

PL/SEC/TGT/2024-25/072

Monday, 26<sup>th</sup> August 2024

Listing Department <b>National Stock Exchange of India Limited</b> “Exchange Plaza’, C-1, Block G Bandra-Kurla Complex, Bandra (E), Mumbai - 400051	Corporate Relationship Department <b>BSE Limited</b> 1 <sup>st</sup> Floor, New Trading Ring Rotunda Building, P J Towers, Dalal Street, Fort, Mumbai 400 001
Scrip Code: PRICOLLTD	Scrip Code: 540293

Dear Sirs,

**Sub:** Notice of Postal Ballot seeking the consent of the shareholders of the Company

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby enclose the Postal Ballot Notice for seeking the approval of members of the Company by way of Special Resolution for Appointment of Mrs.Manoharan Malavika Thothala (DIN: 10584655), as an Independent Director.

In accordance with the applicable laws and circulars issued by Ministry of Corporate Affairs, the said notice is being sent electronically to all the members whose names appear in the Register of Members / list of Beneficial Owners and whose email id is registered with the depositories / depository participant / the Company’s Registrar and Share Transfer Agents M/s Integrated Registry Management Services Private Limited as on cut-off date i.e. Wednesday, 21<sup>st</sup> August, 2024. The Company has engaged the services of National Securities Depository Limited (“NSDL”), to provide e-voting facility. The e-voting period shall commence at 9.00 a.m. (IST) on Tuesday, 27<sup>th</sup> August, 2024 and shall end at 5.00 p.m. (IST) on Wednesday, 25<sup>th</sup> September, 2024.

Kindly take the same on record.

Yours faithfully,

For Pricol Limited

T.G.Thamizhanban  
Company Secretary  
ICSI M.No: F7897  
Encl: As above



**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 POSTAL BALLOT

(Notice pursuant to Section 110 of the Companies Act, 2013)

Dear Member(s),

**Notice** is hereby given pursuant to Section 108 and Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read together with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules"), Secretarial Standards on General Meetings (SS-2), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('SEBI LODR') and read with the General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, No. 22/2020 dated June 15, 2020, No. 33/2020 dated September 28, 2020, No. 39/2020 dated December 31, 2020, No. 10/2021 dated June 23, 2021, No. 20/2021 dated December 08, 2021, No. 3/2022 dated May 5, 2022, No. 11/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023 and other relevant circulars and notifications issued by the Ministry of Corporate Affairs (hereinafter collectively referred to as 'the MCA Circulars'), and other applicable laws and regulations (including any statutory modification or re-enactment thereof), as amended from time to time, for seeking consent of the members to transact the following Special Business, through the process of Postal Ballot, by electronic means (E-voting) only.

The Special Resolution along with the Explanatory Statement, setting out material facts and reasons for passing the below mentioned Resolution is being sent to you for your consideration and approval.

In compliance with the provisions of the Act and SEBI LODR, the Company is sending this Postal Ballot Notice in electronic form only and has extended only the e-voting facility for its Members, to enable them to cast their votes electronically instead of submitting the Postal Ballot form physically. The hard copy of this Postal Ballot Notice along with Postal Ballot forms and pre-paid business envelope will not be sent to the Members for this Postal Ballot. The instructions for e-voting are appended to this Postal Ballot Notice. You are requested to peruse the following proposed Resolution along with Explanatory Statement and thereafter record your assent or dissent by means of E-Voting system only, provided by the Company.

Members are, requested to carefully read the instructions for voting through electronic means (E-voting), and cast their vote electronically from Tuesday, 27th August 2024 (9.00 am IST) to Wednesday, 25th September 2024 (5.00 pm IST) by following the procedures as explained in the Notes.

The Board of Directors of the Company ("the Board") has, in compliance with Rule 22(5) of the Rules, appointed Mr.P.Eswaramoorthy (Membership No. F6510 / CP No:7069), Proprietor, M/s. P.Eswaramoorthy and Company, Company Secretaries as the Scrutinizer to scrutinize the process of Postal Ballot by electronic means (E-voting) in a fair and transparent manner.

Upon completion of the scrutiny of the E-voting, the Scrutinizer will submit his report to the Chairman or any person authorised by the Chairman of the Company within the stipulated time. The results of Postal Ballot shall be announced by the Chairman or any person authorised by the Chairman of the Company on or before 5.00 pm IST on Friday, 27th September 2024 at the Registered Office of the Company at 109, Race Course, Coimbatore – 641 018. The said results would be displayed at the Registered Office of the Company, intimated to NSDL and Stock Exchanges, where the Company's shares are listed and displayed along with the Scrutinizer's Report on the Company's website at www.pricol.com.

### SPECIAL BUSINESS

#### 1. APPOINTMENT OF MRS.MANOHARAN MALAVIKA THOTHALA, 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 and 160 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and pursuant to Regulations 16(1)(b), 17 and 25(2A) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and pursuant to the recommendations of the

Nomination and Remuneration Committee and the Board, Mrs.Manoharan Malavika Thothala (DIN: 10584655), in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of Director under section 160 of the Act, and who had submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI LODR, be and is hereby appointed as an "Independent Director" of the Company to hold office for a term of 5 (five) consecutive years commencing from 1st October 2024 to 30th September 2029 (both days inclusive), and whose office shall not be liable to retire by rotation."

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

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

By order of the Board

**T.G.Thamizhanban**

Company Secretary

FCS No.7897

Coimbatore  
31st July 2024

## NOTES

1. The statement pursuant to Section 102(1), any other applicable provisions of the Act, the rules made thereunder, SEBI LODR and Secretarial Standards on General Meetings (SS-2) stating all material facts and the reasons thereof for the proposed resolution, forming part of this Notice, is annexed herewith.
2. In compliance with the aforesaid MCA Circulars and SEBI Circular dated 12th May 2020, 15th January 2021, 13th May 2022, 5th January 2023 and 7th October 2023, Postal Ballot Notice and instructions for e-voting are being sent through electronic mode to the members whose names appear on the Register of Members / List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on Wednesday, 21st August 2024 (cut-off date) and whose email addresses are registered with the Company / Depositories. Members may note that the Postal Ballot Notice will also be available on the Company's website [www.pricol.com](http://www.pricol.com), websites of the Stock Exchanges, BSE Limited ([www.bseindia.com](http://www.bseindia.com)), National Stock Exchange of India Limited ([www.nseindia.com](http://www.nseindia.com)) and on the website of NSDL ([www.evoting.nsd.com](http://www.evoting.nsd.com)). Physical copies of the postal ballot notice along with postal ballot forms and pre-paid business reply envelopes are not being sent to Members for this Postal Ballot in line with the exemption provided in the MCA circulars.
3. Members whose names appear on the Register of Members / List of Beneficial Owners as on Wednesday, 21st August 2024, (record date) will be considered for the purpose of e-voting.
4. The e-voting period commences on Tuesday, 27th August 2024 (9.00 AM IST) and ends on Wednesday, 25th September 2024 (5:00 PM IST). During this period, members of the Company holding equity shares either in physical form or in dematerialized form, as on the record date i.e. Wednesday, 21st August 2024 may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting after Wednesday, 25th September 2024 (5:00 PM IST)). Once the vote on a resolution is cast by a member, he or she will not be allowed to change it subsequently.
5. The voting rights of members shall be in proportion to their share of the paid up equity share capital of the Company as on the record date i.e. Wednesday, 21st August 2024.
6. The resolution passed by the members through postal ballot is deemed to have been passed as if it has been passed at a General Meeting of the members.
7. In compliance with Sections 108 and 110 of the Act and the rules made thereunder, the Company has provided the facility to the members to exercise their votes electronically and vote on the resolution through the e-voting facility provided by NSDL. The instructions for e-voting are given under the section 'Voting by electronic means (e-voting)' below.
8. The Scrutinizer will submit his report to the Chairman or a person authorized by her, after the completion of scrutiny, and the result of the voting will be announced on or before Friday, 27th September, 2024 at the Registered Office of the

Company 109, Race Course, Coimbatore – 641 018, India. The result would be displayed at the Registered Office of the Company, intimated to the NSDL and Stock Exchanges where the Company's securities are listed, and displayed on the Company's website [www.pricol.com](http://www.pricol.com) along with the Scrutinizer's report.

9. The last date specified for the e-voting i.e. Wednesday, 25th September 2024 (5:00 PM IST) shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.
10. The documents, if any, referred to in the statement will be available for inspection at the Registered Office of the Company during working hours on all working days from the date of dispatch of the Notice till Wednesday, 25th September 2024 (5:00 PM IST).

### **VOTING BY ELECTRONIC MEANS (E-VOTING)**

In compliance with Regulation 44 of the SEBI LODR, Sections 108, 110 and other applicable provisions of the Act, read with the related Rules, the Company is pleased to provide e-voting facility to its members, to enable them to cast their votes electronically instead of dispatching the physical Postal Ballot Form by post. The Company has engaged the services of NSDL for the purpose of providing e-voting facility to its members.

### **PROCEDURE TO 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 for Individual shareholders holding securities in demat mode**

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

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

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

1. Existing **IDeAS** user can visit the e-Services website of NSDL Viz. <https://eservices.nsd.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 **e-Voting** period.
2. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsd.com>. Select "Register Online for IDeAS Portal" or click at <https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp>
3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsd.com/> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held 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 e-Voting period.
4. Shareholders / Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.

**NSDL Mobile App is available on**



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

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

## III. INDIVIDUAL SHAREHOLDERS (HOLDING SECURITIES IN DEMAT MODE) LOGIN THROUGH THEIR DEPOSITORY PARTICIPANTS

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. 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 e-Voting period.

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 <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

### B) Login Method 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 :

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

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

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
  - i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email 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](http://www.evoting.nSDL.com).
- b) "Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nSDL.com](http://www.evoting.nSDL.com).
- c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nSDL.com](mailto:evoting@nSDL.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

**Step 2: Cast your vote electronically on NSDL e-Voting system.**

**How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
2. Select "EVEN" of company for which you wish to cast your vote during the e-Voting period.
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 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 email 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 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.

---

### **Statement of material facts concerning item of Special Business**

(Annexed to notice pursuant to Section 102 of the Companies Act, 2013)

#### **Item No.1: Appointment of Mrs.Manoharan Malavika Thothala , Independent Director**

As per SEBI LODR Regulations 17 (1), Pricol Limited, being one of the top 1000 listed entity, should have one independent woman director in its Board. Pursuant to Section 149, 150, 152, 160 and other applicable provisions, the Board, based on the recommendation of Nomination and Remuneration Committee, recommended the appointment of Mrs.Manoharan Malavika Thothala (DIN: 10584655) as an Independent Director of the Company with effect from 1st October 2024.

The Company has received a Notice from a member in writing under Section 160 of the Act, proposing her candidature for the office of Independent Director.

Mrs. Manoharan Malavika Thothala, aged 33 years, is a Chartered Accountant who has more than a decade of experience as a Practising Chartered Accountant. Mrs.Manoharan Malavika Thothala is a partner at N.R.D. Associates, Coimbatore. She has been handling clients from various sectors including Manufacturing, Real Estate, Food Processing, Power Oil and Gas Equipment & Infrastructure, Textile, Retail, Hospitals, Trusts etc with Primary specialization in the field of Audit and GST. She also holds a Diploma in Information & Systems Audit (DISA). She is also an Independent Director (Additional) of Super Spinning Mills Limited.

The Company has received from Mrs.Manoharan Malavika Thothala, 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 she is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013,
- iii) Declaration to the effect that she 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, and
- iv) 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 31st July 2024 on the recommendation of the Nomination and Remuneration Committee recommended to the shareholders, the appointment of Mrs.Manoharan Malavika Thothala as an Independent Director of the Company for a term of five years with effect from 1st October 2024 to 30th September 2029 (both days inclusive) and she shall not be liable to retire by rotation. Her appointment is subject to the approval of the shareholders by way of a Special Resolution.

In the opinion of the Board of Directors, Mrs.Manoharan Malavika Thothala fulfils the conditions specified in the Companies Act, 2013 and the Rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for her appointment as an Independent Director of the Company and is independent of the Management.

The Board considers that her educational qualification, skills, experience & exposure in accounts, finance and audit would be of immense benefit to the Company and it is desirable to avail services of Mrs.Manoharan Malavika Thothala as an Independent Director.

A copy of the draft letter for the appointment of Mrs.Manoharan Malavika Thothala , as an Independent Director setting out the terms and conditions is available for inspection without any fee by the members at the Company's registered office during normal business hours on working days up to the last day of Postal Ballot.

Except Mrs.Manoharan Malavika Thothala, being the 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 set out at Item No. 1.

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. 1 of the Notice for your approval.

Coimbatore  
31st July 2024

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



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

<b>Name of Director</b>	<b>Mrs. Manoharan Malavika Thothala</b>
DIN	10584655
Age (years)	33 years
Date of first appointment	Not Applicable. She is proposed to be appointed as Independent Director for the first time whose appointment, if approved, shall be effective from 1st October 2024
Qualification, Experience and Expertise in specific functional areas	Mrs. Manoharan Malavika Thothala, is a Chartered Accountant and also holds a Diploma in information & Systems Audit (DISA). She has more than a decade of experience as a Practicing Chartered Accountant. Her expertise is in the field of accounts, finance and audit.
Skills and capabilities required for the role and the manner in which the Independent Directors meet the requirements	Refer Explanatory Statement
Terms and conditions of appointment/ re-appointment	Mrs. Manoharan Malavika Thothala is proposed to be appointment as an Independent Director of the Company for a term of five years with effect from 1st October 2024 till 30th September 2029. Her appointment is not liable to retire by rotation.
Shareholding in the Company	Nil
Remuneration last drawn (FY 2023-24)	Not applicable
Remuneration sought to be paid	She shall be eligible for payment of commission and sitting fees 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: <a href="https://pricol.com/wp-content/uploads/2024/06/Nomination-and-Remuneration-Policy-04062024.pdf">https://pricol.com/wp-content/uploads/2024/06/Nomination-and-Remuneration-Policy-04062024.pdf</a>
Directorship held in other companies	Super Spinning Mills Limited
Listed entities from which the director resigned in the past three years	Nil
List of the Committees of Board of Directors in which Chairmanship/ Membership is held	Nil
No. of Board Meetings attended during FY2023-24	Not Applicable
Relationship with other Directors, Manager and other Key Managerial Personnel	Nil
Summary of Performance Evaluation of Independent Director to be re-appointed	Not Applicable
Justification for appointment of Independent Director	Refer Explanatory Statement