



PRICOL LIMITED

Passion to Excel

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Coimbatore 641018, India

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city@pricol.co.in

pricol.com

GIN: L34200TZ2011PLC022194

PL/SEC/TGT/2019-2020/106
Thursday, 18th July 2019

CUSTOMERS EMPLOYEES SHAREHOLDERS SUPPLIERS

The Manager, Listing Department National Stock Exchange of India Limited "Exchange Plaza", C-1, Block G Bandra-Kurla Complex, Bandra (E), Mumbai - 400051	Corporate Relationship Department BSE Limited 1 st Floor, New Trading Ring Rotunda Building, P J Towers, Dalal Street, Fort, Mumbai 400 001
Script Code: PRICOLLTD	Script Code: 540293

Dear Sir,

Sub: Results of Postal Ballot & Scrutiniser Report

We wish to inform you that the members of the Company through Postal Ballot have approved the following business(es) mentioned in the Postal Ballot notice dated 30th May 2019.

- 1. Re-appointment of Mr.Suresh Jagannatan, as an Independent Director** of the Company for a Second term of 5 (five) Consecutive years **with effect from 1st August, 2019 to 31st July 2024**, and whose office shall not be liable to retire by rotation.
- 2. Re-appointment of Mr.R.Vidhya Shankar, as an Independent Director** of the Company for a Second term of 5 (five) Consecutive years **with effect from 1st August, 2019 to 31st July 2024**, and whose office shall not be liable to retire by rotation.

In this regard we are enclosing the following:

- a) Voting results as required under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- b) Report of the Scrutiniser dated 18th June 2019, pursuant to section 108 of the Companies Act, 2013 and Rule 20(4) (xii) of the Companies (Management and Administration) Rules, 2014.

We request you to kindly take the same on record.

Thanking you

Yours faithfully,
For Pricol limited

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

Encl. As above



Resolution (1)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Re-appointment of Mr.Suresh Jagannathan, as an Independent Director				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		34625876	100.0000	34625876	0	100.0000	0.0000
	Poll	34625876	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	34625876	34625876	100.0000	34625876	0	100.0000	0.0000
Public- Institutions	E-Voting		0	0.0000	0	0	0	0
	Poll	2184485	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	2184485	0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting		421289	0.7265	385511	35778	91.5075	8.4925
	Poll	57986360	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		248452	0.4285	247032	1420	99.4285	0.5715
	Total	57986360	669741	1.1550	632543	37198	94.4459	5.5541
Total	Total	94796721	35295617	37.2330	35258419	37198	99.8946	0.1054
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	1850180
Public - Non Insitutions	34157



Resolution (2)

Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Re-appointment of Mr.R.Vidhya Shankar, as an Independent Director				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	34625876	34625876	100.0000	34625876	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		34625876	34625876	100.0000	34625876	0	100.0000
Public-Institutions	E-Voting	2184485	0	0.0000	0	0	0	0
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		2184485	0	0.0000	0	0	0.0000
Public- Non Institutions	E-Voting	57986360	448236	0.7730	411730	36506	91.8556	8.1444
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		248447	0.4285	247027	1420	99.4284	0.5716
	Total		57986360	696683	1.2015	658757	37926	94.5562
Total		94796721	35322559	37.2614	35284633	37926	99.8926	0.1074
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	1850180
Public - Non Insitutions	7240





P. Eswaramoorthy and Company

Company Secretaries

ES P. Eswaramoorthy B.Sc., LLB., FCS.,

SCRUTINIZER'S REPORT FOR POSTAL BALLOT AND E-VOTING

(Pursuant to Section 108 and Section 110 of the Companies Act, 2013

read with Rules of the Companies (Management and Administration)

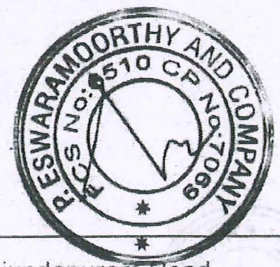
Rules, 2014

To

The Chairman,
M/s. PRICOL LIMITED
(CIN: L34200TZ2011PLC022194)
109, Race Course,
Coimbatore - 641 018
Tamil Nadu, India.

Dear Sir,

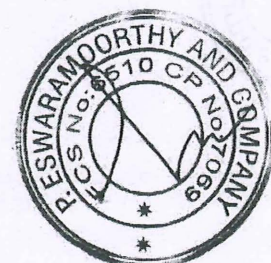
I, P.Eswaramoorthy, Proprietor, P.Eswaramoorthy and Company, Company Secretaries having office at 44 & 44/1, Ramalinga Jothi Nagar, Nanjundapuram Road, Ramanathapuram, Coimbatore -641 045, Tamil Nadu, India have been appointed as the Scrutinizer of M/s. PRICOL LIMITED ("the Company") for the purpose of Scrutinizing the Postal Ballot voting process carried out as per the provisions of Section 108 of the Companies Act, 2013 read with Rule (20) of the Companies (Management and Administration) Rules, 2014 and Section 110 of the Companies Act, 2013 read with Rule (22) of the Companies (Management and Administration) Rules, 2014 in a fair and transparent manner in respect of the resolution stated in the Notice of Postal Ballot dated 30/05/2019, proposed to be passed by the Equity shareholders of Pricol Limited.



The compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder, relating to voting through electronic means and Postal Ballot on the resolutions proposed in the Notice of the Postal Ballot of the company is the responsibility of the management. My responsibility as a Scrutinizer is to ensure that the voting process, both through electronic means and by use of Postal ballots are conducted in a fair and transparent manner and render a consolidated scrutinizer's report of the total votes cast in favour or against if any, to the Chairman on the resolutions, based on the reports generated from the electronic voting system provided by National Securities Depository Limited (NSDL) and Postal Ballot Forms received

I submit my report as under.

1. The e-voting period remained open from 17th June, 2019 (9.00 A.M IST) to 16th July, 2019 (5.00 P.M IST)
2. Particulars of all the postal ballot forms received from the members as well as details of e-voting as recorded through online platform provided by National Securities Depository Limited (NSDL) have been consolidated and entered in the register separately maintained for the purpose.
3. Postal Ballot forms were kept under my safe custody before commencing the scrutiny of such postal ballot forms.
4. The Postal Ballot envelopes were opened in my presence and the Shareholding was confirmed with the Register of Members of the Company as on 7th June 2019.
5. All postal ballot forms received up to 5:00 P.M. IST on 16th July, 2019, the last date and time fixed by the company for receipt of the forms were considered for my scrutiny.
6. Envelopes containing Postal ballot forms received after 16th July 2019 at 5.00 P.M.IST were not considered for my scrutiny.
7. I did not find any defaced or mutilated ballot paper.



8. With the support of the Registrar and Transfer Agent (RTA) of the Company, the Postal Ballot Forms were scrutinized and the signatures of Members who had cast their votes were verified with their specimen signature registered with RTA as provided by the depositories.
9. I have downloaded the data of E-voting after E-voting module was closed by National Securities Depository Limited (NSDL) on 16th July 2019 at 5.10 P.M.IST
10. The Subscribed and paid up equity capital of the Company is Rs.9,47,96,721/- comprising of 9,47,96,721 Equity Shares of Re.1/- each. As on record date 7th June 2019 there were 43,395 members. Out of the total members', 199 members cast their votes by e-voting and 194 members by Postal Ballot.
11. The combined results through e-voting and postal ballot is as under in respect of resolutions:

Out of 199 members who cast their votes by e-voting, the votes cast by 6 corporate members holding 1850280 votes received was considered invalid and 1 member holding 26985 votes for the resolution for his appointment was also considered as invalid and out of the 194 Postal Ballot Forms 9 postal ballot forms comprising of 7077 votes were considered invalid on account of a) signature difference or b) option not exercised or c) both options exercised or d) Postal Ballot Form not signed or e) votes cast through e-voting and postal ballot or f) relevant authorization not attached in case of voting by body corporate in respect of Resolution.

The consolidated results containing, number of shareholders, who voted "For" and "Against", were downloaded from the e voting website of National Securities Depository Limited (NSDL). (<https://www.evoting.nsdl.com>) and through Postal Ballot are as follows:



SPECIAL BUSINESS:

ITEM NO.1

SPECIAL RESOLUTION

Re-appointment of Mr. Suresh Jagannathan, as an Independent Director

(i) VOTES CAST IN FAVOUR OF THE RESOLUTION

MODE OF VOTING	NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND POSTAL BALLOT	NUMBER OF VOTES CAST	PERCENTAGE OF TOTAL NUMBER OF VOTES CAST
E- Voting	163	35011387	
Postal Ballot	173	247032	
Total Voting	336	35258419	99.8946

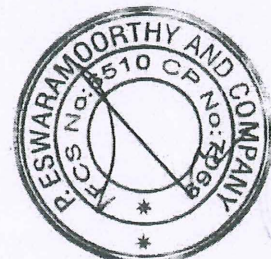
(ii) VOTES CAST AGAINST THE RESOLUTION

MODE OF VOTING	NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND POSTAL BALLOT	NUMBER OF VOTES CAST	PERCENTAGE OF TOTAL NUMBER OF VOTES CAST
E- Voting	29	35778	
Postal Ballot	13	1420	
Total Voting	42	37198	0.1054

(iii) INVALID / ABSTAIN VOTES

MODE OF VOTING	NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND POSTAL BALLOT	NUMBER OF VOTES CAST
E- Voting	7	1877265
Postal Ballot	8	7072
Total Voting	15	1884337

Based on the aforesaid results Special Resolution as contained in Item No.1 has been passed with requisite majority



ITEM NO.2

SPECIAL RESOLUTION

Re-appointment of Mr.R.Vidhya Shankar, as an Independent Director

(i) VOTES CAST IN FAVOUR OF THE RESOLUTION

MODE OF VOTING	NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND POSTAL BALLOT	NUMBER OF VOTES CAST	PERCENTAGE OF TOTAL NUMBER OF VOTES CAST
E- Voting	161	35037606	
Postal Ballot	172	247027	
Total Voting	333	35284633	99.8926

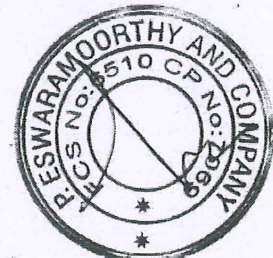
(ii) VOTES CAST AGAINST THE RESOLUTION

MODE OF VOTING	NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND POSTAL BALLOT	NUMBER OF VOTES CAST	PERCENTAGE OF TOTAL NUMBER OF VOTES CAST
E- Voting	31	36506	
Postal Ballot	13	1420	
Total Voting	44	37926	0.1074

(iii) INVALID / ABSTAIN VOTES

MODE OF VOTING	NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND POSTAL BALLOT	NUMBER OF VOTES CAST
E- Voting	7	1850343
Postal Ballot	9	7077
Total Voting	16	1857420

Based on the aforesaid results Special Resolution as contained in Item No.2 has been passed with requisite majority.

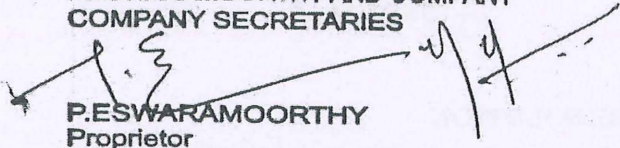


All relevant records of electronic voting and postal ballot will remain in my safe custody until the Chairman considers, approves and signs the minutes and the same shall be handed over thereafter to the Chairman / Company Secretary for safe keeping.

Thanking You,

Yours faithfully,

P.ESWARAMOORTHY AND COMPANY
COMPANY SECRETARIES


P.ESWARAMOORTHY
Proprietor
FCS No: 6510 CP No: 7069

Date : 18.07.2019
Place : Coimbatore

CERTIFIED TRUE COPY
for pricol limited


T.G. Thamizhanban
Company Secretary
ICSI Membership No. F7897

