



PRECOT MERIDIAN LIMITED

CIN: L17111TZ1962PLC001183

Regd. Off: SF No: 559/4, D Block, 4th Floor, Hanudev Info Park,
Nava India Road, Udaiyampalayam, Coimbatore -641028, Tamil Nadu, India

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Email: secretary@precot.com, Website: www.precot.com

NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014]

Dear Member(s),

NOTICE is hereby given that the following proposed resolutions are being circulated for the approval of the Members, to be accorded by Postal Ballot, in accordance with the provisions of Section 110 of the Companies Act, 2013 (the Act) read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (the Rules).

In compliance with the provisions of General Circular No 14/2020 dated April 08, 2020, General Circular No 17/2020 dated April 13, 2020, General Circular No 22/2020 dated June 15, 2020 and General Circular No 33/2020 dated September 28, 2020 ("MCA Circulars") issued by Ministry of Corporate Affairs and due to non-availability of postal and courier services, on account of threat posed by COVID-19 pandemic situation, the Company is sending Postal Ballot Notice in electronic form only and express its inability to dispatch hard copy of Postal Ballot Notice along with Postal Ballot Form and pre-paid business reply envelope to the shareholders for this Postal Ballot.

To facilitate such shareholders, who have not registered their E-Mail address with the Company, to cast their vote electronically, the Company has made arrangements with the Registrar and Transfer Agents for registration of their email addresses. The process of registration of email IDs is provided in the Notes below and the shareholders are requested to follow the same. After successful registration of the email, the shareholder may reach RTA website to generate the password online by providing his/her credentials. After receiving the password the shareholder may login in to the e-voting portal and cast their respective votes.

The Board of Directors ("Board") of the Company through circular resolution dated October 14, 2020 has, subject to the approval of the Members (as defined bellow) of the Company by way of special resolutions and approvals of statutory, regulatory or governmental authorities as may be required under applicable laws, approved the change in name of the company from "PRECOT MERIDIAN LIMITED" to "PRECOT LIMITED" and consequent amendment to the Memorandum of Association and Articles of Association of the Company.

The explanatory statement pursuant to Sections 102, 110 and other applicable provisions, if any, of the Act pertaining to the aforesaid resolutions setting out the material facts concerning each item and the reasons thereof is annexed hereto for your consideration.

Pursuant to Rule 22(5) the Rules, the Board of Directors of the Company have appointed Mr.K.Duraisami, Company Secretary in Practice (Membership No.FCS-6792) as the Scrutinizer for conducting the Postal Ballot and remote e-voting process in a fair and transparent manner.

In compliance with the provisions of Sections 108 and 110 of the Act, read with Rules 20 and 22 of the Rules and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, ("Listing Regulations") the Company is offering facility of e-voting to all Members to enable them to cast their votes electronically. Members are requested to follow the procedure as stated in the notes for casting of votes by e-voting.

The scrutinizer will submit his report to the Chairman after completion of the scrutiny of the votes received through e-voting in a fair and transparent manner. The results of the postal ballot shall be declared by the Chairman on or before 21st November, 2020 for submission to the National Stock Exchange of India Limited ("NSE") where the equity shares of the Company are listed. The results of the postal ballot will also be displayed on the Company's website: www.precot.com and Service Provider's website: <https://instavote.linkintime.co.in>.

Resolution No. 1: APPROVAL FOR CHANGE IN NAME OF THE COMPANY.

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 section 13 of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 (including any amendments and statutory modification(s) thereof for the time being in force) and all other applicable law(s) , rule(s), regulation(s), guideline(s) or provision(s) and any approval(s) as may be necessary for the Company in this regard, the consent of the Shareholders be and is hereby accorded to change the name of the Company from 'PRECOT MERIDIAN LIMITED' to "PRECOT LIMITED".

RESOLVED FURTHER THAT Mr Ashwin Chandran, Chairman and Managing Director, Mr Prashanth Chandran, Vice Chairman and Managing Director and Ms Kavitha, Company Secretary of the Company be and are hereby severally authorized, to sign and submit applications / Forms or any other document(s) with concerned Regulatory / Statutory Authorities and to do all such acts, deed, matters and things as may be necessary for the purpose of giving effect to this resolution".

Resolution No.2: ALTERATION OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY

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 section 13 of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 (including any amendments and statutory modification(s) thereof for the time being in force) and all other applicable law(s), rule(s), regulation(s), guideline(s) or provision(s), consent of the members be and is hereby accorded to alter the existing Clause I (i.e. Name Clause) of the Memorandum of Association of the Company, by substituting the same with the following Clause Viz.: The Name of the Company is: PRECOT LIMITED.

RESOLVED FURTHER THAT Mr Ashwin Chandran, Chairman and Managing Director, Mr Prashanth Chandran, Vice Chairman and Managing Director and Ms Kavitha, Company Secretary be and are hereby severally authorized to do all such acts, deeds and things as may be necessary for the implementation of the above resolution including filing of necessary forms, returns, documents with the Registrar of Companies and all other Regulatory/Statutory Authorities.”

Resolution No. 3: ALTERATION OF THE ARTICLES OF ASSOCIATION OF THE COMPANY.

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

RESOLVED FURTHER THAT in terms of Section 14 of the Companies Act, 2013 the Articles of Association of the Company be altered by deleting the existing name of the Company, PRECOT MERIDIAN LIMITED, wherever it appears in the Articles of Association and substituting it with the new name of the Company, PRECOT LIMITED.

RESOLVED FURTHER THAT Mr Ashwin Chandran, Chairman and Managing Director, Mr Prashanth Chandran, Vice Chairman and Managing Director and Ms Kavitha, Company Secretary be and are hereby severally authorized to do all such acts, deeds and things as may be necessary for the implementation of the above resolution including filing of necessary forms, returns, documents with the Registrar of Companies and all other Regulatory/Statutory Authorities.”

By Order of the Board

For PRECOT MERIDIAN LIMITED

S Kavitha
Company Secretary

Coimbatore
14.10.2020

NOTES:

1. The Explanatory Statement pursuant to the provisions of Section 102 & 110 of the Companies Act, 2013 (“Act”) stating material facts and reasons for the proposed resolution is annexed hereto.

The Postal Ballot Notice is being sent to the shareholders of the Company whose names appear on the Register of Members/List of Beneficial Owners as received from the Depositories as on Friday, October 16, 2020 (‘cut-off date’).

2. In compliance with the provisions of Sections 108 and 110 of the Act and Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (“Management Rules”), and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the Company is pleased to provide voting by electronic means (“e-voting”) facility to the Members, to enable them to cast their votes electronically.
3. The Company has engaged the services of Link Intime India Private Limited (LIPL) to provide e-voting facility to its Members. As per Section 110 and other applicable provision of the Act read with Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended (‘Rules’) and guidelines prescribed by the Ministry of Corporate Affairs for conducting postal ballot process, vide General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No 22/2020 dated June 15, 2020 and General Circular No 33/2020 dated September 28, 2020 on account of COVID-19 (‘MCA Circulars’), this Notice along with the Postal Ballot Form is being sent only by e-mail to all the members, whose e-mail IDs are registered with the Company or with the National Securities Depository Limited (‘NSDL’)/ Central Depository Services (India) Limited (‘CDSL’) (‘Depositories) and whose name appears in the register of members/ list of beneficial owners as received from the Depositories as on Friday, October 16, 2020 (‘Cut-off Date’). It is however, clarified that all members of the Company as on the Cut-off Date (including those members who may not have received this Notice due to non-registration of their e-mail IDs with the Company or the Depositories) shall be entitled to vote in relation to the resolution specified in this Notice in accordance with the process specified. Shareholders whose email IDs are not registered, are requested to contact NSDL/CDSL (in case of dematerialised shares) or Link Intime India Private Limited (‘RTA’) at coimbatore@linkintime.co.in, (in case of physical shares) and send a request letter signed by all the shareholders along with self-attested copies of PAN Card and address proof to register their email ids. In view of extraordinary circumstances due to pandemic caused by Covid-19, and line with the MCA Circulars, physical copies of the Postal Ballot Notice are not being dispatched. Shareholders may note that this notice is also available on the website of the Company (www.precot.com), RTA website www.instavote.linkintime.co.in and NSE Website www.nseindia.com.
4. Voting rights will be reckoned on the paid-up value of equity shares registered in the name of the Members on Friday, October 16, 2020 (‘Cut-off date’). Only those Members whose names are recorded in the Register of Members of the

Company or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date will be entitled to cast their votes.

5. The Resolution, if passed by requisite majority, will be deemed to be passed on the last date specified for e-voting i.e. Thursday, November 19, 2020.
6. The documents referred to in Explanatory Statement will be available for inspection at the Company's website: www.precot.com.
7. All documents referred to in this Postal Ballot Notice and Explanatory Statement setting out material facts and other statutory registers are open for inspection by the Members at the Registered Office of the Company between 10.00 a.m. and 12 noon on all working days except Sundays and national holidays, from the date hereof up to Thursday, November 19, 2020.
8. Members can cast their vote online from 10:00 A.M. on Wednesday, October 21, 2020 till 5:00 P.M. On Thursday, November 19, 2020.

Updation of Email address and Bank details

- a. In case the shares are held in physical form, kindly log in to the website of our RTA, Link Intime India Private Ltd., www.linkintime.co.in under Investors Services section select Email/Bank detail Registration. The members are requested to provide details such as Name, Folio Number, Certificate number, PAN, e - mail id along with the scanned uploads of the PAN & Cheque leaf with the first named shareholders name imprinted in PDF or JPEG format & also upload the image of share certificate with the request letter duly signed and scanned in PDF or JPEG format.
- b. In case the shares are held in demat mode, the shareholder may please contact the Depository Participant (DP) and register the email address and bank details in the demat account as per the process followed and advised by the DP.
- c. Those shareholders who have already registered their e-mail address are requested to keep their e-mail addresses validated with their depository participants (DP) / the Company's Registrar and Share Transfer Agent (RTA), Link Intime India Private Limited to enable servicing of notices / documents / annual Reports electronically to their e-mail address.

Instructions for shareholders voting electronically as under:

1. Visit the e-voting system of LIPL. Open web browser by typing the following URL: <https://instavote.linkintime.co.in>.
2. Click on "Login" tab, available under 'Shareholders' section.
3. Enter your User ID, password and image verification code (CAPTCHA) as shown on the screen and click on "SUBMIT".
4. Your User ID details are given below:
 - a) Shareholders holding shares in demat account with NSDL: Your User ID is 8 Character DP ID followed by 8 Digit Client ID
 - b) Shareholders holding shares in demat account with CDSL: Your User ID is 16 Digit Beneficiary ID
 - c) Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company
5. **Your Password details are given below:**

If you are using e-Voting system of LIPL: <https://instavote.linkintime.co.in> for the first time or if you are holding shares in physical form, you need to follow the steps given below:

Click on "Sign Up" tab available under 'Shareholders' section register your details and set the password of your choice and confirm (The password should contain minimum 8 characters, at least one special character, at least one numeral, at least one alphabet and at least one capital letter).

For members holding shares in demat form and physical form	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (applicable for both demat shareholders as well as physical shareholders). Members who have not updated their PAN with depository Participant or in the company record are requested to use the sequence number which is shared to them.
DOB/ DOI	Enter the DOB (Date of Birth)/ DOI as recorded with depository participant or in the company record for the said demat account or folio number in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details (last four digits) as recorded in your demat account or in the company records for the said demat account or folio number. Please enter the DOB/ DOI or Dividend Bank Details in order to register. If the above mentioned details are not recorded with the depository participants or company, please enter Folio number in the Dividend Bank Details field as mentioned in instruction (4-c).

If you are holding shares in demat form and had registered on to e-Voting system of LIPL: <https://instavote.linkintime.co.in>, and/or voted on an earlier voting of any company then you can use your existing password to login.

If Shareholders holding shares in Demat Form or Physical Form have forgotten password:

Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

Incase shareholder is having valid email address, Password will be sent to the shareholders registered email address. Else, shareholder can set the password of his/her choice by providing the information about the particulars of the Security Question & Answer, PAN, DOB/ DOI, Dividend Bank Details etc. and confirm. (The password should contain minimum 8 characters, at least one special character, at least one numeral, at least one alphabet and at least one capital letter)

NOTE : The password is to be used by demat shareholders for voting on the resolutions placed by the company in which they are a shareholder and eligible to vote, provided that the company opts for evoting platform of LIPL.

For shareholders holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.

It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

❖ Cast your vote electronically

6. After successful login, you will be able to see the notification for e-voting on the home page of INSTA Vote. Select/ View "Event No" of the company, you choose to vote.
7. On the voting page, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.
Cast your vote by selecting appropriate option i.e. Favour/Against as desired.
Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'. You may also choose the option 'Abstain' and the shares held will not be counted under 'Favour/Against'.
8. If you wish to view the entire Resolution details, click on the 'View Resolutions' File Link.
9. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "YES", else to change your vote, click on "NO" and accordingly modify your vote.
10. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.
11. You can also take the printout of the votes cast by you by clicking on "Print" option on the Voting page.

❖ General Guidelines for shareholders:

- ❖ Institutional shareholders (i.e. other than Individuals, HUF, and NRI etc.) and Custodian are required to log on to e-Voting system of LIPL: <https://instavote.linkintime.co.in> and register themselves as 'Custodian / Mutual Fund / Corporate Body'.
They are also required to upload a scanned certified true copy of the board resolution/authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the 'Custodian / Mutual Fund / Corporate Body' login for the Scrutinizer to verify the same.
- ❖ During the voting period, shareholders can login any number of time till they have voted on the resolution(s) for a particular "Event".
- ❖ Shareholders holding multiple folios/demat account shall choose the voting process separately for each of the folios/demat account.
- ❖ In case the shareholders have any queries or issues regarding e-voting, please refer the Frequently Asked Questions ("FAQs") and Instavote e-Voting manual available at <https://instavote.linkintime.co.in>, under Help section or write an email to enotices@linkintime.co.in or Call us :- Tel : 022 -49186000.

EXPLANATORY STATEMENT

(Pursuant to Section 102 of the Companies Act, 2013)

Items No. 1, 2 & 3:

In the recent past, the Company has been working on improving its marketing efforts, especially for hygiene products, both in India and in the international markets. To present the company's products through e-commerce and to develop more online marketing content, there is a need for a crisp and short name.

In this instance, the Board of Directors are of the view that the present Company name is not in keeping with the times and does not lend itself well to our marketing efforts.

In view of the above, the Board through circular resolution dated 16.09.2020 approved the proposal for change of name from "**Precot Meridian Limited**" to "**Precot Limited**".

The Ministry of Corporate Affairs, Govt. of India vide its letter dated October 6, 2020, had informed that PRECOT LIMITED is available to be registered as new name for the Company. The Board of Directors vide circular Resolution dated 14.10.2020 had approved the change of the name of the Company from "**Precot Meridian Limited**" to "**Precot Limited**" subject to all necessary regulatory and statutory approvals.

The change of name of the Company requires the approval of the members by means of a Special Resolution pursuant to Section 13 of the Companies Act, 2013.

Consequential changes which are required to the name clause of the Memorandum of Association of the Company and changing the existing name of the Company in the Articles of Association wherever it appears and substituting it with the new name of the Company also requires the approval of the members by means of a Special Resolution pursuant to Section 13 of the Companies Act, 2013. Accordingly, the Board of Directors has approved the amendment in the Memorandum of Association and changes in the Articles of Association subject to the approval of the members.

Your Directors recommend the matters in Item Nos. 1, 2 & 3 of the Notice for approval of the members be passed as Special Resolutions.

Further, in terms of the provisions of Section 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management & Administration) Rules, 2014 and amendment thereof, the approval of the members needs to be taken through Postal Ballot instead of transacting such business at a general meeting. Hence, the approval of the members is being sought through Postal Ballot instead of transacting at a general meeting.

Interest of Directors and KMPs

None of the directors or Key Managerial Personnel of the Company or their relatives, are in any way, concerned or interested, financially or otherwise, in the said resolutions.

Inspection of Documents:

A copy of the existing Memorandum of Association and Articles of Association and a draft of the Memorandum of Association and Articles of Association as amended are available for inspection at the registered office of the Company during business hours on all working days. Electronic copies of the same are also made available for inspection by the members.

By Order of the Board

For PRECOT MERIDIAN LIMITED

S Kavitha
Company Secretary

Coimbatore
14.10.2020