

42nd AGM - Voting Results (as per Clause 35A of the Listing Agreement)

Date of AGM /EGM	August 8, 2014
Total number of shareholders on record date : Cut off date : 23-June-2014	23,717
No. of Shareholders present in the meeting either in person or through proxy:	
▪ Promoters and Promoter Group:	3
▪ Public:	61
No. of Shareholders attended the meeting through Video Conferencing:	Not arranged
▪ Promoters and Promoter Group:	
▪ Public:	

Details of the Agenda

Item No	Details of the Agenda	Type of Resolution	Mode of Voting	Remarks
1	Consider and adopt audited Financial Statements, Reports of the Board of Directors and Auditors	Ordinary	E-Voting & Postal Ballot	The resolution was passed with requisite majority.
2	Declaration of final Dividend on Equity shares	Ordinary	E-Voting & Postal Ballot	The resolution was passed with requisite majority.
3	Re-appointment of Mr. D.Sarath Chandran, who retires by rotation, as a Director	Ordinary	E-Voting & Postal Ballot	The resolution was passed with requisite majority.
4	Re-appointment of Mr. Vijay Mohan, who retires by rotation, as a Director	Ordinary	E-Voting & Postal Ballot	The resolution was passed with requisite majority.
5	Appointment of Auditors and fixing their remuneration	Ordinary	E-Voting & Postal Ballot	The resolution was passed with requisite majority.
6	Appointment of Mr.C.R.Swaminathan as an Independent Director	Ordinary	E-Voting & Postal Ballot	The resolution was passed with requisite majority.
7	Appointment of Mr.K.Murali Mohan as an Independent Director	Ordinary	E-Voting & Postal Ballot	The resolution was passed with requisite majority.
8	Appointment of Mr.Suresh Jagannathan as an Independent Director	Ordinary	E-Voting & Postal Ballot	The resolution was passed with requisite majority.
9	Appointment of Mr.R.Vidhya Shankar as an Independent Director	Ordinary	E-Voting & Postal Ballot	The resolution was passed with requisite majority.
10	Appointment of Mr.G.Soundararajan as an Independent Director	Ordinary	E-Voting & Postal Ballot	The resolution was passed with requisite majority.
11	Fixing Borrowing powers of the Board of Directors	Special	E-Voting & Postal Ballot	The resolution was passed with requisite majority.
12	Alteration of Articles of Association	Special	E-Voting & Postal Ballot	The resolution was passed with requisite majority.
13	Approval for contracts / arrangements with M/s. Pricol Asia Pte Ltd., Singapore, a wholly owned Subsidiary	Special	E-Voting & Postal Ballot	The resolution was passed with requisite majority.
14	Ratification of Remuneration of Cost Auditor	Ordinary	E-Voting & Postal Ballot	The resolution was passed with requisite majority.

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Further the following details of E-Voting, Postal Ballot and Poll are given below:

Item No 1:

Consider and adopt audited Financial Statements, Reports of the Board of Directors and Auditors (Ordinary Resolution).

Promoter / Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3) [(2) / (1)] *100	(4)	(5)	(6) [(4)/(2)] *100	(7) [(5)/(2)] *100
Promoter and Promoter Group	37,971,696	37,790,121	99.52	37,790,121	-	100.00	-
Public – Institutional holders	7,711,093	6,805,000	88.25	6,805,000	-	100.00	-
Public-Others	48,817,211	14,215,351	29.12	14,215,351	-	100.00	-
Total	94,500,000	58,810,472	62.23	58,810,472	-	100.00	-

Item No 2:

Declaration of Final Dividend for the year 2013-14 at the rate of Re. 0.40/- per share of Re.1/- each fully paid up (Ordinary Resolution).

Promoter / Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3) [(2) / (1)] *100	(4)	(5)	(6) [(4)/(2)] *100	(7) [(5)/(2)] *100
Promoter and Promoter Group	37,971,696	37,790,121	99.52	37,790,121	-	100.00	-
Public – Institutional holders	7,711,093	6,805,000	88.25	6,805,000	-	100.00	-
Public-Others	48,817,211	14,216,161	29.12	14,216,161	-	100.00	-
Total	94,500,000	58,811,282	62.23	58,811,282	-	100.00	-

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Item No 3:

Re-appointment of Mr. D.Sarath Chandran, who retires by rotation, as a Director (Ordinary Resolution).

Promoter / Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes <u>in favour</u> on votes polled	% of Votes <u>against</u> on votes polled
	(1)	(2)	(3) [(2) / (1)] *100	(4)	(5)	(6) [(4)/(2)] *100	(7) [(5)/(2)] *100
Promoter and Promoter Group	37,971,696	37,790,121	99.52	37,790,121	-	100.00	-
Public – Institutional holders	7,711,093	6,805,000	88.25	6,805,000	-	100.00	-
Public-Others	48,817,211	14,216,161	29.12	14,201,061	15,100	99.89	0.11
Total	94,500,000	58,811,282	62.23	58,796,182	15,100	99.97	0.03

Item No 4:

Re-appointment of Mr. Vijay Mohan, who retires by rotation, as a Director (Ordinary Resolution).

Promoter / Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes <u>in favour</u> on votes polled	% of Votes <u>against</u> on votes polled
	(1)	(2)	(3) [(2) / (1)] *100	(4)	(5)	(6) [(4)/(2)] *100	(7) [(5)/(2)] *100
Promoter and Promoter Group	37,971,696	37,790,121	99.52	37,790,121	-	100.00	-
Public – Institutional holders	7,711,093	6,805,000	88.25	6,805,000	-	100.00	-
Public-Others	48,817,211	14,215,351	29.12	14,198,251	17,100	99.88	0.12
Total	94,500,000	58,810,472	62.23	58,793,372	17,100	99.97	0.03

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Item No 5:

Appointment of Auditors and fixing their remuneration (Ordinary Resolution).

Promoter / Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - In favour	No. of Votes - against	% of Votes <u>in favour</u> on votes polled	% of Votes <u>against</u> on votes polled
	(1)	(2)	(3) [(2) / (1)] *100	(4)	(5)	(6) [(4)/(2)] *100	(7) [(5)/(2)] *100
Promoter and Promoter Group	37,971,696	37,790,121	99.52	37,790,121	-	100.00	-
Public -- Institutional holders	7,711,093	6,805,000	88.25	6,805,000	-	100.00	-
Public-Others	48,817,211	14,215,351	29.12	14,211,851	3,500	99.98	0.02
Total	94,500,000	58,810,472	62.23	58,806,972	3,500	99.99	0.01

Item No 6:

Appointment of Mr.C.R.Swaminathan as an Independent Director (Ordinary Resolution).

Promoter / Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - In favour	No. of Votes - against	% of Votes <u>in favour</u> on votes polled	% of Votes <u>against</u> on votes polled
	(1)	(2)	(3) [(2) / (1)] *100	(4)	(5)	(6) [(4)/(2)] *100	(7) [(5)/(2)] *100
Promoter and Promoter Group	37,971,696	37,790,121	99.52	37,790,121	-	100.00	-
Public -- Institutional holders	7,711,093	6,805,000	88.25	6,805,000	-	100.00	-
Public-Others	48,817,211	14,215,351	29.12	14,198,501	16,850	99.88	0.12
Total	94,500,000	58,810,472	62.23	58,793,622	16,850	99.97	0.03

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Item No 7:

Appointment of Mr.K.Murali Mohan as an Independent Director (Ordinary Resolution).

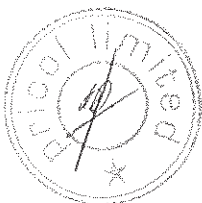
Promoter / Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes <u>in</u> <u>favour</u> on votes polled	% of Votes <u>against</u> on votes polled
	(1)	(2)	(3) [(2) / (1)] *100	(4)	(5)	(6) [(4)/(2)] *100	(7) [(5)/(2)] *100
Promoter and Promoter Group	37,971,696	37,790,121	99.52	37,790,121	-	100.00	-
Public – Institutional holders	7,711,093	6,805,000	88.25	6,805,000	-	100.00	-
Public-Others	48,817,211	14,215,351	29.12	14,198,251	17,100	99.88	0.12
Total	94,500,000	58,810,472	62.23	58,793,372	17,100	99.97	0.03

Item No 8:

Appointment of Mr.Suresh Jagannathan as an Independent Director (Ordinary Resolution).

Promoter / Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes <u>in</u> <u>favour</u> on votes polled	% of Votes <u>against</u> on votes polled
	(1)	(2)	(3) [(2) / (1)] *100	(4)	(5)	(6) [(4)/(2)] *100	(7) [(5)/(2)] *100
Promoter and Promoter Group	37,971,696	37,790,121	99.52	37,790,121	-	100.00	-
Public – Institutional holders	7,711,093	6,805,000	88.25	6,805,000	-	100.00	-
Public-Others	48,817,211	14,215,351	29.12	14,198,501	16,850	99.88	0.12
Total	94,500,000	58,810,472	62.23	58,793,622	16,850	99.97	0.03

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Item No 9:

Appointment of Mr.R.Vidhya Shankar as an Independent Director (Ordinary Resolution).

Promoter / Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes <u>in</u> <u>favour</u> on votes polled	% of Votes <u>against</u> on votes polled
	(1)	(2)	(3) [(2) / (1)] *100	(4)	(5)	(6) [(4)/(2)] *100	(7) [(5)/(2)] *100
Promoter and Promoter Group	37,971,696	37,790,121	99.52	37,790,121	-	100.00	-
Public – Institutional holders	7,711,093	6,805,000	88.25	6,805,000	-	100.00	-
Public-Others	48,817,211	14,215,351	29.12	14,198,251	17,100	99.88	0.12
Total	94,500,000	58,810,472	62.23	58,793,372	17,100	99.97	0.03

Item No 10:

Appointment of Mr.G.Soundararajan as an Independent Director (Ordinary Resolution).

Promoter / Public	No. of shares held	No. of votes polled	% of Votes Polled on outstandin g shares	No. of Votes - in favour	No. of Votes - against	% of Votes <u>in</u> <u>favour</u> on votes polled	% of Votes <u>against</u> on votes polled
	(1)	(2)	(3) [(2) / (1)] *100	(4)	(5)	(6) [(4)/(2)] *100	(7) [(5)/(2)] *100
Promoter and Promoter Group	37,971,696	37,790,121	99.52	37,790,121	-	100.00	-
Public – Institutional holders	7,711,093	6,805,000	88.25	6,750,000	55,000	99.19	0.81
Public-Others	48,817,211	14,215,351	29.12	14,198,251	17,100	99.88	0.12
Total	94,500,000	58,810,472	62.23	58,738,372	72,100	99.88	0.12

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Item No 11:

Fixing Borrowing powers of the Board of Directors (Special Resolution).

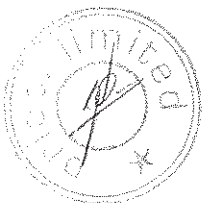
Promoter / Public	No. of shares held	No. of votes polled	% of Votes Polled on outstandin g shares	No. of Votes - in favour	No. of Votes - against	% of Votes <u>in</u> <u>favour</u> on votes polled	% of Votes <u>against</u> on votes polled
	(1)	(2)	(3) [[2] / (1)] *100	(4)	(5)	(6) [(4)/(2)] *100	(7) [(5)/(2)] *100
Promoter and Promoter Group	37,971,696	37,790,121	99.52	37,790,121	-	100.00	-
Public – Institutional holders	7,711,093	6,805,000	88.25	6,805,000	-	100.00	-
Public-Others	48,817,211	14,215,351	29.12	14,198,501	16,850	99.88	0.12
Total	94,500,000	58,810,472	62.23	58,793,622	16,850	99.97	0.03

Item No 12:

Amendment of the Articles of Association of the Company (Special Resolution).

Promoter / Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes <u>in</u> <u>favour</u> on votes polled	% of Votes <u>against</u> on votes polled
	(1)	(2)	(3) [[2] / (1)] *100	(4)	(5)	(6) [(4)/(2)] *100	(7) [(5)/(2)] *100
Promoter and Promoter Group	37,971,696	37,790,121	99.52	37,790,121	-	100.00	-
Public – Institutional holders	7,711,093	6,805,000	88.25	5,305,000	1,500,000	77.96	22.04
Public-Others	48,817,211	14,215,351	29.12	14,211,501	3,850	99.97	0.03
Total	94,500,000	58,810,472	62.23	57,306,622	1,503,850	97.44	2.56

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Item No 13:

Approval for contracts / arrangements with M/s. Pricol Asia Pte Ltd., Singapore, a wholly owned Subsidiary (Special Resolution).

Promoter / Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)	(4)	(5)	(6)	(7)
			$[(2) / (1)]$ *100			$[(4)/(2)]$ *100	$[(5)/(2)]$ *100
Promoter and Promoter Group	37,971,696	37,790,121	99.52	37,790,121	-	100.00	-
Public-- Institutional holders	7,711,093	6,805,000	88.25	6,805,000	-	100.00	-
Public-Others	48,817,211	14,215,351	29.12	14,198,251	17,100	99.88	0.12
Total	94,500,000	58,810,472	62.23	58,793,372	17,100	99.97	0.03

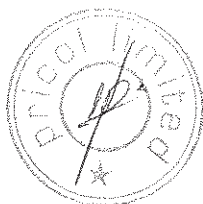
Item No 14:

Ratification of Remuneration of Cost Auditor (Ordinary Resolution).

Promoter / Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)	(4)	(5)	(6)	(7)
			$[(2) / (1)]$ *100			$[(4)/(2)]$ *100	$[(5)/(2)]$ *100
Promoter and Promoter Group	37,971,696	37,790,121	99.52	37,790,121	-	100.00	-
Public-- Institutional holders	7,711,093	6,805,000	88.25	6,805,000	-	100.00	-
Public-Others	48,817,211	14,215,351	29.12	14,200,851	14,500	99.90	0.10
Total	94,500,000	58,810,472	62.23	58,795,972	14,500	99.98	0.02

For Pricol Limited

T.G.Thamizhanban
Company Secretary



8th August 2014

To,
The Chairman,
PRICOL Limited
CPM Towers,
109, Race Course Road,
Coimbatore-641018

Dear Sir,

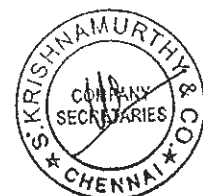
Sub: **Electronic voting** process under Section 108 of the Companies Act, 2013 ("Act"), read with Rule 20 of the Companies (Management and Administration) Rules, 2014 ("Rule") and Clause 35B of the listing agreement with stock exchanges-Submission of **Scrutiniser's report**

The Board of Directors of your company has, vide resolutions passed on 29th May 2014, decided to:

- (a) Convene the 42nd Annual General Meeting on 8th August 2014 ("AGM");
- (b) Transact 14 items of business at the AGM by passing 14 (fourteen) resolutions as set out in the Notice calling the AGM;
- (c) Provide the members of your company electronic voting facility (e-voting) to exercise their right to vote on all the 14 resolutions;
- (d) Enable those members, who do not have access to e-voting facility, to send their assent or dissent on the said 14 resolutions in writing on a **Postal Ballot Form**.
- (e) Have 23rd June 2014 as the **record date** to determine the members eligible to exercise their votes and the number of votes that can be exercised by such members.

I have been appointed as the **Scrutiniser** for the said electronic voting process, including the physical ballot facility. I submit my report as under:

1. Your company selected **National Securities Depository Limited (NSDL)** to provide the e-voting platform.
2. Your company had **23,717 members** on the **Register of Members/ List of Beneficial owners** as on the record date namely **23rd June 2014**.
3. **Notice of the AGM ("AGM notice")**, along with the annual report was despatched:
 - (a) In **physical form** through:
 - (i) **Courier/ registered post** to **11,846 members** between **3rd July 2014** and **5th July 2014**.
 - (ii) **Hand delivery** to **55 members** of the promoter group, related persons/ entities between **3rd July 2014** and **5th July 2014**
 - (b) Through **electronic means** by **NSDL** on **7th July 2014** to **11,823 members** who had provided email address for receipt of documents in electronic mode.
 - (c) In **physical form**, by courier, to **237 members** in respect of whom emails sent by NSDL returned undelivered on **18th July 2014** by courier.
4. The AGM notice indicated the process and manner for voting by electronic means and also mentioned that:
 - (a) All the 14 items of business set out in the notice may be transacted through electronic voting system.

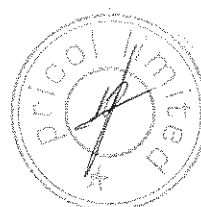


Pricol Limited
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- (b) 2nd August 2014 (8.30 am) to 4th August 2014 (5.30 pm) would be the time period during which votes may be cast through electronic means ("e-voting period"); and
- (c) 4th August 2014 (5.30 pm) would be the last date and time for physical ballots to reach the Scrutiniser.
5. NSDL provided the login id and also the password/ facility for generating password to enable members to cast their votes electronically.
 6. The company published advertisements about having sent the AGM notice and also the availability of e-voting on 10th July 2014 in the following newspapers:
 - (a) "Business Line" an English newspaper in English language and
 - (b) "The Hindu" a Tamil newspaper in Tamil language.
 7. At the end of the e-voting period, I have unblocked the electronic votes cast in the presence of two witnesses not in the employment of the company. I have also considered all the physical ballots received upto 5.30 pm on 4th August 2014.
 8. The shareholding stated in the electronic and physical ballots were matched/ confirmed with Register of Members/ List of Beneficial owners as on the record date.
 9. The particulars of all the votes cast by members of the company have been recorded by me electronically in a separate register maintained for the purpose.
 10. A summary of the e-voting and physical ballots is given below:

Particulars	Number of members	Number of shares/ votes
Total members/ votes as on record date	23,717	94,500,000
Votes frozen in terms of Clause 5A of the Listing Agreement- Pricol Limited – Unclaimed Shares account	1	1,000,440
Eligible members/ votes	23,716	93,499,560
Participating members and their eligible votes for each of the 14 items of business:		
(a) Through e-voting	23	4,158,246
(b) Through postal ballot process	186	55,000,521
(c) Total	209	59,158,767

No	Type	Resolution Subject matter	Assent (For)		Dissent (Against)		
			Number of valid votes	%	Number of valid votes	%	
1.	Ordinary	Adoption of financial statements for FY 2013-14	58,810,472	100	0	0	
2.	Ordinary	Declaration of final dividend on equity shares	58,811,282	100	0	0	
3.	Ordinary	Re-appointment of retiring director	Mr. D Sarath Chandran	58,796,182	99.97	15,100	0.03
4.	Ordinary	Re-appointment of retiring director	Mr. Vijay Mohan	58,793,372	99.97	17,100	0.03
5.	Ordinary	Re-appointment of retiring Auditors and fixing their remuneration		58,806,972	99.99	3,500	0.01



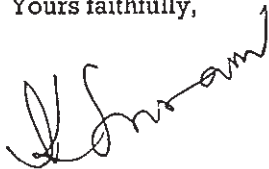
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Resolution			Assent (For)		Dissent (Against)		
No	Type	Subject matter	Number of valid votes	%	Number of valid votes	%	
6.	Ordinary	Appointment of Independent Directors	Mr. C. R. Swaminathan	58,793,622	99.97	16,850	0.03
7.	Ordinary		Mr. K. Murali Mohan	58,793,372	99.97	17,100	0.03
8.	Ordinary		Mr. Suresh Jagannathan	58,793,622	99.97	16,850	0.03
9.	Ordinary		Mr. R. Vidhya Shankar	58,793,372	99.97	17,100	0.03
10.	Ordinary		Mr. G. Soundararajan	58,738,372	99.88	72,100	0.12
11	Special	Fixing borrowing powers of the Board of Directors	58,793,622	99.97	16,850	0.03	
12	Special	Alteration of Articles of Association	57,306,622	97.44	15,03,850	2.56	
13	Special	Approval for contracts/ arrangement with M/s. Pricol Asia Pte Limited, Singapore, a wholly owned Subsidiary	58,793,372	99.97	17,100	0.03	
14	Ordinary	Ratification of Remuneration to Cost auditor	58,795,972	99.98	14,500	0.02	

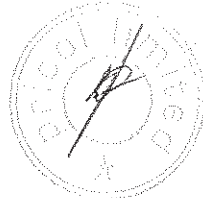
11. Hence all resolutions are deemed to be duly passed on the date of the ensuing AGM namely, 8th August 2014.

12. You may accordingly declare the result of the electronic voting.

Thanking you,
Yours faithfully,

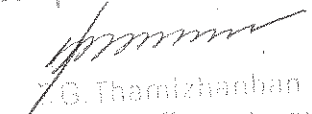


K SRIRAM,
SCRUTINISER.



CERTIFIED TRUE COPY

for pricol limited


G. Thamizharban
Company Secretary