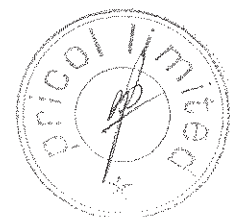
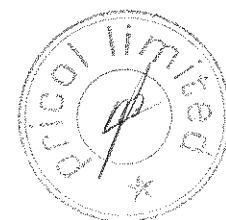


Annexure A

Sr. No	Documents to be submitted alongwith application under Clause 24(f) of the Listing Agreement	Annexure No.	Page No.
1.	List of documents enclosed with Application under Clause 24(f)	A	6-8
2.	Certified true copy of the resolution passed by the Board of Directors of the Transferee Company (Pricol).	B	9-10
3.	Certified true copy of the resolution passed by the Board of Directors of the Transferor Company (Xenos).	C	11-12
4.	Certified copy of the draft Scheme of Amalgamation proposed to be filed before the High Court.	D	13-37
5.	Valuation report from Independent Chartered Accountant as per Para 4 of SEBI Circular no. CIR/CFD/DIL/8/2013 dated May 21, 2013.	E	38-52
6.	Report from the Audit Committee recommending the draft scheme taking into consideration, inter alia, the valuation report.	F	53-56
7.	Fairness opinion by Merchant Banker	G	57-60
8.	Shareholding pattern of Transferee Company (Pricol) pre and post Amalgamation as per Clause 35 of the Listing Agreement.	H1 H2	61-66 67-72
9.	Shareholding pattern of Transferor Company (Xenos) pre and post Amalgamation as per Clause 35 of the Listing Agreement.	I	73-78
10.	Audited financials of the transferee company for the last 3 financial years and for the half year ended 30 th September 2013, as per Annexure I of the BSE Checklist.	J	79
11.	Audited financials of the transferor company for the last 3 financial years and for the half year ended 30 th September 2013, as per Annexure I of the BSE Checklist.	K	80
12.	Compliance Report as per clause 49 of the listing agreement as per Annexure II of the BSE Checklist.	L	81-82
13.	Compliant Report as per Annexure III of the BSE Checklist. (To be submitted within 7 days of expiry of 21 days from the date of filing of Draft Scheme	Will be submitted on time.	
14.	Compliance report with the requirements specified in Part-A of the circular CIR/CFD/DIL/5/2013 dated February 4, 2013, as per Annexure IV of the BSE Checklist.	M	83-84

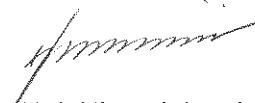


Sr. No	Documents to be submitted alongwith application under Clause 24(f) of the Listing Agreement	Annexure No.	Page No.
15.	If as per the company, approval from the shareholders through postal ballot and e-voting, as required under Para 5.16(a), is not applicable then as required under Para 5.16 (b), submit the following: a) An undertaking certified by the auditor clearly stating the reasons for non-applicability of Para 5.16(a). b) Certified copy of Board of Director's resolution approving the aforesaid auditor certificate.	Approval from the shareholders through postal ballot and e-voting is required.	
16.	Name of the Designated Stock Exchange (DSE) for the purpose coordinating with SEBI. Certified true copy of the resolution passed by the Board of Directors, in case BSE is DSE.		"BSE LIMITED" N
17.	Brief details of the transferee company (Pricol) and transferor company (Xenos), as per Annexure V of the BSE Checklist.	O	86-91
18.	Networth certificate (excluding Revaluation Reserve) together with related workings pre and post scheme for the transferee company.	P	92-93
19.	Capital evolution details of the transferee company (Pricol) as per Annexure VI of the BSE Checklist.	Q1	94
20.	Capital evolution details of the transferor company (Xenos) as per Annexure VI of the BSE Checklist.	Q2	95
21.	Confirmation by the Company Secretary as per Annexure VII of the BSE Checklist.	R	96-97
22.	Statutory Auditor's Certificate confirming the compliance of the accounting treatment as specified in the Clause 24(i) of the listing agreement, as per Annexure VIII of the BSE Checklist.	S	98
23.	Annual Report of the Transferee Company for the last financial year (2012-13).	T1	99 (Annual Report page No: 1- 60)
24.	Annual Report of the Transferor Company for the last financial year (2012-13).	T2	100 (Annual Report page No: 1-29)



Sr. No	Documents to be submitted alongwith application under Clause 24(f) of the Listing Agreement	Annexure No.	Page No.
25.	Processing fee of Rs.1,00,000/ plus Service Tax (12.36%) and TDS (10%): Cheque no.050397 dated 28.01.2014 in favor of 'BSE Limited' for Rs. 1,02,360	U	101
26.	Name & Designation of the Contact Person : Telephone Nos. : landline Mobile: Email ID:.	T.G.Thamizhanban, Company Secretary 0422 4336223 98944 99865 cs@pricol.co.in	

For pricol limited


T.G.Thamizhanban
Company Secretary

