

PL/SEC/TGT/2024-25/079

Thursday, 26th September 2024

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
Scrip Code: PRICOLLTD	Scrip Code: 540293

Dear Sir,

Sub: Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) 2015 in relation to the Postal Ballot

Pursuant to the Regulation 30 read with Schedule III of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing herewith the proceedings of the special resolution passed by the shareholders through Postal Ballot by e-voting on 25th September, 2024.

We request you to take the same on record.

Thanking you

Yours faithfully,
For Pricol limitedT.G.Thamizhanban
Company Secretary
ICSI M.No: F7897

Encl. As above

PROCEEDINGS OF THE RESOLUTION PASSED THROUGH POSTAL BALLOT BY WAY OF REMOTE E-VOTING PROCESS BY MEMBERS OF THE COMPANY ON WEDNESDAY, SEPTEMBER 25, 2024, RESULTS OF WHICH DECLARED ON THURSDAY, SEPTEMBER 26, 2024

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 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 for the time being in force), the company has issued the postal ballot notice dated 31st July, 2024 to obtain approval of shareholders by electronic mail to all the shareholders whose names appeared on the Register of Members / list of Beneficial Owners as received from National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CSDL) as at the close of business hours on 21st August 2024 and who have registered their email ID with Company / Depositories as at the close of business hours on 21st August 2024 (cut-off date).

As per MCA Circulars physical copies of the postal ballot forms and pre-paid Business Reply Envelopes were not dispatched to Members for this Postal Ballot. Accordingly, the communication of the assent or dissent of the members had taken place through the remote e-voting system only.

The Company has availed services of National Securities Depository Limited (NSDL) for facilitating e-voting to enable the Members to cast their votes electronically. The remote e-voting facility was kept open from 9.00 A.M. (IST) on Tuesday, 27th August 2024 till 5.00 P.M. (IST) on Wednesday, 25th September 2024. The e-Voting facility was disabled forthwith thereafter.

Pursuant to Rule 22(5) of the Companies (Management and Administration) Rules, 2014, the Board of Directors of the Company at its meeting held on 31st July, 2024, had appointed Mr.P.Eswaramoorthy (Membership No. F6510 / CP No:7069), Proprietor, M/s. P.Eswaramoorthy and Company, Company Secretaries as the Scrutinizer to conduct the Postal Ballot through Remote e-voting process in a fair and transparent manner. After scrutiny of votes cast through e-voting facility, Mr.P.Eswaramoorthy had submitted his report.

The result relating to the Postal Ballot through e-voting is set out in the table below:

APPOINTMENT OF MRS.MANOCHARAN MALAVIKA THOTHALA, AS AN INDEPENDENT DIRECTOR

Resolution (1)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Appointment of Mrs. Manoharan Malavika Thothala, 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		46934833	100.0000	46934833	0	100.0000	0.0000
	Poll	46934833						
	Postal Ballot (if applicable)							
	Total	46934833	46934833	100.0000	46934833	0	100.0000	0.0000
Public- Institutions	E-Voting		22499545	58.3852	22345739	153806	99.3164	0.6836
	Poll	38536378						
	Postal Ballot (if applicable)							
	Total	38536378	22499545	58.3852	22345739	153806	99.3164	0.6836
Public- Non Institutions	E-Voting		419518	1.1522	397640	21878	94.7850	5.2150
	Poll	36410287						
	Postal Ballot (if applicable)							
	Total	36410287	419518	1.1522	397640	21878	94.7850	5.2150
Total		121881498	69853896	57.3130	69678212	175684	99.7485	0.2515
Whether resolution is Pass or Not.								Yes

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."



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CUSTOMERS EMPLOYEES SHAREHOLDERS SUPPLIERS

“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.”

Based on the report of the Scrutinizer, Chairman of the Company declared the results of the Postal Ballot through e-voting on Thursday, 26th September 2024 that the resolution passed with requisite majority.

For Pricol Limited

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

