



pricol limited

cpm towers, 109, race course, coimbatore – 641 018, india.

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the Forty-First Annual General Meeting of the Shareholders of the Company will be held on Friday, 2nd August 2013 at 4.30 p.m. at Chamber Hall, Chamber Towers, 8 / 732, Avinashi Road, Coimbatore - 641 018 to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March 2013 and the Statement of Profit and Loss for the year ended 31st March 2013 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.C.R.Swaminathan who retires by rotation and being eligible offers himself for reappointment.
4. To appoint a Director in place of Mr.Suresh Jagannathan who retires by rotation and being eligible offers himself for reappointment.
5. To appoint Auditors and to fix their remuneration.

SPECIAL BUSINESS

6. To consider and, if thought fit, to pass with or without modification, the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT Mr.Vijay Mohan, whose term of office as Executive Chairman ended on 31st March 2013 and he was appointed as an additional director of the Company with effect from 1st April 2013 pursuant to the provisions of Section 260 of the Companies Act, 1956, and holds office up to the date of the 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.”

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

“RESOLVED THAT in accordance with the provisions of Section 198, 269, 309 and 310 read with Schedule XIII and all other applicable provisions of the Companies Act, 1956 (including any statutory modification(s) or re-enactment thereof, for the time being in force or any amendments and / or modifications that may hereafter be made thereto by the Central

Government in that behalf from time to time, or any amendments thereto), the consent of the Company be and is hereby accorded to the re-appointment of Mrs.Vanitha Mohan as Vice Chairman of the Company, for a period of three years with effect from 1st April 2013 to 31st March 2016 on the following terms and conditions with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include any Committee which the Board may constitute to exercise its powers, including the powers conferred by this resolution) to alter and vary the terms and conditions of the remuneration within the overall limits specified in Schedule XIII to the Companies Act, 1956 including any statutory modification or re-enactment thereof, for the time being in force or any amendments and / or modifications that may hereafter be made thereto by the Central Government in that behalf from time to time, or any amendments thereto.

REMUNERATION:

I. Salary : ₹150,000 per month in the scale ₹ 150,000 – ₹ 15,000 – ₹ 180,000

II. Commission : 1.50% of the Net Profit computed in accordance with Sections 198, 309 and 349 of the Companies Act, 1956.

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'

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. Gratuity payable shall not exceed 15 days salary for each completed year of service.

Category 'C'

Provision of car with driver and telephone facility at her residence.

"RESOLVED FURTHER that in the event of no profit or inadequacy of profit, the remuneration payable to Mrs.Vanitha Mohan, Vice Chairman, shall not exceed the limit specified in Para 1(B) of Sec.II of Part II of Schedule XIII of the Companies Act, 1956, as modified from time to time or such other limits as may be notified by the Government from time to time as minimum remuneration.

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

"RESOLVED THAT in accordance with the provisions of Section 198, 269, 309 and 310 read with Schedule XIII and all other applicable provisions of the Companies Act, 1956 (including any statutory modification(s) or re-enactment thereof, for the time being in force or any amendments and / or modifications that may hereafter be made thereto by the Central Government in that behalf from time to time, or any amendments thereto), the consent of the Company be and is hereby accorded to the re-appointment of Mr.Vikram Mohan as Managing Director of the Company, for a period of three years with effect from 1st April 2013 to 31st March 2016 on the following terms and conditions with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include any

Committee which the Board may constitute to exercise its powers, including the powers conferred by this resolution) to alter and vary the terms and conditions of the remuneration within the overall limits specified in Schedule XIII to the Companies Act, 1956 including any statutory modification or re-enactment thereof, for the time being in force or any amendments and / or modifications that may hereafter be made thereto by the Central Government in that behalf from time to time, or any amendments thereto.

REMUNERATION:

- I. **Salary** : ₹ 400,000 per month in the scale ₹ 400,000 – ₹ 40,000 – ₹ 480,000
- II. **Commission** : 2% of the Net Profit computed in accordance with Sections 198, 309 and 349 of the Companies Act, 1956.

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:

- Leave (as per rules of the Company).
- Leave Travel Concession for self and his family.
- Reimbursement of medical expenses incurred for self and his family.
- Reimbursement of expenditure incurred on gas, electricity, water, furnishings and appliances.
- Reimbursement of club expenses for self and his family.
- Health and personal accident insurance cover for self and his 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'

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. Gratuity payable shall not exceed 15 days salary for each completed year of service.

Category 'C'

Provision of car with driver and telephone facility at his residence.

"RESOLVED FURTHER that in the event of no profit or inadequacy of profit, the remuneration payable to Mr. Vikram Mohan, Managing Director, shall not exceed the limit specified in Para 1(B) of Sec. II of Part II of Schedule XIII of the Companies Act, 1956, as modified from time to time or such other limits as may be notified by the Government from time to time as minimum remuneration.

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

"RESOLVED THAT subject to the provisions of Section 198, 309 and other applicable provisions, if any, of the Companies Act, 1956, the Non-Whole Time Directors of the Company be paid a Commission of an amount not exceeding one percent of the Net Profit of the Company per annum as computed in accordance with the provisions of Sections 198, 349 and 350 of the Companies Act, 1956, for the financial year ended 31st March 2013 to 31st March, 2017."

"RESOLVED FURTHER THAT quantum of Commission payable to each Non-Whole Time Director may be decided by the Board from time to time as it may deem fit."

Coimbatore
29th May 2013

By order of the Board
Vijay Mohan
Chairman

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. 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.
2. The Register of Members and Transfer Books of the Company will be closed from 11th June 2013 to 12th June 2013 (both days inclusive) for the purpose of declaration of dividend and Annual General Meeting.
3. An explanatory statement pursuant to Section 173(2) of the Companies Act, 1956 in respect of business set out at Item No.6 to 9 above and the relevant details pursuant to the provisions of Clause 49 of the Listing Agreement executed with Stock Exchanges are annexed hereto.
4. Brief resume of the directors seeking appointment / reappointment and other details as stipulated under clause 49 (IV) (G) of the Listing Agreement are provided in the Report on Corporate Governance forming part of Annual Report 2013.
5. Queries on the Accounts and operations of the Company, if any, may be sent to the Company at its Registered Office (and marked for the attention of the Company Secretary) at least seven days in advance of the meeting.
6. Members are requested to bring their copy of the Annual Report - 2013 to the meeting.
7. Please quote your Folio Number and our Company's Name in all your correspondence with Integrated Enterprises (India) Limited, 2nd Floor, "KENCES" Towers 1, Ramakrishna Street, North Usman Road, T.Nagar, Chennai 600 017 who are acting as our Registrar & Share Transfer Agents.
8. 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. Members who are holding shares in dematerialized form are requested to intimate immediately their change of address / change of bank account, if any, to their respective Depository Participant.

9. 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. Members holding shares in the dematerialized form may contact their Depository Participant for recording the nomination in respect of their shares.
10. 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.
11. In terms of circulars issued by Securities and Exchange Board of India (SEBI), it is now mandatory to furnish a copy of PAN Card to the Company or its RTA in the following cases viz. Transfer of shares, Deletion of name, Transmission of shares and Transposition of shares held in Physical form. Shareholders are requested to furnish copy of PAN card for all above mentioned transactions.
12. Under Clause 5All(h) of the Listing Agreement entered with Stock Exchanges, the Company had sent three reminders to the Shareholders for getting their confirmation on unclaimed shares. Based on the confirmation received from the shareholders the Company had demat the shares in the name of "Pricol Limited Unclaimed Suspense Account". The voting rights of these shareholders shall remain frozen till the rightful owner claims the same.
13. The Ministry of Corporate Affairs (MCA), Govt. of India, has undertaken a 'Green Initiative in the Corporate Governance' by allowing paperless compliance by Companies through electronic mode, vide its circulars dated 21st April 2011 and 29th April 2011. To take part in the above 'Green Initiative', your company proposes to send communications / documents including Notice for General Meeting(s) and Annual Report from time to time in electronic mode to those members who have registered their email address with the Company / Depository Participants (DP).

The members who have not yet registered their email address are requested to register / update their email address in respect of equity shares held by them in demat form with their respective DP's and in the case of physical form with the Company.



EXPLANATORY STATEMENT

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

Item No.6

Mr.Vijay Mohan, 65 years of age, the Chairman of the Company, holds Bachelor degree in Mechanical Engineering from PSG College of Technology and Masters in Management Science from USA. He holds 9,544,440 shares in the Company.

He is also a Director in Precot Meridian Limited, Pricol Castings Limited, Pricol Holdings Limited, Pricol Packaging Limited, Pricol Properties Limited, Pricol Technologies Limited, Xenos Automotive Limited, Pricol Medical Systems Limited, Pricol Components Limited and Johnson Controls Pricol Private Limited. He is a President Commissioner in PT Pricol Surya, Indonesia. He is a member in Shareholders / Investors Relations Committee of Pricol Limited and Precot Meridian Limited.

The term of office of Mr.Vijay Mohan as Executive Chairman of the Company ended on 31st March 2013. He was appointed as an Additional Director of the Company with effect from 1st April 2013. Pursuant to the provisions of Section 260 of the Companies Act, 1956, Mr.Vijay Mohan, will hold the office of a Director upto the forthcoming Annual General Meeting. The Company received a Notice in writing from a member under the provisions of Section 257 of the Companies Act, 1956, proposing the candidature of Mr.Vijay Mohan for the office of Director.

None of the Directors except Mr.Vijay Mohan, Mrs.Vanitha Mohan, Mr.D.Sarath Chandran and Mr.Vikram Mohan, is in any way concerned or interested in this resolution.

The Board commends the resolution set out at Item No.6 of the Notice for your approval.

Item No.7

Mrs.Vanitha Mohan, 60 years of age, the Vice Chairman of the Company, is a Commerce Graduate with a Post Graduate Diploma in Business Management from the University of Strathclyde, Glasgow, UK. She heads the Internal Audit functions and Corporate Social Responsibilities of the Company. She holds 3,801,180 shares in the Company.

She is also a Director in Pricol Travel Limited, Pricol Properties Limited, Prime Agri Solutions (India) Limited, Tamilnadu Corporation for Development of Women Limited, Sagittarius Investments Private Limited, Shrimay Enterprises Private Limited and Bhavani Infin Services India Private Limited. She is also a member of the Audit Committee and Shareholders / Investors Relations Committee of the Company.

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 the Vice President of RAAC (Residents' Awareness Association of Coimbatore) which focuses on the infrastructure and hygiene management of Coimbatore. She is a member of CTAG (City Technical Advisory Group) of the Coimbatore Corporation. She is a member of the Governing Council of the Coimbatore Chapter of the Indian Chamber of Commerce and Industry.

Subject to the approval of the shareholders, the Board of Directors, at their meeting held on 29th March 2013 have re-appointed her as Vice Chairman for a period of three years with effect from 1st April 2013 to 31st March 2016 and fixed the remuneration payable to her as set out in the text of the resolution. The proposed appointment, remuneration and perquisites conform to the requirement of Schedule XIII to the Companies Act, 1956. Part III of Schedule XIII to the Companies Act, 1956, requires the appointment and remuneration to be approved by a resolution of the shareholders in general meeting.

Abstract of the term of the contract between the Company and Mrs.Vanitha Mohan pursuant to Section 302 of the Companies Act, 1956 already circulated to the members.

None of the Directors except Mr.Vijay Mohan, Mrs.Vanitha Mohan, Mr.D.Sarath Chandran and Mr.Vikram Mohan is in any way concerned or interested in this resolution.

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

Item No.8

Mr.Vikram Mohan, 38 years of age, the Managing Director of the Company, holds a Bachelors Degree in Production Engineering with Honours from PSG College of Technology, Coimbatore. Mr.Vikram Mohan shall be responsible for Customer Relationship Management, Human Resources & Industrial Relations, Business Development, Strategy, Finance and General Administration of the Company.

He is also a Director in Pricol Properties Limited, Pricol Technologies Limited, Pricol Travel Limited, Pricol Holdings Limited, Pricol Packaging Limited, Vascon Pricol Infrastructures Limited, M and M Enterprises (India) Limited, Priara Enterprises Limited, Prime Agri Solutions (India) Limited, Prinfra Limited, Pricol Asia Pte Limited, Singapore and Carcerano Pricoltech (India) Private Limited. He is a Managing Director of Pricol Technologies Limited and also Commissioner in

PT Pricol Surya, Indonesia. He holds 3,363,960 shares in the Company.

Subject to the approval of the shareholders, the Board of Directors, at their meeting held on 29th March 2013 have re-appointed him as Managing Director for a period of three years with effect from 1st April 2013 to 31st March 2016 and fixed the remuneration payable to him as set out in the text of the resolution. The proposed appointment, remuneration and perquisites conform to the requirement of Schedule XIII to the Companies Act, 1956. Part III of Schedule XIII to the Companies Act, 1956, requires the appointment and remuneration to be approved by a resolution of the shareholders in general meeting.

Abstract of the term of the contract between the Company and Mr.Vikram Mohan pursuant to Section 302 of the Companies Act, 1956 was already circulated to the members.

None of the Directors except Mr.Vijay Mohan, Mrs.Vanitha Mohan, Mr.D.Sarath Chandran and Mr.Vikram Mohan is in any way concerned or interested in this resolution.

The Board commends the resolution set out at Item No.8 of the Notice for your approval.

Item No.9

Shareholders at their meeting held on 3rd August 2007 had approved remuneration by way of commission of an amount not exceeding 1% of the Net Profit to the Non-Whole Time Directors for a period of 5 years. Since the said period had expired, it is proposed to pass a resolution enabling the company to make payment of remuneration by way of commission of an amount not exceeding 1% of the Net Profit to the Non-Whole Time Directors for a further period of 5 years with effect from the financial year ended 31st March 2013. The quantum of commission payable to each director will be decided by the Board of Directors.

All the Directors are deemed to be interested in this resolution.

The Board commends the resolution set out at Item No.9 of the Notice for your approval.

INFORMATION TO BE PROVIDED UNDER SCHEDULE XIII, PART II (B) OF THE COMPANIES ACT, 1956:

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:

Particulars	₹ Million		
	2012-13	2011-12	2010-11
Sales and other income	8,738.943	9,649.401	8,427.330
Profit Before Tax	136.717	663.160	215.723
Profit After Tax	157.404	564.160	231.148
Paid up equity capital	90.000	90.000	90.000
Reserves and surplus	2,455.275	2,339.989	1,859.509
Basic earnings per share	1.75	6.27	2.57
Diluted earnings per share	1.67	6.18	2.57

5. Export performance and Net Foreign Exchange :

	₹ Million
Export performance (FOB Value)	1,233.704
Foreign Currency Expenditure	1,542.687
Net Foreign Exchange Earnings	(308.983)

6. Foreign investments and collaborators, if any:

Foreign Investments	₹ Million
PT Pricol Surya, Indonesia, Wholly Owned Subsidiary	123.877
Pricol Asia Pte, Ltd, Singapore, Wholly Owned Subsidiary	0.028

II. Information about the Appointee:

Mrs.Vanitha Mohan

- Background details:** Mrs.Vanitha Mohan, 60 years of age, is an Industrialist, and is a Director in Four Public Limited Companies.
- Past remuneration:** ₹ 77,000 per month and commission upto 1% of the net profit plus allowance and perquisites.
- Recognition or awards:** B.Com, PG Diploma in Business Management
- Job Profile and her suitability:** Mrs.Vanitha Mohan is the Vice Chairman of the Company. She heads the Internal Audit functions and Corporate Social Responsibilities of the Company. She is the Managing Trustee of SIRUTHULI, an NGO. She is also the Vice President of RAAC (Resident's Awareness Association of Coimbatore) and a member of CTAG (City Technical Advisory Group) of the Coimbatore Corporation.
- Remuneration proposed:** Refer Resolution No.7
- 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 bench marks, 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:**

Mrs.Vanitha Mohan is related to Mr.Vijay Mohan, Mr.D.Sarath Chandran and Mr.Vikram Mohan.

Mr.Vikram Mohan

- Background details:** Mr.Vikram Mohan, 38 years of age, is an Industrialist, and is a Director in Ten Public Limited Companies.
- Past remuneration:** ₹ 121,000 per month and commission upto 1% of the net profit plus allowance and perquisites.
- Recognition or awards:** Bachelor Degree in Production Engineering (Hons)
- Job Profile and his suitability:** Mr.Vikram Mohan is the Managing Director of the Company. He has joined the Company as Director on 29th May 2009 and appointed as Managing Director of the Company on 7th November 2011. Mr.Vikram Mohan is responsible for Customer Relationship Management, Human Resources & Industrial Relations, Business Development, Strategy, Finance and General Administration of the Company.
- Remuneration proposed:** Refer Resolution No.8
- 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 him and the industry bench marks, 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:**

Mr.Vikram Mohan is related to Mr.Vijay Mohan, Mrs. Vanitha Mohan and Mr.D.Sarath Chandran.

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: | Considering the prevalent volatile conditions in the Auto industry, the turnover and profitability are not predictable. |

IV. Disclosures :

- | | |
|--|---|
| 1. The shareholders of the company shall be informed of the remuneration package of the managerial person: | Disclosed |
| 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 |
| b. Details of fixed component and performance linked incentives along with the performance criteria: | Disclosed |
| c. Service contracts, notice period, severance fees: | Disclosed |
| d. Stock option details: | The Company has not issued any Stock option. |

The Company has not defaulted in repayment of any of its debt / debentures / public deposits.

Coimbatore
29th May, 2013

By order of the Board
Vijay Mohan
Chairman



pricol limited

regd. office : cpm towers, 109, race course, coimbatore – 641 018, 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 **41st Annual General Meeting** of the Company held on **Friday, the 2nd August 2013 at 4.30 p.m. at Chamber Hall, Chamber Towers, 8 / 732, Avinashi Road, Coimbatore - 641 018.**

Signature of Member / Proxy*

* Please indicate whether Member / Proxy



pricol limited

regd. office : cpm towers, 109, race course, coimbatore – 641 018, india.

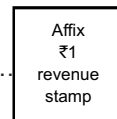
PROXY FORM

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 41st Annual General Meeting of the Company to be held on Friday, the 2nd August 2013 at any adjournment thereof.

Signed this _____ day of _____ 2013.

Signature



- Notes:**
1. The Proxy, to be effective, should be deposited at the Registered Office of the Company at: cpm towers, 109, race course, coimbatore – 641 018 not later than FORTY-EIGHT hours before the commencement of aforesaid meeting.
 2. A Proxy need not be a member of the Company.