


PRICOL LIMITED
 (Formerly Pricol Pune Limited)

Registered Office: 109 Race Course, Coimbatore - 641018
 Tel: +91 422 4336000; Fax: +91 422 4336299 E-mail: cs@pricol.co.in; Website: www.pricol.com
 CIN: U34200TZ2011PLC022194

Pricol Limited (Formerly Pricol Pune Limited) was originally incorporated on May 18, 2011 under the Companies Act, 1956 as "Pricol Pune Limited" and the name was changed to "Pricol Pune Private Limited" vide Certificate of Incorporation dated April 30, 2012 and further the name was changed to "Johnson Control Pricol Private Limited" vide certificate of Incorporation dated July 11, 2012. Again the name was changed to "Pricol Pune Private Limited" vide Certificate of Incorporation dated 29 May, 2015, and change of name to Pricol Pune Limited vide Certificate of Incorporation dated 22 January, 2016. The Hon'ble High Court of Madras by its order dated 6th October 2016 has approved the Scheme of Amalgamation amongst Pricol Limited, Pricol Pune Limited and their respective shareholders. Pursuant to this Scheme, the name of the Company was changed from "Pricol Pune Limited" to "Pricol Limited" vide Certificate of Incorporation dated 18 November, 2016.

INFORMATION MEMORANDUM FOR LISTING OF 94,796,721 EQUITY SHARES OF ₹1 EACH ISSUED BY PRICOL LIMITED (COMPANY / PRICOL) PURSUANT TO THE SCHEME OF AMALGAMATION (THE SCHEME)

NO EQUITY SHARES ARE PROPOSED TO BE SOLD OR OFFERED PURSUANT TO THIS INFORMATION MEMORANDUM

GENERAL RISKS

Investments in equity and equity-related securities involve a degree of risk and investors should not invest in the equity shares of Pricol Limited unless they can afford to take the risk of losing their investment. Investors are advised to read the Risk Factors carefully before taking an investment decision in the shares of Pricol Limited. For taking an investment decision, investors must rely on their own examination of the Company including the risks involved.

ABSOLUTE RESPONSIBILITY OF PRICOL LIMITED

Pricol Limited, having made all reasonable enquiries, accepts responsibility for and confirms that this Information Memorandum contains all information with regard to Pricol Limited, which is material in the context of the issue of shares pursuant to the scheme, that the information contained in the Information Memorandum is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes this Information Memorandum as a whole or any of such information or the expression of any such opinions or intentions misleading in any material respect.

LISTING

The Equity Shares of the Company are proposed to be listed on the BSE Limited (BSE) and the National Stock Exchange of India Limited (NSE). The Company has submitted this Information Memorandum with BSE and NSE and the same has been made available on the Company's website: www.pricol.com The Information Memorandum would also be made available in the website of BSE (www.bseindia.com) and NSE (www.nseindia.com).

ADDRESS FOR CORRESPONDENCE

COMPANY

Pricol Limited
 109 Race Course
 Coimbatore – 641018
 Tamil Nadu, India
 E-mail : cs@pricol.co.in
 Tel No.: +91 422 4336223
 Fax No.: +91 422 4336299

REGISTRAR AND SHARE TRANSFER AGENT

Integrated Enterprises (India) Limited,
 2nd Floor, "Kences Towers",
 No:1, Ramakrishna Street,
 North Usman Road, T.Nagar,
 Chennai – 600 018. Tamil Nadu, India
 Email: srirams@integratedindia.in
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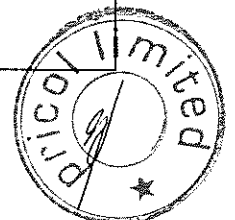
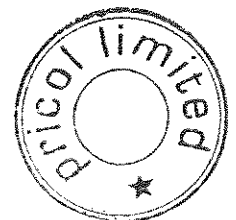


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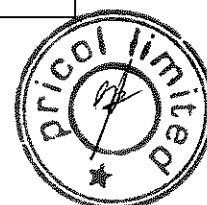


I. DEFINITIONS & ABBREVIATIONS AND INDUSTRY RELATED TERMS

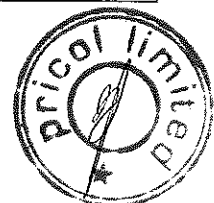
Unless the context otherwise indicates or implies, the following terms have the following meanings in this Information Memorandum and references to any statute or regulations or policies shall include amendments thereto, from time to time

Company / Issue / Industry related Terms

Term	Description
"Pricol" or "Pricol Limited" or "the Company" or "our Company" or "Issuer Company" or "we" or "us" or "our"	Pricol Limited (Formerly Pricol Pune Limited), a public limited company incorporated under the provisions of the Companies Act, 1956, having its registered office at 109 Race Course, Coimbatore - 641018
Act / Companies Act	Companies Act, 1956, as amended (without reference to the sections thereof that have ceased to have effect upon notification of sections of the Companies Act, 2013) (the "Companies Act, 1956") read with the applicable provisions of the Companies Act, 2013, to the extent notified and in effect (the "Companies Act, 2013") notification of sections of the Companies Act, 2013) (the "Companies Act, 1956") read with the applicable provisions of the Companies Act, 2013, to the extent notified and in effect (the "Companies Act, 2013")
AGM	Annual General Meeting
Articles / Articles of Association	Articles of Association of the Company
AS	Accounting Standards, as issued by the Institute of Chartered Accountants of India
Auditor	M/s. Haribhakti & Co. LLP, Chartered Accountants
Board / Board of Directors	Board of Directors of the Company
BSE	The Bombay Stock Exchange Limited
CDSL	Central Depository Services (India) Limited
Court or High Court	Hon'ble High Court of Madras at Tamil Nadu
Capital or Share Capital	Share Capital of the Company
Chairman	Mr. Vijay Mohan, a resident of India
Depositories Act	The Depositories Act, 1996, as amended from time to time
Depository / Depositories	A depository registered with SEBI under the SEBI (Depositories and Participant) Regulations, 1996, as amended from time to time, in this case being NSDL and CDSL
Depository Participant / DP	Depository participant as defined under the Depositories Act, 1996
Designated Stock Exchange (DSE)	The designated stock exchange for the Issue shall be the Bombay Stock Exchange Limited /National Stock Exchange
EGM	Extraordinary General Meeting
EPS	Earnings per Equity Share
Equity Shares	Equity Shares of our Company of face value ₹ 1 each, unless otherwise specified in the context thereof
Equity Shareholder	Means a holder of Equity Shares
Financial Year / Fiscal Year / FY	Period of twelve months ended March 31 of that particular year, unless otherwise stated



Term	Description
FDI	Foreign Direct Investment
FEMA	Foreign Exchange Management Act, 1999
FERA	Foreign Exchange Regulation Act, 1973
FI	Financial Institutions
FII(s)	Foreign Institutional Investors registered with SEBI under applicable laws
GOI	Government of India
HUF	Hindu Undivided Family
Indian GAAP	Generally accepted accounting principles in India
Industrial Policy	The industrial policy and guidelines issued thereunder by the Ministry of Industry, Government of India, from time to time
Information Memorandum	This document dated 7 th February 2017 filed with BSE and NSE and referred to as the Information Memorandum
Investor(s)	Shall mean the holder(s) of Equity Shares of the Company as on the Record Date.
IT Act	The Income Tax Act, 1961 and amendments thereto
Managing Director	Mr. Vikram Mohan, a resident of India
Mn	Million
Memorandum / MOA	Memorandum of Association of the Company
NBFC	Non Banking Finance Company
NR	Non Resident
NRI(s)	Non Resident Indian(s)
NSDL	National Securities Depository Limited
NSE	National Stock Exchange of India Limited
PAN	Permanent Account Number
RBI	Reserve Bank of India
ROC	Registrar of Companies, State of Tamil Nadu, located at Stock Exchange Building, II-Floor, 683, Trichy Road, Ramanathapuram, Sowripalayam, Coimbatore, Tamil Nadu 641005
SCRA	Securities Contracts (Regulation) Act, 1956 as amended from time to time
SCRR	Securities Contracts (Regulations) Rules, 1957 as amended from time to time
SEBI	The Securities and Exchange Board of India constituted under the SEBI Act
SEBI (ICDR) Regulations	Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009
SEBI Act	Securities and Exchange Board of India Act, 1992, as amended from time to time
Stock Exchange(s)	Shall refer to the NSE and the BSE where the Equity Shares of Pricol are proposed to be listed



Scheme of Amalgamation related terms

Term	Description
Transferor Company or erstwhile Pricol Limited	Erstwhile Pricol Limited, a company incorporated under the provisions of Indian Companies Act, 1956, having its Registered Office at 109, Race Course, Coimbatore – 641 018, Tamilnadu, India
Transferee Company or Pricol Limited	Pricol Limited (formerly Pricol Pune Limited), a company incorporated under the provisions of Indian Companies Act, 1956, having its Registered Office at 109, Race Course, Coimbatore – 641 018, Tamilnadu, India
Appointed Date	1 April 2015, or such other date as may be determined by the Boards of Directors of the Transferor Company and the Transferee Company or directed by the High Court and is the date with effect from which this Scheme shall, upon sanction of the same by the High Court, be deemed to be operative;
Effective Date	The date on which a certified copy of the order of the High Court sanctioning this Scheme is filed with the Registrar of Companies, State of Tamil Nadu, Coimbatore. (1st November 2016)
Encumbrance	Any options, pledge, mortgage, lien, security, interest, claim, charge, pre-emptive right, easement, limitation, attachment, restraint or any other encumbrance of any kind or nature whatsoever;
Governmental Authority	Any applicable central, state or local government, legislative body, regulatory or administrative authority, agency or commission or any court, tribunal, board, bureau, instrumentality, judicial or arbitral body, statutory body or stock exchange, including but not limited to the Reserve Bank of India ("RBI") and the Securities and Exchange Board of India ("SEBI"), or any other organization to the extent that the rules, regulations and standards, requirements, procedures or orders of such authority, body or other organization have the force of law;
High Court	The High Court of Judicature at Madras having jurisdiction in relation to the Transferor Company and the Transferee Company and shall include the National Company Law Tribunal, as applicable or such other forum or authority as may be vested with any of the powers of a High Court under the 1956 Act or the 2013 Act, as applicable;
Record Date	The date after the Effective Date to be fixed by the Board of Directors of the Transferee Company and the Transferor Company for the purpose of determining the equity shareholders of the Transferor Company, as applicable, to whom equity shares of the Transferee Company will be allotted pursuant to this Scheme; (6th December 2016)
Scheme or Scheme of Amalgamation	<p>"Scheme" means this Scheme of Amalgamation, pursuant to Sections 391 to 394 read with Section 100 of the 1956 Act, or any other applicable provisions of the 1956 Act or the 2013 Act, if any, in its present form (along with any annexures, schedules, etc, attached hereto), with such modifications and amendments as may be made from time to time, and with appropriate approvals including approvals of the shareholders and/or creditors, as applicable, and sanction from the High Court under the 1956 Act or 2013 Act, as applicable, and under all applicable laws;</p> <p>Scheme of Amalgamation sanctioned by the High Court of Judicature at Madras on 6th October 2016, and effective from 1st November 2016.</p>



II. CURRENCY OF FINANCIAL PRESENTATION

In the Information Memorandum, the terms "we", "us", "our", the "Company", "our Company", "Pricol", unless the context otherwise indicates or implies, refers to Pricol Limited (formerly Pricol Pune Limited).

In the Information Memorandum, unless the context otherwise requires, all references to one gender also refers to another gender and the word "Lac / Lakh" means "One Hundred Thousand", the word "million (mn)" means "Ten lac / lakh", the word "Crore" means "Ten million" and the word "Billion (bn)" means "One Hundred Crore" and vice-versa. In the Information Memorandum, any discrepancies in any table between total and the sum of the amounts listed are due to rounding-off.

Throughout the Information Memorandum, unless otherwise stated, all figures have been expressed in millions. Unless indicated otherwise, the financial data in the Information Memorandum is derived from our financial statements prepared in accordance with Indian Generally Accepted Accounting Principles (Indian GAAP) and included therein.

There are significant differences between Indian GAAP and U.S. GAAP; accordingly, the degree to which the Indian GAAP financial statements included in the Information Memorandum will provide meaningful information is entirely dependent on the reader's level of familiarity with Indian accounting practice and Indian GAAP. Any reliance by persons not familiar with Indian accounting practices on the financial disclosures presented in the Information Memorandum should accordingly be limited. We have not attempted to explain those differences or quantify their impact on the financial data included herein, and we urge you to consult your own advisors regarding such differences and their impact on our financial data.

For additional definitions used in the Information Memorandum, see the section titled "Definitions Abbreviations and Industry Related Terms" on page 2 of the Information Memorandum.



III. USE OF MARKET DATA

Unless stated otherwise, market data used throughout the Information Memorandum was obtained from internal Company reports, data, websites, industry publications and publicly available information. Industry publication data and website data generally state that the information contained therein has been obtained from sources believed to be reliable, but that their accuracy and completeness and underlying assumptions are not guaranteed and their reliability cannot be assured.

Although, we believe market data used in the Information Memorandum is reliable, it has not been independently verified. Similarly, internal Company reports and data, while believed by us to be reliable, have not been verified by any independent source.

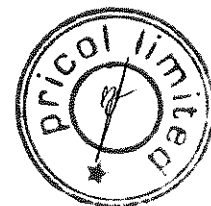
IV. FORWARD LOOKING STATEMENT

We have included statements in the Information Memorandum which contain words or phrases such as "will", "aim", "is likely to result", "believe", "expect", "will continue", "anticipate", "estimate", "intend", "plan", "contemplate", "seek to", "future", "objective", "goal", "project", "should", "will pursue" and similar expressions or variations of such expressions, that are "forward-looking statements".

All forward looking statements are subject to risks, uncertainties and assumptions about the Company that could cause actual results to differ materially from those contemplated by the relevant forward-looking statement. Important factors that could cause actual results to differ materially from our expectations include but are not limited to:

- General economic and business conditions in the markets in which we operate and in the local, regional and national economies as well as terms of international trade;
- Changes in laws and regulations relating to the industry in which we operate;
- Increased competition in these industries;
- Our ability to successfully implement our growth strategy and expansion plans, and to successfully launch and implement various projects and business plans.
- Our ability to meet our capital expenditure requirements;
- Fluctuations in operating costs;
- Our ability to attract and retain qualified personnel;
- Changes in technology;
- Changes in political and social conditions in India or in countries that we may enter, the monetary and interest rate policies of India and other countries, inflation, deflation, unanticipated turbulence in interest rates, equity prices or other rates or prices;
- The performance of the financial markets in India and globally; and
- Any adverse outcome in the legal proceedings in which we are involved.

For a further discussion of factors that could cause our actual results to differ, please refer to the sections titled "Risk Factors" and "Our Business" on pages 8 and 54, of the Information Memorandum respectively. By their nature, certain market risk disclosures are only estimates and could be materially different from what actually occurs in the future. As a result, actual future gains or losses could materially differ from those that have been estimated. Neither we nor our Directors have any obligation to update or otherwise revise any statements reflecting circumstances arising after the date hereof or to reflect the occurrence of underlying events, even if the underlying assumptions do not come to fruition.



V. RISK FACTORS

An investment in equity securities involves a high degree of risk. You should carefully consider all of the information in this Information Memorandum, including the risks and uncertainties described below, before making an investment in the Equity Shares. Any of the following risks could have a material adverse effect on our business, financial condition and results of operations and could cause the trading price of the Equity Shares to decline, which could result in the loss of all or part of your investment. The risks and uncertainties described in this section are not the only risks that we currently face. Additional risks and uncertainties not known to us or that we currently believe to be immaterial may also have an adverse effect on our business, results of operations and financial condition. The financial and other related implications of risks concerned, wherever quantifiable, have been disclosed in the risk factors mentioned below. However, there are certain risk factors where the effect is not quantifiable and hence has not been disclosed in such risk factors. You should not invest in the Equity Shares unless you are prepared to accept the risk of losing all or part of your investment, and you should consult your tax, financial and legal advisors about the particular consequences to you of an investment in the Equity Shares.

Internal Risk Factors

- **If the Company does not operate its facilities efficiently, it may incur increased costs and its business prospects, financial condition and operators may be adversely affected.**

The Company's profitability is largely a function of how effectively the Company is able to manage its costs in accordance with the terms of its contracts and the Company's ability to operate its units at optimal levels. If the Company is unable to manage its costs effectively or operate its units at optimal levels, the Company's business prospects, financial condition and operations may be adversely affected.

- **Any dispute, proceeding or irregularity in title to properties leased or owned by the Company may adversely affect its business and operations.**

If any disputes in respect of properties of Company become the subject of court proceedings, such disputes may take several years and considerable expense to resolve. Any such disputes, proceedings or irregularities may have an impact on the business and operations of the Company.

- **Delay or non-receipt of relevant regulatory and third party approvals may have an adverse effect on the operations and financial condition of the Company.**

As a result of the Scheme of Amalgamation, the Company will require consent from regulatory authorities and other third parties, to transfer the assets, properties, contracts and licenses and permits forming part of the merged Undertaking, from Pricol Limited in favour of the Company. Any delay or non-receipt of these consents will hamper the operations of the Company and may have an adverse effect on the financial condition of the Company.

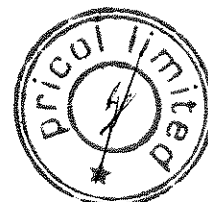
- **If operation at one or more of the Company's units is disrupted, it could have an adverse effect on its business, financial condition and operations.**

The operation of the units may be disrupted for reasons that are beyond the control of the Company including explosions, fires, earthquakes and other natural disasters, breakdown, failure or substandard performance of equipment, improper installation or operation of equipment, accidents, operational problems, transportation interruptions, other environmental risks and labour disputes. In addition, the Company's projects may also be targets of terrorist attacks or other civil disturbances. Furthermore, the Company relies on extremely sophisticated and complex machinery that is built by third parties and may be susceptible to malfunction. If such operational difficulties occur in the future, it may have an adverse effect on the Company's business, financial condition and operations.

- **The Company is subject to various risks as a manufacturing company.**

As a manufacturing company, the Company is subject to several risks, including:

- ability to hire skilled labour;



- difficulty in predicting order volumes in advance;
 - ability to ensure unconstrained availability of raw materials at competitive prices;
 - issues in securing an adequate and uninterrupted supply of power for manufacturing operations and at cost-effective rates; and the occurrence of any of these events, individually or in aggregate, could have an adverse effect on the Company's business, prospects, financial condition and operations.
- **The Company may not have sufficient insurance coverage to cover all possible economic losses.**

The Company will rely upon insurance coverage to insure against damage and loss to its projects that may occur during construction and operation. Nevertheless, the insurance that the Company obtains may not be sufficient to protect it from all casualties and losses. Losses suffered due to inadequate coverage may have an adverse impact on the Company's business, financial condition and operations.

- **There are outstanding litigations against the Company**

The Company is involved in a number of legal proceedings that, if determined against it, may adversely impact the Company's business and its financial condition. Should any development arise such as change in applicable laws or ruling by court/tribunals/authorities that are unfavourable to the business of the Company, the Company may need to make provisions in its financial statements, which may increase its expenses, contingent and current liabilities.

- **The Company's success depends on its ability to attract and retain its key personnel.**

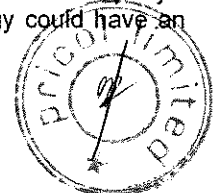
The Company's success substantially depends on the continued service and performance of the members of its senior management team and other key personnel for project implementation, management and running of its daily operations and the planning and execution of its business strategy. There is intense competition for experienced senior management and other key personnel with technical and industry expertise and if the Company loses the services of any of these or other key individuals and is unable to find suitable replacements in a timely manner, the Company's ability to realize its strategic objectives could be impaired. The loss of its senior management or other key personnel, particularly to competitors, could have an adverse effect on its business and operations. The Company's performance also depends on its ability to attract and train highly skilled personnel. If the Company is unable to do so, it would adversely affect its business, prospects and operations.

- **The Company's ability to pay dividends in the future will depend upon its future earnings, financial condition, cash flows, working capital requirements, capital expenditures and restrictive covenants in its financing arrangements.**

The Company's business is capital intensive and the Company may plan to make additional capital expenditures to complete the projects that it is currently developing or that it may develop in the future. The Company's ability to pay dividends in the future will depend upon its future earnings, financial condition, cash flows, working capital requirements, capital expenditures and restrictive covenants in its financing arrangements. The Company's future dividend policy will depend on its capital requirements and financing arrangements for projects, financial condition, operations and Government of India policy.

- **Any inability to effectively execute the Company's existing projects and manage its growth or to successfully implement its business plan and growth strategy could have an adverse effect on the Company's operations, results, financial condition and cash flows.**

The Company expects that the execution of new projects and its growth strategy may place significant strain on its management, financial and other resources. Further, continued expansion increases the challenges involved in financial and technical management, recruitment, training and retaining sufficient skilled, technical and management personnel and developing and improving the Company's internal administrative infrastructure. The Company may intend to evaluate and consider expansion in the future to pursue existing and potential market opportunities. Any failure to timely and adequately fund the new projects or the Company's inability to manage its business plan effectively and execute its growth strategy could have an adverse effect on the Company's business, financial condition and operations.



- **If the Company is unable to adapt to technological changes, its business could suffer.**

The Company's success will depend in part on its ability to respond to technological advances and emerging automotive industry standards and practices on a cost-effective and timely basis. The development and implementation of such technology entails technical and business risks. The Company cannot assure you that it will successfully implement new technologies effectively or adapt its systems to emerging industry standards. If the Company is unable, for technical, legal, financial or other reasons, to adapt in a timely manner to changing market conditions, customer requirements or technological changes, its business could be adversely affected.

- **Increase in interest rates will adversely affect the cost of the Company's borrowings.**

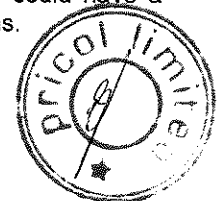
The Company may borrow at a floating rate of interest in the future. Increase in interest rates will adversely affect the cost of the Company's borrowings. The Company does not currently enter into any interest rate hedging or swap transactions in connection with its loan agreements. The Company cannot assure you that it will be able to enter into interest hedging contracts or other financial arrangements on commercially reasonable terms or that any of such agreements will protect the Company fully against its interest rate risk. Any increase in interest expense may have an adverse effect on the Company's business, prospects, financial condition and operations.

- **Pricing pressure from customers may adversely affect our gross margin, profitability and ability to increase our prices, which in turn may materially adversely affect our business, results of operations and financial condition.**

Pricing pressure from OEMs is characteristic of the industry in which we operate. Virtually all automakers pursue aggressive but systematic price reduction initiatives and objectives each year with their suppliers, and such actions are expected to continue in the near future. Pursuing cost-cutting measures while maintaining rigorous quality standards may lead to an erosion of our margins, which may have a material adverse effect on our business, results of operations and financial condition. In addition, estimating amounts of such price reductions is subject to risk and uncertainties, as any price reduction is the result of negotiations and other factors. Accordingly, suppliers must be able to reduce their operating costs in order to maintain profitability. Such price reductions may affect our sales and profit margins. If we are unable to offset customer price reductions in the future through improved operating efficiencies, new manufacturing processes, sourcing alternatives and other cost reduction initiatives, our business, results of operations and financial condition may be materially adversely affected. Additionally, our business is very capital intensive, requiring us to maintain a large fixed cost base. Therefore, our profitability is dependent, in part, on our ability to spread fixed production costs over higher production volume. However, our customers generally negotiate for larger discounts in price as the volume of their orders increase. If we are unable to generate sufficient production cost savings in the future to offset price reductions or if there is any reduction in consumer demand for vehicles, which will result in decreased sales, our gross margin and profitability may be materially adversely affected.

- **Failure or disruption of our IT and/or ERP systems may adversely affect our business, financial condition, results of operations and prospects.**

We have implemented various information technology ("IT") and/or enterprise resource planning ("ERP") solutions to cover key areas of our operations, procurement, dispatch and accounting. These systems are potentially vulnerable to damage or interruption from a variety of sources, which could result in a material adverse effect on our operations. Disruption or failure of our IT systems could have a materially adverse effect on our operations. A large-scale IT malfunction could disrupt our business or lead to disclosure of sensitive company information. Our ability to keep our business operating depends on the proper and efficient operation and functioning of various IT systems, which are susceptible to malfunctions and interruptions (including those due to equipment damage, power outages, computer viruses and a range of other hardware, software and network problems). In addition, it is possible that a malfunction of our data system security measures could enable unauthorized persons to access sensitive business data, including information relating to our intellectual property or business strategy or those of our customers. Such malfunction or disruptions could cause economic losses for which we could be held liable. A failure of our information technology systems could also cause damage to our reputation which could harm our business. Any of these developments, alone or in combination, could have a material adverse effect on our business, financial condition and results of operations.



- **Our employees are members of unions and we may be subject to industrial unrest, slowdowns and increased wage costs, which may adversely affect our business and results of operations.**

India has stringent labour legislation that protects the interests of workers, including legislation that sets forth detailed procedures for the establishment of unions, dispute resolution and employee removal and legislation that imposes certain financial obligations on employers upon retrenchment. Strikes or work stoppages can adversely affect the results of our operations and reputation. Work stoppages or slow-downs experienced by our customers or key suppliers could result in slow-downs or closures of our units or assembly plants where our products are included in the end products. In the event that we or one or more of our customers or key suppliers experiences a work stoppage, such work stoppage could have an adverse effect on our business, results of operations and financial condition.

- **If we fail to maintain an effective system of internal controls, we may not be able to successfully manage, or accurately report, our financial risks.**

Effective internal controls are necessary for us to prepare reliable financial reports and effectively avoid fraud. Moreover, any internal controls that we may implement, or our level of compliance with such controls, may deteriorate over time, due to evolving business conditions. There can be no assurance that deficiencies in our internal controls will not arise in the future, or that we will be able to implement, and continue to maintain, adequate measures to rectify or mitigate any such deficiencies in our internal controls. Any inability on our part to adequately detect, rectify or mitigate any such deficiencies in our internal controls may adversely impact our ability to accurately report, or successfully manage, our financial risks, and to avoid fraud.

External Risk Factors

- **The cyclical and seasonal nature of automotive sales and production can adversely affect our business.**

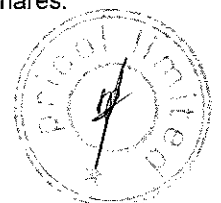
The automobile industry has witnessed substantial changes in recent years, including, among others, continued consolidation, outsourcing, decreasing profit margins in certain sectors, regulatory, shifts in production to low-cost manufacturing centres and technological changes. Our automotive business is directly related to our customers' vehicle sales and production levels across various segments. Automotive sales and production are highly cyclical and depend on general economic conditions and other factors, including consumer spending and preferences as well as changes in interest rate levels, consumer confidence and fuel costs. Our sales are also affected by inventory levels and production levels of automotive manufacturers.

- **The price of the Equity Shares may be volatile and you may be unable to resell your Equity Shares at or above the price at which these are listed, or at all.**

Prior to this Information Memorandum, there has been no public market for the Equity Shares and an active trading market on the Stock Exchanges may not develop or be sustained after the listing. The trading price of the Equity Shares after the listing may be subject to significant fluctuations in response to, among other factors, variations in the Company's operating results, market conditions specific to the auto industry in India, developments relating to India and volatility in the Stock Exchanges.

- **Political, economic and social developments in India could adversely affect the Company's business, financial conditional and operations.**

The central and state governments serve multiple roles in the Indian economy, including those of consumers and regulators, which have significant influence on the automotive components industry and the Company. Economic liberalization policies have encouraged private investment in the automotive sector and changes in these governmental policies could have a significant impact on the business and economic conditions in India in general and the automotive sector in particular, which in turn could adversely affect the Company's business, financial condition and operations. Additionally, any political instability in India may adversely affect the Indian securities markets in general, which could also adversely affect the trading price of the Equity Shares.



- **A slowdown in the economic growth in India could adversely impact the Company's business. The Company's performance and the growth of its business are necessarily dependent on the performance of the overall Indian economy.**

According to the Central Statistics Office, overall (median) GDP at factor cost at constant prices showed a growth of 7.6% for the financial year 2015-16. Any slowdown in the Indian economy or in the growth of the power industry or any future volatility in global commodity prices could adversely affect the Company's customers and the growth of its business, which in turn could adversely affect its business, financial condition and operations. India's economy could be adversely affected by a general rise in interest rates, currency exchange rates and adverse conditions affecting agriculture, commodity and electricity prices or various other factors. Further, conditions outside India, such as slowdown in the economic growth of other countries could have an impact on the growth of the Indian economy and government policy may change in response to such conditions. The Indian economy and financial markets are also significantly influenced by worldwide economic, financial and market conditions. A loss of investor confidence in the financial systems, particularly in other emerging markets, may cause increased volatility in Indian financial markets.

- **The extent and reliability of Indian infrastructure could adversely impact the Company's operations and financial condition.**

India's physical infrastructure is less developed than that of many developed nations. Any congestion or disruption with its port, rail and road networks, electricity grid, communication systems or any other public facility could disrupt the Company's normal business activity. Any deterioration of India's physical infrastructure would harm the national economy, disrupt the transportation of goods and supplies and add costs to doing business in India. These problems could interrupt the Company's business operations, which could have an adverse effect on its financial condition.

- **An outbreak of an infectious disease or any other serious public health concerns in Asia or elsewhere could adversely affect the Company's business, financial condition, operations and the price of the Equity Shares .**

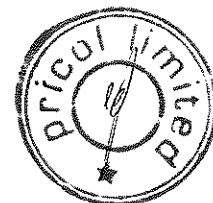
The outbreak of an infectious disease in Asia or elsewhere or any other serious public health concern, could have a negative impact on the global economy, financial markets and business activities worldwide, which could adversely affect the Company's business, financial condition, operations and the price of its Equity Shares. The Company can give you no assurance that a future outbreak of an infectious disease among humans or animals or any other serious public health concerns will not have an adverse effect on its business, financial condition, operations and the trading price of the Equity Shares.

- **If inflation worsens, the Company's operations and financial condition may be adversely affected.**

An increase in inflation in India could cause a rise in the price of transportation, wages, raw materials or any other of the Company's expenses. If this trend continues, the Company may be unable to reduce its costs or pass its increased costs to its customers and its operations and financial condition may be adversely affected.

- **A decline in India's foreign exchange reserves may affect liquidity and interest rates in the Indian economy, which could adversely impact the Company's financial condition.**

A decline in India's foreign exchange reserves could impact the valuation of the Rupee and result in reduced liquidity and higher interest rates, which could adversely affect its future financial condition. On the other hand, high levels of foreign funds inflow could add excess liquidity to the system, leading to policy interventions, which would also allow slowdown of economic growth. In either case, an increase in interest rates in the economy following a decline in foreign exchange reserves could adversely affect the Company's business, prospects, financial condition, operations and the trading price of the Equity Shares.



- **Rights of shareholders under Indian laws may be more limited than under the laws of other jurisdictions. The Companies Act and related regulations, the Listing Agreements and the AoA govern the Company's corporate affairs.**

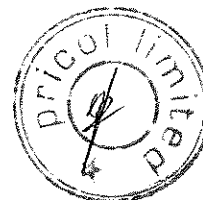
Legal principles relating to these matters and the validity of corporate procedures, directors' fiduciary duties and liabilities and shareholders' rights may differ from those that would apply to a company in another jurisdiction. The rights of shareholders under Indian laws may not be as extensive as the rights of shareholders under the laws of other countries or jurisdictions. An investor may have more difficulty in asserting his rights as a shareholder of the Company than as a shareholder of a corporation in another jurisdiction.

- **Companies operating in India are subject to a variety of central and state government taxes and surcharges.**

Tax and other levies imposed by the central and state governments in India that affect the Company's tax liability include central and state taxes and other levies, income tax, value added tax, turnover tax, service tax, stamp duty and other special taxes and surcharges which are introduced on a temporary or permanent basis from time to time. Moreover, the central and state tax scheme in India is extensive and subject to change from time to time.

- **Terrorist attacks, civil unrest and other acts of violence or war involving India and other countries could adversely affect the financial markets and the Company's business.**

Terrorist attacks and other acts of violence or war may negatively affect the Indian financial markets on which the Equity Shares trade and also adversely affect the worldwide financial markets. These acts may also result in a loss of business confidence, make travel and other services more difficult and ultimately adversely affect the Company's business. In addition, any deterioration in relations between India and Pakistan might result in investor concern about stability in the region, which could adversely affect the price of the Equity Shares. India has also witnessed civil disturbances in past and it is possible that future civil unrest as well as other adverse social, economic and political events in India could have a negative impact on the Company. Such incidents could also create a greater perception that investment in Indian companies involves a higher degree of risk and could have an adverse impact on the Company's business and the price of its Equity Shares.



VI. SUMMARY OF INDUSTRY AND BUSINESS

Global Economy

The current outlook is shaped by a complex confluence of ongoing realignments, long-term trends, and new shocks. These factors imply a generally subdued baseline for growth, but also substantial uncertainty about future economic prospects.

Global growth is projected to slow to 3.1 percent in 2016 before recovering to 3.4 percent in 2017. The forecast, revised down by 0.1 percentage point for 2016 and 2017 relative to April, reflects a more subdued outlook for advanced economies following the June U.K. vote in favor of leaving the European Union (Brexit) and weaker-than-expected growth in the United States. These developments have put further downward pressure on global interest rates, as monetary policy is now expected to remain accommodative for longer.

But prospects differ sharply across countries and regions, with emerging Asia in general and India in particular showing robust growth and sub-Saharan Africa experiencing a sharp slowdown. In advanced economies, a subdued outlook subject to sizable uncertainty and downside risks may fuel further political discontent, with anti-integration policy platforms gaining more traction. Several emerging market and developing economies still face daunting policy challenges in adjusting to weaker commodity prices. [Source – IMF World Economic Outlook]

Indian Economy

India's population is approximately 1.25 billion, second only to China. India had an estimated GDP of approximately US\$ 7.965 trillion in 2015, which makes it the fourth largest national economy in the world after China, the European Union and the United States of America, in purchasing power parity terms. The median age of its population is 27.3 years, which makes it one of the youngest populations in the world. (Source: CIA, Worldfactbook)

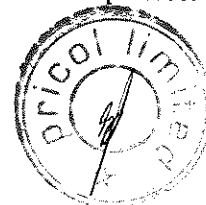
As per the revised estimates released by the Central Statistical Organization (CSO), India's GDP grew 7.6% in fiscal 2016 and 7.1%, growth in the three months ended June 30th, 2016. While the services sector growth was 8.9% as compared to 9.2% growth estimated earlier, industrial and agricultural growth increased 10 basis points to 7.4% and 1.2%, respectively. (Source: CRISIL Database – Economy Section)

Automotive Components Industry in India

Auto-component production is estimated to have grown at 6% driven by healthy offtake from medium and heavy commercial vehicles & cars. Exports grew 6% in rupee terms and degrew 1% in dollar terms due to deceleration in demand from the United States and decline in exports to major European Union destinations such as Germany and the United Kingdom. Production is expected to accelerate in 2016-17 driven by recovery in rural dependent segments. The margins of auto-component manufacturers which have expanded owing to lower input costs in 2015-16 will remain stable as higher utilisation levels will offset the rise in raw material prices.

Long-term prospects are even better than near-term numbers.

- Auto-component production would record 11-13% CAGR from 2015-16 to reach INR 4,482 billion.
- Healthy rise in automobile sales will help OEM offtake record 12-14% CAGR and touch INR 3,061 billion. Higher realisation is expected across vehicle segments in long term due to regulatory norms, leading to high-value components.
- Higher cost of vehicles due to BS-VI implementation is expected to lower demand in FY 2020-21. However, higher realisation is expected to offset decline in volume demand in FY 2020-21. (CAGR of 2015-16 to 2020-21 represents value growth while CAGR of 2010-11 to 2015-16 represents volume growth).
- Exports will record 10-12% CAGR as India serves as a hub for global OEMs to cater to neighboring markets. However, the rise will be slower than in past five years due to projected moderate growth in underlying markets.
- Auto-component imports (of which over 70% are estimated to cater to replacements) are forecast to report 9-11% CAGR. This will limit domestic production for aftermarket at 8-10% CAGR. [Source: CRISIL Research]



OUR BUSINESS

Pricol Limited a leading manufacturer of automotive components for the global automotive market, thrives on innovation, cutting edge technology and superior products across two, three and four wheelers, commercial vehicles, tractors, and construction & industrial tooling segments across the global market.

The company has manufacturing facilities in Coimbatore, Pune, Pantnagar and Manesar in India, and in Brazil and Indonesia. Tier one companies are companies that directly supply to OEMs, and we are a tier one supplier to OEMs for most of our products.

In India and Indonesia, we manufacture a wide range of electronic and mechanical automotive components such as the Instrument Clusters, Oil Pumps, Water Pumps, Cabin Tilting Systems, Centralized Lubrications Systems, Telematics control Units, etc. across vehicle segments. In Brazil, we manufacture Pumps & mechanical products for the four wheeler and commercial vehicle segments.

Customers include all leading automotive OEMs in all vehicle segments such as two-wheeler, three-wheeler, four-wheeler, commercial vehicles, off road vehicles and also in the industrial engines segment. Major customers include TVS Motor Company Limited, Royal Enfield Motor Limited, Hero Motorcorp Limited, Bajaj Auto Limited, JCB (J C Bamford Excavators Ltd.), M&M (Mahindra & Mahindra Limited), Tata Motors Limited, John Deere India Private Limited, New Holland Tractor (CNH Industrial (India) Pvt. Ltd.), etc. Globally, our major customers include Volkswagen, Fiat Chrysler Automotive, Deutz Engines, Harley Davidson, Kohler Engines, Kubota Tractor Corporation and other leading automotive OEMs.

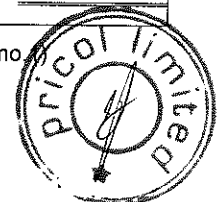


VII. SUMMARY OF FINANCIAL STATEMENTS

The following summary of financial and operating information is derived from the financial statements of our Company for the period ended September 30, 2016 as described in the Report of M/s. Haribhakti & Co. LLP, Chartered Accountants in the section titled "Financial Information" on page 75 of the Information Memorandum.

BALANCE SHEET AS AT 30TH SEPTEMBER 2016			
	Note No.	30-9-2016 ₹ Million	31-3-2016 ₹ Million
I. EQUITY AND LIABILITIES			
(1) Shareholders' funds			
(a) Share Capital	2.1	94.797	100.000
(b) Reserves and Surplus	2.2	8,093.505	472.930
(2) Non Current Liabilities			
(a) Long Term Borrowings	2.3	50.000	-
(b) Deferred Tax Liabilities (Net)	2.4	245.000	-
(c) Long Term Provisions	2.5	256.869	1.064
(3) Current Liabilities			
(a) Short Term Borrowings	2.6	559.827	-
(b) Trade Payables	2.7		
(i) Total Outstanding dues of Micro Small and Medium Enterprises		33.086	-
(ii) Total Outstanding dues of creditors other than Micro Small and Medium Enterprises		2,324.261	206.073
(c) Other Current Liabilities	2.8	726.957	54.811
(d) Short Term Provisions	2.9	56.188	0.097
Total		12,440.490	834.975
II. ASSETS			
(1) Non Current Assets			
(a) Fixed Assets	2.10		
(i) Tangible Assets		3,650.204	444.406
(ii) Intangible Assets		3,127.549	57.947
(iii) Capital Work-in-progress		181.779	-
(b) Non Current Investments	2.11	914.900	
(c) Long Term Loans and Advances	2.12	175.526	13.986
(d) Other Non-Current Assets	2.13	328.023	9.591
(2) Current Assets			
(a) Current Investments	2.14	2.100	
(b) Inventories	2.15	1,462.721	74.247
(c) Trade Receivables	2.16	2,383.388	210.416
(d) Cash and Cash Equivalents	2.17	75.846	12.773
(e) Short Term Loans and Advances	2.18	135.096	10.867
(f) Other Current Assets	2.19	3.358	0.742
Total		12,440.490	834.975

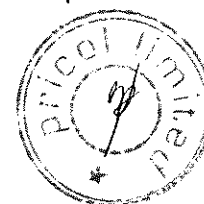
Significant Accounting Policies & Notes form an integral part of Financial statements (Refer Note no.



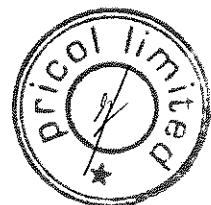
STATEMENT OF PROFIT & LOSS FOR THE PERIOD ENDED 30TH SEPTEMBER 2016			
	Note No.	Six Months Ended 30.09.2016 ₹ Million	2015 - 16 ₹ Million
INCOME			
Revenue from Operations	2.20	6,646.641	1,216.415
Other Operating Revenue	2.21	246.001	-
Other Income	2.22	20.436	29.310
Total Revenue		6,913.078	1,245.725
EXPENSES			
Cost of Materials Consumed	2.23	4,302.662	945.307
Purchases of Stock-in-Trade		265.738	-
Changes in inventories of Work-in-progress, Finished Goods and Stock in Trade	2.24	(78.739)	22.401
Employee Benefits Expense	2.25	891.934	112.202
Finance Costs	2.26	31.704	4.552
Depreciation & Amortisation Expense*	2.27	322.960	86.480
Other Expenses	2.28	714.801	66.558
Total Expenses		6,451.060	1,237.500
Profit from operations before Exceptional Items and Tax #		462.018	8.225
Add : Exceptional Items	2.31	5.337	82.500
Profit Before Tax		467.355	90.725
Less : Tax Expense			
Current Tax		100.000	1.300
Deferred Tax		49.000	-
Profit for the year		318.355	89.425
Earnings per Equity Share (Face Value of ₹ 1/-) in Rupees	2.32		
Basic		3.36	0.89
Diluted		3.36	0.89

* Includes ₹ 133.677 Mn of Depreciation & Amortisation consequent to Amalgamation.

Represents Profit of Pricol Limited (Transferor Company) of ₹ 612.384 Mn and Loss of Pricol Pune Limited (Transferee Company) of ₹16.689 Mn and Depreciation & Amortisation expenses consequent to Amalgamation as stated above.



CASH FLOW STATEMENT FOR THE PERIOD ENDED 30th SEPTEMBER 2016		
	2016 - 17 (Six Months ended 30 Sep'16) ₹ Million	2015 - 16 ₹ Million
A. Cash flow from operating activities :		
Net Profit Before Tax	467.355	90.725
Adjustments for :		
Depreciation & Amortisation Expense	322.960	86.480
Bad debts written off	0.132	0.583
Provision for doubtful debts written back	(2.243)	(1.243)
Provision for doubtful debts and advances	6.496	2.243
Provision for Diminution in Value of Current Investment	(0.014)	-
(Profit) / Loss on sale of assets (Net)	(0.920)	(0.725)
Assets Discarded / Written off	0.179	-
Profit on Sale of Investment	(5.337)	-
Interest received	(3.210)	(0.646)
Income from Current Investments	(0.213)	-
Finance Costs	31.704	4.552
	<u>349.534</u>	<u>91.244</u>
Operating Profit before working capital changes	816.889	181.969
Adjustments for :-		
Trade and other receivables	(252.798)	(27.773)
Inventories	(178.117)	58.445
Trade and other payables	224.168	(187.113)
	<u>(206.747)</u>	<u>(156.441)</u>
Cash generated from Operations	610.142	25.528
Direct taxes	(104.371)	(7.522)
Net cash from operating activities	505.771	18.006
B Cash flow from investing activities :		
Purchase of Fixed Assets	(409.032)	30.990
Sale of Fixed Assets	3.205	23.856
Purchase of investments	(885.214)	-
Sale of Investments	667.450	-
Interest received	3.210	0.646
Net Cash (used in) / from investing activities	(620.381)	55.492
C Cash flow from financing activities :		
Working Capital Borrowings	359.827	(69.423)
Long Term Borrowings	(103.333)	-
Dividend & Tax on Dividend Paid	(111.910)	-
Finance Costs paid	(31.618)	(4.732)
Net Cash (used in) / from financing activities	112.966	(74.155)
D Net increase / (decrease) in cash and cash equivalents (A+B+C)	(1.644)	(0.657)
Cash and cash equivalents as at		
1.4.2016 and 1.4.2015 (Opening Balance)	12.773	13.430
Less : Bank Balances not considered as Cash and Cash equivalents as per Accounting Standard AS 3	17.976	6.647
Add : Pursuant to Scheme of Amalgamation	64.717	-
Cash and cash equivalents as at 30.09.2016 and 31.3.2016 (Closing Balance)	<u>57.870</u>	<u>6.126</u>



VIII. GENERAL INFORMATION

Pricol Limited

Company was incorporated on May 18, 2011 under the Companies Act, 1956 as Pricol Pune Limited and the name was changed to Pricol Pune Private Limited vide Certificate of Incorporation dated April 30, 2012 and further the name was changed to Johnson Control Pricol Private Limited vide certificate of Incorporation dated July 11, 2012. Again the name was changed to Pricol Pune Private Limited vide Certificate of Incorporation dated 29 May, 2015, and change of name to Pricol Pune Limited vide Certificate of Incorporation dated 22 January 2016).

The Hon'ble High Court of Madras at Chennai by its order dated 6th October 2016 has approved the Scheme of Amalgamation amongst Pricol Limited, Pricol Pune Limited and their respective shareholders. Pursuant to this Scheme, the name of the Company was changed from "Pricol Pune Limited" to "Pricol Limited" vide Certificate of Incorporation dated 18th November 2016.

Registered Office

Pricol Limited,
109 Race Course
Coimbatore – 641018, Tamilnadu, India.
E-mail : cs@pricol.co.in
Tel No.: +91 422 4336000
Fax No.: +91 422 4336299
Website : www.pricol.co.in

FACTORIES

Plant I

132, Mettupalayam Road,
Perianaickenpalayam,
Coimbatore – 641 020, India.

Plant III

4/558, Mettupalayam Road
Chinnamathampalayam,
Billichi Village,
Press Colony Post,
Coimbatore – 641 019, India.

Plant VI

Plot no.11, Sector 10,
Integrated Industrial Estate,
Pantnagar, SIDCUL,
Rudrapur – 263 153, India.

Plant II

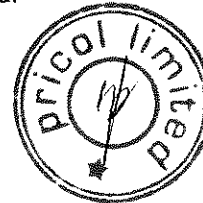
Plot No.34 & 35, Sector 4,
IMT Manesar,
Gurgaon – 122 050, India.

Plant V

GAT No:180-187,
Global Raisonni, Industrial Park,
Alandi – Markal Road,
Phulgaon, Haveli Taluk,
Pune – 412 216, India

Plant VII

Plot no.45, Sector 11,
Integrated Industrial Estate,
Pantnagar, SIDCUL,
Rudrapur – 263 153, India.



Board of Directors

S.No	Name of Directors	Age	DIN	Status
1	Mr.Vijay Mohan	69	00001843	Chairman
2	Mrs.Vanitha Mohan	63	00002168	Vice Chairman
3	Mr.Vikram Mohan	41	00089968	Managing Director
4	Mr.C.R.Swaminathan	68	00002169	Independent Director
5	Mr.R.Vidhya Shankar	46	00002498	Independent Director
6	Mr.Suresh Jagannathan	59	00011326	Independent Director
7	Mr.G.Soundararajan	58	00037995	Independent Director
8	Mr.K.Murali Mohan	68	00626361	Independent Director
9	Mrs.Sriya Chari	42	07383240	Independent Director

For details of our Directors, refer to section titled "Our Management" on page 60 of the Information Memorandum.

Company Secretary / Compliance officer

Mr.T.G.Thamizhanban,
Phone: +91 422 4336223
Fax : +91 422 4336299
Email : cs@pricol.co.in

Chief Financial Officer

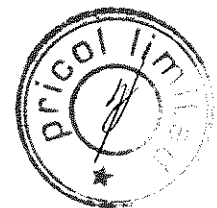
Mr.S.Shrinivasan
Phone: +91 422 4336210
Fax : +91 422 4336299
Email : shrinivasan.s@pricol.co.in

Auditors to the Company

M/s.Haribhakti & Co. LLP,
Chartered Accountants., (FRN: 103523W)
Shree Shanmugapriya
2nd Floor, 454, Ponnaiyan Street,
Crosscut Road, Gandhipuram,
Coimbatore – 641 012, India
Phone : + 91 422 223 7793/8793

Registrar and Share Transfer Agent :

Integrated Enterprises (India) Limited,
2nd Floor, "Kences Towers",
No:1, Ramakrishna Street,
North Usman Road, T.Nagar,
Chennai – 600 018, India
Phone: +91 44 28140801 – 03
Fax: +91 44 28142479
Email: srirams@iepindia.com,
Contact Person : Mr.Sriram, Assistant Manager



Bankers to our Company

S. No	Bank	Address	Email	Website	Contact person
1	State Bank of India	1443, Trichy Road, Coimbatore – 641018 Tel: 0422 2322150	v.sridhar@sbi.co.in	www.axisbank.com	Mr. Sridhar-AGM
2	Axis Bank	1133,1135/1136, Avinashi Road, P.N.Palayam, Coimbatore- 641 037 Tel: 0422 4343070	s.freddypaul@axisbank.com	www.axisbank.com	Mr. Sam Freddy Paul- Asst V.P
3	HDFC Bank Limited	9 th Floor, 115, Dr.Radhakrishnan Salai, Mylapore, Chennai-600 004 Tel: 044 2847 7241	r.kannan@hdfcbank.com	www.hdfcbank.com	Mr. Kannan- AGM
4	ICICI Bank Limited	1090, First Floor, Cheran Plaza, Trichy Road, Coimbatore-641 018 Tel: 073056 67777	balaji.j@icicibank.com	www.icicibank.com	Mr.Balaji-AGM
5	Bank of Bahrain and Kuwait B.S.C	Ground Floor, Hotel Sunny Building, No. 19/1(2), Re.S.No. 26 & 81, NH 47 Bye Pass Junction, Aluva Ernakulam-683 101 Tel: 0484 4037437	aluva@bbkindia.com	www.bbkindia.com	Mr.Vikram-Asst V.P
6	Federal Bank	NSR Road, Saibaba Colony, Coimbatore - 641 011 Tel: 0422 2445535	CEBD@federalbank.co.in	www.sbi.co.in	Mr.Sibhu- Branch Head
7	Indian Bank	31. Variety Hall Road, Coimbatore – 641 001 Tel:04222397758	coimbatoremain@indianbank.co.in	www.indianbank.com	Mr.Sidharth – Relationship Manager



Authority for listing:

The Hon'ble High Court of Madras, vide its Order dated October 6, 2016 (certified copy received by the Company on October 24, 2016) has approved the Scheme of Amalgamation between Pricol Limited with Pricol Pune Limited and their respective Shareholders for transfer and vesting of undertakings of Pricol Limited (Amalgamating Company) into Pricol Pune Limited (Amalgamated Company) under Sections 391 to 394 of the Companies Act, 1956. For more details relating to the Scheme of Amalgamation please refer to the Section titled "Scheme of Amalgamation" of this Information Memorandum. In accordance with the said Scheme, the equity shares of our Company issued pursuant to the Scheme shall be listed and admitted to trading on the NSE and BSE. Such listing and admission for trading is not automatic and is subject to fulfillment by the Company of the criteria of NSE and BSE and also subject to such other terms and conditions as may be prescribed by NSE and BSE at the time of application by our Company seeking listing. The Company has obtained the In-principle Approval for Listing of shares by National Stock Exchange of India Limited and BSE Limited vide their Letter dated 30th December 2016 and 29th December 2016 respectively.

Eligibility Criterion

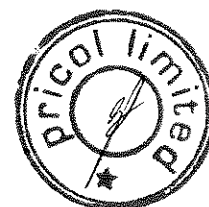
There being no Initial public offering or rights issue, the eligibility criteria in terms of Chapter III of SEBI (ICDR) Regulations, 2009 do not become applicable; however, SEBI vide its circular SEBI/CIR/CFD/CMD dated November 30, 2015, has subject to certain conditions permitted unlisted issuer companies to make an application for relaxing from the strict enforcement of Rule 19 (2) (b) of SCRR, as amended. Our Company has submitted its Information Memorandum, containing information about itself, making disclosure in line with the disclosure requirement for public issues as applicable to NSE and BSE for making the said Information Memorandum available to public through websites namely, www.nseindia.com and www.bseindia.com. Our Company has made the said Information Memorandum available on its website www.pricol.co.in. Our Company will publish an advertisement in the newspapers containing its details in line with the details required as per the above mentioned circular. The advertisement will draw specific reference to the availability of this Information Memorandum on its website. The company obtained relaxation from Securities and Exchange Board of India (SEBI) under Rule 19(2)(b) of the Securities Contract (Regulation) Rules, 1957 vide letter no. CFD/DIL-I/NR/RK/2705/2017 dated 3rd February 2017.

Prohibition by SEBI

The Company, its directors, its promoter, other companies promoted by the promoter and companies with which the Company's directors are associated as director have not been prohibited from accessing the capital market under any order or direction passed by SEBI.

General Disclaimer from the Company

The Company accepts no responsibility for statements made otherwise than in the Information Memorandum or in the advertisements published in terms of SEBI Circular SEBI/CFD/CMD/16/2015 or any other material issued by or at the instance of the Company and anyone placing reliance on any other source of information would be doing so at his or her own risk. All information shall be made available by the Company to the public and investors at large and no selective or additional information would be available for a section of the investors in any manner.



IX. CAPITAL STRUCTURE

1) Pre Scheme of Amalgamation

Particulars	Amount (₹)
Authorised Share Capital	
100,000,000 Equity Shares of ₹ 1/- each	100,000,000
Total	100,000,000
Issued, Subscribed and Paid-up Share Capital	
100,000,000 Equity Shares of ₹ 1/- each	100,000,000
Total	100,000,000

Note: The entire subscribed Share Capital was held by the holding company, the erstwhile Pricol Limited and its nominees. Pursuant to the Scheme becoming effective and issue of Shares by the Amalgamated Company, the aforesaid shares stand cancelled.

2) Post Scheme of Amalgamation

Particulars	Amount (₹)
Authorised Share Capital	
582,000,000 Equity Shares of ₹1/- each	582,000,000
Total	582,000,000
Issued, Subscribed and Paid-up Share Capital	
94,796,721 Equity Shares of ₹ 1/- each	94,796,721
Total	94,796,721

Notes to Capital Structure

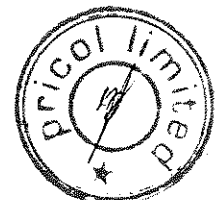
1) Change in authorised Share Capital

(in ₹, except share data)

Date	Nature of Change	Particulars	Cumulative No. of Equity Shares	Face Value (₹)	Authorised Share Capital (₹)
27.06.2011	Incorporation	500,000	50,000	10	500,000
13.03.2012	Increase	100,000,000	10,000,000	10	100,000,000
11.01.2016	Subdivision of face value from ₹ 10 to ₹ 1	100,000,000	100,000,000	1	100,000,000
1.11.2016	Increase pursuant to the Scheme	582,000,000	582,000,000	1	582,000,000

2) Change in Issued, Subscribed and Paid-up Share Capital

Date of Allotment	No. of Equity shares	Cumulative No. of Equity shares	Face Value (₹)	Issue Price (₹)	Cumulative paid up Share Capital (₹)	Securities Premium Account (₹ in m)	Nature of consideration	Category of Allottees
On Incorporation	50,000	50,000	10	10	500,000	-	Cash	Subscribers to MOA
18.03.2012	4,950,000	5,000,000	10	10	50,000,000	-	Cash	Promoter
26.03.2012	5,000,000	10,000,000	10	146.80	100,000,000	684.00	Cash	JV partner
27.01.2016	100,000,000	100,000,000	1	1	100,000,000	-	NA	Subdivision of face value from ₹ 10 to ₹ 1
1.11.2016	(100,000,000)	Nil	1	1	Nil	-	NA	Cancellation of existing Equity shares pursuant to scheme
7.12.2016	94,796,721	94,796,721	1	79.19	94,796,721	7412.16	Other than cash	Allotment pursuant to the Scheme



**3. Our Shareholding Pattern of our Company before and after the Scheme of Amalgamation:
The table below presents our shareholding pattern before the Effective Date (1st November 2016)**

Table I: Summary statement holding of specified securities

Category	Category of shareholders	No. of share-holders	No. of fully paid up Equity Shares held	No. of partly paid up Equity Shares held	No. of shares underlying Depository Receipts	Total no. of shares held	Share- holding as a % of total no. of shares (calculated as per SCRR, 1957)	No. of voting rights held in each class of securities			Shareholding as % assuming full conversion of convertible securities (as a % of diluted share capital)	No. of locked in shares		No. of Equity Shares held in dematerialised form
								Class X	Class Y	Total		No. (a)	As a % of total shares held (b)	
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII) = IV + V + VI	(VIII)	(IX)	(X)	(XI) = (VII) + (X)	(XII)	(XIII)	(XIV)	
(A)	Promoter & Promoter Group	7	10,00,00,000	-	-	10,00,00,000	100.00	-	-	-	-	-	-	
(B)	Public	-	-	-	-	-	-	-	-	-	-	-	-	
(C)	Non promoter non public	-	-	-	-	-	N.A	-	-	-	-	N	NA	
(C1)	Shares underlying DRS	-	-	-	-	-	N.A	-	-	-	-	A	NA	
(C2)	Shares held by Employee trust	-	-	-	-	-	N.A	-	-	-	-	N	NA	
Total		7	10,00,00,000	-	-	10,00,00,000	100.00	-	-	-	-	-	-	



Table II: Statement showing shareholding pattern of the Promoter and Promoter Group

Category	Category of shareholders	PAN	No. of shareholders	No. of fully paid up Equity Shares held	No. of partly paid up Equity Shares held	No. of shares underlying Depository Receipts	Total no. of shares held (VII) = IV + V + VI	Shareholding as a % of total no. of shares (as a % of (A+B+C))	No. of voting rights held in each class of securities		No. of shares underlying convertible securities (including warrants) (X)	Shareholding as % assuming full conversion of convertible securities (as a % of diluted) (XI) = (VII) + (X) as a % of (A+B+C)	No. of locked in shares	No. of shares pledged	No. of Equity Shares held in dematerialised form
									No. of voting rights	Total as % of (A+B+C)					
(i)	(ii)	(iii)	(iv)	(v)	(vi)	(vii)	(viii)	(ix)	(x)	(xi)	(xii)	(xiii)	(xiv)		
A(1)	Indian														
(a)	Individuals / HUF														
(b)	Central Govt / State Govt														
(c)	Financial Institutions / Banks														
(d)	Any other Bodies Corporate														
1	Pricol Limited	AABCP2380C	1	99,999,940	-	-	99,999,940	100.00	-	-	-	-	-	-	-
2	Vikram Mohan & Pricol Limited.	AABCP2380C	1	10	10	-	10	-	-	-	-	-	-	-	-
3	Vijay Mohan & Pricol Limited	AABCP2380C	1	10	10	-	10	-	-	-	-	-	-	-	-
4	Vanitha Mohan & Pricol Limited	AABCP2380C	1	10	10	-	10	-	-	-	-	-	-	-	-
5	J. Sridhar & Pricol Limited	AABCP2380C	1	10	10	-	10	-	-	-	-	-	-	-	-
6	S. Shrinivasan & Pricol Limited	AABCP2380C	1	10	10	-	10	-	-	-	-	-	-	-	-
7	T. G. Thamizhamban & Pricol Limited	AABCP2380C	1	10	10	-	10	-	-	-	-	-	-	-	-
	Sub-total A(1)		7	10,00,00,000	-	-	10,00,00,000	100.00	-	-	-	-	-	-	-
A(2)	Foreign														
(a)	Individuals (NRIs/ Foreign Individuals)														
(b)	Government														
(c)	Institutions														
(d)	Foreign Portfolio Investors														
(e)	Any others (Foreign Bodies Sub-total A(2))														
	Total shareholding of Promoter and Promoter Group		7	10,00,00,000	-	-	10,00,00,000	100.00	-	-	-	-	-	-	-





Table III: Statement showing shareholding pattern of public shareholder

Category	Category of share-holders	PAN	No. of share-holders	No. of fully paid up Equity Shares held	No. of partly paid up Equity Shares held	No. of shares underlying Depository Receipts	Total no. of shares held (VII) = IV + V + VI	Share-holding as a %age of total no. of shares (calculated as per SCRR, 1957) (as a % of (A+B+C))	No. of voting rights held in each class of securities			No. of shares underlying convertible securities (including warrants)	Shareholding as % assuming full conversion of convertible securities (as a % of diluted share capital) (XI) = (VII) + (X) as a % of (A+B+C)	No. of locked in shares		No. of Equity Shares held in dematerialised form	
									Class X	Class Y	Total			(XII)	(XIII)		(XIV)
(i)	(ii)	(iii)	(iv)	(v)	(vi)	(vii)	(viii) = (iv) + (v) + (vi)	(viii)	(ix)			(x)	(xi) = (viii) + (x) as a % of (A+B+C)	(xii)	(xiii)	(xiv)	
1	Institutions																
(a)	Mutual Funds																
(b)	Venture Capital Fund																
(c)	Alternate Investment Fund																
(d)	Foreign venture capital investor																
(e)	Foreign portfolio investor																
(f)	Financial Institutions / Banks																
	ICICI Bank Limited																
	Others																
(g)	Insurance Companies																
	Life Insurance Corporation of India																
	Others																
(h)	Provident funds / pension funds																
(i)	Any other (Foreign Institutional Investors)																
	Sub Total (B)(1)																
2	Central government / state government / President of India																
	Gujarat State Investments Limited																
	Sub Total (B)(2)																

Table IV: Statement showing shareholding pattern of Non promoter Non-public shareholder

Category	Category of share-holders	PAN	No. of share-holders	No. of fully paid up Equity Shares held	No. of partly paid up Equity Shares held	No. of shares underlying Depository Receipts	Total no. of shares held (VII) = IV + V + VI	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) (as a % of (A+B+C) (VII))	No. of voting rights held in each class of securities			No. of shares underlying convertible securities (including warrants)	Shareholding as % assuming full conversion of convertible securities (as a % of diluted share capital) (XI) = (VII) + (X) as a % of (A+B+C)	No. of locked in shares		No. of shares pledged	No. of Equity Shares held in dematerialised form
									Class X	Class Y	Total (X)			No. (a)	As a % of total shares (XII)		
(i)	(i)		(iii)	(iv)	(v)	(vi)	(vii) = iv + v + vi	(viii) = (vii) / (Total no. of shares) * 100				(ix)	(x) = (ix) + (x)	(xi)	(xii)	(xiii)	(xiv)
1	Custodian / DR Holder		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(a)	Name of DR Holder (if any)		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
2	Employees benefit trust (under SEBI (Share based employee benefit) Regulations, 2014		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(b)	Total non-promoter non-public shareholding (C) = (C)(1) + (C)(2)		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-



The tables below present our shareholding pattern after allotment pursuant to the Scheme (7th December 2016)

Table I - Summary Statement holding of specified securities

S.No	Category of shareholder	Nos. of share holders	No. of fully paid up equity shares held	No. of Partly paid-up equity shares held	No. of shares underlying Depository Receipts	Total nos. shares held	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities			No. of Shares Underlying Outstanding convertible securities (including Warrants)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) As a % of (A+B+C2)	Number of Locked in shares		Number of Shares pledged or otherwise encumbered		Number of equity shares held in dematerialized form
								Class X	Class Y	Total			No. (a)	As a % of total Shares held (b)	No. (a)	As a % of total Shares held (b)	
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII) = (IV)+(V)+(VI)	(VIII)	(IX)	(X)	(XI) = (VII)+(X)	(XII)	(XIII)	(XIV)				
(A)	Promoter & Promoter Group	17	35,321,996	-	-	35,321,996	37.26	-	-	-	-	-	-	-	-	-	35,321,996
(B)	Public	44,953	59,474,725	-	-	59,474,725	62.74	-	-	-	-	-	-	-	-	-	56,837,636
(C)	Non Promoter-Non Public	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(C1)	Shares underlying DRs	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(C2)	Shares held by Employee Trusts	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Total	44,970	94,796,721	-	-	94,796,721	100	-	-	-	-	-	-	-	-	-	92,159,632



Table II - Statement showing shareholding pattern of the Promoter and Promoter Group

S.No	Category & Name of the Shareholders	PAN	No. of shareholder	(IV)	(V)	(VI)	(VII)=(IV+V+VI)	(VIII) Shareholding % calculated as per SCRR, 1957 As a % of (A+B+C2)	(IX)			(X)	(XI)	(XII)	(XIV)
									No of Voting Rights in each class of securities	No of Voting Rights Class X	Total as a % of Total Voting rights				
(I)	(II)	(III)	(III)	(IV)	(V)	(VI)	(VII)=(IV+V+VI)	(VIII)	(IX)	(X)	(XI)	(XII)	(XIV)		
(a)	Indian Individuals/Hindu undivided Family														
1	Vijay Mohan	AATPM1202F	1	9,140,278	-	-	9,140,278	9.64	-	-	-	-	-	-	
2	Vijay Mohan D.(BHUF)	AABHV0239F	1	660,900	-	-	660,900	0.70	-	-	-	-	-	9,140,278	
3	Viren Mohan	AERPMS690K	1	6,658,409	-	-	6,658,409	7.02	-	-	-	-	-	660,900	
4	Vanitra Mohan	ADJPM0478J	1	3,726,488	-	-	3,726,488	3.93	-	-	-	-	-	6,658,409	
5	Vikram Mohan	ADJPM0476G	1	3,521,175	-	-	3,521,175	3.71	-	-	-	-	-	3,726,488	
6	Gavathiri Balaji	ACQPB7352Q	1	159,995	-	-	159,995	0.17	-	-	-	-	-	3,521,175	
7	Madhura Mohan	BNGPM6209E	1	181,575	-	-	181,575	0.19	-	-	-	-	-	159,995	
8	Manasa Mohan	BNGPM5199A	1	150,000	-	-	150,000	0.16	-	-	-	-	-	181,575	
9	Vinay Balaji	AHHPB2956D	1	100,000	-	-	100,000	0.11	-	-	-	-	-	150,000	
10	Sumanth R	ALMPS1683A	1	332,145	-	-	332,145	0.35	-	-	-	-	-	100,000	
11	Uday Balaji	AGFPB8799J	1	22,005	-	-	22,005	0.02	-	-	-	-	-	332,145	
12	Sumanth.R (BHUF)	AALHS4915B	1	81,000	-	-	81,000	0.09	-	-	-	-	-	22,005	
13	T Balaji	ACQPB7351P	1	975	-	-	975	-	-	-	-	-	-	81,000	
(b)	Central Government/ State Government(s)		-	-	-	-	-	-	-	-	-	-	-	975	
(c)	Financial Institutions/ Banks		-	-	-	-	-	-	-	-	-	-	-	0.00	
(d)	Any Other (Body corporate)		-	-	-	-	-	-	-	-	-	-	-	0.00	
1	Pricol Holdings limited	AABCP7486R	1	8,556,926	-	-	8,556,926	9.03	-	-	-	-	-	0.00	
2	Bhavani Infia Services India Private Limited	AABCB1164A	1	1,498,790	-	-	1,498,790	1.58	-	-	-	-	-	8,556,926	
3	Sagitarus Investments Private Limited	AADCS0626C	1	340,935	-	-	340,935	0.36	-	-	-	-	-	1,498,790	
4	Shrimay Enterprises Private Limited	AADCS0648A	1	190,400	-	-	190,400	0.20	-	-	-	-	-	340,935	
	Sub-Total (A)(1)		17	35,321,996	-	-	35,321,996	37.26	-	-	-	-	-	190,400	
-2	Foreign Individuals (Non- Resident individuals/ Foreign Individuals)													35,321,996	
(a)	Government		-	-	-	-	-	-	-	-	-	-	-	-	
(b)	Institutions		-	-	-	-	-	-	-	-	-	-	-	-	
(c)	Foreign Portfolio Investor		-	-	-	-	-	-	-	-	-	-	-	-	
(d)	Any Other (specify)		-	-	-	-	-	-	-	-	-	-	-	-	
(f)	Sub-Total (A)(2)													-	
	Total Shareholding of Promoter and Promoter Group (A)=(A)(1)+(A)(2)		17	35,321,996	-	-	35,321,996	37.26	-	-	-	-	-	35,321,996	

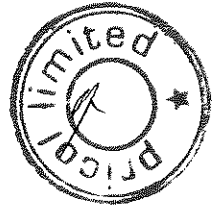


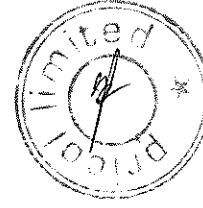
Table III - Statement showing shareholding pattern of the Public shareholder

S.No	Category & Name of the Shareholders	PA N	Nos. of share holder	No. of fully paid up equity shares held	Partly paid up equity shares held	No. of shares held	Shareholding % calculated as per SCRR, 1957 As a % of (A+B+C 2)	Number of Voting Rights held in each class of securities				No. of Shares Underlying Outstanding convertible securities (including Warrants)	Total shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital)	Number of Locked In Shares		Number of Shares pledged or otherwise encumbered	Number of equity shares held if dematerialized form
								No of Voting Rights			Total as a % of Total Voting rights			No. (a)	As a % of total Shares held (b)		
								Class X	Class Y	Class Z							
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII)=(IV+V+VI)	(VIII)	(IX)	(X)	(XI)	(XII)	(XIII)	(XIV)				
(1)	Institutions																
(a)	Mutual Funds		6	1,764,152	-	1,764,152	1.86	-	-	-	1.86	-	-	NA	NA	1,763,402	-
(b)	Venture Capital Funds		-	-	-	-	0.00	-	-	-	-	-	-	NA	NA	-	-
(c)	Alternate investment Funds		-	-	-	-	0.00	-	-	-	-	-	-	NA	NA	-	-
(d)	Foreign Venture Capital Investors		-	-	-	-	0.00	-	-	-	-	-	-	NA	NA	-	-
(e)	Foreign Portfolio Investors		17	2,144,348	-	2,144,348	2.26	-	-	-	2.26	-	-	NA	NA	2,144,348	-
(f)	Financial Institutions/Banks		3	60,440	-	60,440	0.06	-	-	-	0.06	-	-	NA	NA	60,315	-
(g)	Insurance Companies		1	268,966	-	268,966	0.28	-	-	-	0.28	-	-	NA	NA	268,966	-
(h)	Provident Funds/Pension Funds		-	-	-	-	0.00	-	-	-	-	-	-	NA	NA	-	-
(i)	Any Other (Foreign institutional Investors)		1	20,231	-	20,231	0.02	-	-	-	0.02	-	-	NA	NA	20,231	-
	Sub-Total (B)(1)		28	4,258,137	-	4,258,137	4.49	-	-	-	4.49	-	-	NA	NA	4,257,262	-



Table - III - Institutions/Non Institutions holding more than 1% of total number of shares.

S.No	Category and Name of the Shareholders (i)	PAN (ii)	No. of fully paid up equity shares held (iv)	No. Of Partly paid-up equity shares held (v)	No. Of shares underlying Depository Receipts (vi)	Total nos. shares held (vii) = (iv)+(v)+(vi)	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) (viii) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities (ix)			No. Of Shares Underlying Outstanding convertible securities (xi) (a)	Shareholding as a % assuming conversion of convertible securities (as a percentage of diluted share capital) (xi) = (vii)+(xi)(a) As a % of (A+B+C2)	Number of Locked in shares (xii)	Number of Shares pledged or otherwise encumbered (xiii)	Number of equity shares held in dematerialized form (xiv)
								No of Voting Rights	Class	Class eg: X					
Institutions															
III - 1(a) Mutual Funds															
1	a) UTI Longterm equity fund b) UTI MID Cap Fund c) UTI Longterm Advantage Fund d) UTI Longterm Advantage Fund S ii	AAATU1088L	1,688,402			1,688,402	1.73								1,688,402





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III - 1(b) Venture Capital Funds												
Non-Institutions												
III - 3 (a)(ii) Individual Shareholders												
1	RAJESH MADHAVAN UNNI (HUF)	AAPHR9418E	1,947,701	-	-	-	-	-	-	-	2.05	1,947,701
Any other ***												
III - 3 (e)(i) Body Corporates												
1	VRAMATH FINANCIAL SERVICES PVT LTD	AAECV1452G	4,567,761	-	-	-	-	-	-	-	4.82	4,567,761
2	PHI CAPITAL SOLUTIONS LLP	AAMFP6305R	4,499,000	-	-	-	-	-	-	-	4.75	4,499,000
3	PRICOL LIMITED - UNCLAIMED SHARES SUSPENSE ACCOUNT	AABCP2380C	952,610	-	-	-	-	-	-	-	1.00	952,610

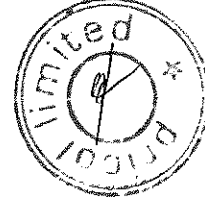
Details of Shares which remain unclaimed may be given here along with details such as number of shareholders, outstanding shares held in demat/unclaimed suspense account, voting rights which are frozen etc.

No. of Shareholders	No of Shares held
696	952610



Table IV: Statement showing shareholding pattern of Non promoter Non public shareholder

Category	Category of share-holders	PAN	No. of share-holders	No. of fully paid up Equity Shares held	No. of partly paid up Equity Shares held	No. of shares underlying Depository Receipts	Total no. of shares held	Shareholding as a % of total no. of shares (calculated as per SCRR, (as a % of (A+B+C))	No. of voting rights securities		No. of shares underlying outstanding convertible securities (including warrants)	Shareholding as assuming full conversion of convertible securities (as a % of diluted share)	No. of locked in shares		No. of shares pledged	No. of Equity Shares held in dematerialised form
									No. of voting rights	Class			No. (a)	As a % of total shares		
(i)	(ii)		(iii)	(iv)	(v)	(vi)	(vii) = IV + V + VI	(viii)	IX	X	(xi) = (vii) + (x) as a % of (A+B+C)	(xii)	(xiii)	(xiv)		
1	Custodian / DR Holder															
(a)	Name of DR Holder (if any)															
2	Employees benefit trust (under SEBI (Share based employee benefit) Regulations, 2014															
(b)	Total non promoter non public shareholding (C) = (C)(1) + (C)(2)															



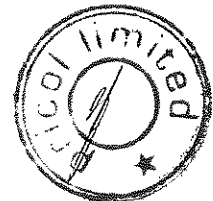
4. Equity Shares held by Top Ten Shareholders (Other than Promoter group)

- a) Our top ten shareholders and the number of Equity Shares of ₹1 each held by them as on the date of the Information Memorandum is as follows:

S. No.	Name of the Shareholders	No. of Equity Shares	% of total Shareholding
1	Vramath Financial Services Pvt. Ltd.	4,567,761	4.82
2	PHI Capital Solutions LLP	4,499,000	4.75
3	Rajesh Madhavan Unni (HUF)	1,947,701	2.05
4	UTI-Mutual Fund	1,688,402	1.78
5	AKG Finvest Ltd	681,000	0.72
6	Goldman Sachs (Singapore) PTE	613,197	0.65
7	P Surendra Pai	600,000	0.63
8	Kenmay Investment Fund Ltd	291,149	0.31
9	Seema Goel	290,000	0.31
10	Morgan Stanley Mauritius Company Limited	271,352	0.29
	Total	15,449,562	16.30

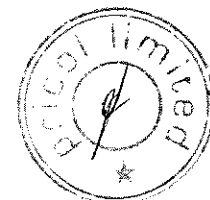
- b) Our top ten shareholders and the number of Equity Shares of ₹1 each held by them prior 10 days of the Information Memorandum is as follows:

S. No.	Name of the Shareholders	No. of Equity Shares	% of total Shareholding
1	Vramath Financial Services Pvt. Ltd.	4,567,761	4.82
2	PHI Capital Solutions LLP	4,499,000	4.75
3	Rajesh Madhavan Unni (HUF)	1,947,701	2.05
4	UTI-Mutual Fund	1,688,402	1.78
5	AKG Finvest Ltd	681,000	0.72
6	Goldman Sachs (Singapore) PTE	613,197	0.65
7	P Surendra Pai	600,000	0.63
8	Kenmay Investment Fund Ltd	291,149	0.31
9	Seema Goel	290,000	0.31
10	Morgan Stanley Mauritius Company Limited	271,352	0.29
	Total	15,449,562	16.30



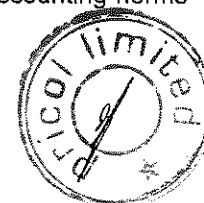
5. Our Promoter, Promoter Group and Directors & their relatives have not sold or purchased any shares of our Company during the period of six months preceding the date of the Information Memorandum. It may, however, be noted that the following promoters, promoter relatives, promoter group of erstwhile Pricol Limited had undertaken the following transactions in the shares of the company.

Date of transaction	Name of Seller	Nature of transaction	No. of shares
06-Sep-16	ASHWIN CHANDRAN	Market Sale	50000
11-Nov-16	ASHWIN CHANDRAN	Market Sale	10000
17-Nov-16	ASHWIN CHANDRAN	Market Sale	10000
18-Nov-16	ASHWIN CHANDRAN	Market Sale	30168
19-Nov-16	ASHWIN CHANDRAN	Market Sale	14000
23-Nov-16	ASHWIN CHANDRAN	Market Sale	39483
04-Jul-16	BALAJI NAIDU THUMALA	Market Purchase	975
05-May-16	Bhavani Infin Services India (P) Ltd	Market Purchase	9535
06-May-16	Bhavani Infin Services India (P) Ltd	Market Purchase	22902
07-May-16	Bhavani Infin Services India (P) Ltd	Market Purchase	188
10-May-16	Bhavani Infin Services India (P) Ltd	Market Purchase	32358
26-May-16	Bhavani Infin Services India (P) Ltd	Market Purchase	17
11-Nov-16	D. SARATH CHANDRAN	Market Sale	10000
12-Nov-16	D. SARATH CHANDRAN	Market Sale	10
17-Nov-16	D. SARATH CHANDRAN	Market Sale	34990
07-Jun-16	GAYATHRI BALAJI NAIDU	Market Sale	8200
08-Jun-16	GAYATHRI BALAJI NAIDU	Market Sale	6800
09-Jun-16	GAYATHRI BALAJI NAIDU	Market Sale	10000
11-Nov-16	PRASHANTH CHANDRAN	Market Sale	1984
12-Nov-16	PRASHANTH CHANDRAN	Market Sale	8016
17-Nov-16	PRASHANTH CHANDRAN	Market Sale	10000
18-Nov-16	PRASHANTH CHANDRAN	Market Sale	21974
19-Nov-16	PRASHANTH CHANDRAN	Market Sale	30000
23-Nov-16	PRASHANTH CHANDRAN	Market Sale	10526
11-Nov-16	PRECOT MERIDIAN LIMITED	Market Sale	37784
12-Nov-16	PRECOT MERIDIAN LIMITED	Market Sale	14730
17-Nov-16	PRECOT MERIDIAN LIMITED	Market Sale	107584
18-Nov-16	PRECOT MERIDIAN LIMITED	Market Sale	233612
19-Nov-16	PRECOT MERIDIAN LIMITED	Market Sale	373843
23-Nov-16	PRECOT MERIDIAN LIMITED	Market Sale	522447
25-Nov-16	PRECOT MERIDIAN LIMITED	Market Sale	150000
28-Nov-16	PRECOT MERIDIAN LIMITED	Market Sale	350000
29-Nov-16	PRECOT MERIDIAN LIMITED	Market Sale	300000
30-Nov-16	PRECOT MERIDIAN LIMITED	Market Sale	323000
01-Dec-16	PRECOT MERIDIAN LIMITED	Market Sale	377000



Date of transaction	Name of Seller	Nature of transaction	No. of shares
27-Sep-16	PRICOL HOLDINGS LIMITED	Amalgamation	4140000
07-May-16	SAGITTARIUS INVESTMENTS PVT LTD	Market Purchase	35588
10-May-16	SAGITTARIUS INVESTMENTS PVT LTD	Market Purchase	2763
11-May-16	SAGITTARIUS INVESTMENTS PVT LTD	Market Purchase	20934
06-May-16	SHRIMAY ENTERPRISES PVT LTD	Market Purchase	14773
07-May-16	SHRIMAY ENTERPRISES PVT LTD	Market Purchase	20965
10-May-16	SHRIMAY ENTERPRISES PVT LTD	Market Purchase	10446
11-May-16	SHRIMAY ENTERPRISES PVT LTD	Market Purchase	17216
04-Nov-16	SUPREM TEXTILES PROCESSING LIMITED	Market Sale	3480
07-Nov-16	SUPREM TEXTILES PROCESSING LIMITED	Market Sale	74384
08-Nov-16	SUPREM TEXTILES PROCESSING LIMITED	Market Sale	91858
10-Nov-16	SUPREM TEXTILES PROCESSING LIMITED	Market Sale	35278
11-Nov-16	SUPREM TEXTILES PROCESSING LIMITED	Market Sale	5000
27-Sep-16	VENKATARAMANA HOLDINGS PRIVATE LIMITED	Amalgamated with Pricol Holdings Ltd	4140000
08-Jun-16	VINAY BALAJI	Market Sale	20000
04-May-16	VIREN MOHAN	Market Purchase	8217
05-May-16	VIREN MOHAN	Market Purchase	17412
06-May-16	VIREN MOHAN	Market Purchase	9287
07-May-16	VIREN MOHAN	Market Purchase	20596
10-May-16	VIREN MOHAN	Market Purchase	36243
11-May-16	VIREN MOHAN	Market Purchase	20745

6. Our Promoter, Promoter Group, Directors and their relatives and Directors of the Promoter have not financed the purchase by any other person of the Equity Shares of our Company during the period of six months immediately preceding the date of the Information Memorandum.
7. As on the date of the Information Memorandum, there are no outstanding warrants, options or rights to convert debentures, loans or other instruments.
8. As on the date of the Information Memorandum, the issued capital of our Company is fully paid up.
9. Neither we, nor our Directors, Promoter, Promoter Group Entities have entered into any buyback and / or standby arrangements and / or similar arrangements for the purchase of our Equity Shares from any person.
10. Neither we nor the Amalgamating Company have any Employees Stock Option Scheme or Employees Stock Purchase Scheme
11. As on the date of the Information Memorandum, we have 44,973 members
12. There shall be only one denomination for the Equity Shares of the Company, subject to applicable regulations and Company shall comply with such disclosure and accounting norms specified by SEBI, from time to time.



X. SCHEME OF AMALGAMATION

For definitions of the terms used herein if not defined, you may refer to the Scheme of Amalgamation.

This Scheme of Amalgamation provides for:

- (i) Amalgamation of Pricol Limited with Pricol Pune Limited pursuant to Sections 391 to 394 and other applicable provisions of the Companies Act, 1956 ("**Amalgamation**");
- (ii) Reduction in the share capital of Pricol Pune Limited under the provisions of Sections 100-104 of the Companies Act, 1956.
- (iii) Change of name of Pricol Pune Limited to Pricol Limited.
- (iv) This Scheme also makes provisions for various other matters consequential or related to the above and otherwise integrally connected therewith.

DESCRIPTION OF COMPANY

- A. Pricol Limited is a public company limited by shares incorporated in 1972 under the provisions of the Companies Act, 1956, bearing Corporate Identity Number: L33129TZ1972PLC000641, having its registered office at 109, Race Course, Coimbatore 641018, Tamil Nadu (the "**Transferor Company**") and is *inter alia* engaged in the business of manufacturing and selling of Driver Information Systems (Instruments Cluster, Gauges, Telematics etc.), Powertrain Products (Oil Pumps, Water Pumps etc.), Sensors, Actuators and Switches and Asset Management Systems (Vehicle Tracking System etc) to Original Equipment Manufacturers (OEM) and replacement markets. The equity shares of the Transferor Company are listed on National Stock Exchange of India Ltd. ("**NSE**") and BSE Ltd. ("**BSE**") (collectively, the "**Stock Exchanges**").
- B. Pricol Pune Limited is a public company limited by shares incorporated in 2010 under the provisions of the Companies Act 1956, bearing Corporate Identity Number: U34200TZ2011PTC022194 having its registered office at 109, Race Course, Coimbatore 641018, Tamil Nadu (the "**Transferee Company**") and is *inter alia* engaged in the business of manufacturing and selling Instrument Clusters to several Personal Passenger Car and Utility Vehicles manufacturers. The entire equity share capital of the Transferee Company is held by the Transferor Company and its nominees.

RATIONALE

- A. The Amalgamation is expected to enable greater realisation of potential of the businesses of the Transferor Company and the Transferee Company and have beneficial results and enhanced value creation for the Company, their respective shareholders, their respective lenders and employees of such Company. It is considered desirable and expedient to amalgamate the Transferor Company with the Transferee Company with a view to achieve the following:
 - (i) The Amalgamation will consolidate the business. Further, the Amalgamation will provide a high level of synergistic integration of operations, better operational management and provide value addition to existing and future orders of the Transferor Company and Transferee Company by integrating the respective technical, financial and other expertise and resources.
 - (ii) Synergies arising out of consolidation of business will lead to enhancement of net worth of the combined business and reflection of true net-worth in the financial statements (as all assets, tangible and intangible, including those not recorded in the books of the Transferor Company, and liabilities of the Transferor Company shall be taken over by the Transferee Company and recorded at their respective fair values), improved alignment of debt and enhancement in earnings and cash flow.
 - (iii) Under the proposed amalgamation, the Transferee Company would be able to better leverage on its large network base, comprehensive suite of products and services, extensive corporate customer relationships, strong brand and vast talent pool. Further, the Transferee Company would have enhanced businesses potential and increased capability to offer a wider portfolio of products and services with a diversified resource base and deeper client relationships.

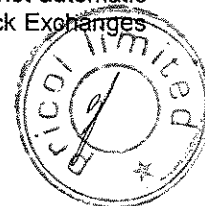


February 7, 2017

- (iv) The proposed Amalgamation would result in financial resources of the Transferor Company and Transferee Company being efficiently merged and pooled leading to more effective and centralised management of funds, greater economies of scale, stronger base for future growth and reduction of administrative and manpower expenses and overheads (i.e. cost rationalization), which are presently being multiplied, being separate entities. Amalgamation shall lead to greater efficiency in management of the businesses, simplicity and reduction in regulatory compliances, cost and operational efficiencies as well as optimum utilization of resources which will help the Transferee Company in keeping its business competitive in the long run and enhance the value of stakeholders.
- (v) The Amalgamation will provide greater internal control and functional integration at various levels of the organisation such as Information Technology, human resources, finance, legal and general management leading to an efficient organisation capable of responding swiftly to volatile and rapidly changing market scenarios.
- (vi) The Amalgamation will facilitate debt consolidation of the Transferor Company in the Transferee Company, which will improve the debt servicing abilities through improved cash flows and simplified administration of debt both for the Transferee Company and Transferor Company and for the lenders.
- B. Consequently, the Board of Directors (*as hereinafter defined*) of the Transferor Company and the Board of Directors of the Transferee Company have considered this Scheme of Amalgamation and accordingly proposed the Amalgamation of the Transferor Company with the Transferee Company.
- C. This Scheme provides for (i) the Amalgamation of the Transferor Company with the Transferee Company and issuance of equity shares of the Transferee Company to the equity shareholders of Transferor Company in accordance with the Share Exchange Ratio, as per the terms of this Scheme and pursuant to Sections 391 to 394 of the 1956 Act and the other relevant provisions made under the 1956 Act or the 2013 Act (*as hereinafter defined*), as applicable and various other matters consequential to or otherwise integrally connected with the above in the manner provided for in the Scheme; (ii) cancellation of equity shares of the Transferee Company held by the Transferor Company as per the terms of this Scheme and pursuant to Section 100 of the 1956 Act and the other relevant provisions made under the 1956 Act or the 2013 Act (*as hereinafter defined*), as applicable; (iii) change of name of Pricol Pune Limited to Pricol Limited and various other matters consequential to or otherwise integrally connected with the above in the manner provided for in the Scheme.
- D. This Scheme has been drawn up to comply with the conditions relating to "amalgamation" as defined and specified under Section 2(1B) of the Income Tax Act (*as hereinafter defined*). If any terms or provisions or part of this Scheme are found or interpreted to be inconsistent with the provisions of Section 2(1B) of the Income Tax Act, at a later date including resulting from an amendment of law or for any other reason whatsoever, the provisions of Section 2(1B) of the Income Tax Act shall prevail and the Scheme shall stand modified to the extent necessary to comply with Section 2(1B) of the Income Tax Act and such modifications shall not affect other parts of the Scheme.
- E. The amalgamation of the Transferor Company with the Transferee Company pursuant to this Scheme shall take place with effect from the Appointed Date (*as hereinafter defined*).

Approvals with respect to Scheme of Amalgamation

The Scheme of Amalgamation between erstwhile Pricol Limited with Pricol Limited (formerly Pricol Pune Limited) and their respective Shareholders for transfer and vesting of the entire business and undertaking of Pricol Limited into Pricol Pune Limited under Sections 391 to 394 of the Companies Act, 1956 was approved by the shareholders of erstwhile Pricol Limited at the Court convened Meeting on June 22, 2016 and thereafter, the Hon'ble High Court of Madras vide its Order dated October 6, 2016 has sanctioned the said Scheme of Amalgamation. In accordance with the said Scheme, the Equity Shares of our Company issued, subject to applicable regulations, shall be listed and admitted to trading on the NSE and BSE. Such listing and admission for trading is not automatic and will be subject to such other terms and conditions as may be prescribed by the Stock Exchanges at the time of application by our Company seeking listing.





Information Memorandum
February 7, 2017

XI. STATEMENT OF TAX BENEFITS

Statement Of Possible Tax Benefits Available To The Company And Its Shareholders

To
The Board of Directors,
Pricol Limited (Formerly Pricol Pune Limited)
Coimbatore

Dear Sir,

Statement of Possible Tax Benefits Available to the Company and its shareholders

We hereby confirm that the enclosed Annexure, prepared by Pricol Limited (Formerly Pricol Pune Limited) ('the Company') which states the possible special and general tax benefits available to the Company and the shareholders of the Company under the Income Tax Act, 1961 ('Act') presently in force in India. Several of these benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the relevant provisions of the Act. Hence, the ability of the Company or its shareholders to derive the tax benefits is dependent upon fulfilling such conditions, which based on the business imperatives, the Company or its shareholders may or may not choose to fulfill.

The benefits discussed in the enclosed Annexure are not exhaustive and preparation of the contents stated is the responsibility of the Company's management. We are informed that this statement is only intended to provide general information to the investors and hence is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences, the changing tax laws, each investor is advised to consult his or her own tax consultant with respect to the specific tax implications arising out of their participation in the offer for sale.

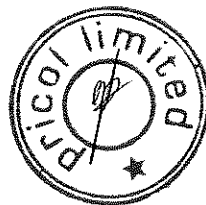
Our confirmation is based on the information, explanations and representations obtained from the Company and on the basis of our understanding of the business activities and operations of the Company. We have no responsibility to update this report for events and circumstances occurring after the date of this report. We do not express an opinion or provide any assurance as to whether:

- the Company or its shareholders will continue to obtain these benefits in future; or
- the conditions prescribed for availing the benefits, where applicable have been/would be met; or
- the revenue authorities/courts will concur with the views expressed herein.

For Haribhakti & Co. LLP
Chartered Accountants
ICAI FRN 103523W

C.S.Sathyannarayanan
Partner
Membership No.028328 / W100048

November 22, 2016
Coimbatore



STATEMENT OF POSSIBLE TAX BENEFITS AVAILABLE TO THE COMPANY'S SHAREHOLDERS UNDER THE INCOME TAX ACT, 1961 ("INCOME TAX ACT,1961") AND OTHER DIRECT TAX LAWS PRESENTLY IN FORCE IN INDIA

The following key tax benefits are available to the Company and the prospective shareholders of the Company under the Income tax Act, 1961 (Act), presently in force in India as identified/prepared by the company. The tax benefits listed below are the possible benefits available under the current tax laws presently in force in India. Several of these benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the relevant tax laws. Hence, the ability of the Company or its shareholders to derive the tax benefits is dependent upon fulfilling such conditions, which based on business imperative it faces in the future, it may or may not choose to fulfil. This Statement is only intended to provide the tax benefits to the Company and its shareholders in a general and summary manner and does not purport to be a complete analysis or listing of all the provisions or possible tax consequences of the subscription, purchase, ownership or disposal etc. of Equity Shares. In view of the individual nature of tax consequence and the changing tax laws, each investor is advised to consult their own tax adviser with respect to specific tax implications arising out of their participation in the Issue.

Special Tax Benefits

1. Special Tax Benefits Available to the Company

As per Section 35(2AB), weighted deduction @200% is available on Research & Development expenditure (except on land and building) incurred by the Company on in house research and development facility as approved by the prescribed authority, upto March 31, 2017. This deduction is sought to be withdrawn in a phased manner by which no weighted deduction is available after 01.04.2021 (AY 2021-22).

In addition, the Company is also eligible for income tax deduction under Section 80IC in respect of profits earned from its operations in Uttarakand facility up to 100% for the first 5 years and at the rate of 30% for the another 5 years thereafter. The company is entitled to such exemptions upto financial year 2016- 2017.

2. Special Tax Benefits Available to the Shareholders of the Company

There are no special tax benefits available to the shareholders of the Company.

General Tax Benefits

1. Key benefits / deductions available to the Company under the Income Tax Act, 1961

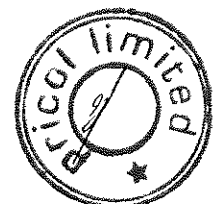
A) Business income:

a) Depreciation:

The Company is entitled to claim depreciation on specified tangible and intangible assets owned by it and used for the purpose of its business under Section 32 of the Income Tax Act, 1961. In case of new machinery or plant that is acquired by the Company (other than the specified exclusions), the Company is entitled to a further sum equal to 20% of the actual cost of such machinery or plant subject to conditions specified in Section 32 of the Income Tax Act, 1961. Unabsorbed depreciation if any, for an assessment year can be carried forward and set off against any sources of income (except salary) in the same assessment year or any subsequent assessment years as per the provisions of Section 32(2) read with section 72 of the Act.

b) Investment in new Plant & Machinery:

Section 32AC(1A) of the Income Tax Act, 1961 provides that, subject to the conditions specified in those sections, for the assessment years on or after 1.4.2015, the company is entitled to a deduction of a sum equal to the 15% of the actual cost of plant & machinery acquired and installed if the actual cost of new assets is ₹ 25 crores or more in any previous year. Such deduction is available upto AY 2017-18.



c) Contribution to certain Institutions / Projects:

As per Section 35 (1) (ii) contribution to an approved institution for usage in scientific research are eligible for weighted deduction at 175%.

d) Deductions under Chapter VI-A of the Income Tax Act, 1961:

As per Section 80G of the Income Tax Act, 1961 the Company is entitled to claim deduction of a specified amount in respect of eligible donations subject to the fulfilment of the conditions specified in that section.

e) MAT Credit:

As per Section 115JAA of the Income Tax Act, 1961, the Company is eligible to claim credit for Minimum Alternate Tax ("MAT") paid for any assessment year commencing on or after April 1, 2006 against normal income-tax payable in subsequent assessment years. MAT credit shall be allowed for any assessment year to the extent of difference between the tax payable as per the normal provisions of the Income Tax Act, 1961 and the tax paid under Section 115JB for that assessment year. Such MAT credit is available for set-off upto 10 years succeeding the assessment year in which the MAT credit arises. MAT credit is eligible for carry forward and set-off for up to 10 years succeeding the assessment year in which the MAT credit arises.

B) Capital gains:

a) i) Long Term Capital Gain (LTCG)

LTCG means capital gain arising from the transfer of a capital asset being a share or any other security held in a company which is listed in a recognized stock exchange in India or unit of the Unit Trust of India or a unit of a equity oriented mutual fund specified under clause (23D) of Section 10 or a Zero coupon bond held by an assessee for more than 12 months. In respect of any other capital assets, LTCG means capital gain arising from the transfer of an asset, held by an assessee for more than 36 months. However, in case the shareholder is a Company, income by way of long term capital gain shall not be reduced in computing the book profits for the purposes of computation of minimum alternate tax ("MAT") under section 115JB of the Income Tax Act, 1961.

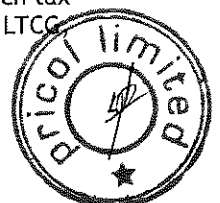
ii) Short Term Capital Gain (STCG)

STCG means capital gain arising from the transfer of capital asset being a share or any other security held in a company which is listed in a recognized stock exchange in India or unit of the Unit Trust of India or a unit of a equity oriented mutual fund specified under clause (23D) of Section 10 or a Zero coupon bonds, held by an assessee for 12 months or less. In respect of any other capital assets, STCG means capital gain arising from the transfer of an asset, held by an assessee for 36 months or less.

b) LTCG arising on transfer of equity shares of a company or units of an equity oriented fund (as defined which has been set up under a scheme of a mutual fund specified under Section 10(23D)) are exempt from tax under Section 10(38) of the Income Tax Act, 1961 provided the transaction is chargeable to securities transaction tax ("STT") and subject to conditions specified in that section. Income by way of long term capital gain exempt under Section 10(38) is to be taken into account in computing the Book profit and income tax payable under Section 115JB of the Income Tax Act, 1961.

c) As per Section 48 of the Income Tax Act, 1961 and subject to the conditions specified in that section, LTCG arising on transfer of capital assets (other than bonds and debentures (excluding capital indexed bonds issued by the Government) and depreciable assets), is to be computed by deducting the indexed cost of acquisition and indexed cost of improvement from the full value of consideration.

As per Section 112 of the Income Tax Act, 1961, the LTCG that are not exempt under Section 10(38) of the Income Tax Act, 1961, will be subject to tax at a rate of 20% with indexation benefit. No deduction from Chapter VIA shall be allowed from such income. However, if such tax payable on transfer of listed securities or units or Zero coupon bonds exceed 10% of the LTCG



without indexation benefit, the excess tax shall be ignored for the purpose of computing the tax payable by the assessee.

- d) As per Section 111A of the Income Tax Act, 1961, STCG arising on sale of equity shares or units of equity oriented mutual fund (as defined which has been set up under a scheme of a mutual fund specified under Section 10(23D)), are subject to tax at the rate of 15%, provided the transaction is chargeable to STT. No deduction under Chapter VIA shall be allowed from such income.
- e) STCG arising on sale of equity shares or units of equity oriented mutual fund (as defined which has been set up under a scheme of a mutual fund specified under Section 10(23D)), where such transaction is not chargeable to STT, shall be taxable at the rate of 30%.
- f) In addition to the aforesaid tax rates discussed in c, d and e above, in the case of domestic companies where the total income exceeds ₹ 1,00,00,000 but less than ₹ 10,00,00,000, a surcharge of 7% on such tax liability is also payable. A 2% education cess and 1% secondary and higher education cess on the total income tax is payable by all categories of taxpayers and where the income exceeds ₹ 10,00,00,000 a surcharge of 12% on such tax liability is also payable. A 2% education cess and 1% secondary and higher education cess on the total income tax is payable by all categories of taxpayers.
- g) As per Section 71 read with Section 74 of the Income Tax Act, 1961, short term capital loss arising during a year is allowed to be set-off against short term as well as long term capital gains. Balance loss, if any, shall be carried forward and set-off against any capital gains arising during subsequent 8 assessment years.
- h) As per Section 71 read with Section 74 of the Income Tax Act, 1961, long term capital loss arising during a year is allowed to be set-off only against long term capital gains. Balance loss, if any, shall be carried forward and set-off against only on long term capital gains arising during subsequent 8 assessment years.
- i) As per Section 54EC of the Income Tax Act, 1961, capital gains arising from the transfer of a long term capital asset shall be exempt from capital gains tax if such capital gains are invested within a period of 6 months after the date of such transfer in specified bonds issued by the following and subject to the conditions specified therein:
- National Highway Authority of India constituted under Section 3 of National Highway Authority of India Act, 1988
 - Rural Electrification Corporation Limited, a company formed and registered under the Companies Act, 1956

If only part of the capital gains is reinvested, the exemption shall be proportionately available. However, if the new bonds are transferred or converted into money within three years from the date of their acquisition, the amount so exempted shall be taxable as capital gains in the year of transfer/conversion.

As per this section, the investment in the Long Term Specified Asset cannot exceed 50 lakh rupees for a financial year and subsequent financial year.

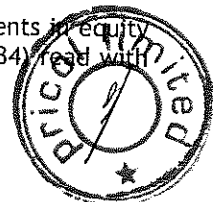
Securities transaction tax:

As per the provisions of Section 36(1)(xv) of the Act, STT paid in respect of the taxable securities transactions entered into in the course of the business is allowed as a deduction if the income arising from such taxable securities transactions is included in the income computed under the head 'Profit and gains of business or profession'. Where such deduction is claimed, no further deduction in respect of the said amount is allowed while determining the income chargeable to tax as capital gains.

C) Income from Other Sources

Dividend Income:

Dividend (both interim and final), if any, received by the Company on its investments in equity shares of another Domestic Company shall be exempt from tax under Section 10(34) read with



Section 115-O of the Income Tax Act, 1961.

Further, any amount declared, distributed or paid by the Company by way of dividends on or after 1 April 2003, whether out of current or accumulated profits, shall be charged to additional income tax at the rate of 15% (plus applicable surcharge and education cess). Credit in respect of dividend distribution tax paid by a subsidiary of the Company could be available while determining the dividend distribution tax payable by the Company as per provisions of Section 115-O(1A) of the Act, subject to fulfilment of prescribed conditions.

Income received in respect of units of a mutual fund specified under Section 10(23D) of the Income Tax Act, 1961 (other than income arising from transfer of such units) shall be exempt from tax under Section 10(35) of the Income Tax Act, 1961. However Section 14A restricts claim for deduction of expenses in relation to exempt income.

2. Key benefits available to the Members/shareholders of the Company

2.1 Resident Members/shareholders

a) Dividend income:

Dividend (both interim and final), if any, received by the resident shareholders from a Domestic Company shall be exempt from tax under Section 10(34) read with Section 115O of the Income Tax Act, 1961. However Section 14A restricts claim for deduction of expenses in relation to exempt income.

As per section 115BBDA any income by way of dividend in excess of ₹ 10 lakh shall be chargeable to tax in the case of an individual, Hindu undivided family (HUF) or a firm who is resident in India, at the rate of ten percent. The taxation of dividend income in excess of ten lakh rupees shall be on gross basis.

b) Capital gains:

Benefits outlined in Paragraph 1(B) above are also applicable to resident shareholders. In addition to the same, the following benefit is also available to a resident shareholder being an individual or a HUF.

(i) As per Section 54F of the Income Tax Act, 1961, LTCG arising from transfer of equity shares shall be exempt from tax if net consideration from such transfer is utilized within a period of one year before, or two years after the date of transfer, for purchase of a new residential house, or for construction of residential house within three years from the date of transfer and subject to conditions and to the extent specified therein mainly relating to retention of the acquired asset for a period of 3 years.

(ii) As per section 47(vii), transfer of shares by the shareholders of the amalgamating company will be exempt in the hands of the shareholder of such company subject to conditions prescribed in the section.

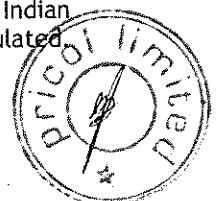
2.2 Non-Resident Members

a) Dividend Income:

Dividend (both interim and final), if any, received by the non-resident shareholders from a Domestic Company shall be exempt from tax under Section 10(34) read with Section 115O of the Income Tax Act, 1961. However Section 14A restricts claim for deduction of expenses in relation to exempt income, if return of income is filed in India.

b) Capital gains:

Benefits outlined in paragraph 2.1(b) above are also available to a non-resident shareholder except that as per first proviso to Section 48 of the Income Tax Act, 1961, the capital gains arising on transfer of capital assets other than the bonds and debentures of an Indian Company need to be computed by converting the cost of acquisition, expenditure incurred in connection with such transfer and full value of the consideration received or accruing as a result of the transfer, into the same foreign currency in which the equity shares were originally purchased. The resultant gains thereafter need to be reconverted into Indian currency. The conversion needs to be at the prescribed rates prevailing on dates stipulated



Further, the benefit of indexation as provided in second proviso to Section 48 is not available to non-resident shareholders.

c) Tax Treaty Benefits:

As per Section 90 of the Income Tax Act, 1961, a non-resident shareholder can claim relief in respect of double taxation, if any, as per the provision of the applicable double taxation avoidance agreement entered into by the Government of India with the country of residence of the non-resident shareholder. The assessee has the option to apply the rates in tax treaty or the Indian tax laws, whichever is beneficial.

The benefits under tax treaties are available only if ;

- The transaction is not covered by General Anti-avoidance Rules
- Tax residency certificate is obtained from the Government of resident country
- Submission of Form 10F by the non-resident to the payer

2.3 Special provisions in case of non-resident Indians in respect of income / LTCG from specified foreign exchange assets under Chapter XII-A of the Income Tax Act, 1961.

- i) Non-Resident Indian (“NRI”) means a citizen of India or a person of Indian origin who is not a resident. Person is deemed to be of Indian origin if he, or either of his parents or any of his grandparents, were born in undivided India.
- ii) Specified foreign exchange assets include equity shares of an Indian company which are acquired/purchased/subscribed by NRI in convertible foreign exchange.
- iii) As per Section 115E of the Income Tax Act, 1961, income (other than dividend which is exempt under Section 10(34)) from investments and LTCG (other than gain exempt under Section 10(38)) from assets (other than specified foreign exchange assets) shall be taxable @ 20% (plus applicable Surcharge and Education Cess and Secondary & Higher Education Cess). No deduction in respect of any expenditure or allowance or deductions under Chapter VI-A shall be allowed from such Income.
- iv) As per Section 115E of the Income Tax Act, 1961, LTCG arising from transfer of specified foreign exchange assets shall be taxable @ 10% (plus applicable Surcharge and Education Cess and Secondary & Higher Education Cess).
- v) As per Section 115F of the Income Tax Act, 1961, LTCG arising on transfer of a foreign exchange asset shall be exempt in case net consideration from such transfer is invested in the specified assets or savings certificates within six months from the date of such transfer, subject to the extent and conditions specified in that section.
- vi) As per Section 115G of the Income Tax Act, 1961, in case total income of a NRI consists only of income/LTCG from such foreign exchange asset / specified asset and tax thereon has been deducted at source in accordance with the Income Tax Act, 1961, then, it shall not be necessary for a NRI to file return of income under Section 139(1) of the Income Tax Act, 1961.
- vii) As per Section 115H of the Income Tax Act, 1961, where a person who is a NRI in any previous year, becomes assessable as a resident in India in respect of the total income of any subsequent year, he may furnish a declaration in writing to the assessing officer, along with his return of income under Section 139 of the Act for the assessment year in which he is first assessable as a resident, to the effect that the provisions of the Chapter XII-A shall continue to apply to him in relation to investment income derived from the specified assets for that year and subsequent years until such assets are transferred or converted into money.
- viii) As per Section 115I of the Income Tax Act, 1961, the NRI can opt not be governed by the provisions of Chapter XII-A for any assessment year by furnishing return of income for that assessment year under Section 139 of the Income Tax Act, 1961, declaring therein that the provisions of this chapter shall not apply, in which case the other provisions of the income tax act shall apply.

2.4 Foreign Institutional Investors (FIIs)

a) Dividend Income:

Dividend (both interim and final), if any, received by the shareholder from a Domestic Company shall be exempt from tax under Section 10(34) read with Section 150 of the Income Tax Act, 1961.



b) Capital Gains:

Subject to (i) and (iv) below, the applicable rates of taxes are:

- i. As per Section 115AD of the Income Tax Act, 1961, income (other than income by way of dividends referred to Section 115O) received in respect of securities (other than units referred to in Section 115AB) shall be taxable at the rate of 20% (plus applicable Surcharge and Education Cess and Secondary & Higher Education Cess). No deduction in respect of any expenditure/allowance shall be allowed from such income
- ii. As per Section 115AD of the Income Tax Act, 1961, capital gains arising from transfer of securities shall be taxable as follows:

Nature of income	Rate of tax (%)
Long term capital gains on sale of equity share not subjected to STT	10
Short term capital gains on sale of equity shares subjected to STT	15
Short term capital gains on sale of equity shares not chargeable to STT	30

- iii. For corporate FII, the above tax rates will be increased by a surcharge of 2% on such tax liability in case income exceeds Rs.1,00,00,000 but less than ₹.10,00,00,000. A 2% education cess and 1% secondary and higher education cess on the total income tax (including surcharge) is payable by all categories of taxpayers. In case the income exceeds ₹.10,00,00,000 the surcharge will be @ 5%. A 2% education cess and 1% secondary and higher education cess on the total income tax (including surcharge) is payable by all categories of taxpayers. The benefits of indexation and foreign currency fluctuation protection as provided by Section 48 of the Income Tax Act, 1961 are not available to an FII.
- iv. Benefit of exemption under Section 54EC of the Income Tax Act, 1961 shall be available as outlined in Paragraph 1(B)(i) above.
- v. The government has in principle accepted the recommendation of the AP Shah committee to not pursue cases against foreign institutional investors (FII) involving minimum alternate tax (MAT) levied prior to April 1, 2015. The government will now amend relevant sections of the Income Tax Act in order to make the levy not applicable.

c) Tax Treaty Benefits:

As per Section 90 of the Income Tax Act, 1961, a non-resident shareholder can claim relief in respect of double taxation, if any, as per the provision of the applicable double taxation avoidance agreements entered into by the Government of India with the country of residence of the non-resident shareholder. The assessee has the option to apply the rates in tax treaty or the Indian tax laws, whichever is beneficial.

2.5 Mutual Funds

As per the provisions of Section 10(23D) of the Income Tax Act, 1961, any income of mutual funds registered under the Securities and Exchange Board of India, Act, 1992 or Regulations made there under, mutual funds set up by public sector banks or public financial institutions and mutual funds registered under the Securities Exchange Board of India Act authorised by the Reserve Bank of India, would be exempt from income-tax, subject to the prescribed conditions.

The Finance Act, 2015 has inserted clause (xviii) to Section 47 of the Act according to which any transfer by a unit holder of a capital asset, being a unit or units, held by him in the consolidating scheme of a mutual fund, made in consideration of the allotment to him of a capital asset, being unit or units, in the consolidated scheme of the mutual fund shall not be considered as transfer for the purpose of Section 2(47) of the Act



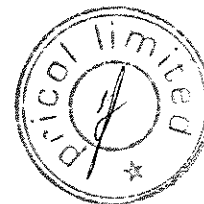
3. Tax deduction at source:

No income tax is deductible on income by way of Capital Gains, in case of residents. As per Section 195 of the IT Act, any income (including capital gains other than long term capital gains exempt under Section 10 (38) of the IT Act) payable to non-resident, may fall within the ambit of with-holding provisions, subject to the provisions of the relevant tax treaty. Accordingly, income tax may have to be deducted at source in the case of a non-resident at the rate prescribed under the domestic tax laws or under the tax treaty, whichever is beneficial to the assessee unless a lower withholding certificate is obtained from the tax authorities.

Under Section 196D of the Income Tax Act, 1961, no deduction of tax at source shall be made in respect of capital gains arising on sale proceeds to FIIs on transfer of equity shares.

Notes:

- a) All the above benefits are as per the current tax law and will be available only to the sole/first names holder in case the equity shares are held by joint holders.
- b) The above Statement of Possible Direct Tax Benefits sets out the provisions of law in a summary manner only and is not a complete analysis or listing of all potential tax consequences of the purchase, ownership and disposal of equity shares.
- c) All the above benefits are as per the current tax laws (including amendments made by the Finance (No. 2) Act 2015,) legislation, its judicial interpretation and the policies of the regulatory authorities are subject to change from time to time, and these may have a bearing on the benefits listed above. Accordingly, any change or amendment in the law or relevant regulations would necessitate a review of the above.
- d) Several of these benefits are dependent on the company and its shareholders fulfilling the conditions prescribed under the provisions of the relevant sections under the relevant tax laws.
- e) Transactions between non-residents may be subject to Capital gains tax in India on indirect transfer of shares in India if it falls within the ambit of Section 9(1)(i) and other applicable domestic Act sections and relevant DTAA provisions. Investor should take expert advice on this aspect.
- f) Obtaining a Permanent Account Number (PAN) is now a requirement for almost all transactions. Investor is advised to obtain it; otherwise, the tax deducted at source as per Section 206AA shall be calculated as the highest amongst the rate specified in the relevant provision of the Income Tax Act 1961, the rate in force and a flat rate of 20 per cent.
- g) Ideally the Investor should file Return of Income in India, specifically so in cases where any Indian taxes are payable or refunds are to be obtained.



XII. INDUSTRY OVERVIEW

The information in this section includes extracts from publicly available information, data and statistics and has been derived from various publications and industry sources such as CRISIL, LMC Automotive, and International Monetary Fund. Neither the Company, nor any other person connected with the Listing has independently verified this information. Industry sources and publications generally state that the information contained therein has been obtained from sources believed to be reliable, but their accuracy, completeness and underlying assumptions are not guaranteed and their reliability cannot be assured. Industry sources and publications are also prepared based on information as of specific dates and may no longer be current or reflect current trends. Industry sources and publications may also base their information on estimates, projections, forecasts and assumptions that may prove to be incorrect. Accordingly, investors should not place undue reliance on, or base their investment decision on this information.

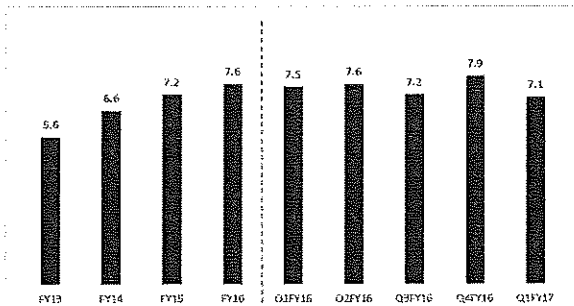
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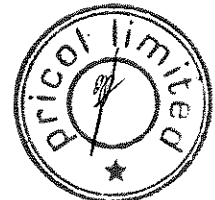
A. Indian Economic Overview

Indian population is estimated at 1.25 billion (as of July 2015) of which 67.3% and 32.7% lived in rural and urban areas, respectively, with an estimated annual urbanization rate of 2.38%. The median age of its population is 27.3 years, which makes it one the youngest population in the world. (Source: CIA, Worldfactbook)

As per the revised estimates released by the Central Statistical Organization (CSO), India's GDP grew 7.6% in fiscal 2016 and 7.1%, growth in the three months ended June 30th, 2016. While the services sector growth was 8.9% as compared to 9.2% growth estimated earlier, industrial and agricultural growth increased 10 basis points to 7.4% and 1.2%, respectively. (Source: CRISIL Database – Economy Section)



(Source: CRISIL Database – Economy Section)



It is expected that demand will increase in fiscal 2017 with a normal monsoon, increased public sector wages and as banks and financial institution pass on lower interest rate to borrowers. Taken with the crowding-in effect from stepped-up public investment, private investment should rise towards the end of this fiscal year.

CRISIL Research expects GDP growth rate to be 7.9% in fiscal 2017. (Source: CRISIL Database – Economy Section) Gross value added (GVA) for the year 2015-16 grew by 7.2% as compared to the growth of 7.1% in 2014-15. At the sectoral level, the growth rate of GVA for agriculture and allied sectors, industry and services sectors for the year 2015-16 are provisionally estimated at 1.2%, 7.4%, and 8.9%, respectively. (Source: Monthly Economic Reports, Ministry of Finance)

B. Indian Automotive Industry

i. Faster Growth, Brighter Future for Cars & UVs

Domestic sales of cars & utility vehicles (UVs) are expected to grow at 11-13% compound annual growth rate (CAGR) from 2015-16 to 2019-20, after recording a 6% CAGR in the last 5 years. (Source: CRISIL Database – Cars & Utility Vehicle)

This growth is expected to be led by a faster economic growth and improvement in consumer sentiments (driven by rising affordability and competitively priced launches). Demand is expected to pick up on the back of lower interest rates, lower fuel cost resulting in lower cost of ownership despite an increase in prices due to tax imposed by the Union Budget 2016-17 (mainly on SUVs and diesel vehicles). Buoyed by the payout of the 7th Pay Commission for all civil and military divisions of the Government of India during the latter part of 2016-17 is expected to contribute to growth in sales for the passenger vehicle industry.

The long-term outlook on the automotive industry is positive, given the low car penetration levels in India of approximately 15 per 1000 people. Crude oil prices are also likely to remain subdued in the next five years. A rise in the working population who will harbour aspirations of a better lifestyle will be factors for strong growth expectations.

ii. Broad-based Growth in Domestic Auto Sales Volumes

A. Commercial Vehicles

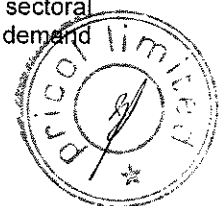
Medium and heavy commercial vehicle (MHCV) sales growth is expected to remain flat, due to dwindling replacement demand by large-fleet operators (LFOs) and slow growth in industrial output. Light commercial vehicle (LCV) sales are likely to increase 9-11% in 2016-17, due to the improving private final consumption expenditure (PFCE) and high redistribution freight.

B. Cars & Utility Vehicles

Domestic sales of cars & UVs is expected to improve in 2016-17, on the back of a conducive monsoon, 7th pay commission, new model launches and lower cost of ownership. The long-term picture is bright, given the current lower penetration levels and the likelihood of stable crude oil prices. GST implementation will reduce the prices and aid the demand growth; while regulatory compliance will push the prices up impacting demand.

C. Two-Wheelers

Two-wheeler sales is set to grow at a robust CAGR of 8-10% in 2016-17 as motorcycle sales are expected to recover by the second half and clock 6-8% growth on the back of rural demand and premium launches. Scooters is expected to continue growing at a faster 14-16% and drive sectoral growth such as convenience, perceived higher utility in intracity transport, and growth in demand from urban and semi-urban areas.



D. Tractors

Domestic tractor production is estimated to have declined 7% in 2015-16 owing to weak rural demand exacerbated by insufficient rainfall; with normal monsoon expected demand is expected to improve 10-12% in 2016-17. The long term tractor industry CAGR from 2015-16 to 2020-21 is expected to be 9-11%

iii. FDI Drives Growth in Domestic Auto Industry

India has initiated several policy measures since 2001 to attract foreign direct investment (FDI) in the automobile sector. Policies have focused on permitting up to 100% FDI and imposing heavy customs duties on the import of new and used vehicles, while encouraging imports of machinery and components. Measures to encourage domestic production have facilitated tremendous growth of the automotive manufacturing industry in India, making it the seventh-largest global automobile producer. The automotive manufacturing industry, which accounts for almost 7% of India's GDP, has attracted ₹ 763 billion, or U.S.\$ 14.3 billion, in FDI equity inflow between April 2000 and December 2015. The investment forms 5% of the total FDI inflow into India, as of December 2015.

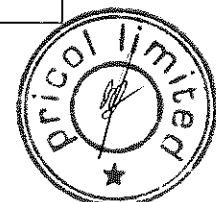
iv. Advanced Emission Norms Call for Improved Engine and Fuel Quality

Emission norms are aimed at reducing vehicular pollution, to ensure adherence to these norms, vehicle and fuel systems must be jointly optimized. India has progressively moved to adopting higher standards for emission norms, which permit lesser amounts of pollutants in the fuel. For this purpose, the Central Pollution Control Board has implemented the Bharat Stage (BS) emission norms.

New emission norms necessitate changes to vehicle design and fuel quality, which call for large investments from both automakers and oil refining companies. Although these changes have long-term environmental benefits, they pose near-term challenges such as cost implications. Realisations for auto component suppliers for the OEM segment are expected to increase 2-3% in 2016-17 of which 1-1.5% is expected due to the price rise in certain components from the second half of 2016-17 owing to Bharat Stage IV implementation.

The following chart shows the emission technology for various BS norms:

Emission Norms	BS-I (1995)	BS-II (2000)	BS-III (2005)	BS-IV (2017)	BS-VI (2020*)
Petrol Technology	1. Carburettor Optimisation 2. Intake, exhaust combustion optimisation	1. Fuel injection 2. Fixed EGR	1. Fuel injection +catalytic converter 2. Variable value timing	1. Direct cylinder injection 2. Multi brick catalytic converter	1. Variable value timing 2. EGR for NOx control 3. Gasoline direct injection
Diesel Technology	1. Retarded injection timing 2. 700 to 800 bar injection pressure	1. Turbo charging 2. High pressure >800 bar	1. Variable geometry turbocharger 2. High pressure >1,200 bar	1. Particulate trap 2. NOx traps 3. Common rail injection >1,600 bar	1. Variable valve timing 2. Variable geometry turbocharger 3. Common rail direct fuel injection 1,800-2,100 bar



C. Indian Automotive Components Industry

i. Auto Components to see Strong Volume Growth in 2016-17

Auto-component production has grown at 7% in 2015-16 owing to increased off-take from OEMs, especially of cars and medium and heavy commercial vehicles (MHCVs). However, a poor monsoon dampened demand from tractor, two-wheeler, and light commercial vehicle (LCV) manufacturers. (Source: CRISIL Database – Auto Component)

Auto component production would record a CAGR of 11-13% from 2016-17 to reach INR 4,482 billion. Higher realisation is expected across vehicle segments in the long term due to regulatory norms leading to high-value components. Volume growth will be supported by recovery in rural-dependent segments such as motorcycles (+4-6%), LCVs (+7-9%) and tractors (+10-12%). However, rise in raw material costs and cost of BS IV norms implementation will result in growth of 2-3% in 2016-17

Automotive Components production is forecasted to grow 8-10% in 2016-17. Exports grew 6% in rupee terms and contracted 1% in dollar terms due to deceleration in demand from the United States and decline in exports to major European Union destinations such as Germany and the United Kingdom. Exports are expected to decline by 4-7% due to slow down in the commercial vehicle segment and modest demand from UK, Germany and Brazil.

ii. Automotive Components: Demand Outlook by Segment

A. OEM Demand

Expected CAGR of 12-14% between FY16 and FY21, to approximately INR 3,061 billion, led by robust vehicle production. Among OEMs, demand will be primarily from cars and utility vehicles (11-13% CAGR), commercial vehicles (8-11% MHCV, 11-14% LCV and buses 8-10%) and two-wheelers (8-10%).

The proportion of manufacturing activity outsourced to auto-component makers is the highest for cars and utility vehicles at about 60% of a car's total price tag, which explains this segment's prominence.

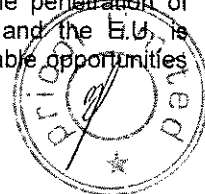
On the other hand, outsourcing accounts for about 40% of the manufacturing cost for commercial vehicles, which is expected to increase further with the growing technological spending by auto component players, fetching higher realization from CVs for auto-component manufacturers.

B. Replacement Demand

As the proportion of vehicles requiring replacement remains high until 2019-20, after-market demand is expected to be robust. Growth is projected at an 8-10% CAGR in the next five years, as higher production in the past five years (compared with the 2004-2009 period) will lead to more replacement demand. Total auto-component imports are forecasted to post a 9-11% CAGR between FY16-FY21, slightly lower than the past five year growth of 11.4%. The Government is likely to impose anti-dumping duties on certain components, and OEMs are shifting towards localized products. The trucking industry is expected to gradually shift towards organised auto component players given GST; hence, replacement parts are expected to be increasingly sourced from domestic players, leading to increased use of service stations as the service quality improves.

C. Export Demand

As global OEMs look to reduce costs, they are expected to increasingly source automotive components from low-cost countries, such as India. Indian component manufacturers have demonstrated their ability to adhere to stringent quality standards. Currently, the penetration of Indian automotive components in major markets such as the NAFTA region and the E.U. is minuscule, forming less than 1% of global exports. Therefore, there is a considerable opportunities for expansion by Indian auto-component players in the next few years.



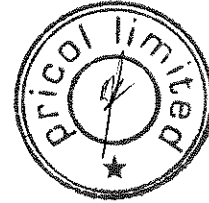


Information Memorandum
February 7, 2017

India has emerged as an auto-component hub for automakers across the globe, given its relatively lower manufacturing cost. Superior product quality and a shift to high-tech products have helped Indian component makers compete better with other low-cost destinations and thus boosted exports. In the auto-component industry, cost is the most critical factor. Low-cost countries focus on lowering manufacturing as well as supply chain costs while maintaining quality. Critical components, such as engine parts, drive transmission and steering, and electricals, are technologically more complex compared to lower margin components, share of Indian players in technologically complex products is expected to increase gradually, as the domestic automotive market increasingly attains global technological intensity levels and component manufacturers continue to acquire greater technological prowess.

iii. Carmakers Largest Consumers of Automotive Components

Production of automotive components depends on consumption by different end-user segments: OEM, exports and the replacement market. OEM demand can be further segregated based on various vehicle segments. In 2014-15, CRISIL Research projects OEMs to account for nearly two-thirds of the total automotive component consumption. Among OEMs, cars and utility vehicle manufacturers remain the largest consumers.



XIII. OUR BUSINESS

Over the years, the Company has grown and evolved into a global player with a dominant market presence in the automotive component and product business. It aims to deliver innovative technological solutions and precision engineered products which propel the automotive industry.

The Company was incorporated on May 18, 2011 under the Companies Act, 1956 as "Pricol Pune Limited" and the name was changed to "Pricol Pune Private Limited" vide Certificate of Incorporation dated April 30, 2012 and further the name was changed to "Johnson Control Pricol Private Limited" vide certificate of Incorporation dated July 11, 2012. Again the name was changed to "Pricol Pune Private Limited" vide Certificate of Incorporation dated 29 May, 2015, and change of name to Pricol Pune Limited vide Certificate of Incorporation dated 22 January, 2016. The Hon'ble High Court of Madras by its order dated 6th October 2016 has approved the Scheme of Amalgamation amongst Pricol Limited, Pricol Pune Limited and their respective shareholders. Pursuant to this Scheme, the name of the Company was changed from "Pricol Pune Limited" to "Pricol Limited" vide Certificate of Incorporation dated 18 November, 2016. The Corporate Identification Number of our Company is U34200TZ2011PLC022194.

The registered office was shifted from "1065 at Village Pirangut, Taluka Mulshi, Pune, Maharashtra" to "109, Race Course, Coimbatore - 641018, Tamilnadu", with effect from 11th January 2016.

Pricol has a proved track record of manufacturing high quality automotive components.

Manufacturing Facilities

Pricol has 8 manufacturing facilities across the globe, namely Coimbatore, Pune, Gurugram, Pantnagar, Jakarta (Indonesia) and Sao Paulo (Brazil), into the manufacture of components for the automotive industry.

Products

Pricol's products are split into three major categories:

- **Driver Information systems** – Instrument Clusters, Gauges, Fuel Level Sensors, Temperature Sensor, Pressure sensor, Position Sensor, Safety Switches, and Oil Level Switches
- **Pumps & Mechanical Products** – Oil Pumps, Water Pumps, Fuel Feed Pumps, Auto Decompression Units, Auto Fuel Cocks, Chain Tensioners, Cabin Tilt Pumps, Pressure Relief Valves, etc.
- **Telematics & Asset Management Solutions** – Telematics Control Units, Body Control Modules, Digital Fare Meters, Park Assist Systems, etc

Principal Competitors

The Automotive components industry in the country comprise of players such as Continental (*Continental Automotive Components (India) Private Limited*), Minda (*Minda Stoneridge Instruments Limited*), Adhvik (*Adhvik Hi-tech Private Limited*), Visteon (*Visteon Automotive Systems India Private Limited*), Autolec (*Sundaram Fasteners Limited*), etc who are into the manufacture of various automotive components.

Research and Development (R&D) & IPR

The Company has two Research & Development (R&D) centers, which were approved by the Department of Scientific and Industrial Research (DSIR), Ministry of Science and Technology, Government of India, New Delhi.

Presently we have 10 patents for the inventions, further 15 inventions are under process for grant of patent. We also have 7 granted designs and the Company continues to foster innovation for growth, across all product development functions. Our trademarks are registered under the Trademark Act 1999.



Human Resources

The Company has the track record to recruit, train and retain high quality managerial and technical professionals. At the entry level, we recruit professionals with managerial and engineering background. Our Company seeks to retain professional talent through career management and through providing competitive levels of compensation and a positive working environment. The table below provides details of our company's employees (excluding contractual employees, trainees) as on November 1, 2016:

S. No	Particulars	No. of employees / staff / workers
1	Management personnel	10
2	General Managers & Deputy General Managers	23
3	Senior Managers & Managers	76
4	Staff	666
5	Operators	1,495
Total		2,270

Our Company's human resource policies concentrate on creating a management and skilled manpower pool through enhanced training and development activities and conceptualizing key responsibilities for them.

Insurance

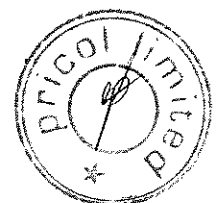
We maintain comprehensive fire and special perils insurance cover for the majority of our assets, which covers material damage, due to fire, accidents and natural disasters including earthquakes as well as storm, typhoon, flood indemnity, lightening, aircraft damage, missile testing operations, riot, strike and malicious damage. In addition, we maintain marine insurance to cover losses caused by sea perils, theft or non-delivery of products we ship to customers overseas and the raw materials and equipment we import. Similarly, we insure shipment of our products and raw materials while in transit within India against such losses.

Properties

The following table sets forth the significant properties owned by us:

Sr. No.	Address of Property	Area	Use of property	Status
1	132, Ooty Main Road, Coimbatore – 641020, Tamilnadu, India.	23.46 Acres	Plant-1	The part of the property has been charged in favour of the Bankers to secure the credit facility availed from the bank.
2	4/558, Chinnamathampalayam, Billichi Village, Press Colony Post, Coimbatore – 641019, Tamilnadu, India	23.300 Acres	Plant-3	The property has been charged in favour of the Bankers to secure the credit facility availed from the bank.
3	Vavipalayam Village, Palladam – 641 666, Tamilnadu, India	35.46 Acres	Wind farm	Freehold
4	Neelambur, Coimbatore – 641062, Tamilnadu, India	21.10 Acres	Future use	Freehold

In addition to above properties, the Company has also taken certain properties on lease from various parties which are used for operation of its businesses.



XIV. HISTORY AND CERTAIN CORPORATE MATTERS

The Company incorporated on May 18, 2011 under the Companies Act, 1956 as Pricol Pune Limited and the name was changed to Pricol Pune Private Limited vide Certificate of Incorporation dated April 30, 2012 and further the name was changed to Johnson Control Pricol Private Limited vide certificate of Incorporation dated July 11, 2012. Again the name was changed to Pricol Pune Private Limited vide Certificate of Incorporation dated May 29, 2015, and change of name to Pricol Pune Limited. The Hon'ble High Court of Madras at Chennai by its order dated October 6, 2016 has approved the Scheme of Amalgamation amongst Pricol Limited Pricol Pune Limited and their respective shareholders. Pursuant to this Scheme, the name of the Company was changed from "Pricol Pune Limited" to "Pricol Limited" vide Certificate of Incorporation dated November 18, 2016.

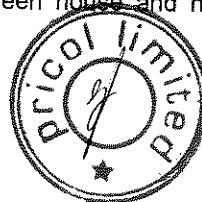
Registered Office

The registered office was shifted to 109, Race Course, Coimbatore – 641018, Tamilnadu, with effect from 11th January 2016. Previously it was situated at 1065 at Village Pirangut, Taluka Mulshi, Pune.

Main Objects

The main objects of our Company as set forth in the Memorandum of Association of our Company are as follows:

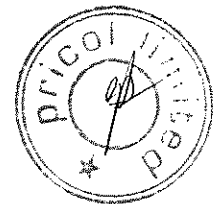
1. To carry on the business of Manufacturers, Exporters, Importers, Dealers in Instrument Clusters, Displays, Body Control Modules, Immobilisers for Automobiles.
2. To Purchase, Sell, construct, develop maintain, take in exchange, or on lease, hire, acquire or otherwise deal with, lands, township, built-up infrastructure and Construction-Development Projects including Housing, Commercial Premises, Hotels, Resorts, Hospitals, Educational Institutions, Recreational facilities, licenses, easement or interest in or with respect to any property whatsoever for consideration in the form of gross sum or rent or partly in one way and partly in the other or for any other consideration and to enter in the any arrangement, joint venture, partnership, co-operation with any person, society, firm or company in respect of any of the aforesaid activities.
(This clause has been inserted by passing special resolution at the Extra-Ordinary General Meeting held on 22nd July, 2016.)
3. To carry on the business of manufacturers and dealers of Speedometers, Pressure Gauges, Temperature Gauges, Ammeters, Vacuum Gauges, Fuel Gauges, Tank Units, Hour Meters, Tacho Meters, Electronic Speedometers and Gauges, Speedometer Cables and other Dash Board Instruments, Industrial Gauges and Meters required for other vehicles, automobiles, aircraft and any manufacturing industry.
4. To carry on the business of Manufacturers, Importers, Exporters, Dealers in, Assemblers of, Hirers, Repairers, Cleaners, Storers, Warehouseers of all precision instruments and gauges including panel instruments for automobiles, aircraft, cycle and other garage industries, equipments, tools and machinery of all descriptions and ancillaries and components related to these items.
5. (a) To establish, conduct and carry on agro research, to acquire, absorb and market technologies and consultancy services connected with growing, cultivating, producing, processing, setting up of green houses, nurseries, seed development of all kinds of plantation, horticulture and floriculture and establishing an in-house tissue culture lab using micro propagation techniques to specialize in clonal multiplication of selected genotypes and commercial propagation of a large varieties of horticultural, floricultural species and ornamental trees and to handle turnkey agro projects in horticulture, floriculture, tissue culture, green house and nurseries and in application of scientific cultivation methods.



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- (b) To plant, grow, cultivate, produce, process or deal, distribute and market in any plantation, horticultural, floricultural and agricultural produce and culturing, growing, processing and end formulation preparations from Alga Spirulina and other water species both in India or elsewhere.
- (c) To carry on the business of preservation, dehydration, freezing, freeze-drying, canning, tinning, bottling, packing and marketing of all kinds of plantation, horticulture, floriculture and other agro products and to deal, export, import, handle as principal or as agents of all kinds of Agro produce, Agro waste, Agro products, any substance or material based on Agro produce.
- (d) To develop, purchase, import, produce, store, market, export and deal in seeds of any kind or variety including hybrids and to manipulate, extract or trade in India or elsewhere as wholesaler, retailer or in any other capacity.
6. To carry on the business of leasing and hire purchase and to acquire, to provide on lease or to provide on hire purchase basis all types of industrial and office plant, equipment, machinery, vehicles, buildings and real estate required for manufacturing, processing, transportation, and trading businesses and other Commercial and service businesses.
7. To generate, consume, purchase, sell, supply and distribute Electricity by erection/ installation of wind or hydel or thermal or solar or atomic or by any other power stations in India or elsewhere and to install / erect transmission equipments, feeder lines, sub-stations etc. in connection therewith.
8. To promote, establish, manage and carry on the business of travelling agent for booking and reserving accommodations for railways, airlines, ships, motor bus & omnibuses, to provide necessary services for passport & visa, to handle inward foreign tourist activities in India & abroad; to provide for guides, to arrange travelers cheques, coupons, drafts & other modes of foreign exchange for them; to own, engage, hire, let on hire, contract or arrange buses, coaches, bogies charter flights, helicopters, motor launchers, boats, taxies and other vehicles for tourists & passengers and to provide such facilities for national & international tourists as may be incidental or necessary for the accomplishment of above objects.
9. To carry on the business of manufacturers and dealers of all types of mechanical, electrical, electronic, digital, analogue products, ancillaries and components related thereto for automobiles, aircrafts, ships, railways, garage industries, equipments, devices, tools, machinery of all descriptions, communication systems or connected therewith.
10. To undertake, participate and aid in projects intended for the general welfare of the society including projects intended for the betterment of the environment.
11. To carry on the Business of information Technology consulting and services including providing of managed software solutions & products to clients, systems integration, application development, maintenance, virtual product design collaborative product design, product life cycle management, design optimization, design validation, tool design, geographical information services & products, turnkey solutions, electronic engineering solutions, web portal developments and to develop and process software and hardware in India and abroad and to do research in computer software and hardware.

(The above objects No.3 to 11 was inserted consequent to amalgamation of Pricol Limited with the Company (Pricol Pune Limited) pursuant to the order of Hon'ble High Court of Judicature at Madras, dated 6th October 2016, with effect from 1st November 2016).



XV. SUBSIDIARY COMPANIES:

Consequent to the Amalgamation of erstwhile Pricol Limited with its wholly subsidiary company, Pricol Limited (Formerly Pricol Pune Limited) the subsidiary companies of erstwhile Pricol Limited becomes subsidiary companies of this company.

PT Pricol Surya Indonesia

The Company's customers are 2 Wheeler manufacturers to whom Instrument Clusters are supplied. In the financial year 2015-16 the company has achieved a sales of Indonesian Rupiah 172,406 Million (INR 848.236 Million) as against the previous year sales of Indonesian Rupiah 190,739 Million (INR 964.183 Million) a decrease of 9.61% in Indonesian Rupiah. The sales drop in INR terms was 12% mainly due depreciation of Indonesian Rupiah.

This fall in sales is mainly due to the drop in sales of two wheelers in Indonesia market. Even though there is steep fall in sales the company due to their cost control measures was able to contain its losses to INR 28.571 Million as against the previous year loss of INR 118.862 Million.

The outlook for the year 2016-17 is good as seen from the order inflow from customers. Efforts are being made to add new products in the current year and the company has received enquiries for new clusters and oil pumps. Coupled with various cost cutting measures the company is confident of making profits in 2016-17, if the market continues to grow and the economic condition of the country remains stable.

Pricol Asia Pte Limited, Singapore

This purchasing arm of our Company mainly assists in global procurement of raw materials and components to supply our Company and associate companies. In the financial year 2015-16, the Company achieved sales of INR 1,236.453 Million as against the previous year sales of INR 1,043.079 Million. The company made a profit of INR 21.808 Million during the year 2015 - 16 as against INR 10.257 Million in 2014-15.

Pricol Espana Sociedad Limitada, Spain

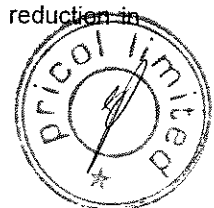
It is an investment arm of Pricol to acquire companies in Europe and America. During the financial year, the company has incurred a loss of INR 2.964 Million mainly due to bank charges. It is a one time charge. Its income mainly from interest from Pricol do Brasil stood at INR 10.371 Million.

Pricol do Brasil Componentes Automotivos Ltda, Brazil

Pricol do Brasil Componentes Automotivos Ltda (PdB) serves wide range of Domestic and International customers such as Volkswagen, Fiat, Fiat Powertrain, General Motors, Harley Davidson, Mack Trucks etc. PdB has a strong backward integrated facility with diverse manufacturing capabilities (Die Casting, Machining and Assembly) and extensive Testing and Validation facilities to provide end to end solution and add value to the Customer.

R&D capabilities are another strong area of PdB and several new programs are on the 1st stage of development, such as :- Electric Coolant Pump, Electric Vacuum Pump, Electric Coolant Valve, Variable Flow Oil Pump, Variable Flow Water Pump, Solenoid Valve and Electric Oil Pump.

During the financial year 2015-16, the country went through a political crisis and the economy ended up in de-growth of 5.9% and industrial production had a de-growth of 9.8%. Automotive industry had a dip of 25.6%, which had seriously affected PdB's sales growth in Brazil. The sales went down from previous year BRL 79.454 Million (INR 1,711 Million) to BRL 69.060 Million (INR 1,303 Million) a drop of 13.08% (Pricol took over the Company in January 2015). In the current year PdB embarked upon severance of excess employees and reduced manpower by 68 employees. This has resulted in net increase of employee cost after considering the cost savings in employee cost due to reduction in manpower to the tune of BRL 2.616 Million (INR 50 Million).





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During 2015-16, the company has ended with a loss of BRL 24.361 Million (INR 459.682 Million). Outlook for the financial year 2016-17 is again a drop of around 15% in the automotive industry which will have an impact on Auto ancillaries.

PdB is working on various cost reduction initiatives such as materials and employee costs, together with sales improvement plans (increasing the share of business with current major OEM's – GM, Fiat & Volkswagen), price increase from customers, tapping the aftermarket business in Brazil, USA and Europe, to catch up the drop in OE market sales. New products sales for export and aftermarket sales will be the focus areas for PdB. As a result, business in more diversified markets and product variety should support for PdB's growth in the future

Strategic Partners

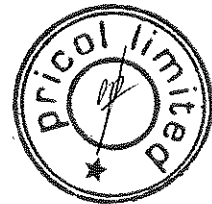
As on the date of the Information Memorandum, we do not have any Strategic Partners.

Financial Partners

As on the date of the Information Memorandum, we do not have any other financial partners.

Scheme of Amalgamation

The Hon'ble High Court of Tamilnadu vide its order dated October 6, 2016 has sanctioned the Scheme of Amalgamation and has approved the Scheme of Amalgamation between erstwhile Pricol Limited with Pricol Limited (formerly Pricol Pune Limited) and their respective Shareholders for merger and transfer of undertaking of Pricol Limited into Pricol Pune Limited under sections 391 to 394 of the Companies Act, 1956.



XVI. OUR MANAGEMENT

The following table sets forth certain details regarding the Board of Directors as on the date of the Information Memorandum:

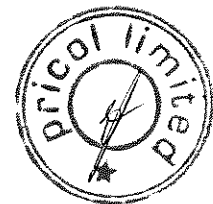
Sr. No.	Name, Age, Designation, Fathers Name, Address, Occupation, Nationality	Directorships in other entities
1	<p>Name : Mr. Vijay Mohan Age : 69 Designation : Chairman Fathers Name : Mr. Damotharan Address : "Shrimayi" , 232, Tea Estates, Race Course, Coimbatore - 641018 Occupation : Industrialist Nationality : Indian Date of appointment : May 18, 2011 Term : Upto to next Annual General Meeting DIN: 00001843</p>	<p>1. Precot Meridian Limited 2. Pricol Technologies Limited 3. PPL Enterprises Limited 4. Pricol Properties Limited 5. Pricol Holdings Limited</p>
2	<p>Name : Mrs. Vanitha Mohan Age : 63 Designation : Vice-Chairman Fathers Name : Mr. Govindasami Varadarajulu Address : "Shrimayi" , 232, Tea Estates, Race Course, Coimbatore - 641018 Occupation : Industrialist Nationality : Indian Date of appointment : November 1, 2016 Term : March 31, 2018 DIN: 00002168</p>	<p>1. Pricol Properties Limited 2. Pricol Travel Limited 3. Shrimay Enterprises Private Limited 4. Sagittarius Investments Private Limited 5. Bhavani Infin Services India Private Limited 6. Tamilnadu Corporation for Development of Women Limited</p>
3	<p>Name : Mr. Vikram Mohan Age : 41 Designation : Managing Director Fathers Name : Mr. Vijay Mohan Address : No.1, East End Kallimadai Road, Singanallur, Coimbatore - 641005 Occupation : Industrialist Nationality : Indian Date of appointment : April 1, 2016 Term : March 31, 2019 DIN: 00089968</p>	<p>1. Pricol Technologies Limited 2. PPL Enterprises Limited 3. Pricol Properties Limited 4. Pricol Holdings Limited 5. M and M Enterprises (India) Limited 6. Pricol Travel Limited 7. Pricol Technologies Inc., Michigan, USA 8. Pricol Technologies (Europe) Limited, UK 9. Pricol Espana Sociedad Limitada, Spain 10. Pricol Asia PTE Limited, Singapore 11. PT Pricol Surya Indonesia</p>



Sr. No.	Name, Age, Designation, Fathers Name, Address, Occupation, Nationality	Directorships in other entities
4	<p>Name : Mr. Suresh Jagannathan Age : 59 Designation : Independent Director Fathers Name : Mr. Jagannathan Address : 222, Race Course, Coimbatore – 641018 Occupation : Industrialist Nationality : Indian Date of appointment : November 1, 2016 Term : Upto 31st July, 2019 DIN: 00011326</p>	<ol style="list-style-type: none"> 1. KLRF Limited 2. Precot Meridian Limited 3. ELGI Rubber Company Limited 4. Chempaka General Finance Private Limited 5. Mckinnon India Private Limited 6. Cape Power Private Limited 7. Cape Flour Mills Private Limited
5	<p>Name : Mr. Vidhya Shankar Ramani Age : 46 Designation : Independent Director Fathers Name : Mr. Kodumudi Narayanaswamy Venkaratamani Address : "Brindavan" 152, Kalidas Road, Ramnagar, Coimbatore - 641009 Occupation : Professional Nationality : Indian Date of appointment : November 1, 2016 Term : Upto 31st July, 2019 DIN: 00002498</p>	<ol style="list-style-type: none"> 1. L.G.Balakrishnan & Bros Limited
6	<p>Name : Mr. Soundararajan Gopal Age : 58 Designation : Independent Director Fathers Name : Mr. Gopal Krishnaswamy Address : " Aishwarya " No.1 Shringar Nagar Extn., Bharathi Colony, Coimbatore - 641004 Occupation : Industrialist Nationality : Indian Date of appointment : November 1, 2016 Term : Upto 31st July, 2019 DIN: 00037995</p>	<ol style="list-style-type: none"> 1. Apex Bright Bars CBE Private Limited 2. CRI Pumps Private Ltd. 3. CRI Amalgamations Private Limited 4. G4 Investments (India) Private Limited 5. CRI Infrastructures (India) Private Limited 6. ACNAL Industries Private Limited 7. C.R.I Pumps S.A (PTY) Limited, South Africa 8. Bombas CRI Espana, S.L., Spain 9. C.R.I PUMPS (Shanghai) Co., Ltd 10. Suzhou C.R.I Pumps Co., Ltd



Sr. No.	Name, Age, Designation, Fathers Name, Address, Occupation, Nationality	Directorships in other entities
7	<p>Name : Mr. Cherukoori Ramaswamy Naidu Swaminathan Age : 68 Designation : Independent Director Fathers Name : Mr. Ramaswamy Naidu Address : 112, G.V. Residency Sowripalayam, Coimbatore - 641028 Occupation : Service Nationality : Indian Date of appointment : November 1, 2016 Term : Upto 28th February, 2018 DIN: 00002169</p>	<p>1. Shanthi Gears Limited 2. Magna Electro Castings Limited 3. Chandra Textiles Private Limited 4. Rajyalakshmi Machine Works Pvt. Ltd. 5. Bull Machines Private Ltd.</p>
8	<p>Name : Mr. Krishnamoorthyrao Muralimohan Age : 68 Designation : Independent Director Fathers Name : Mr. Krishnamoorthyrao Address : Old No.1 & New No. 5 Street No.2, S.N.Das Layout, Coimbatore - 641012 Occupation : Professional Nationality : Indian Date of appointment : November 1, 2016 Term : Upto 31st March, 2018 DIN: 00626361</p>	<p>1. S.K.D.C. Consultants Limited 2. The Bhavani Tea and Produce Co. Limited 3. The Be Be Rubber Estates Limited</p>
9	<p>Name : Mrs. Sriya Chari Age : 42 Designation : Independent Director Fathers Name : Mr. Perumpulipakam Srinivasa Govindachari Address : No.94, Harrington Road Chetpet, Chennai - 600031 Occupation : Industrialist Nationality : Indian Date of appointment : November 1, 2016 Term : 26th May, 2021 DIN: 07383240</p>	<p>1. Rajsriya Automotive Industries Pvt. Ltd. 2. Auto Pluss Electrical Components (Chennai) Pvt. Ltd.</p>



Brief Profile of Directors

Mr. Vijay Mohan, Chairman 69 years of age, the Non – Executive Chairman of the Company, holds Bachelor Degree in Mechanical Engineering from PSG College of Technology and Masters in Management Science from USA.

He is also a Director in Precot Meridian Limited, Pricol Holdings Limited, PPL Enterprises Limited, Pricol Properties Limited and Pricol Technologies Limited. He is a member of Stakeholders Relationship Committee and Investment & Borrowing Committee of Pricol Limited. He is also a member of Audit Committee & Nomination and Remuneration Committee of Pricol Technologies Limited.

Mrs. Vanitha Mohan, Vice Chairman, 63 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 is also a Director in Pricol Travel Limited, Pricol Properties 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, CSR Committee Investment & Borrowing Committee and Stakeholders 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 also a Trustee of ND Foundation. 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 the President of Coimbatore Chapter of the Indian Chamber of Commerce and Industry.

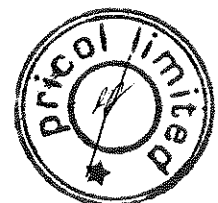
Mr. Vikram Mohan, Managing Director, 41 years of age, the Managing Director of the Company, holds a Bachelors Degree in Production Engineering with Honours from PSG College of Technology, Coimbatore. Mr. Vikram Mohan shall responsible for Strategy, Finance, Customer Relationship Management and Human Resources of the Company.

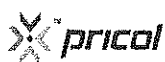
He is also a Director in Pricol Properties Limited, Pricol Technologies Limited, Pricol Travel Limited, Pricol Holdings Limited, PPL Enterprises Limited, M and M Enterprises (India) Limited, Pricol Technologies Inc., Michigan, USA, Pricol Technologies (Europe) Limited, UK, Pricol Espana Sociedad Limitada, Spain, Pricol Asia PTE Limited, Singapore and PT Pricol Surya, Indonesia. He is also a member of the CSR Committee and Investment and Borrowing Committee of the Company.

Mr. C.R. Swaminathan, Director, 68 years of age, is a B.Sc. (Agri), MBA, retired as Chief Executive of PSG Institutions, after 42 years of service. He is also a director on the Board of Shanthi Gears Limited, Magna Electrocastings Limited, Chandra Textiles Private Limited, Rajyalakshmi Machine Works Private Limited and Bull Machines Private Limited.

He is a member of the Audit Committee, CSR Committee, Nomination & Remuneration Committee, Investment & Borrowing Committee and Stakeholders Relationship Committee of Pricol Limited. He is also Chairman of Audit Committee of Shanthi Gears Limited.

He is the Chairman of Sub- Committee on Education & Employability in Confederation of Indian Industry (CII) - Southern Region. He is the Co-Chair of Higher Education in National Council of CII. He is the Past Chairman of CII - Southern Region. He is the President of Residents Awareness Association of Coimbatore, Vice President - Esslingen Coimbatore Association. He is the Past President of Coimbatore Industrial Infrastructure Association (COINDIA), IMTMA, The Southern India Engineering Manufacturers Association and The Coimbatore Club. He is the Governing Council Member of The Indian Chamber of Commerce and Industry, Coimbatore, He is the Joint Secretary of Indian Council for Child Welfare, All India Board of Technician Education and Director - Board of Apprenticeship Training (SR), Government of India, Chennai.





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Mr.K.Murali Mohan, Director, 68 years of age, is a B.E (Electrical) and a Fellow Member of the Institute of Chartered Accountants of India (FCA). He has been practicing as a Chartered Accountant since 1973, associated with large number of Corporates and Firms engaged in manufacturing and allied activities, Service activities, as well as Charitable Institutions & other Public bodies. He is a visiting faculty at PSG College of Technology, Coimbatore.

He is also a director in SKDC Consultants Limited, The Bhavani Tea and Produce Company Limited and The BE BE Rubber Estates Limited. He is a Member of Audit Committee and Nomination & Remuneration Committee of Pricol Limited.

Mr.Suresh Jagannathan, Director, 59 years of age, holds Bachelors Degree in Management Science from USA, is a leading Industrialist and Managing Director of KLRG Limited. He is also a Director in Elgi Rubber Company Limited, Precot Meridian Limited, Cape Flour Mills Private Limited, Cape Power Private Limited, Mckinnon India Private Limited and Chempaka General Finance Private Limited. He is a member of the Audit Committee of Elgi Rubber Company Limited and Stakeholders Relations Committee, CSR Committee and Investment Committee of KLRG Limited.

Mr.R Vidhya Shankar, Director, 46 years of age, is a Bachelor of Commerce and Bachelor of Law from Bharathiyar University, Coimbatore. He is a Gold Medalist and holds the record for a very rare first class in Law from the said University. He is a Partner of M/s.Ramani & Shankar, one of the oldest Law Firms in South India and ranked amongst the top 10 law firms by Business World in the year 2011. He specialises in Corporate Law, including in Corporate Transactions, Corporate Restructuring, Schemes and Arrangements, Corporate litigations, Domestic and International Arbitrations, Capital Market, FEMA compliances, Cross-border Transaction and General Corporate Advisory Services.

He currently serves as Independent Director on the Board of L.G.Balakrishnan & Brothers Limited and also a member of Stakeholders Relationship Committee of the said Company. He is the Chairman of Audit Committee and member of Stakeholders Relationship Committee, Nomination & Remuneration and Investment & Borrowing Committee of Pricol Limited.

Mr.G.Soundararajan,Director, 58 years of age, is a Bachelor of Science from PSG College of Arts and Science, Coimbatore, is a leading Industrialist.

He is the Vice Chairman of C.R.I. Pumps Private Limited and a Director in Apex Bright Bars (CBE) Private Limited, C.R.I. Amalgamations Private Limited, C.R.I Infrastructures India Private Limited, G4 Investments (India) Private Limited, ACNAL Industries Private Limited, C.R.I.Pumps S.A.(PTY) Limited, South Africa, Bombas C.R.I. Espana S.L., Spain, C.R.I PUMPS (Shanghai) Co., Ltd., Suzhou C.R.I. Pumps Co. Ltd and Trustee of C.R.I. Charitable Trust, Shri K.Gopal Memorial Trust, Coimbatore Masonic Charity Trust and Sri Gopal Naidu Educational Trust.

Mrs.Sriya Chari, Director, 42 years of age, is B.Com (Hons.) graduate from Sriram College of Commerce, Delhi and MBA from Cardiff Business School, University of Wales.

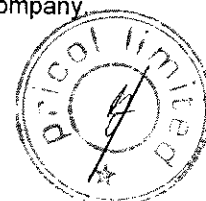
She is presently Director in Rajsriya Automotive Industries Private Limited and the Managing Director of Auto Pluss Electrical Components (Chennai) Private Limited.

Relationship between the Directors

Mr.Vijay Mohan, Mrs.Vanitha Mohan and Mr.Vikram Mohan are related to each other. Mrs.Vanitha Mohan is Mr.Vijay Mohan's wife and Mr.Vikram Mohan is the elder son of Mr.Vijay Mohan.

We also confirm that:

- we have not entered into any arrangement or understanding with our major shareholders, customers, suppliers or others, pursuant to which our Director were selected as Director or member of Senior Management.
- the service contracts entered into with our Managing Director / Whole Time Director does not provide for any benefit upon termination of employment except the retirement benefits payable to them as Provident Fund, Superannuation and Gratuity as per the policies of our Company.



Compensation of Managing Directors / Whole time Directors

1) Mr. Vikram Mohan, Managing Director.

The Board of Directors at their Meeting held on October 31, 2016 has appointed Mr. Vikram Mohan as Managing Director with effective from November 1, 2016 upto March 31, 2019 on the following terms and conditions as recommended by the Nomination and Remuneration Committee :

REMUNERATION:

- I. **Salary** : ₹ 600,000 per month in the scale of ₹ 600,000 – ₹ 60,000 – ₹ 720,000 (Annual increment will be effective 1st April of each year)
- II. **Commission** : 2 % 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 his family.
 - c) Reimbursement of medical expenses incurred for self and his family.
 - d) Reimbursement of expenditure incurred on gas, electricity, water, furnishings and appliances.
 - e) Reimbursement of club expenses for self and his family.
 - f) 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 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'

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'

i. **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.

ii. **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 his residence. All the expenses incurred therefor shall be paid or reimbursed by the Company, as per the rules of the Company.

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.

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 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 minimum remuneration.



2) Mrs. Vanitha Mohan, Vice Chairman

The Board of Directors at their Meeting held on October 31, 2016 has appointed Mrs. Vanitha Mohan as Vice Chairman with effective from November 1, 2016 upto March 31, 2018 on the following terms and conditions as recommended by the Nomination and Remuneration Committee:

REMUNERATION:

- I. **Salary** : ₹ 240,000 per month in the scale of ₹240,000 – ₹24,000 ₹ 264,000 (Annual increment will be effective 1st April of each year)
- 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 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'

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'

i. 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

ii. 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.

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.

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 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.

- 3) **Non-Executive Directors receive remuneration by way of Commission not exceeding one percent of the Net profits of the Company per annum and sitting fee. The sitting fees and commission will be distributed broadly on the basis of Board Meetings and Committee Meetings attended by the Non-Executive Directors.**



Corporate Governance

Upon the listing agreement pursuant to the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 to be entered into with the Stock Exchanges, various compliances including with respect to corporate governance will be applicable to us immediately upon the listing of our Company's Equity Shares on the Stock Exchanges. To comply therewith, our Company has appointed Independent Directors to its Board and constituted the following Committees of the Board:

1. Audit Committee

The Audit Committee was constituted by our Board in their meeting held on October 31, 2016 in accordance with the requirements of Section 177 of the Companies Act, 2013 and Regulation 18 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015. The Audit Committee presently comprises of:

Sr. No.	Name of Member	Designation	Remarks
1.	Mr.R.Vidhya Shankar	Chairman	Independent Director
2.	Mr.C.R.Swaminathan	Member	Independent Director
3.	Mr.K.Murali Mohan	Member	Independent Director
4.	Mrs.Vanitha Mohan	Member	Independent Director

Company Secretary is the Secretary to the committee.

2. Nomination and Remuneration Committee

The Nominations and Remuneration Committee was constituted by our Board in their meeting held on October 31, 2016 in accordance with the requirements of Section 178 of the Companies Act, 2013 and Regulation 19 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015. The Nominations and Remuneration Committee presently comprises of:

Sr. No.	Name of Member	Designation	Remarks
1.	Mr.R.Vidhya Shankar	Chairman	Independent Director
2.	Mr.K.Murali Mohan	Member	Independent Director
3.	Mr.C.R.Swaminathan	Member	Independent Director

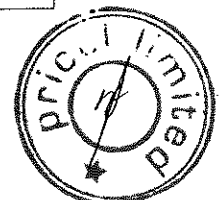
Company Secretary is the Secretary to the Committee.

3. Stakeholders Relationship Committee

The Stakeholders Relationship Committee was constituted by our Board in their meeting held on October 31, 2016 in accordance with the requirements of Section 178 of the Companies Act, 2013 and Regulation 20 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015. The Stakeholders Relationship Committee presently comprises of:

Sr. No.	Name of Member	Designation	Remarks
1.	Mr.Vijay Mohan	Chairman	Non-Executive Director
2.	Mrs.Vanitha Mohan	Member	Executive Director
3.	Mr.C.R.Swaminathan	Member	Independent Director
4.	Mr.R.Vidhya Shankar	Member	Independent Director

Company Secretary is the Secretary to the Committee.



Interests of Directors

All of our directors may be deemed to be interested to the extent of remuneration or fees, if any, payable to them, for attending meetings of the Board or a committee thereof as well as to the extent of other remuneration and / or reimbursement of expenses and / or commission, if any, payable to them and to the extent of related party transactions.

Our Directors may also be regarded as interested in the Equity Shares, if any, held by them or that may be subscribed by and allotted to the companies, firms, and trusts, if any, in which they are interested as directors, members, promoters, and /or trustees pursuant to this Information Memorandum. The Company had availed the services of Mr.R.Vidhya Shankar, Advocate who is a Non-Executive-Independent Director, in his professional capacity.

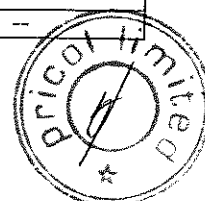
Except for Mr.VijayMohan, Mrs.Vanitha Mohan and Mr.Vikram Mohan, who represent the Promoter Group, none of our Directors are interested in the promotion of our Company.

Shareholding of our Directors

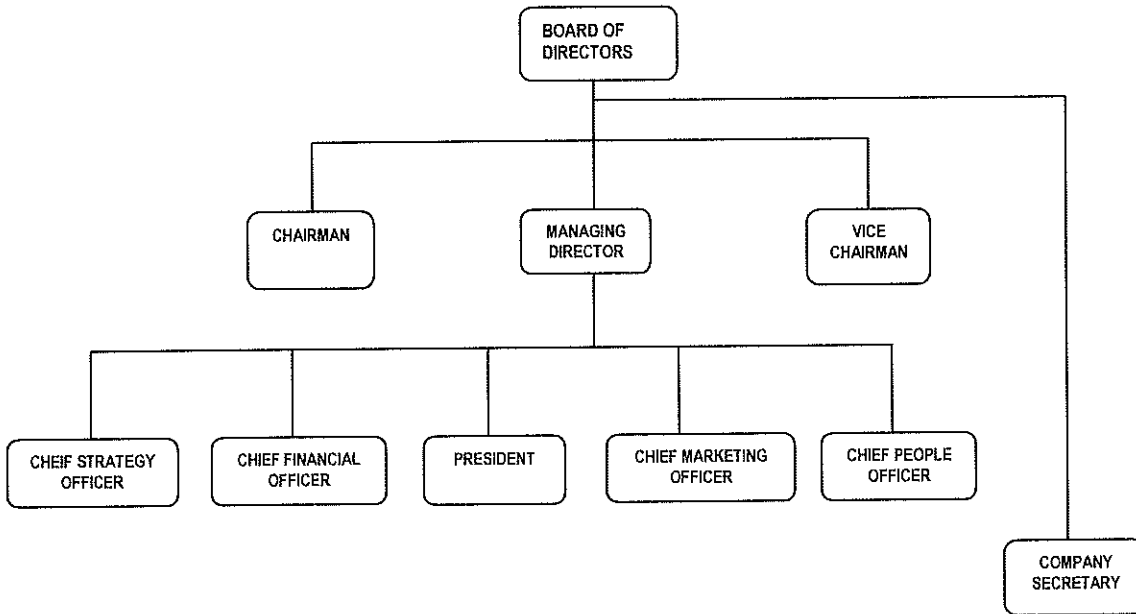
Sr. No.	Name of the Shareholders	No. of Equity Shares	% of holding
1.	Mr.Vijay Mohan - Chairman	98,01,178	10.34
2.	Mrs.Vanitha Mohan - Vice Chairman	37,26,488	3.93
3.	Mr. Vikram Mohan - Managing Director	35,21,175	3.71
4.	Mr. Suresh Jagannathan - Independent Director	26,985	0.03
5.	Mr.C.R.Swaminathan- Independent Director	1,995	0.00

Changes in the Board of Directors since incorporation

Sr. No.	Name of the Directors	Date of Appointment	Date of Cessation
1.	Mr. Vijay Mohan	18-05-2011	--
2.	Mr. K.Ramesh	18-05-2011	30-12-2011
3.	Mr. T.G.Thamizhanban	18-05-2011	26-03-2012
4.	Mr. J.Sridhar	30-12-2011	23-06-2012
5.	Mr. Mitul Rustagi	26-03-2012	06-05-2015
6.	Mr. Robert Ritchie Vallance	26-03-2012	30-06-2014
7.	Mr. Jeffrey Alan Debest	26-03-2012	11-06-2012
8.	Mr. Prashanth Nayak	26-03-2012	05-05-2013
9.	Mr. Paul Lambert	23-06-2012	21-11-2013
10.	Mr. K U Subbaiah	23-06-2012	05-11-2015
11.	Mr. Vikram Mohan	01-06-2013	--
12.	Mr. Paul Lambert	02-07-2014	08-09-2014
13.	Mr. Chander Nijhon	04-07-2014	06-05-2015
14.	Mr. Michael Neal Jorritsma	08-09-2014	06-05-2015
15.	Mr. N.Subramanian	21-05-2015	01-11-2016
16.	Mr. Rajesh Srinivasan	01-07-2015	05-08-2015
17.	Mr. S.A. Gopalakrishnan	21-05-2015	01-11-2016
18.	Mrs.Vanitha Mohan	01-11-2016	--
19.	Mr. Suresh Jagannathan	01-11-2016	--
20.	Mr. Vidhya Shankar Ramani	01-11-2016	--
21.	Mr. Soundararajan Gopal	01-11-2016	--
22.	Mr. Mr.C.R.Swaminathan	01-11-2016	--
23.	Mr. K.Murali Mohan	01-11-2016	--
24.	Mrs. Sriya Chari	01-11-2016	--



Organisation Structure

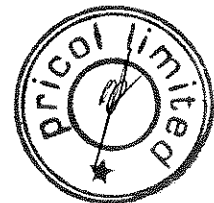


Key Managerial Personnel

In addition to Mr. Vikram Mohan, Managing Director, the following are Key Managerial Personnel of our Company.

Name	Designation	Age (years)	Qualification	Experience (years)	Date of Joining
Mr.S.Shrinivasan	Chief Financial Officer	44	B.Com., CMA., ACMA (US)	23	27-07-2015
Mr.T.G.Thamizhanban	Company Secretary	44	FCS.,LLB., MCS.,M.Phil	20	18-04-2000

All our Key Managerial Personnel are permanent employees of our Company.



XVII. OUR PROMOTERS

S. No	Name	Age (years)	Address	PAN	No. of shares	%
1	Mr. Vijay Mohan	69	"Shrimayi", 232, Tea Estates, Race Course, Coimbatore - 641018	AATPM1202F	9,140,278	9.64
2	Mrs. Vanitha Mohan	63		ADJPM0478J	3,726,488	3.93
3	Mr. Vikram Mohan	41	No. 1, East End Kallimadai Road, Singanallur, Coimbatore - 641005	ADJPM0476G	3,521,175	3.71

Other confirmation

Our Promoters have not been declared as willful defaulters by the RBI or any other Governmental authority and there are no violations of securities laws committed by them in the past or are pending against them.

Interest of Promoter

Our Promoters shall be deemed as interested to the extent of Equity Shares held by him or by the companies / firms / ventures promoted by him, if any and dividend or other distributions payable to him in respect of the said Equity Shares. Except as stated above and in the section titled "Financial Information" on page 74 of the Information Memorandum, and to the extent of shareholding in our Company, our Promoters do not have any other interest in our business.

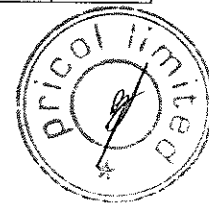
Related party transactions

For details of related party transactions refer to "Financial Information" on page 94 of the Information Memorandum.

RELATIVES OF PROMOTERS

Relatives of the Promoters form part of the promoter group of our Company.

S.No	Name	Address	PAN	No. of shares	%
1	Mr. Vijay Mohan (BHUF)	"Shrimayi", 232, Tea Estates, Race Course, Coimbatore - 641018	AABHV0239F	660,900	0.70
2	Mr. Viren Mohan		AERPM3690K	6,658,409	7.02
3	Minor. Madhura Mohan	No. 1, East End Kallimadai Road, Singanallur, Coimbatore - 641005	BNGPM5200E	181,575	0.19
4	Minor. Manasa Mohan		BNGPM5199A	150,000	0.16
5	Mr. Sumanth R	Elgi Towers, 737 D, Green Fields, Puliakulam Road, Coimbatore, 641045	ALMPS1683A	332,145	0.35
6	Mr. Sumanth.R (BHUF)		AALHS4915B	81,000	0.09
7	Mr. T Balaji	New No 16/1996-A Krishna Colony, Trichy Road, Singanallur, Coimbatore, 641005	ACQPB7351P	975	0.00
8	Mrs. Gayathri Balaji		ACQPB7352Q	159,995	0.17
9	Mr. Vinay Balaji		AEHPB2956D	100,000	0.11
10	Mr. Uday Balaji		AGFPB8799J	22,005	0.02



XVIII. PROMOTER GROUP

Given below is the list of entities which forms part of Promoter Group of our Company. None of the Promoter Group Companies have made any public issue in the preceding three years. None of the Promoter Group Companies has become a sick company under the meaning of Sick Industrial Companies (Special Provisions) Act, 1985 and is not under winding up or liquidation. For details on litigations and disputes pending against the Promoter Group Entities please refer to the section titled "Outstanding Litigations and Material Developments" on page 95 of the Information Memorandum.

S.No	Name	Address	PAN	No. of shares	%
1	Pricol Holdings limited	CPM Towers, 109, Race Course, Coimbatore – 641 018	AABCP7486R	8,556,926	9.03
2	Bhavani Infin Services India Private Limited	No.232, Tea Estates, Race Course, Coimbatore – 641 018	AABCB1164A	1,498,790	1.58
3	Sagittarius Investments Private Limited	New No.232, Old No.170, Tea Estates, Race Course, Coimbatore - 641 018	AADCS0626C	340,935	0.36
4	Shrimay Enterprises Private Limited	New No.232, Old No.170, Tea Estates, Race Course, Coimbatore- 641 018	AADCS0648A	190,400	0.20

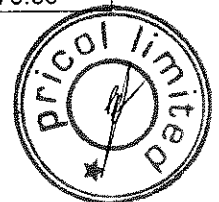
1. Pricol Holdings Limited

Date of Incorporation	Board of Directors	Share Capital	Shareholding Pattern	
			Name	% of Holding
April 10 th , 1981	1. Mr. Vijay Mohan 2. Mr. Vikram Mohan 3. Mr. T.G. Thamizhanban 4. Mr. S.A Gopala krishnan	Paid up Equity Share Capital ₹ 4.5 Million (45,000 shares of ₹ 100 each)	1. Mr. Vijay Mohan 2. Mrs. Vanitha Mohan 3. Mr. Vikram Mohan 4. Mr. Viren Mohan 5. Mrs. Lakshmi N. Mohan 6. Minor Madhura Mohan F&G Mr. Vikram Mohan 7. Minor Manasa Mohan F&G Mr. Vikram Mohan	50.00 49.99 0.01

Financial performance

The audited financial results of Pricol Holdings Limited for the financial years ended March 31, 2016, 2015, 2014 are as follows:

Particulars	₹ Million		
	March 31, 2016	March 31, 2015	March 31, 2014
Total Revenue	0.81	2.72	4.21
Net profit after tax	(0.75)	1.70	3.53
Equity Share Capital	4.50	4.50	4.50
Reserves & Surplus	69.82	76.20	74.50
Net Worth	74.32	80.70	79.00
Book Value (in ₹) of face value ₹ 100 each	1651.55	1793.45	1755.59
Basic EPS (in ₹) of face value ₹ 100 each	(16.64)	37.86	78.50
Diluted EPS (in ₹) of face value ₹ 100 each	(16.64)	37.86	78.50



2. Bhavani Infin Services India Private Limited

Date of Incorporation	Board of Directors	Share Capital	Shareholding Pattern	
			Name	% of Holding
May 7 th , 1995	1. Mrs. Vanitha Mohan 2. Mr. Viren Mohan	Paid up Equity Share Capital ₹ 0.265 Million (26,500 shares of ₹ 10 each)	Mr. Vikram Mohan Mr. Viren Mohan	50.00 50.00

The audited financial results of Bhavani Infin Services India Private Limited for the financial years ended March 31, 2016, 2015, 2014 are as follows:

₹ Million

Particulars	March 31, 2016	March 31, 2015	March 31, 2014
Total Revenue	1.56	2.30	7.20
Net profit after tax	1.14	1.14	1.54
Equity Share Capital	0.265	0.265	0.265
Reserves & Surplus	21.16	20.01	18.87
Net Worth*	21.42	20.28	19.13
Book Value (in ₹) of face value ₹ 10 each	808.40	765.20	1790.28
Basic EPS (in ₹) of face value ₹ 10 each	43.20	43.18	144.27
Diluted EPS (in ₹) of face value ₹ 10 each	43.20	43.18	144.27

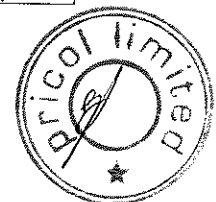
3. Sagittarius Investments Private Limited

Date of Incorporation	Board of Directors	Share Capital	Shareholding Pattern	
			Name	% of Holding
March 21 st , 1980	1. Mrs. Vanitha Mohan 2. Mr. Viren Mohan	Paid up Equity Share Capital ₹ 0.10 Million (1000 shares of ₹ 100 each)	Mr. Vijay Mohan (SHUF) Mrs. Vanitha Mohan	67.00 33.00

The audited financial results of Sagittarius Investments Private Limited for the financial years ended March 31, 2016, 2015, 2014 are as follows:

₹ Million

Particulars	March 31, 2016	March 31, 2015	March 31, 2014
Total Revenue	1.75	2.18	3.76
Net profit after tax	1.02	1.23	(0.03)
Equity Share Capital	0.10	0.10	0.10
Reserves & Surplus	25.47	24.44	38.58
Net Worth*	25.57	24.54	23.31
Book Value (in ₹) of face value ₹ 100 each	25,569	24,544	23,315
Basic EPS (in ₹) of face value ₹ 100 each	1025.55	1229.00	(34.43)
Diluted EPS (in ₹) of face value ₹ 100 each	1025.55	1229.00	(34.43)



4. Shrimay Enterprises Private Limited

Date of Incorporation	Board of Directors	Share Capital	Shareholding Pattern	
			Name	% of Holding
December 28, 1981	1.Mrs.Vanitha Mohan 2.Mr.Viren Mohan	Paid up Equity Share Capital ₹ 0.10 Million (1000 shares of ₹ 100 each)	Mr.Vijay Mohan Mr.Vijay Mohan (HUF) Mrs..Vanitha Mohan	33.30 33.40 33.40

The audited financial results of Shrimay Enterprises Private Limited for the financial years ended March 31, 2016, 2015, 2014 are as follows:

₹ Million

Particulars	March 31, 2016	March 31, 2015	March 31, 2014
Total Revenue	31.60	23.80	13.05
Net profit after tax	3.42	0.98	1.50
Equity Share Capital	0.10	0.10	0.10
Reserves & Surplus	35.39	31.97	30.98
Net Worth*	35.49	32.07	31.08
Book Value (in ₹) of face value ₹ 100 each	35488.90	32067.40	31082.70
Basic EPS (in ₹) of face value ₹ 100 each	3421.52	985.10	1499.43
Diluted EPS (in ₹) of face value ₹ 100 each	3421.52	985.10	1499.43

DIVIDEND POLICY

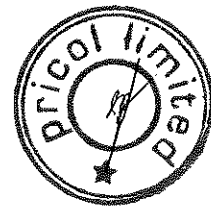
Dividend payout for a Financial Year, to be the Least of (A) and (B)

A) Average of the following:

- 1) 30% of Profit After Tax (PAT)
- 2) 5 years Government Bond Rate After Tax Yield
- 3) Bank Fixed Deposit Interest Rate on 1 Years deposit After Tax Yield

B) 1/3rd of PAT.

Our Company has not declared any dividend since incorporation.





XIX. FINANCIAL INFORMATION

INDEPENDENT AUDITOR'S REPORT

To the Board of Directors of Pricol Limited (formerly known as Pricol Pune Limited)

Report on the Interim Financial Statements

We have audited the accompanying interim financial statements of Pricol Limited (formerly known as Pricol Pune Limited) ("the Company"), which comprise the Balance Sheet as at September 30, 2016, the Statement of Profit and Loss, the Cash Flow Statement for the six months period then ended and a summary of significant accounting policies and other selected explanatory information.

The interim financial statements have been prepared by the management and approved by the Committee of Board of Directors for the purpose of compliance with Clause A(6) of Part II of SEBI Circular No.CIR/CFD/CMD/16/2015 dated November 30, 2015, in relation to listing and trading of its equity shares.

Management's Responsibility for the Interim Financial Statements

The Company's Board of Directors is responsible for the preparation and presentation of these interim financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with Accounting Standard (AS) 25, "Interim Financial Reporting", as specified under section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014 and the accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial control, ensuring their operating effectiveness and accuracy and completeness of the accounting records, relevant to the preparation and presentation of the interim financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these interim financial statements based on our audit.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Companies Act, 2013. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the interim financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the interim financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the interim financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the interim financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the interim financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid interim financial statements prepared in compliance with AS 25 on "Interim Financial Reporting", give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at September 30, 2016, its profits and its cash flows for the six months period ended on that date.

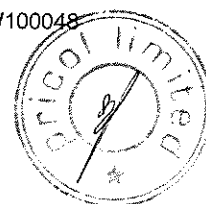
Other Matter

This report has been issued to the Board of Directors of the Company for the limited purpose of compliance with Clause A(6) of Part II of SEBI Circular No.CIR/CFD/CMD/16/2015 dated November 30, 2015 for listing and trading of trading of its equity shares and therefore may not be suitable for another purpose.

Our opinion is not modified in respect of this matter.

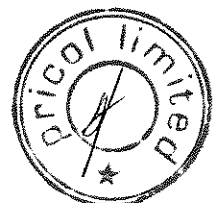
Date : 07-Feb-2017
Place : Coimbatore

For Haribhakti & Co. LLP
Chartered Accountants
ICAI Firm Registration No.103523W / W100048
C.S. Sathyanarayanan
Partner
Membership No.028328



BALANCE SHEET AS AT 30TH SEPTEMBER 2016			
	Note No.	30-9-2016 ₹ Million	31-3-2016 ₹ Million
I. EQUITY AND LIABILITIES			
(1) Shareholders' funds			
(a) Share Capital	2.1	94.797	100.000
(b) Reserves and Surplus	2.2	8,093.505	472.930
(2) Non Current Liabilities			
(a) Long Term Borrowings	2.3	50.000	-
(b) Deferred Tax Liabilities (Net)	2.4	245.000	-
(c) Long Term Provisions	2.5	256.869	1.064
(3) Current Liabilities			
(a) Short Term Borrowings	2.6	559.827	-
(b) Trade Payables	2.7		
(i) Total Outstanding dues of Micro Small and Medium Enterprises		33.086	-
(ii) Total Outstanding dues of creditors other than Micro Small and Medium Enterprises		2,324.261	206.073
(c) Other Current Liabilities	2.8	726.957	54.811
(d) Short Term Provisions	2.9	56.188	0.097
Total		12,440.490	834.975
II. ASSETS			
(1) Non Current Assets			
(a) Fixed Assets	2.10		
(i) Tangible Assets		3,650.204	444.406
(ii) Intangible Assets		3,127.549	57.947
(iii) Capital Work-in-progress		181.779	-
(b) Non Current Investments	2.11	914.900	
(c) Long Term Loans and Advances	2.12	175.526	13.986
(d) Other Non-Current Assets	2.13	328.023	9.591
(2) Current Assets			
(a) Current Investments	2.14	2.100	
(b) Inventories	2.15	1,462.721	74.247
(c) Trade Receivables	2.16	2,383.388	210.416
(d) Cash and Cash Equivalents	2.17	75.846	12.773
(e) Short Term Loans and Advances	2.18	135.096	10.867
(f) Other Current Assets	2.19	3.358	0.742
Total		12,440.490	834.975

Significant Accounting Policies & Notes form an integral part of Financial statements (Refer Note no.1)



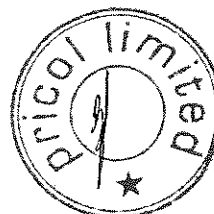
STATEMENT OF PROFIT & LOSS FOR THE PERIOD ENDED 30TH SEPTEMBER 2016			
		Six Months Ended 30.09.2016	2015 - 16
	Note No.	₹ Million	₹ Million
INCOME			
Revenue from Operations	2.20	6,646.641	1,216.415
Other Operating Revenue	2.21	246.001	-
Other Income	2.22	20.436	29.310
Total Revenue		6,913.078	1,245.725
EXPENSES			
Cost of Materials Consumed	2.23	4,302.662	945.307
Purchases of Stock-in-Trade		265.738	-
Changes in inventories of Work-in-progress, Finished Goods and Stock in Trade	2.24	(78.739)	22.401
Employee Benefits Expense	2.25	891.934	112.202
Finance Costs	2.26	31.704	4.552
Depreciation & Amortisation Expense*	2.27	322.960	86.480
Other Expenses	2.28	714.801	66.558
Total Expenses		6,451.060	1,237.500
Profit from operations before Exceptional Items and Tax #		462.018	8.225
Add : Exceptional Items	2.31	5.337	82.500
Profit Before Tax		467.355	90.725
Less : Tax Expense			
Current Tax		100.000	1.300
Deferred Tax		49.000	-
Profit for the year		318.355	89.425
Earnings per Equity Share (Face Value of ₹ 1/-) in Rupees			
Basic	2.32	3.36	0.89
Diluted		3.36	0.89

* Includes ₹ 133.677 Mn of Depreciation & Amortisation consequent to Amalgamation.

Represents Profit of Pricol Limited (Transferor Company) of ₹ 612.384 Mn and Loss of Pricol Pune Limited (Transferee Company) of ₹16.689 Mn and Depreciation & Amortisation expenses consequent to Amalgamation as stated above.



CASH FLOW STATEMENT FOR THE PERIOD ENDED 30th SEPTEMBER 2016		
	2016 - 17 (Six Months ended 30 Sep'16) ₹ Million	2015 - 16 ₹ Million
A. Cash flow from operating activities :		
Net Profit Before Tax	467.355	90.725
Adjustments for :		
Depreciation & Amortisation Expense	322.960	86.480
Bad debts written off	0.132	0.583
Provision for doubtful debts written back	(2.243)	(1.243)
Provision for doubtful debts and advances	6.496	2.243
Provision for Diminution in Value of Current Investment	(0.014)	-
(Profit) / Loss on sale of assets (Net)	(0.920)	(0.725)
Assets Discarded / Written off	0.179	-
Profit on Sale of Investment	(5.337)	-
Interest received	(3.210)	(0.646)
Income from Current Investments	(0.213)	-
Finance Costs	31.704	4.552
	<u>349.534</u>	<u>91.244</u>
Operating Profit before working capital changes	816.889	181.969
Adjustments for :-		
Trade and other receivables	(252.798)	(27.773)
Inventories	(178.117)	58.445
Trade and other payables	224.168	(187.113)
	<u>(206.747)</u>	<u>(156.441)</u>
Cash generated from Operations	610.142	25.528
Direct taxes	(104.371)	(7.522)
Net cash from operating activities	505.771	18.006
B Cash flow from investing activities :		
Purchase of Fixed Assets	(409.032)	30.990
Sale of Fixed Assets	3.205	23.856
Purchase of Investments	(885.214)	-
Sale of investments	667.450	-
Interest received	3.210	0.646
Net Cash (used in) / from investing activities	<u>(620.381)</u>	<u>55.492</u>
C Cash flow from financing activities :		
Working Capital Borrowings	359.827	(69.423)
Long Term Borrowings	(103.333)	-
Dividend & Tax on Dividend Paid	(111.910)	-
Finance Costs paid	(31.618)	(4.732)
Net Cash (used in) / from financing activities	<u>112.966</u>	<u>(74.155)</u>
D Net increase / (decrease) in cash and cash equivalents (A+B+C)	<u>(1.644)</u>	<u>(0.657)</u>
Cash and cash equivalents as at		
1.4.2016 and 1.4.2015 (Opening Balance)	12.773	13.430
Less : Bank Balances not considered as Cash and Cash equivalents as per Accounting Standard AS 3	17.976	6.647
Add : Pursuant to Scheme of Amalgamation	64.717	-
Cash and cash equivalents as at 30.09.2016 and 31.3.2016 (Closing Balance)	<u>57.870</u>	<u>6.126</u>



NOTES TO FINANCIAL STATEMENTS FOR THE PERIOD ENDED 30th SEPTEMBER 2016

1. SIGNIFICANT ACCOUNTING POLICIES

i. a) Basis of preparation :

The financial statements have been prepared to comply in all material respects with the accounting standards specified under Section 133 of Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014. The financial statements have been prepared under the historical cost convention on an accrual basis. The accounting policies have been consistently applied by the Company and are consistent with those used in the previous year.

b) Use of estimates :

The preparation of financial statements in conformity with Generally Accepted Accounting Principles requires management to make estimates and assumptions that affect the reported amount of assets, liabilities, disclosures relating to contingent liabilities and assets as at the balance sheet date and the reported amounts of income and expenses during the year. Difference between the actual amounts and the estimates are recognised prospectively in the year in which the events are materialised.

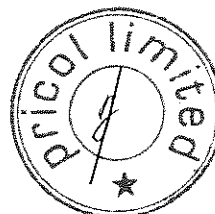
ii. Fixed Assets, Depreciation, Amortisation and Impairment:

- a) Fixed Assets are stated at original cost net of tax / duty credits availed, if any, less accumulated depreciation, accumulated amortisation and cumulative impairment. Costs include pre-operative expenses and all expenses related to acquisition and installation of the assets concerned.
- b) Where the cost of part of the asset is significant to the total cost of the asset and if the part of the asset has a different useful life from that of the main asset, useful life of that part is determined separately for depreciation.
- c) Own manufactured assets are capitalised at cost including an appropriate share of overheads.
- d) New Product Development Cost including Technology Fee payable to Technology providers will be appropriately capitalised as and when the liability gets crystallised with mutual consent of parties concerned.
- e) (i) Depreciation has been provided under the Straight Line Method as per the useful lives stated in Schedule II to the Companies Act 2013, except for Dies, Tools and Moulds, which are depreciated at 33.33%. Depreciation for Plant & Machinery has been provided on Triple shift basis.
(ii) Intangible assets are amortised as follows: -
 - i) Specialised software : Over a period of 4 years
 - ii) Fees for Technical Know-how : Over a period of 4 years
 - iii) Intangible Assets acquired on Amalgamation : Over a period of 15 years (refer note 2.34)
- f) Leasehold Buildings are amortised over the lease period
- g) As at each balance sheet date, the carrying amount of assets is tested for impairment so as to determine ;
 - i) the provision for impairment loss, if any, required or ;
 - ii) the reversal, if any, required for impairment loss recognised in previous periods.

Impairment loss is recognised when the carrying amount of an asset exceeds its recoverable amount.

iii. Investments:

- a) Long Term Investments are stated at cost.
- b) Current Investments are carried at lower of cost and fair value as on the Balance Sheet date.
- c) Provision for diminution in value of long-term investments is made, if the diminution is other than temporary.



IV. Valuation of Inventories:

Inventories are valued at lower of cost and estimated net realisable value. The basis of determining cost for various categories of inventories is as follows:-

- | | |
|--|--|
| i) Raw Materials, Packing
Materials and Stores & spares | Weighted Average Basis. |
| ii) Finished Goods and
Work-in-progress | Cost of Direct Material,
Labour and other Manufacturing overheads |

V. Revenue Recognition:

- a) The company generally follows the mercantile system of accounting and recognises income and Expenditure on an accrual basis except those with significant uncertainties.
- b) Sale of goods is recognised when the risk and rewards of ownership are passed on to the customers as per the terms of contract.
- c) Dividend Income is recognised when the right to receive the dividend is unconditional at the Balance Sheet date.
- d) Interest is recognized on a time proportion basis taking into account the amount outstanding and the rate applicable.
- e) Claims made by the company including price escalations and those made on the Company are recognised in the Statement of Profit and Loss as and when the claims are accepted / liability is crystalised.

VI. Foreign Currency Transactions:

- a) Foreign Currency Transactions are recorded at exchange rates prevailing on the date of such transaction.
- b) Exchange differences arising on settlement of transactions of monetary items are recognised as income / expense in the Statement of Profit & Loss in the period in which it arises.
- c) Foreign monetary currency assets and liabilities at the year end are realigned at the exchange rate prevailing at the year end and difference on realignment is recognised in the Statement of Profit & Loss.
- d) Premium / Discount in respect of Forward Contract is amortised as expense / income over the period of contract. Exchange difference arising on forward contracts between the exchange rate on the date of the transaction and the exchange rate prevailing at the year end is recognised in the Statement of Profit and Loss.

VII. Employee Benefits:

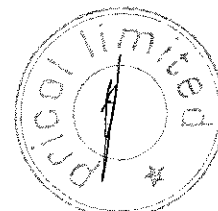
- a) Short-term employee benefits are recognised as an expense at the undiscounted amount in the Statement of Profit and Loss of the year in which the related service is rendered.
- b) Post employment and other long term benefits, which are defined benefit plans, are recognised as an expense in the Statement of Profit and Loss for the year in which the employee has rendered service. The expense is recognised based on the present value of the obligation determined in accordance with Accounting Standard 15 on "Employee Benefits". Actuarial gains & losses are charged to the Statement of Profit and Loss.
- c) Payments to defined contribution schemes are charged as expense as and when incurred.
- d) Termination benefits are recognised as an expense, as and when incurred.

VII. Borrowing Costs:

- a) Borrowing Costs attributable to the acquisition or construction of qualifying assets are capitalised as part of such assets. All other borrowing costs are charged to revenue.
- b) A qualifying asset is an asset that necessarily requires substantial period of time to get ready for its intended use or sale.

IX. Taxes on Income:

- a) Current tax on income for the period is determined on the basis of taxable income and tax credits computed in accordance with the provisions of the Income Tax Act, 1961 and based on the expected outcome of assessment / appeals.
- b) Deferred tax is recognised on timing differences between the accounting income and the taxable income for the year, and quantified using the tax rates and laws enacted or substantively enacted as on the Balance Sheet date.



- c) Deferred tax assets are recognised only to the extent there is reasonable certainty that the assets can be realised in the future; However, where there is unabsorbed depreciation or carried forward business loss under taxation laws, deferred tax assets are recognised only if there is a virtual certainty of realization of such assets.
- d) Minimum Alternate Tax (MAT) credit is recognised as an asset only when and to the extent there is convincing evidence that the company will pay normal income tax during the specified period. In the year in which the MAT credit eligible to be recognised as an asset in accordance with the recommendations contained in guidance note issued by the Institute of Chartered Accountants of India, the said asset is created by way of a credit to the statement of profit and loss and shown as MAT credit entitlement. The company reviews the same at each balance sheet date and writes down the carrying amount of MAT credit entitlement to the extent there is no longer convincing evidence to the effect that company will pay normal income tax during the specified period.

X. Operating Leases :

Lease arrangements, where the risks and rewards incidental to the ownership of an asset substantially vest with the lessor, are recognised as an operation lease.

Lease payments under operating leases are recognised as an expense on a straight line basis over the lease period.

The Assets given under operating leases are shown in Balance Sheet under Fixed Assets and depreciated on a basis consistent with the depreciation policy of the company. The lease income is recognised in the Statement of Profit and Loss on a straight line basis over the lease period.

XI. Government Grant and Subsidies :

Grants and subsidies from the Government are recognised when there is a reasonable assurance that Grant / Subsidy are received and all attached conditions complied with. Grant related to specific fixed assets are presented in the Balance Sheet by showing such Grant as deduction from the Fixed Asset concerned. Grants received in the nature of promoters contribution is credited to Capital Reserve and treated as a part of Shareholders' fund.

XII. Earnings per Share :

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. The weighted average number of equity shares outstanding during the period are adjusted for events of bonus issue, bonus element in a rights issue to existing shareholders, share split and consolidation of shares, if any.

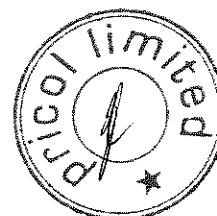
For the purpose of calculating diluted earnings per share, the profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

XIII. Provisions and Contingencies:

A provision is recognised when an enterprise has a present obligation as a result of past event and it is probable that an outflow of resources would be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions are not discounted to its present value and are determined based on best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates. A disclosure of a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources

XIV. Cash and Cash equivalents:

Cash flow are reported using the indirect method, whereby net profit / loss before tax is adjusted for the effects of transaction of a non cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flow comprises regular revenue generating, investing and financing activities of the company. Cash and cash equivalents in the balance sheet comprise of cash at bank and in hand and short term, highly liquid investments that are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value.



NOTES TO FINANCIAL STATEMENTS FOR THE PERIOD ENDED 30TH SEPTEMBER 2016

2.1. SHARE CAPITAL	30-9-2016 ₹ Million	31-3-2016 ₹ Million
AUTHORISED		
582,000,000 Equity Shares of ₹1/-each *	582.000	100.000
(Previous year 100,000,000 Equity Shares of ₹ 1/- each)		
Issued, Subscribed and Paid-up		
94,796,721 Equity Shares of ₹1/-each	94.797	100.000
(Previous year 100,000,000 Equity Shares of ₹ 1/- each)		

* Pursuant to the Scheme of Amalgamation Pricol Limited has been amalgamated with Pricol Pune Limited with effect from 1st November 2016, with the appointed date as 1st April, 2015. Further upon giving effect to the Scheme the Authorised Share Capital of the Company stands increased to ₹ 582 Million.

Reconciliation of the Shares Outstanding at the beginning and at the end of the reporting period :

Equity Shares	30-9-2016		31-3-2016	
	No. of Shares (in Million)	₹ Million	No. of Shares (in Million)	₹ Million
At the beginning of the period	100.000	100.000	100.000	100.000
Add : Shares to be allotted pursuant to Scheme of Amalgamation (Refer to Note No.2.34)	94.797	94.797	-	-
Less : Shares to be cancelled pursuant to Scheme of Amalgamation (Refer to Note No.2.34)	100.000	100.000	-	-
At the closing of the period	94.797	94.797	100.000	100.000

Terms / rights attached to equity shares :

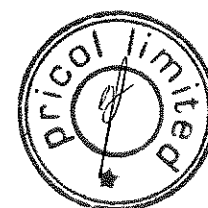
The company has only one class of equity shares having a par value of ₹ 1/- per share. Each holder of equity shares is entitled to one vote per share. The company declares and pays dividend in Indian Rupees. The dividend proposed by the Board of Directors, if any, is subject to the approval of the shareholders in the ensuing Annual General Meeting. In the event of liquidation of the Company, the holders of the equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amount. The distribution will be in proportion to the number of equity shares held by the shareholders.

Details of Shareholders holding more than 5% shares in the company :

	30-9-2016		31-3-2016	
	No. of Shares	% held	No. of Shares	% held
Equity Shares of ₹1/- each fully paid				
- Pricol Limited, India (Holding Company)	-	-	10,00,00,000	100.00%
- Vijay Mohan	98,01,178	10.34%	-	-
- Pricol Holdings Limited	85,56,926	9.03%	-	-
- Viren Mohan	66,58,409	7.02%	-	-

Shareholding disclosed above pertains to the holding as on the record date for allotment of shares pursuant to Scheme of Amalgamation.

(Refer to Note No.2.34).



2.2. RESERVES & SURPLUS	30-9-2016 ₹ Million	31-3-2016 ₹ Million
Securities Premium Account		
Opening Balance	684.000	684.000
Add : Pursuant to Scheme of Amalgamation	7,412.156	8,096.156
	<u>8,096.156</u>	<u>8,096.156</u>
Surplus / (Deficit) in the Statement of Profit & Loss		
Opening Balance	(211.070)	(300.495)
Add : Pursuant to Scheme of Amalgamation (Refer to Note No. 2.34)	(109.936)	-
Add : Profit for the period	318.355	89.425
	<u>(2.651)</u>	<u>(211.070)</u>
	<u>8,093.505</u>	<u>472.930</u>

2.3. LONG TERM BORROWINGS

	Non-current portion		Current Maturities	
	30-9-2016 ₹ Million	31-3-2016 ₹ Million	30-9-2016 ₹ Million	31-3-2016 ₹ Million
Secured Loans :				
Rupee Term Loan From Banks	50.000	-	166.667	20.000
Less : Amount disclosed under other current Liabilities	-	-	-	(20.000)
	<u>50.000</u>	<u>-</u>	<u>166.667</u>	<u>-</u>

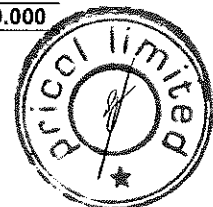
Term loan from Indian bank is secured by way of hypothecation of machineries and other fixed assets of the Company. The rate of interest is 14.20% and the loan is repayable in four quarterly instalments after an initial holiday period of 2 years from the date of first availment. Interest to be serviced as and when charged. The above loan have been preclosed during the year 2016-17. Hence there is no outstanding as on 30th September 2016.

Term Loan of ₹ 300 Million for Medium Term Working Capital from Bank of Bahrain and Kuwait B.S.C is repayable in 12 quarterly instalments of ₹25 Million each. Interest is payable on monthly basis at the rate of Bank Base Rate plus 10 bps. The loan is secured by an exclusive charge on the specific land and building of Plant III situated at Billichy Village, Coimbatore District. Present Outstanding as on 30th September, 2016 is ₹ 100 Million.

Term Loan of ₹ 200 Million from HDFC Bank is repayable in 12 quarterly installments of ₹ 16.667 Million each. Interest is payable on monthly basis at the rate of Bank Base Rate plus 5 bps. The loan is secured by exclusive charge by hypothecation of specific plant and machinery and exclusive charge by way of mortgage of immovable property situated at IMT Manesar, Gurgaon. Present Outstanding as on 30th September, 2016 is ₹ 116.667 Million.

2.4. DEFERRED TAX LIABILITIES (NET)

	30-9-2016 ₹ Million	Charged / Reversed during the year ₹ Million	31-3-2016 ₹ Million
Deferred Tax Liability			
Fixed Assets	302.000	302.000	-
A	<u>302.000</u>	<u>302.000</u>	<u>-</u>
Deferred Tax Asset			
Disallowance under the Income Tax Act	57.000	57.000	-
B	<u>57.000</u>	<u>57.000</u>	<u>-</u>
Deferred Tax Liability / (Asset) (Net)	<u>245.000</u>	<u>245.000</u>	<u>-</u>
Less: Adjustment on Amalgamation		196.000	
		<u>49.000</u>	



2.5. LONG TERM PROVISIONS

For Employee Benefits :		
- Gratuity	130.196	-
- Leave Encashment	20.188	0.676
For Central Excise Demands	69.158	-
For Potential Statutory Liabilities	37.327	0.388
	<u>256.869</u>	<u>1.064</u>

2.6. SHORT TERM BORROWINGS

Secured Loans		
Working Capital Facilities from Banks		
- In Rupee	359.827	-
Unsecured Loans		
Working Capital Facilities from Banks		
- In Rupee	200.000	-
	<u>559.827</u>	<u>-</u>

Working Capital Facilities from Indian Bank is repayable on demand and secured by first pari-passu charge on the Land at Gat No. 1065, 1066 & 1062 at Village Pirangut, Taluka Mulshi Dist. Pune measuring 27,092.21 sq.ft and Land at Gat No. 1071 measuring 412.36 sq mts at Village Pirangut and Factory Building measuring 120,349 sq.ft at Pirangut, Pune. It is further secured by exclusive second charge on the stock, Book Debts and Plant and Machinery of the company.

Working Capital Facilities from State Bank of India, ICICI Bank, Axis Bank and HDFC Bank are secured by pari-passu first charge on the current assets of the company. Working Capital Facilities are further secured by pari-passu second charge on the specific immovable properties situated at Plant I - Perianaickenpalayam, Coimbatore District, Tamilnadu.

Working Capital Facilities from Banks are repayable on demand and carries interest rates varying from 9.90% to 11.45% p.a.

2.7. TRADE PAYABLES

- Total Outstanding Dues of Micro, Small and Medium Enterprises	33.086	-
- Total Outstanding Dues of creditors other than Micro, Small and Medium Enterprises	2,324.261	206.073
	<u>2,357.347</u>	<u>206.073</u>

There are no interest amounts paid / payable to Micro, Small and Medium Enterprises. The information in relation to dues to Micro, Small and Medium Enterprises have been determined to the extent such parties have been identified on the basis of information available with the Company, which has been relied upon by the auditors.

2.8. OTHER CURRENT LIABILITIES

Current Maturities of Long Term Debt (Refer to Note No. 2.3)	166.667	20.000
Interest accrued and due on borrowings	3.096	0.199
Unclaimed Dividend	7.331	-
Statutory Dues Payable	92.888	9.580
Employee Benefits Payable	263.541	5.268
Other Payables *	193.434	19.764
	<u>726.957</u>	<u>54.811</u>

* Other Payables includes accrued expenses and Security Deposit

2.9. SHORT TERM PROVISIONS

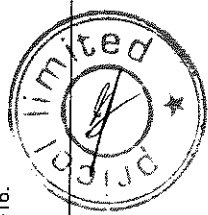
For Employee Benefits :		
- Gratuity	25.954	-
- Leave Encashment	0.757	0.097
- Service Weightage	2.759	-
For Labour Settlement	26.718	-
For Taxation	-	-
	<u>56.188</u>	<u>0.097</u>



**Information Memorandum
February 7, 2017**

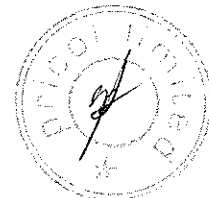
2.10. FIXED ASSETS							₹ Million				
	Cost as on 1-4-2016	Additions During 2016-17	Gross Block Adjustments on Amalgamation (Net) #	Sales/ Deletions during 2016-17	Balance as on 30-9-2016	Upto 31-3-2016	Depreciation / Amortisation Adjustment on Amalgamation (Net) #	Withdrawn During Six Months Ended 30.09.2016	Total upto 30-9-2016	Net Block as on 30-9-2016	Written down Value as on 31-3-2016
Tangible Assets											
Land :-											
Freehold Land	195.064 (195.064)	-	905.460	-	1,100.524 (195.064)	-	-	-	-	1,100.524 (195.064)	195.064
Leasehold Land	-	-	76.100	-	76.100	-	0.271	-	-	75.693	-
Buildings :-											
Buildings	165.959 (165.959)	0.553	1,078.876	0.609	1,244.779 (165.959)	21.755 (16.521)	69.978	0.430	129.100 (21.755)	1,115.679 (144.204)	144.204
Leasehold Buildings	-	-	180.000	-	180.000	-	1.344	-	1.881	178.119	-
Plant & Machinery	183.022 (206.855)	265.620 (5.292)	948.446	30.922 (29.125)	1,366.166 (183.022)	82.171 (68.363)	190.570	28.682 (6.009)	349.050 (82.171)	1,017.116 (100.851)	100.851
Furniture and Fixtures	1.791 (1.791)	1.263	30.886	-	33.940 (1.791)	0.635 (0.474)	4.516	-	7.412 (0.635)	26.528 (1.156)	1.156
Vehicles	1.033	2.116 (1.033)	24.206	0.070	27.285 (1.033)	0.066	2.418	0.067	4.223 (0.066)	23.062 (0.967)	0.967
Office Equipments	4.097 (2.062)	0.180 (2.053)	3.048	0.073 (0.018)	7.252 (4.097)	1.933 (1.074)	0.723	0.031 (0.003)	3.254 (1.933)	3.998 (2.164)	2.164
Computer Equipments	-	17.056	142.453	-	159.509	-	33.743	-	50.024	109.485	-
Total Tangible Assets	550.966 (571.731)	286.788 (8.378)	3,389.475	31.674 (29.143)	4,195.555 (550.966)	106.560 (86.432)	303.563	29.210 (6.012)	545.351 (106.560)	3,650.204 (444.406)	444.406
Intangible Assets											
Computer Software	0.683 (0.683)	4.973	84.496	-	90.152 (0.683)	0.603 (0.432)	30.493	-	45.845 (0.603)	44.307 (0.080)	0.080
Technical Knowhow	-	-	51.082	-	51.082	-	48.845	-	49.357	1.725	-
Brand / Trade Mark	-	-	491.400	-	491.400	-	32.760	-	49.140	442.260	-
Patents & Developed Technology	-	-	1,411.600	-	1,411.600	-	94.107	-	141.160	1,270.440	-
Goodwill \$	300.845 (300.845)	-	1,490.100	-	300.845	242.978 (182.809)	99.322	-	422.128 (242.978)	1,368.817 (57.867)	57.867
Total Intangible Assets	301.528 (301.528)	4.973	3,528.678	-	3,835.179 (301.528)	243.581 (183.241)	305.527	-	707.630 (243.581)	3,127.549 (57.947)	57.947
Total	852.494 (873.259)	291.761 (8.378)	6,918.153	31.674 (29.143)	8,030.734 (852.494)	350.141 (289.673)	609.090	29.210 (6.012)	1,252.981 (350.141)	6,777.753 (502.353)	502.353
Previous Year											
Capital Work-in-progress											181.779

Refer to Note No. 2.34. Adjustments on Amalgamation represents changes in Gross Block / Accumulated depreciation in books of erstwhile Pricol Limited during the year 2015-16.
\$ Goodwill consists of Goodwill acquired on Amalgamation grouped under Intangible Assets represents the following :-
- Customer Relationships - ₹ 1088.259 Million
- Assembled Workforce - ₹ 401.841 Million



February 7, 2017

2.11. NON CURRENT INVESTMENTS	30-9-2016	31-3-2016
	₹ Million	₹ Million
1. Shares in Subsidiary Company - Non Trade - Unquoted :		
a) 6,361,106 Equity Shares of Euro 1/- each fully paid-up in Pricol Espana S.L. Spain.(Extent of holding – 100%)	501.466	-
2. Shares in Subsidiary Company - Trade - Unquoted :		
a) 6,700 Equity Shares of USD 1,000/- each fully paid-up in PT Pricol Surya , Indonesia - (Extent of holding - 100%)	398.396	-
b) 250,000 Equity Shares of USD 1/- each fully paid-up in Pricol Asia Pte Limited, Singapore - (Extent of holding - 100%)	15.038	-
Aggregate Cost of Un-Quoted Investor	914.900	-
2.12. LONG TERM LOANS AND ADVANCES	30-9-2016	31-3-2016
	₹ Million	₹ Million
Unsecured, Considered good Loans and Advances to other than related parties :-		
Capital Advances	120.092	1.208
Deposits	48.035	5.379
Unsecured Considered Doubtful	2.610	-
Less : Provision for Doubtful Deposits	2.610	-
Other Loans and Advances		
- Customs duty paid under protest	6.643	6.643
- Customs revenue deposits	0.756	0.756
	175.526	13.986
2.13. OTHER NON-CURRENT ASSETS		
Unsecured Considered Good		
Loans to Employees	0.140	-
Balances with Government Authorities	1.339	-
Tax Payments Pending Adjustment (Net)	88.878	9.591
MAT Credit Entitlement	237.666	-
	328.023	9.591



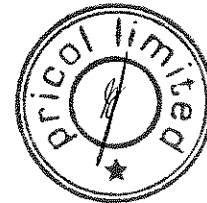
2.14. CURRENT INVESTMENTS

Sl. No.	Particulars	Amount ₹ Million		Market Value ₹ Million	
		30-9-2016	31-3-2016	30-9-2016	31-3-2016
Investments in Mutual Funds - Non Trade – Quoted - Fully paid					
1.	ICICI Prudential MIP - 25 - Regular Plan - Growth	0.700	-	0.797	-
2.	IDFC Asset Allocation Fund of Funds - Aggressive Plan - Growth - (Regular Plan)	0.700	-	0.766	-
3.	Birla Sun Life MIP II - Wealth 25 Plan – Growth - Regular Plan	0.700	-	0.830	-
Aggregate Cost / Market Value of Quoted Investments		2.100	-	2.392	-

	30-9-2016 ₹ Million	31-3-2016 ₹ Million
2.15. INVENTORIES		
Raw Materials & Components (includes Goods in Transit of ₹ 200.021 Million Previous year - ₹ 6.768 Million)	944.609	61.259
Work-in-progress	92.114	9.772
Finished Goods	225.719	3.216
Land - Stock-in-Trade (Refer to Note No. 2.34)	141.900	-
Stock of Stores & Spares	30.568	-
Traded Goods	27.811	-
	<u>1,462.721</u>	<u>74.247</u>

2.16. TRADE RECEIVABLES

a) Outstanding for a period exceeding six months			
i) Unsecured Considered Good		-	-
ii) Unsecured Considered Doubtful	52.252		0.729
Less : Provision for Doubtful Debts	52.252	-	0.729
b) Outstanding for a period less than six months			
i) Unsecured Considered Good	2,383.388		210.416
ii) Unsecured Considered Doubtful	45.600		1.514
Less : Provision for Doubtful Debts	45.600	-	1.514
	<u>2,383.388</u>		<u>210.416</u>



2.17. CASH AND CASH EQUIVALENTS

Balances with Banks				
In Current Account	17.616		6.317	
In Unclaimed Dividend Account	7.331		-	
In Fixed Deposit Account	31.513		-	
In Margin Money Account #	17.976		6.429	
Cash on hand	1.410	75.846	0.027	12.773

Margin Money with banks is towards issue of Letter of Credits, Buyers Credit for Imports and Bank Guarantee.

Of the above, the balances that meet the definition of Cash and Cash equivalent as per AS 3 Cash flow Statement is

57.870 6.126

2.18. SHORT TERM LOANS AND ADVANCES

Unsecured Considered Good				
Advances to Employees	3.735		0.005	
Advances to Suppliers	36.638		1.653	
Balances with Government Authorities	53.714		8.001	
Prepaid Expenses	41.009		1.208	
Unsecured Considered Doubtful	1.133		-	
Less : Provision for Doubtful Debts	1.133	-	-	-
		135.096		10.867

2.19. OTHER CURRENT ASSETS

Unsecured Considered Good				
Accrued Income	3.358		0.119	
Gratuity Fund	-		0.623	
	3.358		0.742	

2016-17
(For the Period Ended
30.09.2016)
₹ Million

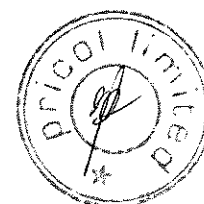
2015-16
₹ Million

2.20. REVENUE FROM OPERATIONS

Sale of Products - Finished Goods				
Domestic	6,740.679		1,357.156	
Export	516.824		12.647	
Traded Goods	64.021		-	
	7,321.524		1,369.803	
Less : Excise Duty	700.512	6,621.012	153.388	1,216.415
Service Income		25.629		-
		6,646.641		1,216.415

2.21. OTHER OPERATING REVENUE

Export Incentives	5.723			
Sale of Traded Goods - Others	240.278			
	246.001			



2.22. OTHER INCOME

Interest Received	3.210	0.646
Income from Current Investments	0.213	-
Rent Received	10.878	4.620
Profit on Sale of Assets (Net)	0.920	0.725
Miscellaneous Income	0.067	6.300
Excess Provision No Longer Required Written Back	5.148	17.019
	20.436	29.310

2.23. COST OF MATERIALS CONSUMED

Value of imported and indigenous Raw Materials Consumed :

	2016-17 (Apr '16 to Sep '16)		2015-16	
	₹ Million	%	₹ Million	%
Imported	880.540	20.47	392.682	41.54
Indigenous	3,422.122	79.53	552.625	58.46
	4,302.662	100.00	945.307	100.00

2.24. CHANGES IN INVENTORIES OF WORK-IN-PROGRESS, FINISHED GOODS AND STOCK-IN-TRADE

Opening Stock

Work-in-progress	9.772	21.494
Finished Goods	3.216	13.895
Traded Goods	-	-
Land-Stock-in-Trade	-	-
	12.988	35.389

Add : Inventory Acquired on Amalgamation

Work-in-progress	84.691	
Finished Goods	140.108	
Traded Goods	29.118	
Land-Stock-in-Trade	141.900	
	395.817	

Less : Closing Stock

Work-in-progress	92.114	9.772
Finished Goods	225.719	3.216
Traded Goods	27.811	-
Land-Stock-in-Trade	141.900	-
	487.544	12.988
	(78.739)	22.401

2.25. EMPLOYEE BENEFITS EXPENSE

a) Pay, Allowances and Bonus	755.851	100.660
b) Contribution to Provident and other funds	76.352	2.078
c) Welfare Expenses	59.731	9.464
	891.934	112.202

2.26. FINANCE COSTS

Interest On Loans	31.176	4.552
Other Borrowing Costs	0.528	-
	31.704	4.552

2.27. DEPRECIATION AND AMORTISATION EXPENSE

Depreciation (Refer to Note No. 2.10)	164.438	26.311
Amortisation (Refer to Note No. 2.10)	158.522	60.169
	<u>322.960</u>	<u>86.480</u>

2.28. OTHER EXPENSES

Power & Utilities	91.423	8.550
Stores & Spares Consumed	4.794	-
Repairs and Maintenance :		
- Machinery	69.763	2.217
- Building	46.974	-
- Others	10.874	5.148
Printing & Stationery	4.844	0.634
Postage & Telephone	11.720	0.559
Rent	9.486	-
Rates, Taxes & Licence	11.235	1.609
Insurance	12.611	0.599
Bank Charges	4.778	3.211
Travelling & Conveyance	57.706	1.273
Freight & Forwarding and Selling Expenses	116.846	19.662
Advertisement & Sales Promotion	11.448	0.009
Commission & Discount on Sales	17.866	-
Royalty	3.850	-
Bad Debts Written off	0.132	0.583
Provision for doubtful debts	6.496	2.243
Less : Provision for Doubtful debts written back	2.243	1.243
Provision for Statutory Liabilities	-	0.388
Provision for Diminution in Value of Current Investments	(0.014)	-
Commission / Sitting Fees to Non-Whole Time Directors	1.724	0.004
Auditors' Remuneration	3.470	0.650
Professional Charges	180.981	8.085
Exchange Fluctuation (Net)	24.861	3.528
Assets Discarded / Written Off	0.179	5.784
Miscellaneous Expenses	12.037	3.060
CSR Expenses	0.950	-
Donations	0.010	0.005
	<u>714.801</u>	<u>66.558</u>

2.29. PROVISIONS AS ON THE CLOSING DATE :

	Opening Balance 1-4-2016	Addition / Adjustment on Amalgamation	Utilised / Reversed	Closing Balance 30-9-2016
1. Excise Demands	-	69.158	-	69.158
2. Labour Settlement	-	27.502	0.784	26.718
3. Potential Statutory Liabilities	0.388	42.087	5.148	37.327
Total	0.388	138.747	5.932	133.203



2.30. CONTINGENT LIABILITIES AND COMMITMENTS AS ON THE CLOSING DATE :

	2016-17 As at 30.09.2016 ₹ Million	2015-16 ₹ Million
CONTINGENT LIABILITIES		
a) On account of Pending Litigations :		
Customs Matters #	42.615	42.615
# Of which ₹ 6.643 Million has been paid under protest		
b) Others :		
Corporate Guarantee @	784.500	-
Letter of Credit	120.300	
	947.415	42.615
COMMITMENTS		
Estimated Value of Contracts remaining to be executed on		
Capital account	21.925	1.174

@ Details of Guarantee given

Name of the Company	As at 30-9-2016 ₹ Million	As at 31-3-2016 ₹ Million	Purpose
1) Pricol do Brasil Componentes Automotivos Ltda, Brazil	420.000	-	Working Capital
2) PT Pricol Surya, Indonesia	210.000	-	Working Capital
3) Coimbatore Metal Works Limited (Formerly, Pricol Castings Limited) *	154.500	-	Working Capital/ Term Loan
Total	784.500	-	

* Necessary approvals are pending for revocation of Corporate Guarantee

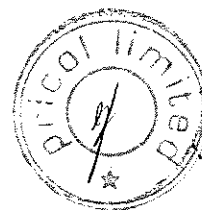
2.31. Exceptional Items

On 15th June 2016 the Company sold its 100% shareholding in its wholly owned subsidiary company, M/s. Integral Investments Limited for a consideration of ₹ 27.837 Million resulting in a Profit of ₹ 5.337 Million.

2.32. EARNINGS PER SHARE

	2016-17 (Six Months Ended 30.09.2016) ₹ Million	2015-16 ₹ Million
Profit After Tax	318.355	89.425
Weighted Average No. of Shares Outstanding Basic & Diluted (Nos. in Mn.)	94.797	100.000
Basic / Diluted Earnings per share (in ₹)	3.36	0.89
Face Value per Equity Share (in ₹)	1.00	1.00

2.33. Balances in parties accounts are subject to confirmation / reconciliation. Appropriate adjustments, if any, will be made as and when the balances are reconciled.



2.34. Amalgamation of erstwhile Pricol Limited with the company:

- (a) The share holders of the Transferor and Transferee Company approved the Scheme of Amalgamation("Scheme") of Pricol Limited (Transferor Company) with Pricol Pune Limited (Transferee Company) with the appointed date as 1st April 2015. Pricol Limited was engaged in the manufacturing, marketing, trading and export of automotive Components and precision engineered products to Original Equipment Manufacturers and replacement market. The said Scheme was sanctioned by the Hon'ble High Court of Judicature at Madras on 6th October, 2016. The certified copy of the High Court Order sanctioning the Scheme was filed with the Ministry of Corporate Affairs on 1st November 2016 (Effective Date). The scheme has accordingly been given effect to in the financial statements. The amalgamation has been accounted under the "Purchase Method" as prescribed under Accounting Standard 14- "Accounting for Amalgamations" (AS 14) notified under the Companies Act 2013. Accordingly, giving effect to the Scheme of Amalgamation, all the assets (including intangible assets if any whether or not recorded in the books of Transferor Company) and liabilities of Transferor Company were recorded in the books of the Transferee Company at their respective fair values. In respect of Inter-company owings, the outstanding balance (net) of ₹ 3.021 Million have been eliminated. Pursuant to the Scheme of amalgamation, the Transferee Company was renamed as "Pricol Limited" vide fresh certificate of incorporation granted by the Ministry of Corporate Affairs on 18th November 2016.
- (b) Upon the Scheme being effective, in consideration of the transfer and vesting of the entire undertaking of the business of the Transferor Company, the shareholders of the Transferor Company as on the Record date have been allotted one equity share of ₹ 1 each fully paid up of Transferee Company for every one equity share of ₹ 1 each fully paid up in the Transferor Company. Thus, the Transferee Company has allotted 94,796,721 Equity Shares of ₹ 1 each fully paid up and the Transferee Company has accounted for Securities Premium of ₹ 7,412.156 million representing a premium of ₹ 78.19 per equity share. The shares held by the Transferor Company in Transferee Company stands cancelled pursuant to the Scheme of Amalgamation.
- (c) Intangible Assets acquired by the Transferee Company pursuant to the amalgamation include (i) separately identifiable intangible assets like Brand / Trade Mark, Patents & Developed Technology and (ii) Goodwill comprising other intangible assets namely Customer Relationships and Assembled Workforce in line with AS 26 on Intangible Assets. Such Goodwill representing the intangible assets, has also been treated at par with the other separately identifiable intangible assets with respect to its amortisation period.
- (d) The working results of the transferor company for the period 01.04.2015 to 31.03.2016 has been adjusted in the opening balance of Surplus / (Deficit) in Statement of Profit and Loss.

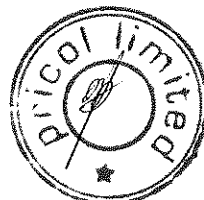
2.35. Assets and Liabilities transferred by the Transferor Company pursuant to Scheme of Amalgamation :-

1) Non Current Assets	7374.112
2) Current Assets	2999.162
3) Non Current Liabilities	326.867
4) Current Liabilities	2589.454

2.36. The figures for the period ended 30th September 2016 is for a period of Six Months. The comparative figures are as per the audited financials statements of Pricol Pune Limited for a twelve month period. Considering the above and as more specifically described in Note No. 2.34 in respect of scheme of amalgamation, the figures are strictly not comparable.

2.37. Previous year's figures are reclassified wherever necessary to conform to the current period's classification.

2.38. All figures are in Million unless otherwise stated.



XX. OUTSTANDING LITIGATIONS AND MATERIAL DEVELOPMENTS

Except as described below, there are no material outstanding litigations, suits or criminal or civil prosecutions, proceedings or tax liabilities against our Company (in the name of our Company and / or entities which were acquired by our Company), our Directors and our Promoter and there are no defaults, non-payment or overdue of statutory dues, institutional / bank dues and dues payable to holders of any debentures, bonds and fixed deposits, other unclaimed liabilities against our Company or Directors or Promoter. Further, no disciplinary action has been taken by SEBI or any stock exchanges against our Company, our Directors and our Promoter and Group Companies.

Except as stated under there are no:

- litigation or legal action pending or taken by any Ministry or Department of the Government or a statutory authority against the Promoter of our Company during the last five years immediately preceding the date of the Information Memorandum and no direction has been issued by such Ministry or Department or statutory authority upon conclusion of such litigation or legal action.
- pending litigation involving our Company, Promoter, Directors or any other person, whose outcome could have material adverse effect on the position of our Company
- no pending proceedings initiated against our Company for economic offences
- no defaults and non-payment of statutory dues etc.

A. Outstanding litigation against erstwhile Pricol Limited which now stands transferred in the name of Pricol Limited

1. Criminal Cases Against Company : Nil
2. Civil Cases Against Company: Nil

3. Labour Cases:

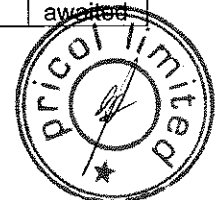
S. No	Court / Forum	Parties to Dispute	Brief facts of the case	Extent of Liability / Claim (₹ / Mn)	Present Status
1	Labour Court, Coimbatore	85 dismissed operators -Vs - Management of Pricol Limited	Operators indulged in violent activities / grave misconduct were dismissed. Operators challenged the dismissal and the issue is pending. (Out of 133 operators, 85 operators' case pending)	32.62	Pending
2	Labour Court, Coimbatore	Vendor Unit Operators (Pending 5 Oprs) -Vs- Management of Pricol Limited	Management offered compensation as per the 12(3) settlement and out of 741 operators, 5 did not receive the amount.	0.67	Pending
3	Labour Tribunal, Kochi	Erstwhile Xenos Operator Jayakumar - Vs- The management of Pricol Limited	Long Absenting Service Technician of erstwhile Xenos Technologies, filed a case before the Labour Tribunal, Kochi claiming employment.	0.15	Pending
4	High Court of Madras	Commissioner of PF -Vs- The Management of Pricol Limited (Plant-1)	During 2013, PF authorities insisted to make PF contribution to the total wages (excluding HRA). Challenging this Management filed a case before PF Tribunal, New Delhi. Tribunal ordered favouring the Management. Now, the PF Commissioner preferred appeal before the High Court.	2.34	Pending



5	High Court of Madras	Commissioner of PF -Vs- The Management of Pricol Limited (Plant-4)	During 2013, PF authorities insisted to make PF contribution to the total wages (excluding HRA). Challenging this Management filed a case before PF Tribunal, New Delhi. Tribunal ordered favouring the Management. Now, the PF Commissioner preferred appeal before the High Court.	0.88	Pending
		Total		36.66	

2. Taxation :

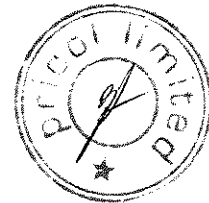
Central Excise:					
S. No	Court / Forum	Parties to Dispute	Brief facts of the case	Extent of Liability / Claim (₹ Mn)	Present Status
1	High Court	Commissioner of Service tax, Coimbatore Vs Pricol Ltd	Department disputed the availment of Service Tax credit on GTA service in 2007.	3.984	Hearing awaited
2	CESTAT (Tribunal)	Commissioner of Service tax, Coimbatore Vs Pricol Ltd	Service tax on Technical know how	4.042	Hearing awaited
3	CESTAT (Tribunal)	Commissioner of Central excise, Coimbatore Vs Pricol Ltd	Ineligible credit on input services availed on invoices of ISD	39.516	Final hearing awaited
4	Departmental adjudication	Commissioner of Central excise, Coimbatore Vs Pricol Ltd	Rebate claim rejection due to non submission / filing of Original and Duplicate copies of ARE1's, attested copy of relevant Shipping bills and Bills of Lading.	1.407	Hearing awaited
5	Departmental adjudication	Commissioner of Central excise, Coimbatore Vs Pricol Ltd	Rebate claim rejection due to non submission / filing of Original and Duplicate copies of ARE1's, attested copy of relevant Shipping bills and Bills of Lading	0.555	Order awaited
6	Departmental adjudication	Commissioner of Service tax, Coimbatore Vs Pricol Ltd	Rebate claim rejection due to non submission / filing of Original and Duplicate copies of ARE1's, attested copy of relevant Shipping bills and Bills of Lading	0.622	Order awaited
7	Departmental adjudication	Commissioner of Service tax, Coimbatore Vs Pricol Ltd	Demand of service tax under Intellectual Property services on the royalty charges made for transfer of Technical KnowHow	0.192	Hearing awaited
8	Departmental adjudication	Commissioner of Service tax, Coimbatore Vs Pricol Ltd	Demand of service tax under Intellectual Property services on the royalty charges made for transfer of Technical KnowHow	1.449	Won and OIA not received
9	Departmental adjudication	Commissioner of Central excise, Coimbatore Vs Pricol Ltd	Evasion of CVD on account of misclassification of import of sulphur.	0.242	Hearing awaited
10	Departmental adjudication	Commissioner of Central excise, Coimbatore Vs Pricol Ltd	Demand on wrong classification of imported goods.	0.859	Hearing awaited
11	Departmental adjudication	Commissioner of Central excise, Coimbatore Vs Pricol Ltd	Demand for wrongly utilising credit of GTA.; Demand for wrongly utilising credit of GTA.	11.742	Hearing awaited
12	Departmental adjudication	Commissioner of Central excise, Service tax, Pune	Denial of cenvat credit on the plastic crates.	0.184	Hearing awaited



		Vs Pricol Ltd			
13	Departmental adjudication	Commissioner of Central excise, Service tax, Gurgaon Vs Pricol Ltd	Classification of cluster..	1.565	Hearing awaited
14	Departmental adjudication	Commissioner of Central excise, Service tax, Gurgaon Vs Pricol Ltd	Non reversal of input credit on account of scrapping of raw materials, sub assembly etc	6.806	Hearing awaited
15	Departmental adjudication	Commissioner of Central excise, Service tax, Gurgaon Vs Pricol Ltd	Non reversal of input credit on account of scrapping of raw materials, sub assembly etc.	1.366	Hearing awaited
16	Departmental adjudication	Commissioner of Central excise, Service tax, Pune Vs Pricol Ltd	Taxability of bus recovery charges	0.095	Reply to be filed
Total				74.626	

Income Tax					
S. No	Court / Forum	Parties to Dispute	Brief facts of the case	Extent of Liability / Claim (₹Mn)	Present Status
1	Madras High Court	Commissioner of Income Tax II, Coimbatore / Appellant	Levy of Interest u/s. 234D - Interest on excess refund - Whether the applicability of the section is retrospective or prospective in nature	0.10	Not listed for hearing
2	Madras High Court	Deputy Commissioner of Income Tax, Company Circle IV(1), Coimbatore / Appellant	Allowability of provision made for service weightage expenses	1.58	Not listed for hearing
3	Madras High Court	Assistant Commissioner of Income Tax, Company Circle IV(1), Coimbatore / Appellant	Allowability of security deposit given to Terra Agro Technologies Limited written off in P&L	20.00	Not listed for hearing
4	Commissioner of Income Tax (Appeals), Coimbatore	Deputy Commissioner of Income Tax, Corporate Circle 2, Coimbatore / Respondent	Exclusion of Capital Profits u/s 115JB (Slump sale of Instrument Cluster Business of Personal Passenger Vehicle at Pune).	-	Not listed for hearing
5	Commissioner of Income Tax (Appeals), Coimbatore	Deputy Commissioner of Income Tax, Corporate Circle 2, Coimbatore / Respondent	Exclusion of Capital Profits u/s 115JB (on sale of investments), excise duty incentives and disallowance u/s.14A	-	Not listed for hearing
Total				21.68	

5. Arbitration Matters : Nil



B. Outstanding Litigation By erstwhile Pricol Limited which now stands transferred in the name of Pricol Limited (formerly Pricol Pune Limited)

1. Criminal Cases :

S. No	Court / Forum	Parties To Dispute	Brief facts of the case	Extent of Liability / Claim (₹Mn)	Present Status
1	Fast Track Magistrate -1 Coimbatore	Pricol Limited /Vs/ Tristar Marketing, Cochin Subramaniam Potti	Criminal case for dishonor of Cheque	1.67	In Trial for cross examination
2	Fast Track Magistrate -1 Coimbatore	Pricol Limited /Vs/ Bcool Enterprises, Suriyadas Bkr Nagar, Coimbatore	Criminal case for dishonor of Cheque	0.32	For trial
3	Fast Track Magistrate- 1 Coimbatore	Pricol Limited /Vs/ Jilu Autopower Sunil, Bangalore	Criminal case for dishonor of Cheque	0.65	For trail. Warrant process taken for execution
Total				2.64	

2. Civil Cases :

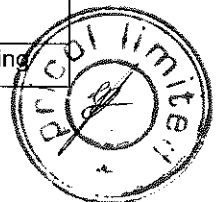
S. No	Court / Forum	Parties To Dispute	Brief facts of the case	Extent of Liability / Claim (₹ Mn)	Present Status
1	Trademark Registry, Mumbai	Pricol Limited Vs Pmk Energy Pvt Ltd	Rectification/ removal of infringing registered trademark "PRICAL"	N/A	Other side to appear for counter and contesting the dispute
2	Trademark Registry, Mumbai	Pricol Limited Vs Pmk Energy Pvt Ltd	Opposition against trademark application for the mark "PRICAL"	N/A	Other side to appear for counter and contesting the dispute

3. Labour Cases:

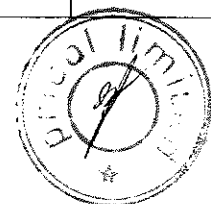
S. No	Court / Forum	Parties To Dispute	Brief facts of the case	Extent of Liability / Claim (₹ Mn)	Present Status
NIL					

4. Taxation :

Central Excise:					
S. No	Court / Forum	Parties to Dispute	Brief facts of the case	Extent of Liability / Claim (₹ Mn)	Present Status
1	CESTAT (Tribunal)	Pricol Ltd Vs Commissioner of service tax, Coimbatore	Service tax demanded on the export commission paid to the commission agents situated abroad. Department demanded service tax from 01.01.05 but our contention that it is from 18.04.2006.	1.035	Hearing awaited
2	CESTAT (Tribunal)	Pricol Ltd Vs Commissioner of service tax, Coimbatore	Service tax demanded on the Royalty paid to the foreign collaborators. Department demanded service tax from 01.01.05 but our contention that it is from 18.04.2006.	3.713	Hearing awaited
3	CESTAT	Pricol Ltd Vs	Import of services. Consulting	0.060	Hearing



	(Tribunal)	Commissioner of service tax, Coimbatore	Engineering services.		awaited
4	CESTAT (Tribunal)	Pricol Ltd Vs Commissioner of service tax, Coimbatore	Demand of service tax on import of technical inspection services	0.016	Final hearing awaited
5	CESTAT (Tribunal)	Pricol Ltd Vs Commissioner of service tax, Coimbatore	Demand of Service tax under technical know how transfer.	0.102	Final hearing awaited
6	CESTAT (Tribunal)	Pricol Ltd Vs Commissioner of service tax, Coimbatore	Demand of service tax on business exhibition charges paid outside India	0.169	Final hearing awaited
7	CESTAT (Tribunal)	Pricol Ltd Vs Commissioner of service tax, Coimbatore	Demand of service tax under technical know how transfer	0.139	Final hearing awaited
8	CESTAT (Tribunal)	Pricol Ltd Vs Commissioner of service tax, Coimbatore	Credit taken on the basis of invoices issued by Corporate office with incomplete details.	15.357	Final hearing awaited
9	CESTAT (Tribunal)	Pricol Ltd Vs Commissioner of service tax, Coimbatore	Credit taken on the basis of invoices issued by Corporate office with incomplete details.	21.593	Hearing awaited
10	CESTAT (Tribunal)	Pricol Ltd Vs Commissioner of service tax, Coimbatore	Pricol Plant I - Wrongly Re transferring credit to ISD.	33.215	Final hearing awaited
11	CESTAT (Tribunal)	Pricol Ltd Vs Commissioner of service tax, Coimbatore	Availment of wrongly transferred credit	0.002	Final hearing awaited
12	CESTAT (Tribunal)	Pricol Ltd Vs Commissioner of central excise, Coimbatore	In eligible credit availed on ISD invoices	22.357	Final hearing awaited
13	CESTAT (Tribunal)	Pricol Ltd Vs Commissioner of central excise, Coimbatore	Demand of interest on differential duty paid voluntarily in Feb'05 on revaluation under CAS4 method as per new excise guidelines of In-house tools cleared	6.018	Hearing awaited
14	CESTAT (Tribunal)	Pricol Ltd Vs Commissioner of central excise, Coimbatore	Denial of credit on plastic crates.	0.224	Won and OIA not received
15	CESTAT (Tribunal)	Pricol Ltd Vs Commissioner of central excise, Coimbatore	non reversal of Cenvat credit availed in stock-SCN.06/2011 dated 09.06.2011	0.163	Final hearing awaited and complied with pre-deposit
16	Joint secretary, Finance Ministry	Pricol Ltd Vs The Commissioner of customs, Pune	Claiming drawback of import duty	0.895	Hearing awaited



17	Departmental adjudication	Pricol Ltd Vs Commissioner of Central excise, Coimbatore	Rebate claim rejection due to non submission/filing of Original and Duplicate copies of ARE1's, attested copy of relevant Shipping bills and Bills of Lading	24.816	Hearing awaited
18	Departmental adjudication	Pricol Ltd Vs Commissioner of Central excise, Coimbatore	Drawback claim .	0.182	Hearing awaited
19	Departmental adjudication	Pricol Ltd Vs Commissioner of central excise, Pune	Irregular availment of input service credit.	0.200	Hearing awaited
Total				130.256	

Sales Tax:					
S. No	Court / Forum	Parties to Dispute	Brief facts of the case	Extent of Liability / Claim (₹Mn)	Present Status
1	High Court of Judicature at Madras	Pricol Ltd Vs The State of Tamilnadu , Secretary Commercial Taxes Dept,	Transfer of components from Plant -1 Coimbatore to Plant – II Haryana , treated as interstate sales 1995-96 & 1996-97 and demand raised.	33.31	Hearing awaited.
2	Additional Commissioner Dept. of Trades & Taxes, Delhi (Appeals)	Pricol Ltd Vs Assistant Commissioner AVATO (Ward 51), Delhi	Non Submission of declaration forms 2009-10, 2010-11 & 2011-12. Objections filed with Additional Commissioner and stay granted.	17.76	Stay Granted. However Hearing expected at the end of December 2016.
Total				51.07	

5. Arbitration Matters : Nil

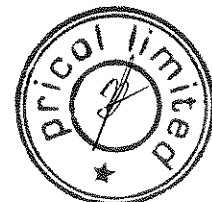
C. Outstanding litigation against Pricol Limited (formerly Pricol Pune Limited)

1. Criminal Cases Against Company : Nil

2. Civil Cases Against Company : Nil

3. Labour Cases:

S. No	Court / Forum	Parties to Dispute	Brief facts of the case	Extent of Liability / Claim (₹ Mn)	Present Status
1	Industrial Court	8 operators VS Pricol Limited	8 unionized employees have been terminated after special enquiry in 2014-15 because of slow production, absenteeism & fighting at shop floor with supervisor. All terminated employees have filled a case against company that they have not taken enquiry properly & terminated illegally and request to court for continuation of their service with gap salary & legal charges made by them.	--	Pending



February 7, 2017

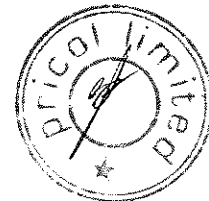
2	Industrial court	10 operators VS Pricol Limited	VRS given to all unionized employees i.e. 36 nos. in January to March 2016 after proper notice displayed, taking their VRS form voluntarily, resignation letters and do the F&F alongwith PF & Gratuity. After that 10 employees have go to labour office & then to Industrial court for re-employment.	--	Pending
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4. Taxation :

Central Excise:					
S. No	Court / Forum	Parties to Dispute	Brief facts of the case	Extent of Liability / Claim (₹ Mn)	Present Status
1	CESTAT	Principal Commissioner of Customs(Chennai-VII) New Custom House, Chennai Vs Pricol Pune Ltd	Excise classification of LCD displays disputed	Duty - ₹.21.805 million Penalty - ₹.20.810 million	Hearing awaited
2	Additional Commissioner, C.Excise, Pune-III Commissionerate	Additional Commissioner, C.Excise, Pune-III Commissionerate Vs Pricol Pune Ltd	Procedural issue on transfer of credit on rule 10 transfer of unutilised credits on account of change in registration	₹ 4.603 million	Hearing awaited

Sales Tax					
S. No	Court / Forum	Parties to Dispute	Brief facts of the case	Extent of Liability / Claim (₹ / Mn)	Present Status
NIL					

Income Tax:					
S. No	Court / Forum	Parties to Dispute	Brief facts of the case	Extent of Liability / Claim (₹ / Lakhs)	Present Status
NIL					

5. Arbitration Matters : Nil
C. Outstanding significant Litigation By / Against Directors & Promoter / Promoter Group : NIL


Material Development After The Date Of Last Audited Financial Statements As On March 31, 2016

Other than the Amalgamation of erstwhile Pricol Limited with Pricol Limited (formerly Pricol Pune Limited), there have not arisen since the date of the last audited financial statements i.e. March 31, 2016, any circumstances that materially or adversely affect or are likely to affect our profitability taken as a whole or the value of our assets or our ability to pay our material liabilities within the next 12 months.

XXI. GOVERNMENT AND OTHER APPROVALS

Consequent to vesting of manufacturing undertaking of erstwhile Pricol with Pricol, pursuant to the Scheme, all permits, authorizations, licenses, consents, registrations, approvals, municipal permissions, industrial licenses, insurance policies, registrations, connections for water, electricity and drainage, sanctions, obligations / benefits arising out of bank guarantees given with respect to any appeals with the relevant authorities, privileges, easements and advantages, facilities, rights, powers and interests (whether vested or contingent) and intellectual property rights, save the trademark "**PRICOL**", shall stand transferred to and vested in or shall be deemed to be transferred to and vested in the Pricol as if the same were originally given or issued to or executed in favour of the Pricol, and the rights and benefits under the same shall be available to the Pricol.

XXII. OTHER REGULATORY AND STATUTORY DISCLOSURES**Authority of Listing**

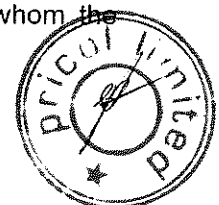
The Hon'ble High Court of Madras vide its Order dated October 6, 2016 (certified copy received by the Company on October 24, 2016) has approved the Scheme of Amalgamation between Pricol Limited, Pricol Pune Limited and their respective Shareholders for transfer and vesting of undertaking of Pricol Limited into Pricol Pune Limited under sections 391 to 394 of the Companies Act, 1956. For more details relating to the Scheme of Amalgamation please refer to the Section titled "Scheme of Amalgamation" of this Information Memorandum. In accordance with the said Scheme, the equity shares of our Company issued pursuant to the Scheme shall be listed and admitted to trading on the NSE and BSE. Such listing and admission for trading is not automatic and is subject to fulfillment by the Company of criteria of NSE and BSE and also subject to such other terms and conditions as may be prescribed by NSE and BSE at the time of application by our Company seeking listing. Our Company has received observation letter from NSE and BSE in relation to listing of equity shares issued pursuant to the Scheme of Amalgamation vide their letters dated 11th April 2016 and 8th April 2016 respectively.

The Company has received in-principle approval for listing of its Equity Shares on National Stock Exchange of India Limited ("NSE") and BSE Limited ("BSE") vide their letter no. NSE/LIST/69002 dated 30th December 2016 and DCS/AMAL/MD/IP/655/2016-17 dated 29th December 2016 respectively. Further, the company has received relaxation under Rule 19(2)(b) of the Securities Contracts (Regulation) Rules, 1957 from Securities and Exchange Board of India ("SEBI") vide their letter no. CFD/DIL-I/NR/RK/2705/2017 dated 3rd February 2017.

Prohibition by SEBI

The Company, its promoter, its promoter group, its directors, other companies promoted by the promoter has not been prohibited from accessing the capital market under any order or direction passed by SEBI.

Further, any of the directors of the Company are not associated with the securities market in any manner, and SEBI has not initiated any action against any entity, which whom the directors of the Company are associated.



Eligibility Criteria

There being no initial public offering or rights issue, the eligibility criteria in terms of Chapter III & IV of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended does not become applicable.

Willful defaulters by Reserve Bank of India

The Company, its promoter, its promoter group, the relatives (as per the Companies Act, 2013) of Promoter and other companies promoted by the Promoter are not identified as willful defaulters by Reserve Bank of India or other authorities.

General Disclaimer from the Company

The Company accepts no responsibility for statements made otherwise than in the Information Memorandum or in the advertisements to be published in terms of SEBI circular no. CIR/CFD/CMD/16/2015 dated November 30, 2015, as amended from time to time, if any, or any other material issued by or at the instance of the Company and that anyone placing reliance on any other source of information would be doing so at his own risk. All information shall be made available by our Company to the public and investors at large and no selective or additional information would be available for a section of the investors in any manner.

Jurisdiction

Exclusive jurisdiction for the purpose of this Information Memorandum is with the competent courts / authorities in Tamilnadu, India.

Disclaimer Clause – BSE

As required, a copy of this Information Memorandum has been submitted to BSE. BSE has vide its letter dated April 8, 2016 granted its observations on the Scheme of Amalgamation and by virtue of that approval, the BSE's name is included in this Information Memorandum as one of the Stock Exchanges on which the Company's securities are proposed to be listed.

Disclaimer Clause – NSE

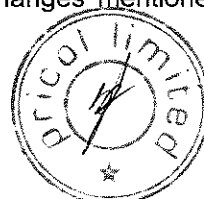
As required, a copy of this Information Memorandum has been submitted to NSE. NSE has vide its letter dated April 11, 2016 granted its observations on the Scheme of Amalgamation and by virtue of that approval, the NSE's name is included in this Information Memorandum as one of the Stock Exchanges on which the Company's securities are proposed to be listed.

Filing

Copy of this Information Memorandum has been filed with BSE and NSE.

Listing

Application has been made to BSE and NSE for permission for listing and trading in and for an official quotation of the Equity Shares of the Company. The Company has nominated BSE as the Designated Stock Exchange for the aforesaid listing of shares. The Company shall ensure that all steps for the completion of necessary formalities for listing and commencement of trading at all the Stock Exchanges mentioned above within such period as approved by SEBI.



Demat Credit

The Company has executed tri-partite Agreements with CDSL and NSDL dated September 26, 2016 and September 21, 2016, respectively, for admitting its securities in demat form. The ISIN allotted to the Company's Equity Shares is INE726V01018. Shares have been allotted to those shareholders who have provided necessary details to the Company and/or who were holding their shares in Pricol Limited in demat form as on the Record Date i.e. December 6, 2016. The demat shares have been credited to the demat accounts of the shareholders by CDSL and NSDL and was completed by December 12, 2016 and December 9, 2016 respectively.

Dispatch of share certificates

Pursuant to the Scheme, on December 7, 2016, our Company has issued and allotted its Shares to eligible shareholders of Pricol Limited on the Record Date (December 6, 2016) and our Company has dispatched share certificates to those shareholders holding shares in Pricol Limited in physical form on December 14, 2016.

Expert Opinions

Save as stated elsewhere in this Information Memorandum, we have not obtained an expert opinions.

Previous Public Issues

The Company has not made any public issue since incorporation.

Commission and Brokerage on previous issues

Since the Company has not issued shares to the public in the past, no sum has been paid or is payable as commission or brokerage for subscribing to or procuring or agreeing to procure subscription for any of the Equity Shares since its inception.

Companies under the same management

There are no companies under the same management within the meaning of Section 370(1B) of the erstwhile Companies Act, 1956 other than the ones disclosed elsewhere in the Information Memorandum.

Promise vis-à-vis Performance

This is for the first time the Company is getting listed on the Stock Exchange.

Stock Market Data for Equity Shares of the Company

Equity shares of the Company are not listed on any stock exchanges. The Company is seeking approval for listing of shares through this Information Memorandum.

Disposal of Investor Grievances

Integrated Enterprises (India) Limited, is the Registrar and Transfer Agent of the Company to accept the documents/requests/complaints from the investors/shareholders of the Company. All documents are received at the inward department, where the same are classified based on the nature of the queries/actions to be taken and coded accordingly. The documents are then electronically captured before forwarding to the respective processing units. The documents are processed by professionally trained personnel. The Company/RTA has set up service standards for each of the various processes involved such as effecting the transfer / dematerialization of securities/change of address ranging from 3-15 days.

Mr.T.G.Thamizhanban, the Company Secretary and Compliance Officer of the Company is vested with responsibility of addressing the Investor Grievance in coordination with Registrar & Transfer Agents.



Name and Contact Address of the Company Secretary and Compliance Officer:

Mr.T.G.Thamizhanban
Pricol Limited
(formerly Pricol Pune Limited)
109, Race Course, Coimbatore - 641018
E-mail : cs@pricol.co.in
Tel No.: +91 422 4336000
Fax No.: +91 422 4336299

Change in auditors since incorporation

There has been change in the Auditors of our Company

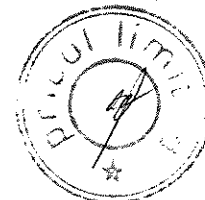
Year	Auditors
2011-12	M/s.Haribhakthi & Co. (FRN 103523W) Chartered Accountants Shree Shanmugappriya 2 nd Floor, 454, Ponnaiyan Street, Crosscut Road, Gandhipuram, Coimbatore- 641 012 Ph: +91 422 2237793/8793
2012-13 2013-14 2014-15	Deloitte Haskins & Sells (FRN 117365W) Chartered Accountants 706, 'B' Wing, 7 th Floor, ICC Trade Tower, International Convention Centre Senapati Bapat Road, Pune – 411 016 Maharashtra, INDIA Ph: +91 20 66244600
2015-16	M/s.Haribhakthi & Co. LLP (FRN 103523W) Chartered Accountants Shree Shanmugappriya 2 nd Floor, 454, Ponnaiyan Street, Crosscut Road, Gandhipuram, Coimbatore- 641 012 Ph: +91 422 2237793/8793

Capitalisation of reserves or profits

Our Company has not capitalised reserves or profits since incorporation.

Revaluation of assets

Our Company has not revalued its assets since incorporation. However in terms Clause 22 (a) of the Scheme of Amalgamation, the accounting for amalgamation shall be done as per "The Purchase Method" prescribed under the Accounting Standard 14 – "Accounting for Amalgamations" issued by the Institute of Chartered Accountants of India and notified by the Central Government. Further, the asset and liabilities of erstwhile Pricol Limited are transferred and vested with Pricol Pune Limited pursuant to the Scheme at their respective fair values. The difference of net assets as recorded by the Company in terms of the Scheme and the amount credited to Share Capital and Securities Premium Account and cancellation of inter-company balances and investments is credited to the Capital Reserve Account of the Company.



XXIII. ARTICLES OF ASSOCIATION

1. The regulations contained in Table 'F' in the Schedule I to the Companies Act, 2013 so far as the same may be applicable to Public Limited Company as defined in The Act, shall apply to this Company except in respect of specific provisions contained herein.

Interpretation

2.
 - (1) In these regulations:
 - a. "Company", "The Company" or "this Company" means "PRICOL LIMITED".
 - b. "Office" means the Registered Office of the Company.
 - c. "Act", means "Companies Act, 2013" for the sections notified by the Ministry of Corporate Affairs from time to time and 'Companies Act, 1956' for the Sections still remain in force or modifications thereof for the time being in force.
 - d. "Seal" means the Common Seal of the Company.
 - e. "Directors" means the Directors of the Company and includes persons occupying the position of the Directors by whatever names called.
 - f. "Board" means the Board of Directors for the time being of the Company.
 - (2) Unless the context otherwise requires, words or expressions contained in these regulations shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these regulations become binding on the company.
 - (3) Words importing singular shall include plural and vice versa and words importing the masculine gender shall include female and words importing person shall include bodies corporate.

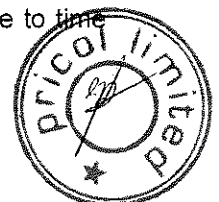
Public Company

3. The Company is a Public Company within the meaning of Section 2(71) of the Companies Act, 2013 and which by its articles:-
 - (a) is not a private company;
 - (b) has a minimum paid-up capital as may be prescribed

Provided that a company which is a subsidiary of a company, not being a private company, shall be deemed to be public company for the purposes of the Act even where such subsidiary company continues to be a private company in its articles:

Share Capital and Variation of Rights

4. The Authorised Share Capital of the Company shall be such amounts and be divided into such shares as may, from time to time, be provided in the Vth Clause of the Memorandum of Association with power to increase or reduce the capital in accordance with the Company's regulations and legislative provisions for the time being in force in that behalf with the powers to divide the share capital, whether original increased or decreased into several classes and attach thereto respectively such ordinary, preferential or special rights and conditions in such a manner as may for the time being be provided by the Regulations of the Company and allowed by law.
5. The shares shall be under the discretionary control of the Directors who may allot or otherwise dispose of the same or any of them to such persons, in such proportion and on such terms and conditions and either at a premium or at par and at such time as they may from time to time think fit.



6. The Board may at any time increase the subscribed capital of the Company by issue or allotment of further shares out of the unissued part of the share capital, but subject to the following provisions, namely:
- (a) Such further shares shall be offered to the persons, who at the date of the offer are holders of the equity shares of the Company, in proportion as nearly as circumstances admit to the capital paid up on those shares at that date.
 - (b) The offer aforesaid shall be made by notice specifying the number of shares offered and limiting a time, not being less than fifteen days from the date of the offer, within which the offer, if not accepted, will be deemed to have been declined.
 - (c) After the expiry of the time specified in the notice aforesaid, or on receipt of earlier intimation from the persons to whom such notice is given that he declines to accept the shares offered, the Board may dispose of them in such manner as it thinks most beneficial to the Company.

Provided, however, that the Board may with the sanction of the Company in general meeting by a special resolution, offer and allot the further shares mentioned in clause (a) above to any person or persons at their discretion or in case the special resolution specifies a person or persons to whom the shares are to be allotted, to such person or persons.

Issue other than for cash

7. The Board may issue and allot shares in the capital of the Company as payment or part payment for any property sold or goods transferred or machinery or appliances supplied or for services rendered or to be rendered to the Company in or, about the acquisition and or conduct of its business and any shares may be so allotted as fully paid up shares, and if so issued, shall be deemed to be fully paid up shares.

Lien

8. (i) The company shall have a first and paramount lien—
- (a) on every share (not being a fully paid share), for all monies (whether presently payable or not) called, or payable at a fixed time, in respect of that share; and
 - (b) on all shares (not being fully paid shares) standing registered in the name of a single person, for all monies presently payable by him or his estate to the company:
- Provided that the Board of directors may at any time declare any share to be wholly or in part exempt from the provisions of this clause.
- (ii) The company's lien, if any, on a share shall extend to all dividends payable and bonuses declared from time to time in respect of such shares.

Calls on shares

- 9.(i) The Board may, from time to time, make calls upon the members in respect of any monies unpaid on their shares (whether on account of the nominal value of the shares or by way of premium) and not by the conditions of allotment thereof made payable at fixed times.
- (ii) Any amount paid in advance of calls on any share may carry interest at such rate as the Board of Directors may from time to time fix but shall not have any right to dividend or participate in profits.



Calls in Advance

10. Any amount paid in advance of calls on any share may carry interest at such rate as the Board of Directors may from time to time fix but shall not have any right to dividend or participate in the profits.

Share Certificate

11. The certificate to share registered in the name of two or more person shall be delivered to first named person in the register and this shall be a sufficient delivery to all such holders.
12. (i) Every person whose name is entered as a member in the register of members shall be entitled to receive within two months after incorporation, in case of subscribers to the memorandum or after allotment or within one month after the application for the registration of transfer or transmission or within such other period as the conditions of issue shall be provided without payment of any charges;
- (ii) Every certificate shall be under the seal and shall specify the shares to which it relates and the amount paid-up thereon.
- (iii) In respect of any share or shares held jointly by several persons, the company shall not be bound to issue more than one certificate, and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all such holders.
13. (i) If any share certificate be worn out, defaced, mutilated or torn or if there be no further space on the back for endorsement of transfer, then upon production and surrender thereof to the company, a new certificate may be issued in lieu thereof, and if any certificate is lost or destroyed then upon proof thereof to the satisfaction of the company and on execution of such indemnity as the company deem adequate, a new certificate in lieu thereof shall be given.
- (ii) No fee shall be charged for sub-division or consolidation of share certificates or for issue of new certificates in replacement of those which are old, decrepit, worn out or where the cages on the reverse for recording transfers have been fully utilised.
- (iii) The provisions of Articles (6) and (7) shall mutatis mutandis apply to debentures of the company.
14. Except as required by law, no person shall be recognized by the company as holding any share upon any trust, and the company shall not be bound by, or be compelled in any way to recognize (even when having notice thereof) any equitable, contingent, future or partial interest in any share, or any interest in any fractional part of a share, or (except only as by these regulations or by law otherwise provided) any other rights in respect of any share except an absolute right to the entirety thereof in the registered holder.
15. (i) The company may exercise the powers of paying commissions conferred by sub-section (6) of section 40, provided that the rate per cent or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by that section and rules made there under.
- (ii) The rate or amount of the commission shall not exceed the rate or amount prescribed in rules made under sub-section (6) of section 40.
- (iii) The commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in the one way and partly in the other.
16. (i) If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, subject to the provisions of section 48, and whether or not the company is being wound up, be varied with the consent in writing of the holders of three-fourths of the issued



February 7, 2017

shares of that class, or with the sanction of a special resolution passed at a separate meeting of the holders of the shares of that class.

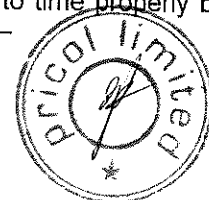
- (ii) To every such separate meeting, the provisions of these regulations relating to general meetings shall mutatis mutandis apply, but so that the necessary quorum shall be at least two persons holding at least one-third of the issued shares of the class in question.
17. The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking pari-passu therewith.
18. Subject to the provisions of section 55, any preference shares may, with the sanction of an ordinary resolution, be issued on the terms that they are to be redeemed on such terms and in such manner as the company before the issue of the shares may, by special resolution, determine.

Transfer of shares

19. (i) The instrument of transfer of any shares in the company shall be executed by or on behalf of both the transferor and transferee.
- (ii) The transfer shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of members in respect thereof.
20. The Board may decline to recognise any instrument of transfer unless—
- (a) the instrument of transfer is in the form as prescribed in rules made under sub-section (1) of section 56;
 - (b) the instrument of transfer is accompanied by the certificate of the shares to which it relates, and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer; and
 - (c) the instrument of transfer is in respect of only one class of shares.
21. The Directors may refuse to register any transfer of shares
- (i) where the Company has a lien on the shares or
 - (ii) where the shares are not fully paid up shares, subject to Section 58 and 59 of the Companies Act, 2013.
22. No fee shall be charged for registration of transfers or for transmission of shares or for registration of any Power of Attorney, Probate, Letters of Administration or other similar document.

Transmission of shares

23. (i) On the death of a member, the survivor or survivors where the member was a joint holder, and his nominee or nominees or legal representatives where he was a sole holder, shall be the only persons recognized by the company as having any title to his interest in the shares.
- (ii) Nothing in clause (i) shall release the estate of a deceased joint holder from any liability in respect of any share which had been jointly held by him with other persons.
24. (i) Any person becoming entitled to a share in consequence of the death or insolvency of a member may, upon such evidence being produced as may from time to time properly be required by the Board and subject as hereinafter provided, elect, either—



- (a) to be registered himself as holder of the share; or
 - (b) to make such transfer of the share as the deceased or insolvent member could have made.
 - (ii) The Board shall, in either case, have the same right to decline or suspend registration as it would have had, if the deceased or insolvent member had transferred the share before his death or insolvency.
25. (i) If the person so becoming entitled shall elect to be registered as holder of the share himself, he shall deliver or send to the company a notice in writing signed by him stating that he so elects.
- (ii) If the person aforesaid shall elect to transfer the share, he shall testify his election by executing a transfer of the share.
- (iii) All the limitations, restrictions and provisions of these regulations relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or insolvency of the member had not occurred and the notice or transfer were a transfer signed by that member.
26. A person becoming entitled to a share by reason of the death or insolvency of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the share, except that he shall not, before being registered as a member in respect of the share, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the company:

Provided that the Board may, at any time, give notice requiring any such person to elect either to be registered himself or to transfer the share, and if the notice is not complied with within ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other monies payable in respect of the share, until the requirements of the notice have been complied with.

DEMATERIALISATION

DEMATERIALISATION OF SECURITIES

27.

Definitions

- (i) For the purpose of the Article :

'Beneficial Owner' means a person or persons whose name is recorded as such with a depository;

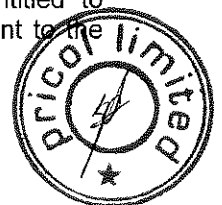
'SEBI' means the Securities and Exchange Board of India;

'Depository' means a Company formed and registered under the Companies Act and which has been granted a certificate of registration to act as a depository under the Securities and Exchange Board of India Act, 1992; and

'Security' means such security as may be specified by SEBI from time to time.

Dematerialisation of Securities

28. Notwithstanding anything contained in these Articles, the Company shall be entitled to dematerialise its securities and to offer securities in a dematerialised form pursuant to the Depositories Act, 1996.



Options for investors

29. Every person subscribing to securities offered by the Company shall have the option to receive security certificates or to hold the securities with a depository. Such a person who is the beneficial owner of the securities can at any time opt out of a depository, if permitted by law, in respect of any security in the manner provided by the Depositories Act and the Company shall, in the manner and within the time prescribed, issue to the beneficial owner the required certificates of securities.

If a person opts to hold his security with a depository, the Company shall intimate such depository the details of allotment of the security and, on receipt of the information, the depository shall enter in its record the name of the allottee as the beneficial owner of the security.

Securities in Depositories to be in fungible form

30. All securities held by a depository shall be dematerialised and be in fungible form. Nothing contained in Sections 153, 153A, 153B, 187B, 187C and 372A of the Act shall apply to depository in respect of the securities held by it on behalf of the beneficial owners.

Rights of Depositories and Beneficial Owners

31. (a) Notwithstanding anything to the contrary contained in the Act or these Articles, a depository shall be deemed to be the registered owner for the purposes of effecting transfer ownership of security on behalf of the beneficial owners.
- (b) Save as otherwise provided in (a) above, the depository as the registered owner of the securities shall not have any voting rights or any other rights in respect of the securities held by it.
- (c) Every person holding securities of the Company and whose name is entered as the beneficial owner in the records of the depository shall be deemed to be a member of the Company. The beneficial owner of the securities shall be entitled to all the rights and benefits and be subject to all the liabilities in respect of his securities which are held by a depository.

Service of Documents

32. Notwithstanding anything in the Act or these Articles to the contrary, where securities are held in a depository, the records of the beneficial ownership may be served by such depository on the Company by means of electronic mode or by delivery of floppies or discs.

Transfer of Securities

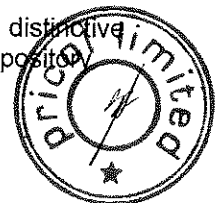
33. Nothing contained in Section 108 of the Act or these Articles shall apply to transfer of securities effected by a transferor and transferee both of whom are entered as beneficial owners in the records of a depository.

Allotment of Securities dealt with by a depository

34. Notwithstanding anything in the Act or these Articles, where securities are dealt with by a depository, the Company shall intimate the details thereof to the depository immediately on allotment of such securities.

Distinctive Numbers of Securities held in a Depository

35. Nothing contained in the Act or these Articles regarding the necessity of having distinctive numbers for securities issued by the Company shall apply to securities held in a depository.



Register and Index of Beneficial Owners

36. The Register and Index of Beneficial Owners, maintained by a depository under the Depositories Act, 1996, shall be deemed to be Register and Index of Members and Security holder for the purposes of these Articles.

Forfeiture of shares

37. If a member fails to pay any call, or installment of a call, on the day appointed for payment thereof, the Board may, at any time thereafter during such time as any part of the call or installment remains unpaid, serve a notice on him requiring payment of so much of the call or installment as is unpaid, together with any interest which may have accrued.
38. The notice aforesaid shall—
- (a) name a further day (not being earlier than the expiry of fourteen days from the date of service of the notice) on or before which the payment required by the notice is to be made; and
 - (b) state that, in the event of non-payment on or before the day so named, the shares in respect of which the call was made shall be liable to be forfeited.
39. If the requirements of any such notice as aforesaid are not complied with, any share in respect of which the notice has been given may, at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the Board to that effect.
40. (i) A forfeited share may be sold or otherwise disposed of on such terms and in such manner as the Board thinks fit.
- (ii) At any time before a sale or disposal as aforesaid, the Board may cancel the forfeiture on such terms as it thinks fit.
41. (i) A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares, but shall, notwithstanding the forfeiture, remain liable to pay to the company all monies which, at the date of forfeiture, were presently payable by him to the company in respect of the shares.
- (ii) The liability of such person shall cease if and when the company shall have received payment in full of all such monies in respect of the shares.
42. (i) A duly verified declaration in writing that the declared is a director, the manager or the secretary, of the company, and that a share in the company has been duly forfeited on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share;
- (ii) The company may receive the consideration, if any, given for the share on any sale or disposal thereof and may execute a transfer of the share in favour of the person to whom the share is sold or disposed of;
- (iii) The transferee shall thereupon be registered as the holder of the share; and
- (iv) The transferee shall not be bound to see to the application of the purchase money, if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale or disposal of the share.
43. The provisions of these regulations as to forfeiture shall apply in the case of non-payment of any sum which, by the terms of issue of a share, becomes payable at a fixed time, whether on account of the nominal value of the share or by way of premium, as if the same had been payable by virtue of a call duly made and notified.



Alteration of capital

44. The company may, from time to time, by ordinary resolution increase the share capital by such sum, to be divided into shares of such amount, as may be specified in the resolution.
45. Subject to the provisions of section 61, the company may, by ordinary resolution,—
- (a) Consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;
 - (b) Convert all or any of its fully paid-up shares into stock, and reconvert that stock into fully paid-up shares of any denomination;
 - (c) Sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the memorandum;
 - (d) Cancel any shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person.
46. Where shares are converted into stock,—
- (a) The holders of stock may transfer the same or any part thereof in the same manner as, and subject to the same regulations under which, the shares from which the stock arose might before the conversion have been transferred, or as near thereto as circumstances admit:

Provided that the Board may, from time to time, fix the minimum amount of stock transferable, so, however, that such minimum shall not exceed the nominal amount of the shares from which the stock arose.
 - (b) The holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regards dividends, voting at meetings of the company, and other matters, as if they held the shares from which the stock arose; but no such privilege or advantage (except participation in the dividends and profits of the company and in the assets on winding up) shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage.
 - (c) Such of the regulations of the company as are applicable to paid-up shares shall apply to stock and the words "share" and "shareholder" in those regulations shall include "stock" and "stock-holder" respectively.
47. The company may, by special resolution, reduce in any manner and with, and subject to, any incident authorised and consent required by law,—
- (a) its share capital;
 - (b) any capital redemption reserve account; or
 - (c) any share premium account.

Capitalisation of profits

48. (i) The company in general meeting may, upon the recommendation of the Board, resolve—
- (a) That it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the company's reserve accounts, or to the credit of the profit and loss account, or otherwise available for distribution; and



- (b) That such sum be accordingly set free for distribution in the manner specified in clause (ii) amongst the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions.
 - (ii) The sum aforesaid shall not be paid in cash but shall be applied, subject to the provision contained in clause (iii), either in or towards—
 - (a) Paying up any amounts for the time being unpaid on any shares held by such members respectively;
 - (b) Paying up in full, unissued shares of the company to be allotted and distributed, credited as fully paid-up, to and amongst such members in the proportions aforesaid;
 - (c) Partly in the way specified in sub-clause (a) and partly in that specified in sub-clause (b);
 - (iii) A securities premium account and a capital redemption reserve account may, for the purposes of this regulation, be applied in the paying up of unissued shares to be issued to members of the company as fully paid bonus shares;
 - (iv) The Board shall give effect to the resolution passed by the company in pursuance of this regulation.
49. (i) Whenever such a resolution as aforesaid shall have been passed, the Board shall
- (a) Make all appropriations and applications of the undivided profits resolved to be capitalised thereby, and all allotments and issues of fully paid shares if any; and
 - (b) generally do all acts and things required to give effect thereto.
- (ii) The Board shall have power—
- (a) To make such provisions, by the issue of fractional certificates or by payment in cash or otherwise as it thinks fit, for the case of shares becoming distributable in fractions; and
 - (b) To authorise any person to enter, on behalf of all the members entitled thereto, into an agreement with the company providing for the allotment to them respectively, credited as fully paid-up, of any further shares to which they may be entitled upon such capitalisation, or as the case may require, for the payment by the company on their behalf, by the application thereto of their respective proportions of profits resolved to be capitalised, of the amount or any part of the amounts remaining unpaid on their existing shares;
 - (iii) Any agreement made under such authority shall be effective and binding on such members.

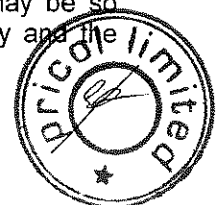
Buy-back of shares

50. Notwithstanding anything contained in these articles but subject to the provisions of sections 68 to 70 and any other applicable provision of the Act or any other law for the time being in force, the company may purchase its own shares or other specified securities.

DEBENTURES

Power to issue Debentures

51. Any debentures or other securities may be issued at a discount, premium or otherwise and with any special privileges as to redemption, surrender, drawing and otherwise and may be so framed that the same shall be assignable from any equities between the company and the original or any intermediate holders.



Power to reissue redeemed debentures

52. The Company may subject to the provisions of Section 121 of the Act, keep any redeemed debentures alive for the purpose of re-issuing and the company shall have power either to re-issue the same debentures or to issue other debentures in their place.

Transfer and transmission of debentures

53. The provisions contained in these presents relating to the transfer and transmission of shares shall apply MUTATIS MUTANDIS to the transfer and transmission respectively of debentures.

Warrants

54. The Company may issue warrants attaching a right to the holder to apply for Equity Shares on predetermined terms and conditions as may be stipulated by the Board of Directors of the Company.

GENERAL MEETINGS

55. All general meetings other than annual general meeting shall be called extraordinary general meeting.
56. (i) The Board may, whenever it thinks fit, call an extraordinary general meeting.
- (ii) If at any time directors capable of acting who are sufficient in number to form a quorum are not within India, any director or any two members of the company may call an extraordinary general meeting in the same manner, as nearly as possible, as that in which such a meeting may be called by the Board.

Proceedings at general meetings

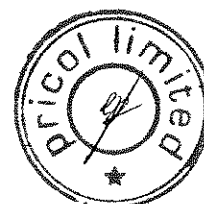
57. (i) No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business.
- (ii) Save as otherwise provided herein, the quorum for the general meetings shall be as provided in section 103.
58. The chairperson, if any, of the Board shall preside as Chairperson at every general meeting of the company.
59. If there is no such Chairperson, or if he is not present within fifteen minutes after the time appointed for holding the meeting, or is unwilling to act as chairperson of the meeting, the directors present shall elect one of their members to be Chairperson of the meeting.
60. If at any meeting no director is willing to act as Chairperson or if no director is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their members to be Chairperson of the meeting.

BOARD OF DIRECTORS

- 61.(a) Unless otherwise determined by the Company in general meeting, number of Directors shall not be less than Three and not more than Fifteen (including Nominee Director, if any)

(b) The following shall be the First Directors of the Company.

1. Mr.Vijay Mohan
2. Mr.K.Ramesh
3. Mr.T.G.Thamizhanban



Share Qualification of Directors

62. No share qualification will be necessary for being appointed as or holding the office of a Director of the Company.

Quorum

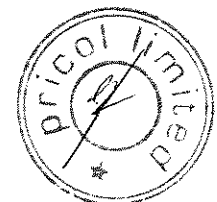
63. The quorum necessary for the transaction, of the business, of the Board meeting subject to Section 174 of the Act, shall be one third of the total strength or at least two whichever is higher. The participation of the directors by video conferencing or by other audio Visual means shall also be count for the purpose of quorum.

Remuneration of Directors

64. Every Director of the Company shall be entitled to receive such remuneration including fees for attending the meetings of the Board or any of its committee as the Board may from time to time decide. Such remuneration shall not exceed the amount as may be prescribed from time to time by the Central Government, provided that if the remuneration so determined exceeds the amount prescribed by the Central Government, then, the approval of the Central Government shall be obtained. The Directors shall also be entitled to be paid actual travelling and out-of-pocket expenses incurred in attending and returning from such Meetings.
65. If any Director, being willing, shall be called upon to perform extra services, or to make any special exertions in going or residing away from his residence for any purpose of the Company, the Board may arrange with such Director for such special remuneration for such services either by way of salary, or commission or the payment of a stated sum of money as they shall think fit, and such remuneration may be either in addition to or in substitution of his remuneration provided in Article 64 supra.

Managing Director / Whole Time Director

66. (i) The Directors may from time to time, appoint one or more of their body to the office of the Managing Director(s) / Joint Managing Director(s) / Whole time Director(s) / Executive director(s) for one or more of the divisions of the business carried on by the Company and may enter into agreement with him in such terms and conditions as they may deem fit.
- (ii) Such appointee shall not, while holding such office be subject to retirement by rotation at the Annual General Meetings, unless the constitution of the Board at a given point of time requires any or all of them to retire by rotation and seek re-election.
- (iii) The Board of Directors may entrust to and confer upon such Managing Director, Joint Managing Director or Whole-Time Director all or any of the powers exercisable by them with such restrictions as they think fit, either collaterally with or to the exclusion of their own powers and subject to their superintendence, control and direction. The remuneration payable to such persons shall be subject to approval of the Company in a General Meeting and subject to the approval by the Central Government as and when required.
67. The Managing Director(s) / Joint Managing Director(s) / Whole time Director(s) / Executive director(s) may be paid such remuneration as may, from time to time, be determined by the Board and such remuneration as may be fixed by way of salary or commission or participation in profits or partly in one way or partly in another subject to the provisions of the Companies Act, 2013.



Nominee Director

68. Any deed for securing loans by the company from Banks / Financial institutions / Government / Statutory Body / persons (Secured lenders) may be so arranged to provide for the appointment from time to time by the Secured lenders of some person or persons to be a director or directors or the Company and may empower such lending banks / financial institutions from time to time to remove and re-appoint any Director so appointed. A Director appointed under this Article is herein referred as "Nominee Director" and the term "Nominee Director" means any director for time being in office under this Article.

The Nominee Director so appointed shall hold the said office only so long as any moneys remain owing by the Company to the Secured lenders.

Additional Director

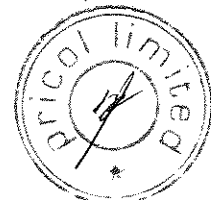
69. (i) Subject to the provisions of section 149, the Board shall have power at any time, and from time to time, to appoint a person as an additional director, provided the number of the directors and additional directors together shall not at any time exceed the maximum strength fixed for the Board by the articles.
- (ii) Such person shall hold office only up to the date of the next annual general meeting of the company but shall be eligible for appointment by the company as a director at that meeting subject to the provisions of the Act.

Alternate Director

70. The Board may appoint an alternate Director to act for a Director (hereinafter in this article called the original Director) during his absence for a period of not less than three months from India. An alternate Director shall not hold office as such for a longer period than that permissible to the original Director in whose place he has been appointed and shall vacate office if and when the original Director returns to India. If the term of office of the original Director is determined before he returns to India as aforesaid, any provision for the automatic reappointment of retiring Directors in default of another appointment shall apply to the original and not to the alternate Director.

Proceedings of the Board

71. (i) The Board of Directors may meet for the conduct of business, adjourn and otherwise regulate its meetings, as it thinks fit.
- (ii) A director may, and the manager or secretary on the requisition of a director shall, at any time, summon a meeting of the Board.
72. (i) Save as otherwise expressly provided in the Act, questions arising at any meeting of the Board shall be decided by a majority of votes.
- (ii) In case of an equality of votes, the Chairperson of the Board, if any, shall have a second or casting vote.
73. The continuing directors may act notwithstanding any vacancy in the Board; but, if and so long as their number is reduced below the quorum fixed by the Act for a meeting of the Board, the continuing directors or director may act for the purpose of increasing the number of directors to that fixed for the quorum, or of summoning a general meeting of the company, but for no other purpose.
74. (i) The Board may elect a Chairperson of its meetings.
- (ii) If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the directors present may choose one of their numbers to be Chairperson of the meeting.



February 7, 2017

75. The Board may, subject to the provisions of the Act, delegate any of its powers to committees consisting of such member or members of its body or to any directors jointly or severally or to any director or any other person as it thinks fit. Such Committee or director(s) or person(s) in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Board.
76. (i) A committee may elect a Chairperson of its meetings.
- (ii) If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the members present may choose one of their members to be Chairperson of the meeting.
77. (i) A committee may meet and adjourn as it thinks fit.
- (ii) Questions arising at any meeting of a committee shall be determined by a majority of votes of the members present, and in case of an equality of votes, the Chairperson shall have a second or casting vote.
78. All acts done in any meeting of the Board or of a committee thereof or by any person acting as a director, shall, notwithstanding that it may be afterwards discovered that there was some defect in the appointment of any one or more of such directors or of any person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such director or such person had been duly appointed and was qualified to be a director.

Circular Resolution

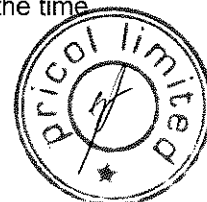
79. Save as otherwise expressly provided in the Act, a resolution in writing, signed by all the members of the Board or of a committee thereof, for the time being entitled to receive notice of a meeting of the Board or committee, shall be valid and effective as if it had been passed at a meeting of the Board or committee, duly convened and held.

Chief Executive Officer, Manager, Company Secretary or Chief Financial Officer

80. Subject to the provisions of the Act,—
- (i) A chief executive officer, manager, company secretary or chief financial officer may be appointed by the Board for such term, at such remuneration and upon such Conditions as it may think fit; and any chief executive officer, manager, company secretary or chief financial officer so appointed may be removed by means of a resolution of the Board;
- (ii) A director may be appointed as chief executive officer, manager, company secretary or chief financial officer.
81. A provision of the Act or these regulations requiring or authorising a thing to be done by or to a director and chief executive officer, manager, company secretary or chief financial officer shall not be satisfied by its being done by or to the same person acting both as director and as, or in place of, chief executive officer, manager, company secretary or chief financial officer.

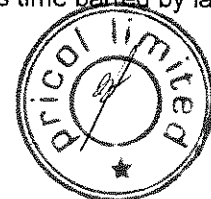
Borrowing Powers

82. Subject to section 73, 179 and 180 of the Companies Act, 2013, and Regulations made there under and Directions issued by the RBI the directors may, from time to time, raise or borrow any sums of money for and on behalf of the Company from the member or other persons, companies or banks/Financial Institutions or they may themselves advance money to the company on such interest as may be approved by the Directors.
83. The Directors may, from time to time, secure the payment of such money in such manner and upon such terms and conditions in all respects as they deem fit and in particular by the issue of bonds or debentures or by pledge, mortgage, charge or any other security on all or any properties of the Company (both present and future) including Its uncalled capital for the time being.



Dividends and Reserve

84. The company in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the Board.
85. Subject to the provisions of section 123, the Board may from time to time pay to the members such interim dividends as appear to it to be justified by the profits of the company.
86. (i) The Board may, before recommending any dividend, set aside out of the profits of the company such sums as it thinks fit as a reserve or reserves which shall, at the discretion of the Board, be applicable for any purpose to which the profits of the company may be properly applied, including provision for meeting contingencies or for equalizing dividends; and pending such application, may, at the like discretion, either be employed in the business of the company or be invested in such investments (other than shares of the company) as the Board may, from time to time, think fit.
(ii) The Board may also carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve.
87. (i) Subject to the rights of persons, if any, entitled to shares with special rights as to dividends, all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is paid, but if and so long as nothing is paid upon any of the shares in the company, dividends may be declared and paid according to the amounts of the shares.
(ii) No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this regulation as paid on the share.
(iii) All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid; but if any share is issued on terms providing that it shall rank for dividend as from a particular date such share shall rank for dividend accordingly.
88. The Board may deduct from any dividend payable to any member all sums of money, if any, presently payable by him to the company on account of calls or otherwise in relation to the shares of the company.
89. (i) Any dividend, interest or other monies payable in cash in respect of shares may be paid through electronic transfer or by cheque or warrant sent through the post directed to the registered address of the holder or, in the case of joint holders, to the registered address of that one of the joint holders who is first named on the register of members, or to such person and to such address as the holder or joint holders may in writing direct.
(ii) Every such cheque or warrant or e-transfer shall be made payable to the order of the person to whom it is sent.
90. Notice of any dividend that may have been declared shall be given to the persons entitled to share therein in the manner mentioned in the Act.
91. No dividend shall bear interest against the company.
92. Unclaimed dividend shall not be forfeited unless the claim thereto becomes time barred by law.



Inspection of registers

- * 93. (a) The Company shall maintain the statutory registers, books, documents etc. prescribed under the Companies Act and Rules thereof, for such duration as the Board may unless otherwise prescribe. The statutory registers, books, documents etc. permitted for inspection under Companies Act and The Rules thereof shall be open for inspection during 10.00 a.m to 12.00 a.m on all working days at the register office of the Company by the person entitles thereto on payment, where required, of such fees as may be fixed by the Board/Chairman/Managing Director but not exceeding the limits prescribed by the Rules.
- * (b) Any member, debenture-holder, other security holder or beneficial owner or any other person are entitled to avail the copies of the registers, returns etc. for which they are entitled to demand on payment of such fees as may be fixed by the Board / Chairman / Managing Director but not exceeding the limits prescribed the Companies Act and Rules thereof.

(This Clause has been amended by passing special resolution at the Extra-ordinary General Meeting held on 22nd July, 2016)

E-Governance

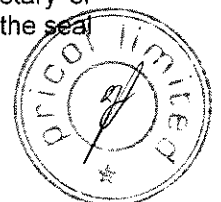
94. Wherever so empowered by or under the Companies Act, 1956, the Information Technology Act, 2000, or any other statute as may be prevailing from time to time, the Company shall have the right to adopt electronic means of governance and statutory compliances, including in particular, in the following matters:
- (i) Issue and service of notices convening meeting of the Board of Directors or any committee thereof, and for passing resolution by circulation amongst the Directors or Committee members.
 - (ii) Holding and conducting meetings of the Board of Directors and committees thereof.
 - (iii) Issues and services of Notices convening Annual General Meetings, other General meetings and meetings of any class of members.
 - (iv) Holding and conducting Annual General Meeting, other General meetings and meetings of any class of members.
 - (v) Maintenance and updation of statutory registers, records, books and documents .
 - (vi) Authentication, certification and service of documents.

Indemnity

95. Every officer of the company shall be indemnified out of the assets of the company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in which relief is granted to him by the court or the Tribunal.

The Seal

96. (i) The Board shall provide for the safe custody of the seal.
- (ii) The seal of the company shall not be affixed to any instrument except by the authority of a resolution of the Board or of a committee of the Board authorised by it in that behalf, and except in the presence of at least one director and of the secretary or such other person as the Board may appoint for the purpose; and the director and the company secretary or chief financial officer or other person aforesaid shall sign every instrument to which the seal of the company is so affixed in their presence.



Winding up

97. Winding up when necessary will be done in accordance with the *Winding Up* requirements of the Act.

Secrecy Clause

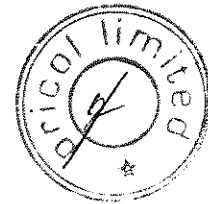
98. No shareholder or other person, not being a Director, shall be entitled to enter into or upon the premises or the property of the Company or to inspect the Company's premises or properties or the books or the accounts of the Company, except to the extent allowed by the Act and subject to such reasonable restrictions as the Company in general meeting or the Board may impose in this behalf, from time to time without the permission of the Board, or of the Chairman, Managing Director, or Whole Time Director or Executive Director for the time being, or require the discovery of any information respecting any detail of the Company's trading or any matter which is or may be in the nature of a trade secret, mystery or trade or secret process or of any matter whatsoever which may relate to the conduct of the business of the Company, and which, in the opinion of the Board or the Chairman, the Managing Director or Whole Time Director or Executive Director will be inexpedient in the interest of the members of the Company, to communicate.

General

99. Notices from the Company may be authenticated by the signature printed or written of any Director or Secretary or such other Officer appointed by the Board for this purpose.

General Authority

100. Wherever in the Act, it has been provided that the Company shall have any right, privilege or authority or that the Company could carry out any transaction, only if the Company is so authorised by its Articles of Association, then and in that case, this regulation hereby authorised and empowers the Company to have such right, privilege or authority and to carry out such transaction as have been permitted by the Act, without there being any specific regulation in that behalf herein provided.



XXIV. MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

The following contracts (not being contracts entered into in the ordinary course of business carried on by our Company or entered into more than two years before the date of the Information Memorandum), which are or may be deemed material have been entered or are to be entered into by our Company. These contracts and also the documents for inspection referred to hereunder, may be inspected at the Registered Office of our Company situated at 109 Race Course, Coimbatore - 641018 from 10.00 a.m. to 02.00 p.m. on working days from the date of the Information Memorandum till commencement of trading in the Equity Share of our Company.

Documents for Inspection

1. Certificate of Incorporation of our Company.
2. Memorandum and Articles of our Company.
3. Copy of the Fairness Report provided by Centrum Capital Limited, dated January 25, 2016.
4. Copy of the Undertaking and the Auditor's certificate dated January 23, 2016 and 25th January 2016 respectively submitted to SEBI confirming non application of sub para 9(a), Para 1A, Annexure 1 of SEBI circulars (CIR/CFD/CMD/16/2015 dated November 30, 2015).
5. Copy of the resolution passed by the Board of directors dated January 27, 2016 approving the scheme.
6. Scheme of Amalgamation between erstwhile Pricol Limited with Pricol Limited (formerly Pricol Pune Limited) and their respective Shareholders.
7. Observation letters from BSE Limited dated 8th April 2016 and National Stock Exchange of India Limited dated 11th April 2016 respectively.
8. Part B approval from SEBI vide its letter dated 10th November 2016.
9. Order dated October 6, 2016 of the Hon'ble High Court of Madras sanctioning the Scheme of Amalgamation under Section 391 to 394 of the Companies Act, 1956, received by the Company on October 24, 2016.
10. Tripartite agreements dated September 26, 2016 and September 21, 2016 with CDSL & NSDL respectively.
11. Statement of Tax Benefits dated November 22, 2016 from Haribhakti & Co. LLP, Chartered Accountant Coimbatore.
12. Audited Financial results of the Company for the year ended March 31, 2016.

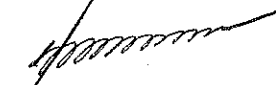
Any of the contracts or documents mentioned in the Information Memorandum may be amended or modified at any time if so required in the interest of our Company or if required by the other parties, without reference to the Shareholders subject to compliance of the provisions contained in the Companies Act, 1956 / Companies Act, 2013 and other relevant statutes.



XXV. DECLARATION

All relevant provisions of the Companies Act, 1956 / Companies Act, 2013 (to the extent notified and applicable), the rules made thereunder and the guidelines issued by the government of India or India or the regulations issued by Securities and Exchange Board of India, as the case may be, have been complied with and no statement made in this Information Memorandum is in contrary to the provision of Companies Act, 1956 / Companies Act, 2013 (to the extent notified and applicable), the Securities and Exchange Board of India Act, 1992 or the rules made thereunder. We further certify that all statements made in the Information Memorandum are true and correct.

For Pricol Limited .



T.G.Thamizhanban
Company Secretary

Date : 7th February 2017
Place : Coimbatore

