

PL/SEC/TGT/2023-2024/161

Monday, 4th March 2024

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

1. Re-Appointment of Mr.K.Ilango, as an Independent Director
2. Appointment of Mr.Vijayraghunath, as an Independent Director
3. Re-Appointment & Remuneration to Mrs.Vanitha Mohan, Chairman
4. Re-Appointment & Remuneration to Mr. P.M.Ganesh, Chief Executive Officer & Executive 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. Friday, 1st March, 2024. The Company has engaged the services of National Securities Depository Limited (“NSDL”), to provide e-voting facility. The remote e-voting period shall commence at 9.00 a.m. (IST) on Tuesday, 5th March, 2024 and shall end at 5.00 p.m. (IST) on Wednesday, 3rd April, 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 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(es), through the process of Postal Ballot, by electronic means (E-voting) only.

The Special Resolution(s) along with the Explanatory Statement, setting out material facts and reasons for passing the below mentioned Resolution(s) 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, 5th March 2024 (9.00 am) to Wednesday, 3rd April 2024 (5.00 pm) 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 on Friday, 5th April, 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 BUSINESSES

1.RE-APPOINTMENT OF MR.K.ILANGO, 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, 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 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.K.ilango (DIN: 00124115), who was appointed as an Independent Director

of the Company for a 5 years term upto 14th June 2024 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 and who has submitted a declaration that he 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 re-appointed as an "Independent Director" of the Company for the second term of 5 (five) consecutive years with effect from 15th June 2024 to 14th June 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, Mr.K.lango shall 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 any one of the Directors or Key Managerial Personnel of the Company be and are hereby authorised to do all necessary acts, deeds and things, which maybe usual, expedient or proper to give effect to the above resolution."

2.APPOINTMENT OF MR.VIJAYRAGHUNATH, 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, 160, 161 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 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.Vijayraghunath (DIN: 00002963), who was appointed as an Additional Director (Independent) of the Company by the Board of Directors at its meeting held on 1st February 2024 and in respect of whom the Company has received a Notice in writing from a Member proposing his candidature for the office of Director under section 160 of the Act, and who has submitted a declaration that he 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 February 2024 to 31st January 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, Mr.Vijayraghunath 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 any one of the Directors or Key Managerial Personnel of the Company be and are hereby authorised to do all necessary acts, deeds and things, which may be usual, expedient or proper to give effect to the above resolution."

3. RE-APPOINTMENT & REMUNERATION TO MRS.VANITHA MOHAN, CHAIRMAN :

To consider and if thought fit, to pass with or without modification, the following resolution as a "**Special Resolution**":

"RESOLVED THAT pursuant to the provisions of Sections 196, 197 and 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 modification(s) or re-enactment thereof, for the time being in force, the consent of the Company be and is hereby accorded to the re-appointment of Mrs. Vanitha Mohan (DIN:00002168), aged 71 years, as Chairman of the Company, for a further period of three years commencing from 1st April 2024 to 31st March 2027 on the following terms and remuneration:

REMUNERATION :

I. Salary : ₹ 6,25,000 per month in the scale of ₹ 6,25,000 – ₹ 62,500 – ₹ 7,50,000

II. Commission : 1.50% of the Net Profit computed in accordance with Sections 197 and 198 of the Companies Act, 2013.

III. Perquisites

Category 'A'

- 1.Housing: Unfurnished accommodation will be provided by the Company. In its absence, 60% of the salary will be paid as House Rent Allowance.
- 2.Other perquisites:

The following perquisites shall be allowed subject to a maximum of 50 % of salary:

- a) Leave (as per rules of the Company).
- b) Leave Travel Concession for self and her family.
- c) Reimbursement of medical expenses incurred for self and her family.
- d) Reimbursement of expenditure incurred on gas, electricity, water, furnishings and appliances.
- e) Reimbursement of club expenses for self and her family.
- f) Health and personal accident insurance cover for self and her family.

In any year, if the perquisites specified in Part III, Sub Clause (2) above, are not availed in full, the unutilized 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'

1. Company's contribution to Provident Fund, Superannuation Fund or Annuity Fund will not be included in the computation of the ceiling on perquisites to the extent these singly or put together are not taxable under the Income-Tax Act.
2. Gratuity payable shall not exceed 15 days salary for each completed year of service.

For the purpose of Gratuity, Provident Fund, Superannuation and other benefits, if any, the service of Mrs. Vanitha Mohan, Chairman will be considered as continuous service with the Company from the date of her joining with the erstwhile Pricol Limited, which got amalgamated with this company.

Category 'C'

1. Conveyance facilities:

The Company shall provide a suitable vehicle for both business and personal use. Fuel costs, repairs, maintenance and running expenses including driver's salary, shall be borne / reimbursed by the Company.

2. Telephone, internet connectivity and other communication facilities:

The Company shall provide a mobile phone and shall also provide telephone, internet connectivity and other communication facilities at her residence. All the expenses incurred therefore shall be paid or reimbursed by the Company, as per the rules of the Company.

Expenses incurred for travelling, boarding and lodging of Mrs. Vanitha 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.

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 Mrs. Vanitha Mohan, shall not exceed double the limit specified in Section II of Part II 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 minimum remuneration."

"RESOLVED FURTHER THAT the Board of Directors or any committee thereof, be and are hereby authorized to alter or vary the designation, component and elements of remuneration payable to Mrs. Vanitha 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 one of the Directors or Key Managerial Personnel of the Company be and are hereby authorised 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."

4. RE-APPOINTMENT & REMUNERATION TO MR. P.M.GANESH, CHIEF EXECUTIVE OFFICER & EXECUTIVE DIRECTOR :

To consider and if thought fit, to pass with or without modification, 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 modification(s) or re-enactment thereof, for the time being in force, the consent of the Company be and is hereby accorded to the re-appointment of Mr. P.M.Ganesh (DIN: 08571325), as Chief Executive Officer & Executive Director of the Company, for a period commencing from 1st April 2024 to 31st March 2027 on the following terms and conditions:

REMUNERATION:

Category A: Salary, Allowance, Perquisites

- I. Salary : Not exceeding ₹ 5,00,000 per month
- II. House Rent Allowance : Not exceeding 40 % of the salary
- III. Special Allowance : Not exceeding 100 % of salary
- IV. Variable Pay : Not exceeding 70 % of salary based on performance
- 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 Allowance

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.

For the purpose of Gratuity, Provident Fund, Superannuation, Service weightage and other benefits, if any, the service of Mr. P.M.Ganesh, Chief Executive Officer & Executive Director will be considered as continuous service with the Company from the date of his joining with the erstwhile Pricol Limited, which got amalgamated with this Company.

Category C: Reimbursement of Expenses

Expenses incurred for travelling, boarding and lodging of Mr. P.M.Ganesh 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 2027 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 Mr. P.M.Ganesh, Chief Executive Officer & 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. P.M.Ganesh, 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 one of the Directors or Key Managerial Personnel of the Company be and are hereby severally authorised 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 Sec. 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."

Coimbatore
1st February 2024

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

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 Friday, 1st March 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, 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.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 Friday, 1st March, 2024, (record date) will be considered for the purpose of e-voting .
4. The e-voting period commences on Tuesday, 5th March, 2024 (9:00 AM IST) and ends on Wednesday, 3rd April, 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. Friday, 1st March, 2024 may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting after Wednesday, 3rd April, 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. Friday, 1st March, 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, 5th April, 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 along with the Scrutinizer's report.

9. The last date specified for the e-voting i.e. Wednesday, 3rd April, 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, 3rd April, 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.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 e-Voting period.
2. 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>
3. 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 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 and click on login icon & New System Myeasi Tab and then user your existing myeasi username & password.

- 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 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.
- 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.
- 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 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 evoting@nsdl.com or call at 022 - 4886 7000 and 022 - 2499 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 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?

- 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, 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

Your User ID is:

(NSDL or CDSL) or Physical

- | | |
|--|---|
| 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.
- 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 on NSDL e-Voting system.

How to cast your vote electronically 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.
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 and 022 - 2499 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 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 srirams@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 srirams@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 items of Special Business

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

Item No. 1: Re-Appointment of Mr.K.Ilango, Independent Director

Mr.K.Ilango (DIN:00124115), was appointed as an Independent Director of the Company for a term of 5 years, upto 14th June 2024. He is due for retirement from the first term as an Independent Director on June 14,2024.

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.

Mr.K.Ilango is eligible for re-appointment for another term of five consecutive years. The Company has received a notice from a member in writing under Section 160 of the Act, proposing his candidature for the office of Independent Director of the Company.

The Company has received from Mr.K.Illango, 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 he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013, and
- (iii) 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, 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.

The Board of Directors at their meeting held on 1st February 2024 on the recommendation of the Nomination and Remuneration Committee and on the basis of performance evaluation of Independent Directors, recommended to the shareholders, the re-appointment of Mr.K.Illango as Independent Director of the Company for a second term of five years with effect from 15th June 2024 to 14th June 2029 (both days inclusive) and he shall not be liable to retire by rotation. 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.K.Illango 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 Board considers that his educational qualification, skills, experience & exposure in Industry / Business would be of immense benefit to the Company and it is desirable to continue the association and avail services of Mr.K.Illango as an Independent Director.

A copy of the letter for appointment of Mr.K.Illango 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 the last day of Postal ballot.

Except Mr.K.Illango, being the 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.

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.

Item No.2: Appointment of Mr.Vijayraghunath, Independent Director

Pursuant to Section 161 of the Companies Act, 2013 and other applicable provisions, the Board, at its meeting held on 1st February 2024, appointed Mr.Vijayraghunath (DIN: 00002963) as an Additional Director in the capacity of Independent Director of the Company with effect from 1st February 2024.

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

The Company has received from Mr.Vijayraghunath, 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 he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013, and
- (iii) 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, 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.

The Board of Directors at their meeting held on 1st February 2024 on the recommendation of the Nomination and Remuneration Committee recommended to the shareholders, the appointment of Mr.Vijayraghunath as an Independent Director of the Company for a term of five years with effect from 1st February 2024 to 31st January 2029 (both days inclusive) and he shall not be liable to retire by rotation. His appointment is subject to the approval of the shareholders by way of a Special Resolution.

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

The Board considers that his educational qualification, skills, experience & exposure in legal profession would be of immense benefit to the Company and it is desirable to avail services of Mr. Vijayraghunath as an Independent Director.

A copy of the draft letter for the appointment of Mr. Vijayraghunath, 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 Mr. Vijayraghunath, being the 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.

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. 2 of the Notice for your approval.

Item No.3: Re - Appointment & Remuneration to Mrs. Vanitha Mohan, Chairman

The Board of Directors, at their meeting held on 1st February 2024 has re-appointed Mrs. Vanitha Mohan (DIN: 00002168), 71 years of age, as the Chairman of the Company for a period of three years commencing from 1st April 2024 to 31st March 2027 (both days inclusive) and fixed her terms of appointment and remuneration in accordance with the provisions of Sections 196, 197 and 198 read with Schedule V to the Act, 2013 and as recommended by the Nomination and Remuneration Committee. The Nomination and Remuneration Committee considered her proven track record in achieving organizational goals, her specific accomplishments and milestones, leadership skills including her capacity to build and motivate high performing teams. The Board considers that her educational qualification, experience & exposure in the Company, Industry & social activities, her adaptability to changing market conditions & industry trends, and positive relationship with key stakeholders would be of immense benefits to the Company and it is desirable to continue to avail services of Mrs. Vanitha Mohan, as Chairman, with an increase of 10% in her salary, which is in line with the industry trend.

She is the Managing Trustee of SIRUTHULI, an NGO formed to address the environmental issues of Coimbatore with focus on water management and enhancement of green cover of the city. She is also a Trustee of ND Foundation. She is the Vice Chairman of Kongu Global Forum, an organisation set up for the development of 7 districts forming part of Kongu region of Tamilnadu. She is a Past President of the 94 year old Indian Chamber of Commerce & Industry, Coimbatore. Mrs. Vanitha Mohan also received the Governor's Award 2022 for her outstanding contribution towards "environment protection" from the hon'ble Governor and the Chief Minister of Tamil Nadu.

Subject to the control and supervision of the Board of Directors, Mrs. Vanitha Mohan shall perform such duties and exercise such powers as may be entrusted to her from time to time by the Board.

Terms of Appointment:

Mrs. Vanitha Mohan, Chairman will be responsible for the Internal Audit functions and Corporate Social Responsibility activities of the Company.

- (a) She 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 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 Board.
- (b) She 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.
- (c) She shall adhere to the Company's Code of Conduct.

Her re-appointment at an age of 71 years and remuneration requires to be approved by a special resolution of the shareholders. The terms of her re-appointment and remuneration shall be as detailed in the resolution mentioned in this notice. The re-appointment, remuneration and perquisites conform to the requirement of Schedule V to the Companies Act, 2013. Her re-appointment is liable to retire by rotation.

Mrs. Vanitha Mohan and Mr. Vikram Mohan are related to each other. Mr. Vikram Mohan is the elder son of Mrs. Vanitha Mohan.

Except Mrs. Vanitha Mohan, being the appointee and her 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.

This explanatory statement may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Companies Act, 2013. 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.3 of the Notice for your approval.

Item No.4: Re-Appointment & Remuneration to Mr. P.M.Ganesh, Chief Executive Officer & Executive Director

The Board of Directors, at their meeting held on 1st February 2024 has re-appointed Mr.P.M.Ganesh (DIN: 08571325) as Whole Time Director with the designation Chief Executive Officer & Executive Director for a period of three years commencing from 1st April 2024 to 31st March 2027 (both days inclusive) and fixed his terms of appointment and remuneration in accordance with the provisions of Sections 196,197 and 198 read with Schedule V to the Act, 2013 and as recommended by the Nomination and Remuneration Committee. The Nomination and Remuneration Committee considered his proven track record in achieving organizational goals, his specific accomplishments and milestones, leadership skills including his capacity to build and motivate high performing teams in recommending his re-appointment as Chief Executive Officer & Executive Director of the Company. The Board believes that, considering his educational qualification, skills, experience & exposure in auto component industry, his association would be of immense benefit to the Company and that it is desirable to continue to avail his services, with an increase of 10% in his salary, which is in line with the industry trend .

Subject to the control and supervision of the Board of Directors, Mr P.M.Ganesh shall perform such duties and exercise such powers as may be entrusted to him from time to time by the Board.

Terms of Appointment:

Mr. P.M. Ganesh, Chief Executive Officer & Executive Director will be responsible for overall Operations, Business Development, Manufacturing Engineering, Tool Room and Purchase of the Company.

- (a) He 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.
- (b) He 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.
- (c) He shall adhere to the Company's Code of Conduct.

His re-appointment and remuneration requires to be approved by a special resolution of the shareholders. The terms of his re-appointment and remuneration shall be as detailed in the resolution mentioned in this notice. The re-appointment, remuneration and perquisites conform to the requirement of Schedule V to the Companies Act, 2013. His re-appointment is liable to retire by rotation.

Except Mr. P.M.Ganesh, being the 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.

This explanatory statement may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Companies Act, 2013. 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.4 of the Notice for your approval.

Coimbatore
1st February, 2024

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

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 :

₹ Lakhs

Particulars	2022-23	2021-22
Sales and Other Income	1,93,167.12	153,034.37
Profit Before Tax and Depreciation	20,740.88	15,102.71
Profit After Tax	11,257.89	4338.71
Paid-up Equity Share Capital	1,218.81	1,218.81
Reserves and Surplus	66,587.65	555,562.17
Basic & Diluted Earnings Per Share (₹)	9.24	3.56

5. Export performance and net foreign exchange :

₹ Lakhs

Particulars	2022-23
Export performance (FOB Value)	13,751.12
Foreign Currency Expenditure	50,823.03
Net Foreign Exchange Earnings	(37,071.91)

6. Foreign investments and collaborators, if any:

₹ Lakhs

Wholly Owned Subsidiary	Investment Amount
PT Pricol Surya Indonesia	6,762.74
Pricol Asia Pte. Limited, Singapore	150.38

II. Information about the Appointee

Particulars	Mrs.Vaniitha Mohan	Mr.P.M.Ganesh
Background details	Mrs.Vaniitha Mohan, 71 years of age, the Chairman of the Company. She is also a Director in Sagittarius Investments Private Limited and Shrimay Enterprises Private Limited.	Mr.P.M.Ganesh, 55 Years of age, the Chief Executive Officer & Executive Director of the Company. He is also a Director in Pricol Electronics Private Limited.
Past remuneration	₹324.56 Lakhs	₹98.03 Lakhs
Recognition or awards	Commerce Graduate with a Post Graduate Diploma in Business Management from the University of Strathclyde, Glasgow, UK	Bachelors degree in Engineering and Master of Business Administration (Gold Medalist)

Job Profile and his / her suitability	<p>She is the Chairman of the Company.</p> <p>She is having 38 years of overall experience and heads the Internal Audit functions and Corporate Social Responsibility activities of the Company.</p>	<p>He is the Chief Executive Officer & Executive Director of the Company.</p> <p>He is having 31 years of overall industrial experience and shall be responsible for overall Operations, Business Development, Manufacturing Engineering, Tool Room and Purchase of the Company.</p>
Remuneration proposed	Refer Resolution No.3	Refer Resolution No.4
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 benchmarks, 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	Chairman of the Company. Mrs.Vanitha Mohan is related to Mr.Vikram Mohan, Managing Director.	Chief Executive Officer & Executive Director of the Company. Mr.P.M.Ganesh 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 in Annual Report 2022-23
b. Details of fixed component and performance linked incentives along with the performance criteria:	Disclosed in Annual Report 2022-23
c. Service contracts, notice period, severance fees:	Disclosed in Annual Report 2022-23
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.

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.K.Ilango	MR.Vijayraghunath
DIN	00124115	00002963
Age (years)	59 years	56 years
Date of first appointment	15th June 2019	1st February 2024
Qualification, Experience and Expertise in specific functional areas	Mr.K.Ilango holds a Bachelor Degree in Engineering, with 37 years of business experience in auto component industry.	Mr.Vijayraghunath is a commerce and law graduate. He has more than 33 years of experience in legal profession
Skills and capabilities required for the role and the manner in which the Independent Directors meet the requirements	Refer Explanatory Statement	Refer Explanatory Statement
Terms and conditions of appointment/ re-appointmet	Mr.K.Ilango is re-appointed as Independent Director of the Company for a second term of five years with effect from 15 th June 2024 till 14 th June 2029. His appointment is not liable to retire by rotation.	Mr.Vijayraghunath is appointed as Independent Director of the Company for a term of five years with effect from 1 st February 2024 till 31 st January 2029. His appointment is not liable to retire by rotation.
Shareholding in the Company	9,547 Shares	Nil
Remuneration sought to be paid	Shareholders at the 10 th AGM held on 19th August 2021 approved a sum not exceeding 1% of the net profit of the Company per annum as commission, calculated in accordance with the provisions of Section 198 of the Companies Act, 2013, to be paid to the non-executive directors (including Independent Directors) of the Company in a manner decided by the Board. The commission shall be in addition to fees payable to the Director(s) 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 : https://pricol.com/wp-content/uploads/2023/01/NRC_policy_20.pdf	
Remuneration last drawn (FY 2022-23)	Sitting Fees : ₹ 3 lakhs Commission: ₹ 3.75 lakhs	Not applicable
Directorship held in other companies	<ol style="list-style-type: none"> 1. Rajshree Sugars & Chemicals Limited 2. RSM Autokast Private Limited 3. KKR Securities Private Limited 4. Codissia Industrial Park Limited 5. Codissia Industrial Infrastructure Upgradation Services 6. Tamilnadu Electricity Consumers Association 7. Pricol Asia Pte Limited, Singapore 	<ol style="list-style-type: none"> 1. Precot Limited 2. Elgi Rubber Company Limited 3. Eye Foundation Limited 4. Elgi Rubber Company Holdings B.V., the Netherland
Listed entities from which the director resigned in the past three years	Nil	Nil

List of the Committees of Board of Directors in which Chairmanship/ Membership is held	<p>Pricol Limited:</p> <ul style="list-style-type: none"> Corporate Social Responsibility Committee Risk Management Committee <p>Rajshree Sugars & Chemical Limited:</p> <ul style="list-style-type: none"> Audit committee Stakeholders Relationship Committee Corporate Social Responsibility Committee 	<p>Precot Limited:</p> <ul style="list-style-type: none"> Audit committee <p>Elgi Rubber Company Limited:</p> <ul style="list-style-type: none"> Audit Committee Nomination & Remuneration Committee Stakeholders Relationship Committee <p>Eye Foundation Limited:</p> <ul style="list-style-type: none"> Audit Committee* Nomination & Remuneration Committee Corporate Social Responsibility Committee <p><i>* Refers to committees in which the Director holds position as Chairman.</i></p>
No. of Board Meetings attended during FY2023-24 (till the date of this notice)	Mr.K.lango attended all the 4 meetings held during FY2023-24	Mr.Vijayraghunath attended 1 meeting in which he was appointed as an Additional Director – Independent.
Relationship with other Directors, Manager and other Key Managerial Personnel	Nil	Nil
Summary of Performance Evaluation of Independent Director to be re-appointed	Nomination and Remuneration Committee and the Board considers performance of Mr.K.lango as 'Good'	Not Applicable
Justification for appointment of Independent Director	Refer Explanatory Statement	Refer Explanatory Statement

Name of Director	MRS.Vanitha Mohan	MR.P.M.Ganesh
DIN	00002168	08571325
Age (years)	71 years	55 years
Date of first appointment	1 st November 2016	8 th November 2021
Qualification, Experience and Expertise in specific functional areas	Mrs.Vanitha Mohan is a Commerce Graduate with a Post Graduate Diploma in Business Management from the University of Strathclyde, Glasgow, UK. She is having 38 years of experience and heads the Internal Audit functions and Corporate Social Responsibility activities of the Company.	Mr. P.M.Ganesh holds a Bachelors Degree in Engineering and Master of Business Administration (Gold Medallist). He is having 31 years of overall industrial experience and shall be responsible for overall Operations, Business Development, Manufacturing Engineering, Tool Room and Purchase of the Company.

Skills and capabilities required for the role and the manner in which the Independent Directors meet the requirements	Refer Explanatory Statement	Refer Explanatory Statement
Terms and conditions of appointment/ re- appointment	Mrs.Vanitha Mohan is re-appointed as Chairman of the Company for a period of three years commencing from 1 st April 2024 to 31 st March 2027. Her appointment is liable to retire by rotation.	Mr. P.M.Ganesh is re-appointed as Whole Time Director with a designation Chief Executive Officer & Executive Director for a period of three years commencing from 1 st April 2024 to 31 st March 2027. His appointment is liable to retire by rotation.
Shareholding in the Company	57,31,468 shares of the Company	Nil
Remuneration sought to be paid	Remuneration shall be as detailed in the resolution.	Remuneration shall be as detailed in the resolution.
Remuneration last drawn during FY 2022-23	₹ 324.56 lakhs	₹ 98.03 lakhs
Directorship held in other companies	1. Sagittarius Investments Private Limited 2. Shrimay Enterprises Private Limited	1. Pricol Electronics Private Limited
Listed entities from which the director resigned in the past three years	Nil	Nil
List of the Committees of Board of Directors in which Chairmanship/ Membership is held	Pricol Limited: <ul style="list-style-type: none"> • Audit Committee • Stakeholders Relationship Committee • CSR Committee* • Investment and Borrowing Committee* <i>* Refers to committees in which the Director holds position as Chairman.</i>	Pricol Limited: Risk Management Committee
No. of Board Meetings attended during FY2023-24 (till the date of this notice)	Mrs.Vanitha Mohan attended all the 4 meetings held during FY 2023-24	Mr.P.M.Ganesh attended all the 4 meetings held during FY 2023-24
Relationship with other Directors, Manager and other Key Managerial Personnel	Mrs. Vanitha Mohan and Mr.Vikram Mohan are related to each other. Mr. Vikram Mohan is the elder son of Mrs. Vanitha Mohan.	Nil
Summary of Performance Evaluation of Director to be re-appointed	Nomination and Remuneration Committee, Independent Directors and Board considers performance of Mrs.Vanitha Mohan as 'Good'	Nomination and Remuneration Committee, Independent Directors and Board considers performance of Mr.P.M.Ganesh as 'Good'
Justification for appointment of Director	Refer Explanatory Statement	Refer Explanatory Statement