



# pricol limited

702 / 7, Avanashi Road, Coimbatore - 641 037, India.

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## NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the Thirty Ninth Annual General Meeting of the Shareholders of the Company will be held on Friday, 19th August 2011 at 4.30 p.m at Nani Palkhivala Auditorium, Mani Higher Secondary School, Coimbatore - 641 037, to transact the following business :

### ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March 2011 and the Profit and Loss Account for the year ended 31st March 2011 and the Report of the Directors and the Auditors thereon.
2. To declare dividend on Equity Shares.
3. To appoint a Director in place of Mr. Suresh Jagannathan who retires by rotation and being eligible offers himself for reappointment.
4. To appoint a Director in place of Mr. C. R. Swaminathan who retires by rotation and being eligible offers himself for reappointment.
5. To appoint a Director in place of Mr. D. Sarath Chandran who retires by rotation and being eligible offers himself for reappointment.
6. To appoint Auditors and to fix their remuneration.

### SPECIAL BUSINESS

7. To consider and, if thought fit, to pass with or without modification, the following resolution as an **Ordinary Resolution** :  
" RESOLVED that Mr. K. Murali Mohan who was appointed as a Director in casual vacancy with effect from 31st July 2009 pursuant to the provisions of Section 262 of the Companies Act, 1956 and holds office up to the date of the 39th Annual General Meeting and in respect of whom the Company has received a notice under Section 257 of the Companies Act, 1956, in writing proposing his candidature to the office of the Director, be and is hereby appointed as the Director of the Company, liable to retire by rotation."

Coimbatore  
30th May 2011

By order of the Board  
Vijay Mohan  
Chairman & Managing Director

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## EXPLANATORY STATEMENT

(Pursuant to Section 173 of the Companies Act, 1956)

### Item No. 7 :

Mr. K. Murali Mohan was appointed as a Director to fill a causal vacancy with effect from 31st July 2009, due to the resignation of Mr.C.N. Srivatsan, pursuant to Section 262 of the Companies Act, 1956. Mr. K. Murali Mohan will hold office upto the date of the forthcoming Annual General Meeting. The Company has received a notice in writing from a member under the provisions of Section 257 of the Companies Act, 1956, proposing the candidature of Mr. K. Murali Mohan for the office of Director.

The Board commends the resolution set out at Item No. 7 of the notice for your approval.

None of the Directors except Mr. K. Murali Mohan is in any way concerned or interested in this resolution.

Coimbatore  
30th May 2011

By order of the Board  
Vijay Mohan  
Chairman & Managing Director

## NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND TO VOTE ON HIS BEHALF AND SUCH A PROXY NEED NOT BE A MEMBER OF THE COMPANY.
2. Brief resume of the directors seeking appointment / reappointment and other details as stipulated under clause 49 of the listing agreement are provided in the Report on Corporate Governance forming part of Annual Report 2011.
3. Instruments of Proxy for use at the above meeting must be lodged at the Registered Office of the Company not less than 48 hours before the time appointed for the meeting.
4. The Register of Members and Transfer Books of the Company will be closed from 13th August 2011 to 19th August 2011 (both days inclusive) for the purpose of declaration of dividend and Annual General Meeting.
5. Under Clause 5All(h) of the Listing Agreement entered with Stock Exchanges, the Company has initiated the implementation of the same. Three reminders are being sent to the Shareholders for getting their confirmation. Subject to their confirmation after sending the above reminder, the Company shall proceed to demat the shares in the name of "Unclaimed Suspended Account". The voting rights of these shareholders shall remain frozen till the rightful owner claims the same.
6. Please quote your Folio Number and our Company's Name in all your correspondence with Integrated Enterprises (India) Limited, 1, Ramakrishna Street, North Usman Road, T.Nagar, Chennai 600 017 who are acting as our Registrar & Share Transfer Agents.
7. Members who are holding shares in physical form are requested to intimate immediately their change of address / change of bank account, if any, to the Company / Registrar & Share Transfer Agent quoting reference of the Registered Folio Number.
8. **Members who are holding shares in Electronic Form are requested to intimate immediately their change of address / change of bank account, if any, to their respective Depository Participant.**
9. If you have shares registered in the same name or in the same order of names but in several Folios, please let us know so that we may consolidate them into one Folio.
10. You may now avail of the facility of nomination by nominating, in the prescribed form, a person to whom your shares in the Company shall vest in the event of death. Interested members may write to the Company / Registrar & Share Transfer Agent for the prescribed form.
11. Please encash your dividend warrants immediately on their receipt by you, as dividends remaining unclaimed for seven years are now required to be transferred to the "Investor Education and Protection Fund" established by the Central Government and you shall not be able to claim any unpaid dividend from the said fund or from the Company thereafter.



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Regd. Office: 702/7, Avanashi Road, Coimbatore - 641 037, India.

## ATTENDANCE SLIP

PLEASE COMPLETE THIS SLIP AND HANDOVER AT THE ENTRANCE OF THE MEETING HALL

Name & Address of Member \_\_\_\_\_ Regd. Folio No. / Client ID.....

I hereby register my presence at the **39th Annual General Meeting** of the Company held on **Friday the 19th August 2011 at 4.30 p.m., at Nani Palkhivala Auditorium, Mani Higher Secondary School, Pappanaickenpalayam, Coimbatore - 641 037,**

\_\_\_\_\_  
Signature of Member / Proxy\*

\* Please indicate whether Member / Proxy



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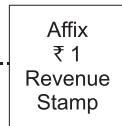
## PROXY FORM

Regd. Folio No. / Client ID	_____
No. of shares	_____

I / We \_\_\_\_\_ of \_\_\_\_\_ being a member / members of Pricol Limited hereby appoint \_\_\_\_\_ of \_\_\_\_\_ or failing him \_\_\_\_\_ of \_\_\_\_\_ as my / our proxy to vote for me / us on my / our behalf at the 39th Annual General Meeting of the Company to be held on Friday 19th August 2011, at 4.30 p.m. at any adjournment there of.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2011

Signature .....



- Notes:
1. The Proxy, to be effective, should be deposited at the Registered Office of the Company at New No:702/7, Avanashi Road, Coimbatore – 641 037 not later than FORTY-EIGHT hours before the commencement of aforesaid meeting.
  2. A Proxy need not be a member of the Company.