, for a period commencing from 14th May 2026 to 31st March 2029 on the following terms and conditions:

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REMUNERATION:

Category A: Salary, Allowance, Perquisites

I. **Salary :** Not exceeding ₹ 4,00,000 per month

II. **House Rent Allowance :** Not exceeding 40 % of salary

III. **Special Allowance :** Not exceeding 100 % of salary

IV. **Variable Pay :** Not exceeding 70 % of salary based on performance, subject to a condition that variable pay payable per annum shall not exceed 1.5 times of fixed component of remuneration.

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.

V. **Perquisites**

The following perquisites shall be allowed subject to a maximum of 10 % of salary:

1) Conveyance Allowance
2) Medical Allowance
3) Leave Travel Allowance
4) Other Allowances

In any year, if the perquisites specified above, are not availed in full, the unutilised 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: Retrials

Company's contribution to Provident Fund, Superannuation Fund, Gratuity, Service Weightage or Annuity fund as per the rules of the company, shall be in addition to the remuneration under Category (A) above.

Category C: Reimbursement of Expenses:

Expenses incurred for travelling, boarding and lodging of Ms.Madhura 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.

Revision and / or yearly increment on or after her appointment to the above mentioned remuneration for the balance period i.e. upto 31st March 2029 as may be determined by the Board and / or the Nomination and Remuneration Committee of the Board, shall be within the overall ceiling of remuneration prescribed under Section 197 read with Schedule V to the Act.

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 Ms.Madhura Mohan, Executive Director, shall not exceed 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 remuneration.

"RESOLVED FURTHER that the Board of Directors or any committee thereof, be and are hereby authorised to alter or vary the terms of appointment designation, component and elements of the remuneration payable to Ms.Madhura 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 of the Directors or Key Managerial Personnel of the Company be and are hereby authorized 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."

5. **APPOINTMENT OF MR.SIDDHARTH MANOHARAN, AS A DIRECTOR:**

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

"RESOLVED that pursuant to the provisions of Sections 149, 152, 161 and any other applicable provisions of the Companies Act, 2013 and the Companies

NOTICE OF 15th ANNUAL GENERAL MEETING

(Appointment and Qualification of Directors) Rules, 2014 and the 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.Siddharth Manoharan (DIN: 08457275), who was appointed as an Additional Director of the Company by the Board of Directors at their meeting held on 14th May 2026 and whose term of office expires at this Annual General Meeting ('AGM') 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 Director, be and is hereby appointed as a "Director" of the Company, and shall be liable to retire by rotation."

6. **APPOINTMENT & REMUNERATION TO MR. SIDDHARTH MANOHARAN, AS A GROUP EXECUTIVE 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 196, 197 198, read with Schedule V and all other applicable provisions, if any of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any statutory modication(s) or re-enactment thereof, for the time being in force and pursuant to the recommendations of the Nomination and Remuneration Committee and the Board, the consent of the Company be and is hereby accorded to the appointment of Mr.Siddharth Manoharan (DIN: 08457275), as whole-time Director with the designation "Group Executive Director" of the Company, for a period from 14th May 2026 to 31st March 2029 on the following terms and conditions:

REMUNERATION:

Category A: Salary, Allowance, Perquisites

I. Salary : Not exceeding ₹ 6,00,000 per month

II. House Rent Allowance : Not exceeding 40 % of salary

III. Special Allowance : Not exceeding 100 % of salary

IV. Variable Pay : Not exceeding 70 % of salary based on performance, subject to a condition that variable pay payable per annum shall not exceed 1.5 times of fixed component of remuneration.

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.

V. Perquisites

The following perquisites shall be allowed subject to a maximum of 10 % of salary:

1) Conveyance Allowance
2) Medical Allowance
3) Leave Travel Allowance
4) Other Allowances

In any year, if the perquisites specified above, are not availed in full, the unutilised 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: Retrials

Company's contribution to Provident Fund, Superannuation Fund, Gratuity, Service Weightage or Annuity fund as per the rules of the company, shall be in addition to the remuneration under Category (A) above.

Category C: Reimbursement of Expenses:

Expenses incurred for travelling, boarding and lodging of Mr.Siddharth Manoharan 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.

Revision and / or yearly increment on or after his appointment to the above mentioned remuneration for the balance period i.e. upto 31st March 2029 as may be determined by the Board and / or the Nomination and Remuneration Committee of the Board, shall be within the overall ceiling of remuneration prescribed under Section 197 read with Schedule V to the Act.

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

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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.Siddharth Manoharan, Group Executive Director, shall not exceed 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 remuneration.

"RESOLVED FURTHER that the Board of Directors or any committee thereof, be and are hereby authorised to alter or vary the terms of appointment designation, component and elements of the remuneration payable to Mr.Siddharth Manoharan, 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 of the Directors or Key Managerial Personnel of the Company be and are hereby authorized 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."

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 2026-27 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

14th May, 2026
Coimbatore

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, 19th September 2024 and 22nd September 2025 (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 LODR, Notice of the AGM along with the Annual Report 2026 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 2026, 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 29th July 2026 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 29th July 2026 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 2026 are uploaded on the website of the Company and can be accessed through the link https://Pricol.com/wp-content/uploads/2026/06/Pricol-Limited-Unclaimed-Interim-Dividend-2025-26-as-on-31st-March-2026.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, 29th July 2026 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 29th July 2026.

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 /

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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 LODR, 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 LODR are annexed hereto.

4) The relevant details, pursuant to Regulations 36(3) of the SEBI LODR 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 No(s). 3 to 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 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.

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

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, 1st August 2026 (9:00 a.m. IST) and ends on Tuesday, 4th August 2026 (5:00 p.m. IST). During this period, Members holding shares either in physical form or in dematerialized form, as on Wednesday, 29th July 2026 i.e. “cut-off date", may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter.

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. 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. 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.

f. 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.

g. 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.

h. 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 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), the Secretarial Standard on General Meetings (SS-2) issued by the ICSI 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. 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 send through e-mail and holding shares as of the cut-off date i.e., 29th July 2026, may obtain the login ID and password by sending a request at 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., 29th July 2026 may follow steps mentioned in the Notice of the AGM under "Access to NSDL e-Voting system".

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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.

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 user your existing my easi username & password.

NOTICE OF 15th ANNUAL GENERAL MEETING

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.
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 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 e-voting@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

A) 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 by typing the following URL: 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 eservices 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:**

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.	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 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.

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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 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.nsdl.com.

b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on 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 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 authorized signatory(ies) who are authorized to vote, to the Scrutinizer 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 (Name of NSDL Official) 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 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" 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.

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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.

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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 No(s). 3 to 7 of the accompanying Notice dated May 14, 2026.

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), aged 57 years, 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 33 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 2025-26, he attended all the 5 Board Meetings of the Company. The remuneration in the form of salary, perquisites, commission etc., for the year 2025 - 26 is ₹ 1.97 Crores.

Mr.P.M.Ganesh shall be paid remuneration as approved by the shareholders through postal ballot notice dated 1st February 2024.

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.

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

This explanatory statement may also be read and treated as disclosure in compliance with the requirements of Regulation 36 of the SEBI LODR.

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

APPOINTMENT OF MS.MADHURA MOHAN (Item No. 3 & 4)

Ms.Madhura Mohan (DIN: 08536751), was appointed as an Additional Director of the Company with effect from 14th May 2026 by the Board of Directors on the recommendation of Nomination and Remuneration Committee and Audit Committee. In terms of Section 161(1) of the Companies Act, 2013, Ms.Madhura Mohan holds office upto the date of this Annual General Meeting but is eligible for the appointment as a Director. The Company has received a notice from a member in writing under Section 160 of the Act, proposing her candidature for the office of Director.

Ms. Madhura Mohan, aged 25 years, holds a Bachelor of Science (Honours) degree in Business and Management from Brunel University, London. She is a third-generation member of the promoter family and has been actively associated with Pricol Limited since September 2023. During her tenure with the Company, she has undergone comprehensive and structured training across various functional areas, gaining the well-rounded exposure to Pricol's operations. She has been actively involved in managerial roles, with a particular focus on strengthening customer relationships-both in the domestic and international markets-and contributing to the Company's Environmental, Social and Governance (ESG) initiatives. She also holds directorship in Pricol Logistics Private Limited. She holds 233,453 equity shares of the company. Over the past three years, Ms. Madhura Mohan has not resigned from the directorship of any listed company.

The Company has received from Ms. Madhura Mohan (i) consent in writing to act as director 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 &

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Qualification of Directors) Rules, 2014, to the effect that she is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013 and (iii) Declaration confirming that she 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 14th May 2026, on the recommendation of the Nomination and Remuneration Committee and Audit Committee, based on the performance evaluation, educational qualification, skills, experience & exposure in auto component industry, have appointed her as Whole Time Director with a designation Executive Director with effect from 14th May 2026 to 31st March 2029 and fixed the remuneration payable to her as set out in the text of the resolution. The proposed appointment, remuneration and perquisites conform to the requirement of Schedule V to the Companies Act, 2013, requires the appointment and remuneration to be approved by a resolution of the shareholders in general meeting. Her appointment is liable to retire by rotation. Remuneration will be paid in accordance with the Shareholders approval.

TERMS OF APPOINTMENT :

a) Ms.Madhura Mohan, Executive Director will be responsible for Customer Relationship Management and Environment, Social and Governance (ESG) of the Company. She will be reporting to the Chairman & Managing Director of the company.

b) Ms.Madhura Mohan, Executive Director will perform her 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 Chairman / Managing Director / 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 Chairman / Managing Director / Board.

c) Ms.Madhura Mohan, Executive Director 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.

d) Ms.Madhura Mohan, Executive Director shall adhere to the Company's Code of Conduct.

Except Ms.Madhura Mohan, being an appointee and her 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. She is related to Mrs.Vanitha Mohan, Chairman & Mr.Vikram Mohan, Managing Director and not related to any other Director, Manager and Key Managerial Personnel of the Company.

The Board considers that her educational qualification, skills, experience & exposure in auto component Industry, along with being a third generation member of the promoter family would be of immense benefit to the Company and it is desirable to avail services of Ms.Madhura Mohan, as a Whole Time Director. The Board recommends the resolution set out at item no.3 & 4 of the Notice for your approval.

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

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 LODR.

APPOINTMENT OF MR. SIDDHARTH MANOHARAN (Item No. 5 & 6)

Mr. Siddharth Manoharan (DIN: 08457275), was appointed as an Additional Director of the Company with effect from 14th May 2026 by the Board of Directors on the recommendation of Nomination and Remuneration Committee. In terms of Section 161(1) of the Companies Act, 2013, Mr. Siddharth Manoharan holds office upto the date of this Annual General Meeting but is eligible for the appointment as a Director. The Company has received a notice from a member in writing under Section 160 of the Act, proposing his candidature for the office of Director.

Mr. Siddharth Manoharan, aged 35 years, holds a Bachelor's degree in Engineering in Electronics and Communication from PSG College of Technology. He also holds a dual MBA from Fudan School of Management and MIT Sloan School of Management. Over the past nine years with the Pricol group, he has played key role in driving growth strategies, leading mergers and acquisitions, and forging strategic partnerships that have contributed significantly to the expansion and market positioning. He holds directorship

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in Pricol Engineering Industries Private Limited, Pricol Precision Products Private Limited and Pricol Autotech Limited. He does not hold any shares of the Company. Over the past three years, Mr. Siddharth Manoharan has not resigned from the directorship of any listed company.

The Company has received from Mr. Siddharth Manoharan (i) consent in writing to act as director 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 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 14th May 2026 on the recommendation of the Nomination and Remuneration Committee based on the performance evaluation, educational qualification, skills, experience & exposure in auto component industry have appointed him as Whole Time Director with a designation Group Executive Director with effect from 14th May 2026 to 31st March 2029 and fixed the remuneration payable to him as set out in the text of the resolution. The proposed appointment, remuneration and perquisites conform to the requirement of Schedule V to the Companies Act, 2013, requires the appointment and remuneration to be approved by a resolution of the shareholders in general meeting. His appointment is liable to retire by rotation. Remuneration will be paid in accordance with the Shareholders approval.

TERMS OF APPOINTMENT :

a) Mr.Siddharth Manoharan, Group Executive Director will be responsible for:

- Strategy for the Pricol Limited & subsidiaries (Pricol group) including the strategy for technology, HR and Financial.
- Digitisation and digital initiatives of the Pricol Group.
- Investor relations Management of the Pricol Group.

b) Mr.Siddharth Manoharan will be reporting to the Chairman and Managing Director of the Company.

c) Mr.Siddharth Manoharan, Group Executive Director 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 Chairman / Managing Director / 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 Chairman / Managing Director / Board.

d) Mr.Siddharth Manoharan, Group Executive Director 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.

e) Mr.Siddharth Manoharan, Group Executive Director shall adhere to the Company's Code of Conduct.

Except Mr.Siddharth Manoharan, being an 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. He is not related to any other Director, Manager and Key Managerial Personnel of the Company.

The Board considers that his educational qualification, skills, experience & exposure in auto component Industry would be of immense benefit to the Company and it is desirable to avail services of Mr.Siddharth Manoharan, as a Whole Time Director. The Board recommends the resolution set out at item no.5 & 6 of the Notice for your approval.

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

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 LODR.

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

The Board of Directors at their meeting held on 14th May 2026, 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

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remuneration payable to him, for the Financial Year 2026-27.

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.

By order of the Board

T.G.Thamizhanban
Company Secretary
FCS No.: 7897

14th May, 2026
Coimbatore

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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

Name of Director	**Mr.P.M.Ganesh**	**Ms.Madhura Mohan**	**Mr.Siddharth Manoharan**
DIN	08571325	08536751	08457275
Age (years)	57 years	25 years	35 years
Date of first appointment	8th November 2021	14th May 2026	14th May 2026
Qualification, Experience and Expertise in specific functional areas	Refer Explanatory Statement	Refer Explanatory Statement	Refer Explanatory Statement
Skills and capabilities required for the role and the manner in which the Independent Directors meet the requirements	Not Applicable	Not Applicable	Not Applicable
Terms and conditions of appointment/ re- appointment	Mr. P.M.Ganesh was re-appointed as Whole Time Director with a designation Chief Executive Officer & Executive Director for a period of three years commencing from 1st April 2024 to 31st March 2027. His appointment is liable to retire by rotation.	Ms.Madhura Mohan is appointed as Whole Time Director with a designation Executive Director for a period commencing from 14th May 2026 to 31st March 2029. Her appointment is liable to retire by rotation.	Mr.Siddharth Manoharan is appointed as Whole Time Director with a designation Group Executive Director for a period commencing from 14th May 2026 to 31st March 2029. His appointment is liable to retire by rotation.
Shareholding in the Company	NIL	Ms.Madhura Mohan holds 2,33,453 equity shares of the Company	NIL
Remuneration sought to be paid	Remuneration shall be paid as approved by the shareholders through Postal Ballot Notice dated 1st February 2024.	Remuneration shall be as detailed in the resolution.	Remuneration shall be as detailed in the resolution.

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Remuneration last drawn during FY 2025-26	The remuneration in the form of salary, perquisites and variable pay for the year 2025 - 26 is ₹ 1.97 Crores	Not Applicable	Not Applicable
Directorship held in other companies	NIL	Pricol Logistics Private Limited	1. Pricol Engineering Industries Private Limited, 2. Pricol Precision Products Private Limited 3. Pricol Autotech Limited
Listed entities from which the director resigned in the past three years	NIL	NIL	NIL
List of the Committees of Board of Directors in which Chairmanship/ Membership is held	**Pricol Limited:** Risk Management Committee	**Pricol Limited:** Corporate Social Responsibility Committee	**Pricol Limited:** 1. Stakeholders Relationship Committee 2. Investment & Borrowing Committee
No. of Board Meetings attended during FY2025-26 (till the date of this notice)	Mr.P.M.Ganesh attended all the 5 meetings held during FY 2025-26	Not Applicable	Not Applicable
Relationship with other Directors, Manager and other Key Managerial Personnel	NIL	Ms. Madhura Mohan is the grand daughter of Mrs.Vanitha Mohan and the elder daughter of Mr. Vikram Mohan.	NIL
Summary of Performance Evaluation of Director to be re- appointed	Nomination and Remuneration Committee, Independent Directors and Board considers performance of Mr.P.M.Ganesh as 'Good'	Not Applicable	Not Applicable
Justification for appointment of Independent Director	Not Applicable	Not Applicable	Not Applicable

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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 :

₹ Crores

Particulars	2025-26	2024-25
Total Income	3,126.97	2,542.38
Profit Before Tax and Depreciation	363.50	280.83
Profit After Tax	207.34	142.46
Paid-up Equity Share Capital	12.19	12.19
Reserves and Surplus	1,118.49	936.72
Basic & Diluted Earnings Per Share (₹)	17.01	11.69

5. Export performance and net foreign exchange :

₹ Crores

Particulars	2025-26
Export performance (FOB Value)	154.81
Foreign Currency Expenditure	1,139.52
Net Foreign Exchange Earnings	984.71

6. Foreign investments and collaborators, if any:

₹ Crores

Wholly Owned Subsidiary	Investment Amount
PT Pricol Surya Indonesia	67.63
Pricol Asia Pte. Limited, Singapore	1.50

II. Information about the Appointee:

Particulars	Ms. Madhura Mohan	Mr.Siddharth Manoharan
Background details	Ms.Madhura Mohan, 25 years of age, is proposed to be appointed as a whole time Director of the Company with the designation Executive Director. She is also a Director in Pricol Logistics Private Limited	Mr.Siddharth Manoharan, 35 Years of age, is proposed to appointed as Whole time Director of the Company with the designation Group Executive Director. He is also a Director in Pricol Engineering Industries Private Limited, Pricol Precision Products Private Limited and Pricol Autotech Limited.
Past remuneration	Not Applicable	Not Applicable
Recognition or awards	Ms.Madhura Mohan holds a Bachelor of Science (Honours) degree in Business and Management from Brunel University, London.	Mr.Siddharth Manoharan holds a Bachelor's degree in Engineering in Electronics and Communication from PSG College of Technology. He also holds a dual MBA from Fudan School of Management and MIT Sloan School of Management.
Job Profile and his / her suitability	Refer explanatory statement	Refer explanatory statement
Remuneration proposed	Refer Resolution No.4	Refer Resolution No.6

NOTICE OF 15th ANNUAL GENERAL MEETING

Particulars	Ms. Madhura Mohan	Mr.Siddharth Manoharan
Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	Taking into consideration the size of the Company, the profile of the appointee, the responsibilities shouldered on her and the industry benchmarks, the remuneration proposed to be paid is commensurate with the remuneration packages paid in comparable companies.	Taking into consideration the size of the Company, the profile of the appointee, the responsibilities shouldered on him and the industry bench marks, the remuneration proposed to be paid is commensurate with the remuneration packages paid in comparable Companies.
Pecuniary relationship directly or indirectly with the company or relationship with the managerial personnel, if any	Ms. Madhura Mohan is related to Mrs.Vanitha Mohan, Chairman and Mr.Vikram Mohan, Managing Director.	Mr.Siddharth Manoharan is not related to any managerial personnel of the Company.

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 in the resolution.
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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