



**PRICOL LIMITED**

Passion to Excel

109, Race Course,  
Coimbatore 641018, India

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+91 422 4336299

city@pricol.co.in

pricol.com

CIN: L34200TZ2011PLC022194

CUSTOMERS EMPLOYEES SHAREHOLDERS SUPPLIERS

PL/SEC/TGT/2019-20/069

Friday, 14<sup>th</sup> June, 2019

The Manager 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
Script Code: PRICOLLTD	Script Code: 540293

Dear Sir,

Sub: **Postal Ballot Notice – Disclosure under Regulation 30 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 (“SEBI LODR”)**

Further to the outcome of meeting of the board of directors of the Company dated 30<sup>th</sup> May, 2019, we hereby enclose a copy of the postal ballot notice dated 30<sup>th</sup> May, 2019 (“Postal Ballot Notice”) and postal ballot form.

The Postal Ballot Notice, along with other relevant documents, are being sent to all the shareholders whose names appear in the register of members/ beneficial owners received from the National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited as on 7<sup>th</sup> June, 2019 (“Cutoff date”), seeking their approval as set out in the Postal Ballot Notice.

The Company has engaged the services of NSDL for the purpose of providing e-voting facility to all its members. The voting through postal ballot and through e-voting will commence from Monday, 17<sup>th</sup> June, 2019 (9:00 A.M. IST) and shall end on Tuesday, 16<sup>th</sup> July, 2019 (5:00 P.M. IST). The results of the postal ballot will be announced on or before Tuesday, 23<sup>rd</sup> July, 2019.

The above information will also be made available on the website of the Company: [www.pricol.com](http://www.pricol.com). This is for your information and record.

Thanking you

Yours faithfully,  
For Pricol Limited

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

Encl: As above





CIN : L34200TZ2011PLC022194

Regd. Office : 109, Race Course, Coimbatore - 641 018, India.

Phone : +91 422 433 6000, Fax : +91 422 433 6299, Website : www.pricol.com, E-mail : cs@pricol.co.in

## **NOTICE OF POSTAL BALLOT**

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

Dear Member(s),

Notice is hereby given pursuant to Section 110 and other applicable provisions of the Companies Act, 2013 ("the Act") read together with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules") (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(es), by way of Special Resolution, through Postal Ballot/Remote E-voting.

1. Re-appointment of Mr. Suresh Jagannathan, as an Independent Director
2. Re-appointment of Mr.R.Vidhya Shankar, as an Independent Director

In compliance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 108 of the Act read with Rule 20 of the Rules, as amended, Members holding shares in Demat Form and in Physical Form, may vote either by way of Postal Ballot Form or by way of Remote E-voting. For this purpose, Pricol Limited ("Company") has engaged the services of National Securities Depository Ltd. ("NSDL") to provide Remote E-voting facility to the Members of the Company.

The Remote E-voting facility is available at the link. For the process and the manner in which E-voting has to be undertaken, please refer to the instructions for E-voting provided in this Notice after the proposed Resolution(s).

The Board of Directors of the Company ("the Board") has, in compliance with Rule 22(5) of the Rules, appointed M/s. P.Eswaramoorthy and Company, Company Secretaries as the Scrutinizer to scrutinize the Postal Ballot/Remote E-voting process in a fair and transparent manner.

Members are, requested to carefully read the instructions for voting by "Postal Ballot" or through "Remote E-voting", and-

- (i) record their assent (for) or dissent (against) in the Postal Ballot Form, duly completed and return the same, in original in the attached self-addressed postage pre-paid envelope (if posted in India), so as to reach the scrutinizer not later than 5.00 pm on Tuesday, 16th July, 2019; or
- (ii) cast their vote electronically from Monday, 17th June, 2019 (9.00 am) to Tuesday, 16th July, 2019 (5.00 pm) by following the procedures as explained in the Note no. 15.

Upon completion of the scrutiny of the Postal Ballots (including Remote 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 authorized by the Chairman of the Company on or before 5.00 pm on Tuesday, 23rd July, 2019 at the Registered Office of the Company at 109, Race Course, Coimbatore – 641 018. The said results would be displayed at the Registered Office and the Corporate 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. RE-APPOINTMENT OF MR. SURESH JAGANNATHAN, AS AN INDEPENDENT DIRECTOR :**

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 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 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), Mr.Suresh Jagannathan (DIN: 00011326), who was appointed as an Independent Director of the Company for a 5 years term upto 31st July, 2019 by the shareholders and being eligible, and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of a Director be and is hereby re-appointed 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 :**

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 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 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), Mr.R.Vidhya Shankar (DIN: 00002498), who was appointed as an Independent Director of the Company for a 5 years term upto 31st July, 2019 by the shareholders and being eligible, and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of a Director be and is hereby re-appointed 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.”

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

Coimbatore  
30th May, 2019

## **NOTES**

1. The statement pursuant to Section 102, any other applicable provisions of the Companies Act, 2013 (Act) the rules made thereunder, Listing Regulations 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. The Postal Ballot Notice is being sent 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 Friday, 7th June, 2019

(cut-off date). The Postal Ballot Notice is being sent by email to members who have registered their email IDs, for receipt of documents in electronic form, with their Depository Participants or the Company. For members whose email IDs are not registered, physical copies of the Postal Ballot Notice along with Postal Ballot Form are being sent by permitted mode along with postage prepaid self-addressed Business Reply Envelope. The Postal Ballot Notice is also available on the Company's website [pricol.com](http://pricol.com).

3. Members whose names appear on the Register of Members/List of Beneficial Owners as on Friday, 7th June, 2019, (cut-off date) will be considered for the purpose of voting (including e-voting).
4. The voting/e-voting period commences on Monday, 17th June, 2019 (9:00 AM IST) and ends on Tuesday, 16th July, 2019 (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 cut-off date i.e. Friday, 7th June, 2019 may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting after Tuesday, 16th July, 2019 (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 cut-off date i.e. Friday, 7th June, 2019.
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. The members can opt for only one mode of voting i.e. either by physical Postal Ballot Form or e-voting. In case members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical Postal Ballot Form will be treated as invalid.
8. Members who have received Postal Ballot Notice by email and who wish to vote through physical Postal Ballot Form in case a member is desirous of obtaining a Postal Ballot Form, he or she may send an email to [srirams@integratedindia.com](mailto:srirams@integratedindia.com) / [investor@pricol.co.in](mailto:investor@pricol.co.in). The Registrar and Transfer Agent / Company shall forward the Postal Ballot Form along with postage prepaid self-addressed Business Reply Envelope to the member.
9. 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.
10. A member cannot exercise his/her vote by proxy on postal ballot.
11. Members desiring to exercise their vote by physical Postal Ballot Form are requested to carefully read the instructions printed in the Postal Ballot Notice and Form and return the Form duly completed and signed, in the enclosed postage prepaid self-addressed Business Reply Envelope to the Scrutinizer, so that it reaches the Scrutinizer not later than close of working hours on or before Tuesday 16th July, 2019 (5:00 PM IST). The postage will be borne by the Company. However, envelopes containing Postal Ballot Form, if sent by courier or registered/speed post, at the expense of the members will also be accepted. If any Postal Ballot Form is received after the close of working hours on Tuesday, 16th July, 2019 (5:00 PM IST), it will be considered as invalid and as if no reply has been received from the member.
12. The Scrutinizer will submit his report to the Chairman or a person authorized by him, after the completion of scrutiny, and the result of the voting by postal ballot will be announced on or before Tuesday, 23rd July, 2019 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.

- 13.** The last date specified for receipt of the Business Reply Envelope with Postal Ballot Form or e-voting i.e. Tuesday, 16th July, 2019 (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.
- 14.** 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 Tuesday, 16th July, 2019.

**15. VOTING BY ELECTRONIC MEANS (E-VOTING)**

In compliance with Regulation 44 of the Listing Regulations, 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: Log-in to NSDL e-voting system at <https://www.evoting.nsdl.com>**

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

**Details on Step 1: 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 “Log-in” which is available under “Shareholders” section.
3. A new screen will open. You will have to enter your user ID, your password 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 log-in. 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 AO1*** and EVEN is 123456 then User ID is 123456AO1***

5. Instructions for retrieving password (your password details are given below)
  - a. If you are already registered for e-voting, then you can use your existing password to log-in and cast your vote.
  - b. If you are using NSDL e-voting system for the first time, you will need your “initial password”. Details of “initial password” are given in Point c (i) and (ii) below. Once you have your “initial password”, you

need to enter the “initial password” on the log-in page and the system will force you to change your password.

c. Initial password:

- i. If your email ID is registered in your demat account or with the Company, your “initial password” must have been communicated to you on your email ID. Trace the email sent to you by NSDL in your mailbox. Open the email and the attachment which is 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 Beneficiary 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, your “initial password” is provided at the bottom of the physical Postal Ballot Form.
6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
- a. If you are holding shares in your demat account with NSDL or CDSL, click on “Forgot User Details/Password” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b. If you are holding shares in physical mode, click on “Physical User Reset Password” 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.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, PAN, name and registered address.
7. After entering your password, click on “Agree to Terms and Conditions” by selecting on the check box.
8. Now you will have to click on “Log-in” button.
9. After you click on the “Log-in” button, home page of e-voting will open.

#### **Details on Step 2: How to cast your vote electronically on NSDL e-voting system?**

1. After successful login at Step 1, you will be able to see the Home page of e-voting. Click on e-voting. Then, click on Active Voting Cycles.
2. After clicking on Active Voting Cycles, you will be able to see all the companies' “EVEN” (E-Voting Event Number) in which you are holding shares and whose voting cycle is in active status.
3. Select “EVEN” of “Pricol Limited”. The Cast Vote page will open.
4. Now you are ready for e-voting as the voting page opens.
5. Cast your vote by selecting your favoured option i.e. assent/dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
6. Upon confirmation, the message “Vote cast successfully” will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

#### **General Guidelines for members**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned certified true 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](mailto:eswarfcs@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) & [cs@pricol.co.in](mailto:cs@pricol.co.in).
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Log-in 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](http://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 “downloads” section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

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

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

#### **Item No. 1:**

**Mr.Suresh Jagannathan** (DIN: 00011326), was appointed as an Independent Director of the Company for a period of 5 years, upto 31st July, 2019.

Mr.Suresh Jagannathan, 62 years of age, holds Bachelors Degree in Management Science from USA is a leading Industrialist and Managing Director of Kovilpatti Lakshmi Roller Flour Mills Limited. He is also a director in Elgi Rubber Company Limited, Mckinnon India Private Limited, Eltex Precision Dies and Tools Private Limited, Cape Flour Mills Private Limited, Cape Power Private Limited and Chempaka General Finance Private Limited.

He is the member of Stakeholders Relationship Committee and Corporate Social Responsibility Committee of Kovilpatti Lakshmi Roller Flour Mills Limited and member of Audit Committee, Nomination Remuneration Committee and Corporate Social Responsibility Committee of Elgi Rubber Company Limited. During the year 2018-19, he attended 1 (One) Board Meeting of the company. He holds 26,985 shares of Pricol Limited.

Pursuant to the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“LODR Regulations”) an Independent Director shall hold office for a term upto five consecutive years on the Board of the Company and shall be eligible for re-appointment for another term of five consecutive years on passing of a Special Resolution by the Company and disclosure of such appointment in the Board Report. The Company has received a notice in writing from the member, proposing his candidature for the office of Independent Director of the Company.

The Company has received from Mr.Suresh Jagannathan (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) a declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013.

The Board of Directors at its meeting held on 30th May, 2019 on the recommendation of the Nomination and Remuneration Committee and on the basis of performance evaluation of Independent Directors, recommended the re-appointment of Mr.Suresh Jagannathan as Independent Director of the Company for a second term of five years with effect from 1st August, 2019 to 31st July, 2024 based on his skills, experience, knowledge and report of his performance evaluation. His re-appointment is subject to the approval of the shareholders by way of a Special Resolution.

In the opinion of the Board of Directors, Mr.Suresh Jagannathan fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for his re-appointment as an Independent Director of the Company and is independent of the management. The copy of the letter for appointment of Mr.Suresh Jagannathan as an Independent Director setting out the terms and conditions would be available for inspection without any fee

by the members at the Registered Office of the Company during normal business hours on working days up to 16th July, 2019.

The Board considers that his educational qualification, experience & exposure in Food, Textile and Engineering Industries would be of immense benefit to the Company and it is desirable to avail services of Mr.Suresh Jagannathan as an Independent Director. Accordingly, the Board recommends the resolution in relation to re-appointment of Mr.Suresh Jagannathan as an Independent Director, for the approval by the shareholders of the Company.

Except Mr.Suresh Jagannathan, 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 set out at Item No. 1. He is not related to any Director, Manager and Key Managerial Personnel of the Company.

This Explanatory Statement may also be read and treated as a disclosure under Regulation 36 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015. The Board recommends the resolution set out at item no: 1 of the Notice for your approval.

#### **Item No. 2:**

**Mr.R.Vidhya Shankar** (DIN: 00002498), was appointed as an Independent Director of the Company for a period of 5 years, upto 31st July, 2019.

Mr.R Vidhya Shankar, 49 years of age, Bachelor of Commerce and Bachelor of Law from Bharathiyar University, Coimbatore. He is a Gold Medalist and holds the record for a very rare first class in Law from the said University. He is a Partner of M/S.Ramani & Shankar, one of the oldest Law Firms in South India and ranked amongst the top 10 law firms by Business Word in the year 2011. He specializes in Corporate Law, including in Corporate Transactions, Corporate restructuring, Schemes and Arrangements, Corporate litigations, Domestic and International Arbitrations, Capital Market, FEMA compliances, Cross-border transaction and general corporate advisory services. Several of the litigations where he has been the Counsel on record, are landmark decisions reported in leading Corporate Journals. He is a sought after speaker on various corporate issues and regularly addresses seminars organized by Chambers of Commerce, ICAI, ICSI etc.

He currently serves as Independent Director on the Board of L.G.Balakrishnan & Brothers Limited and also member of Investors' Grievances Committee of the said Company. He is the Chairman of Audit Committee & Nomination and Remuneration Committee and member of Stakeholders Relationship Committee of Pricol Limited. During the year 2018-19, he attended 6 (Six) Board Meetings of the company. He does not hold any shares of the Company.

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

The Company has received from Mr.R.Vidhya Shankar (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) a



declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013.

The Board of Directors at its meeting held on 30th May, 2019 on the recommendation of the Nomination and Remuneration Committee and on the basis of performance evaluation of Independent Directors, recommended the re-appointment of Mr.R.Vidhya Shankar as Independent Director of the Company for a second term of five years with effect from 1st August, 2019 to 31st July, 2024 based on his skills, experience, knowledge and report of his performance evaluation. His re-appointment is subject to the approval of the shareholders by way of a Special Resolution.

In the opinion of the Board of Directors, Mr.R.Vidhya Shankar fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for his re-appointment as an Independent Director of the Company and is independent of the management. The copy of the letter for appointment of Mr.R.Vidhya Shankar as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on working days up to 16th July, 2019.

The Board considers that his educational qualification, experience & exposure in Corporate Laws would be of immense benefit to the Company and it is desirable to avail services of Mr.R.Vidhya Shankar as an Independent Director. Accordingly, the Board recommends the resolution in relation to re-appointment of Mr.R.Vidhya Shankar as an Independent Director, for the approval by the shareholders of the Company.

Except Mr.R.Vidhya Shankar, 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 set out at Item No. 2. He is not related to any Director, Manager and Key Managerial Personnel of the Company.

This Explanatory Statement may also be read and treated as a disclosure under Regulation 36 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015. The Board recommends the resolution set out at item no: 2 of the Notice for your approval.

Coimbatore  
30th May, 2019

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



CIN : L34200TZ2011PLC022194

Regd. Office : 109, Race Course, Coimbatore - 641 018, India.

Phone : +91 422 433 6000, Fax : +91 422 433 6299, Website : www.pricol.com, E-mail : cs@pricol.co.in

**POSTAL BALLOT FORM**

For Scrutinizer's Use

[To be returned to the Scrutiniser appointed by the company]

Ballot No.

1.	Name(s) of the Member(s) (including joint holders, if any)	
2.	Registered Address of the sole / first named member	
3.	Registered Folio No. / DP ID No. and Client ID No.	
4.	Number of shares held as on 7th June, 2019 (Cut-off date)	
5.	Class of Share	Equity

I / We hereby exercise my / our vote in respect of the special resolutions to be passed through postal ballot for the business stated in the postal ballot notice of the Company by conveying my / our assent or dissent to the said resolution by placing the (✓) mark at the appropriate box below:

Sl. No.	Description	No. of Shares	Type of Resolution	I/We assent to the Resolution	I/We dissent to the Resolution
				For	Against
1	Approval of re-appointment of Mr.Suresh Jagannathan (DIN: 00011326) as an Independent Director for the Second term of five years from 1st August 2019 to 31st July 2024		Special		
2	Approval of re-appointment of Mr.R.Vidhya Shankar (DIN: 00002498) as an Independent Director for the Second term of five years from 1st August 2019 to 31st July 2024		Special		

Place:

Date:

\_\_\_\_\_  
Signature of the Shareholder

**ELECTRONIC VOTING PARTICULARS**

EVEN (E-Voting Event Number)	USER ID	PASSWORD/PIN

Note: Please read the notes / instructions for postal ballot / remote e-voting before filling the form / casting your vote through remote e-voting. Last date for receipt of postal ballot forms by the scrutinizer / casting your vote by remote e-voting is 16th July , 2019 (5.00 p.m.).

**Instances in which the Postal Ballot form shall be treated as invalid or rejected:-**

- a) A form other than one issued by the company has been used.
- b) It has not been signed by or on behalf of the Member.
- c) Signature on the postal ballot form doesn't match the specimen signatures with the company.
- d) It is not possible to determine without any doubt the assent or dissent of the Member.
- e) Neither assent nor dissent is mentioned.
- f) Any competent authority has given directions in writing to the company to freeze the Voting Rights of the Member
- g) The envelope containing the postal ballot form is received after the last date prescribed.
- h) The postal ballot form, signed in a representative capacity, is not accompanied by a certified copy of the relevant specific authority.
- i) It is defaced or mutilated in such a way that its identity as a genuine form cannot be established; and
- j) Member has made any amendment to the Resolution or imposed any condition while exercising his vote.

A postal ballot form which is otherwise complete in all respects and is lodged within the prescribed time limit but is undated shall be considered valid.

Members who have not received postal ballot form may apply either to the company at the above mentioned address / email or contact our Registrar and Transfer Agent, Integrated Registry Management Services Private Limited, Kences Towers, 2nd Floor, No. 1 , Ramakrishna Street, North Usman Road, T.Nagar, Chennai - 600 017, Telephone: +91- 44-28140801 / 28140802 / 28140803, E-mail :srirams@integratedindia.in and obtain a duplicate thereof.