

## FOR THE ELIGIBLE EQUITY SHAREHOLDERS OF OUR COMPANY ONLY

This is an Abridged Letter of Offer containing salient features of the Letter of Offer dated November 20, 2020 (“**Letter of Offer**”), which is available on the websites of the Registrar, our Company, the Lead Manager and the stock exchanges where the Equity Shares of our Company are listed, i.e., BSE Limited (“**BSE**”) and National Stock Exchange of India Limited (“**NSE**”, and together with BSE, the “**Stock Exchanges**”). You are encouraged to read greater details available in the Letter of Offer. Capitalised terms not specifically defined herein shall have the meaning ascribed to them in the Letter of Offer.

## THIS ABRIDGED LETTER OF OFFER CONTAINS 15 PAGES. PLEASE ENSURE THAT YOU HAVE RECEIVED ALL THE PAGES

Our Company has made available on the Registrar’s website at <https://rights.integratedindia.in> and the Company’s website at [www.pricol.com](http://www.pricol.com), this Abridged Letter of Offer and the Application Form for the Eligible Equity Shareholders. You may also download the Letter of Offer from the websites of the Securities and Exchange Board of India (“**SEBI**”), the Stock Exchanges and the Lead Manager, i.e., at [www.sebi.gov.in](http://www.sebi.gov.in), [www.bseindia.com](http://www.bseindia.com), [www.nseindia.com](http://www.nseindia.com) and [www.centrum.co.in](http://www.centrum.co.in), respectively.



### PRICOL LIMITED

**Registered and Corporate Office:** 109, Race Course, Coimbatore, Tamil Nadu – 641 018, India

**Telephone:** +91 (422) 4336000

**Contact Person:** T. G. Thamizhanban; **Designation:** Company Secretary and Chief Compliance Officer

**E-mail:** [cs@pricol.co.in](mailto:cs@pricol.co.in) / [investor@pricol.co.in](mailto:investor@pricol.co.in); **Website:** [www.pricol.com](http://www.pricol.com)

**Corporate Identity Number:** L34200TZ2011PLC022194

## OUR PROMOTERS: VIJAY MOHAN, VANITHA MOHAN, VIKRAM MOHAN, AND VIJAY MOHAN (BHUF)

### ISSUE DETAILS: LISTING AND PROCEDURE

**ISSUE OF UP TO 2,70,84,777 EQUITY SHARES OF FACE VALUE OF ₹ 1 EACH OF OUR COMPANY (THE “RIGHTS EQUITY SHARES”) FOR CASH AT A PRICE OF ₹ 30 PER RIGHTS EQUITY SHARE (INCLUDING A PREMIUM OF ₹ 29 PER RIGHTS EQUITY SHARE) OF OUR COMPANY FOR AN AMOUNT AGGREGATING UP TO ₹ 8,125.43 LAKHS,\* ON A RIGHTS BASIS TO THE EXISTING ELIGIBLE EQUITY SHAREHOLDERS OF OUR COMPANY IN THE RATIO OF 2 RIGHTS EQUITY SHARES FOR EVERY 7 FULLY PAID-UP EQUITY SHARE(S) HELD BY THE EXISTING ELIGIBLE EQUITY SHAREHOLDERS ON THE RECORD DATE, THAT IS ON WEDNESDAY, NOVEMBER 25, 2020 (THE “ISSUE”). FOR FURTHER DETAILS, SEE “TERMS OF THE ISSUE” ON PAGE 246 OF THE LETTER OF OFFER.**

*\*Assuming full subscription.*

The existing Equity Shares are listed on BSE and NSE. Our Company has received in-principle approval from NSE and BSE for listing of the Equity Shares proposed to be issued pursuant to the Issue pursuant to their letters dated November 12, 2020 and November 13, 2020, respectively. For the purposes of the Issue, BSE is the Designated Stock Exchange. For details of the material contracts and documents available for inspection from the date of the Letter of Offer up to the Issue Closing Date, see “*Material Contracts and Documents for Inspection*” on page 293 of the Letter of Offer. Our Company will also make applications to the Stock Exchanges to obtain their trading approvals for the Rights Entitlements as required under the SEBI circular bearing reference number SEBI/HO/CFD/DIL2/CIR/P/2020/13 dated January 22, 2020.

Procedure: If you wish to know about processes and procedures applicable to a rights issue, you may refer to the section titled “*Terms of the Issue*” included below and “*Terms of the Issue*” on page 246 of the Letter of Offer.

### ELIGIBILITY FOR THE ISSUE

Our Company is eligible to offer Rights Equity Shares pursuant to this Issue in terms of Chapter III of the SEBI ICDR Regulations and other applicable provisions of the SEBI ICDR Regulations. Further, our Company is undertaking this Issue in compliance with Part B of Schedule VI of the SEBI ICDR Regulations. Our Company satisfies conditions stipulated in terms of Regulation 99 of the SEBI ICDR Regulations read with the SEBI circular bearing reference no. SEBI/HO/CFD/CIR/CFD/DIL/ 67/2020 dated April 21, 2020, and thus is eligible to make this Issue by way of a ‘fast track issue’.

Our Company filed an exemption application with SEBI dated September 24, 2020 along with a supplemental letter dated September 30, 2020 seeking an exemption under Regulation 300(1)(c) from the strict enforcement of Regulation 99(f) of the SEBI ICDR Regulations read with the SEBI circular, bearing reference no. SEBI/HO/CFD/CIR/CFD/DIL/ 67/2020 dated April 21, 2020 (“**Exemption Application**”), seeking permission to enable our Company to undertake the Issue by

way of a 'fast track issue'. On October 21, 2020, SEBI approved the Exemption Application and permitted our Company to undertake the Issue by way of a 'fast track issue'.

### MINIMUM SUBSCRIPTION

The objects of the Issue involve financing other than the financing of capital expenditure for a project. Further, our Promoters and Promoter Group have undertaken that they will subscribe fully to the extent of their rights entitlement and that they shall not renounce their rights (except to the extent of renunciation by any of them in favour of any other Promoter or member of the Promoter Group) subject to the aggregate shareholding of our Promoters and Promoter Group being compliant with the minimum public shareholding requirements under the SCRR and the SEBI Listing Regulations. Accordingly, minimum subscription criteria are not applicable to the Issue.

### INDICATIVE TIMETABLE

Last date for credit of Rights Entitlements:	Wednesday, December 2, 2020	Finalisation of Basis of Allotment (on or about):	Monday, December 28, 2020
Issue Opening Date:	Thursday, December 3, 2020	Date of Allotment (on or about)	Tuesday, December 29, 2020
Last Date for On Market Renunciation*	Friday, December 11, 2020	Date of credit of Rights Equity Shares (on or about)	Thursday, December 31, 2020
Issue Closing Date <sup>#</sup>	Thursday, December 17, 2020	Date of listing of Rights Equity Shares (on or about)	Friday, January 1, 2021

The above time table is indicative and does not constitute any obligation on the Company or the Lead Manager.

\* *Eligible Equity Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renounees on or prior to the Issue Closing Date.*

<sup>#</sup> *Our Board or a duly authorized committee thereof will have the right to extend the Issue period as it may determine from time to time, provided that this Issue will not remain open in excess of 30 days from the Issue Opening Date (inclusive of the Issue Opening Date). Further, no withdrawal of Application shall be permitted by any Applicant after the Issue Closing Date.*

### NOTICE TO INVESTORS

All Eligible Equity Shareholders outside India should refer to the Letter of Offer. This Abridged Letter of Offer has been made available to you in electronic form in accordance with the SEBI circular bearing reference number SEBI/HO/CFD/DIL2/CIR/P/2020/78 dated May 6, 2020, read with SEBI circular SEBI/HO/CFD/DIL1/CIR/P/2020/136 dated July 24, 2020 and the MCA Circular.

Our Company also endeavoured to dispatch physical copies of this Abridged Letter of Offer to Eligible Equity Shareholders who have provided an Indian address to our Company. However, our Company, the Lead Manager and the Registrar will not be liable for non-dispatch of physical copies of this Abridged Letter of Offer.

NO ACTION HAS BEEN TAKEN OR WILL BE TAKEN THAT WOULD PERMIT A PUBLIC OFFERING OF THE RIGHTS ENTITLEMENTS OR RIGHTS EQUITY SHARES TO OCCUR IN ANY JURISDICTION OTHER THAN INDIA, OR THE POSSESSION, CIRCULATION OR DISTRIBUTION OF THIS ABRIDGED LETTER OF OFFER OR LETTER OF OFFER OR ANY OTHER MATERIAL RELATING TO OUR COMPANY, THE RIGHTS ENTITLEMENTS OR THE RIGHTS EQUITY SHARES IN ANY JURISDICTION WHERE ACTION FOR SUCH PURPOSE IS REQUIRED. ACCORDINGLY, THE RIGHTS ENTITLEMENTS OR RIGHTS EQUITY SHARES MAY NOT BE OFFERED OR SOLD, DIRECTLY OR INDIRECTLY, AND NEITHER THIS ABRIDGED LETTER OF OFFER OR LETTER OF OFFER NOR ANY OFFERING MATERIALS OR ADVERTISEMENTS IN CONNECTION WITH THE RIGHTS ENTITLEMENTS OR RIGHTS EQUITY SHARES MAY BE DISTRIBUTED OR PUBLISHED IN OR FROM ANY COUNTRY OR JURISDICTION EXCEPT IN ACCORDANCE WITH THE LEGAL REQUIREMENTS APPLICABLE IN SUCH COUNTRY OR JURISDICTION. THIS ISSUE WILL BE MADE IN COMPLIANCE WITH THE APPLICABLE SEBI REGULATIONS. EACH PURCHASER OF THE RIGHTS ENTITLEMENTS OR THE RIGHTS EQUITY SHARES IN THIS ISSUE WILL BE DEEMED TO HAVE MADE ACKNOWLEDGMENTS AND AGREEMENTS AS DESCRIBED UNDER “**RESTRICTIONS ON PURCHASES AND RESALES**” ON PAGE 283 OF THE LETTER OF OFFER.

### NO OFFER IN THE UNITED STATES

THE RIGHTS ENTITLEMENTS AND THE RIGHTS EQUITY SHARES HAVE NOT BEEN AND WILL NOT BE REGISTERED UNDER THE U.S. SECURITIES ACT OF 1933, AS AMENDED (THE “U.S. SECURITIES ACT”),

OR ANY U.S. STATE SECURITIES LAWS AND MAY NOT BE OFFERED, SOLD, RESOLD OR OTHERWISE TRANSFERRED WITHIN THE UNITED STATES, EXCEPT IN A TRANSACTION EXEMPT FROM THE REGISTRATION REQUIREMENTS OF THE U.S. SECURITIES ACT. THE RIGHTS EQUITY SHARES AND THE RIGHTS ENTITLEMENTS REFERRED TO IN THIS ABRIDGED LETTER OF OFFER OR LETTER OF OFFER ARE BEING OFFERED AND SOLD IN OFFSHORE TRANSACTIONS OUTSIDE THE UNITED STATES IN COMPLIANCE WITH REGULATIONS UNDER THE U.S. SECURITIES ACT TO EXISTING SHAREHOLDERS LOCATED IN JURISDICTIONS WHERE SUCH OFFER AND SALE OF THE RIGHTS EQUITY SHARES AND/OR RIGHTS ENTITLEMENTS IS PERMITTED UNDER LAWS OF SUCH JURISDICTIONS. THE OFFERING TO WHICH THIS ABRIDGED LETTER OF OFFER OR LETTER OF OFFER RELATES IS NOT, AND UNDER NO CIRCUMSTANCES IS TO BE CONSTRUED AS, AN OFFERING OF ANY RIGHTS EQUITY SHARES OR RIGHTS ENTITLEMENTS FOR SALE IN THE UNITED STATES OR AS A SOLICITATION THEREIN OF AN OFFER TO BUY OR TRANSFER ANY OF THE SAID SECURITIES. ACCORDINGLY, YOU SHOULD NOT FORWARD OR TRANSMIT THIS ABRIDGED LETTER OF OFFER AND THE LETTER OF OFFER IN OR INTO THE UNITED STATES AT ANY TIME. THE RIGHTS EQUITY SHARES ARE NOT TRANSFERABLE EXCEPT IN ACCORDANCE WITH THE RESTRICTIONS DESCRIBED IN THE SECTION ENTITLED “**RESTRICTIONS ON PURCHASES AND RESALES**” OF THE LETTER OF OFFER.

Receipt of the Letter of Offer, this Abridged Letter of Offer, the Rights Entitlement Letter or the Application Form (including by way of electronic means) will not constitute an offer, invitation to or solicitation by anyone in any jurisdiction or in any circumstances in which such an offer, invitation or solicitation is unlawful or not authorised or to any person to whom it is unlawful to make such an offer, invitation or solicitation.

The Company and the Lead Manager are not making, and will not make, and will not participate or otherwise be involved in any offers or sales of the Rights Entitlements, the Rights Equity Shares or any other security with respect to this Issue in the United States.

### GENERAL RISKS

Investment in equity and equity-related securities involve a degree of risk and investors should not invest any funds in the Issue unless they can afford to take the risk with such investment. Investors are advised to read the risk factors carefully before taking an investment decision in the Issue. For taking an investment decision, Investors shall rely on their own examination of our Company and the Issue including the risks involved. The Equity Shares being offered in the Issue have not been recommended or approved by SEBI, nor does SEBI guarantee the accuracy or adequacy of the Letter of Offer. **Specific attention of investors is invited to “Risk Factors” on page 17 of the Letter of Offer and “Internal Risk factors” on page 6 of this Abridged Letter of Offer before making an investment in the Issue.**

<b>Name of Lead Manager and Contact Details</b>	<p><b>Centrum Capital Limited</b>                  Centrum House                  CST Road, Vidyanagari Marg                  Kalina, Santacruz (East)                  Mumbai – 400 098, Maharashtra, India  <b>Telephone:</b> +91 (22) 4215 9000  <b>Email:</b> <a href="mailto:pricol.rights@centrum.co.in">pricol.rights@centrum.co.in</a>  <b>Investor grievance email:</b> <a href="mailto:igmbd@centrum.co.in">igmbd@centrum.co.in</a>  <b>Contact person:</b> Gunjan Chauhan / Sugandha Kaushik  <b>Website:</b> <a href="http://www.centrum.co.in">www.centrum.co.in</a>  <b>SEBI registration number:</b> INM000010445</p>
<b>Name of Registrar to the Issue and Contact details</b>	<p><b>Integrated Registry Management Services Private Limited</b>                  II Floor, Kences Towers                  No.1 Ramakrishna Street, North Usman Road                  T Nagar, Chennai                  Tamil Nadu – 600 017, India  <b>Website:</b> <a href="http://www.integratedindia.in">www.integratedindia.in</a>  <b>Tel:</b> +91 (44) 2814 0801 / 802 / 803  <b>E-mail:</b> <a href="mailto:pricol@integratedindia.in">pricol@integratedindia.in</a>  <b>Investor Grievance Email:</b> <a href="mailto:srirams@integratedindia.in">srirams@integratedindia.in</a>  <b>Contact person:</b> Sriram S  <b>SEBI registration number:</b> INR000000544</p>

<b>Name of Statutory Auditor</b>	VKS Aiyer & Co., Chartered Accountants
<b>Self Certified Syndicate Banks</b>	The list of banks that have been notified by SEBI to act as the SCSBs for the ASBA process is provided on the website of SEBI at <a href="https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=35">https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=35</a>
<b>Banker to the Issue</b>	ICICI Bank Limited

### SUMMARY OF BUSINESS

We are one of the leading manufacturers of automotive components in India, catering primarily to automotive OEMs, both domestically and overseas. We manufacture a wide range of technology-intensive electronic and mechanical automotive products. These have applications across vehicle segments, including for two-wheelers, three-wheelers, four-wheeler passenger vehicles, light commercial vehicles, heavy commercial vehicles, and tractors. We also cater to the construction equipment segment in the global market.

### SUMMARY OF OBJECTS OF THE ISSUE AND MEANS OF FINANCE

The Net Proceeds are proposed to be utilised by our Company in accordance with the details set forth below:

(in ₹ lakhs)

Particulars	Amount
To meet the working capital requirements of our Company*	6,500.00
General corporate purposes**	1,427.59
<b>Total Net Proceeds***</b>	<b>7,927.59</b>

\*Pursuant to the certificate dated November 20, 2020, issued by VKS Aiyer & Co., Chartered Accountants.

\*\*Subject to the finalization of the Basis of Allotment and the Allotment of the Rights Equity Shares. The amount utilized for general corporate purposes shall not exceed 25% of the Gross Proceeds.

\*\*\*Assuming full subscription and Allotment of the Rights Equity Shares.

#### Means of Finance

The funding requirements mentioned above are based on our Company's internal management estimates and have not been appraised by any bank, financial institution or any other external agency. They are based on current circumstances of our business and our Company may have to revise these estimates from time to time on account of various factors beyond our control, such as market conditions, competitive environment, costs of commodities or interest rate fluctuations. We intend to finance the abovementioned objects from the Net Proceeds. Accordingly, our Company is not required to make firm arrangements of finance through verifiable means towards at least 75% of the stated means of finance, excluding the amount to be raised through the Issue.

Further, our Company's funding requirements and deployment schedules are subject to revision in the future at the discretion of our management. If additional funds are required for the purposes mentioned above, such requirement may be met through internal accruals, additional capital infusion, debt arrangements or any combination of them.

For details, see "Objects of the Issue" on page 55 of the Letter of Offer.

### NAME OF MONITORING AGENCY

Since the size of the Issue does not exceed ₹ 10,000.00 lakhs, our Company is not required to appoint a monitoring agency.

### EQUITY SHAREHOLDING PATTERN

The shareholding pattern of our Company as per the last quarterly filing with the Stock Exchanges in compliance with the provisions of the SEBI Listing Regulations, which includes details of the shareholding of our Promoters and members of our Promoter Group, is available at [www.bseindia.com/stock-share-price/pricol-ltd/pricolld/540293/shareholding-pattern/](http://www.bseindia.com/stock-share-price/pricol-ltd/pricolld/540293/shareholding-pattern/) and [www.nseindia.com/companies-listing/corporate-filings-shareholding-pattern?symbol=PRICOLLTD&tabIndex=equity](http://www.nseindia.com/companies-listing/corporate-filings-shareholding-pattern?symbol=PRICOLLTD&tabIndex=equity).

### BOARD OF DIRECTORS

Sl. No	Name	Designation	Other Directorships
1	Vanitha Mohan	Chairman	<b>Indian companies</b> <ul style="list-style-type: none"> <li>• Libra Conclave Private Limited</li> <li>• Raavi Quattro Private Limited</li> <li>• Sagittarius Investments Private Limited</li> </ul>

			<ul style="list-style-type: none"> <li>Shrimay Enterprises Private Limited</li> </ul> <p><b>Foreign companies</b> Nil</p>
2	Vikram Mohan	Managing Director	<p><b>Indian companies</b></p> <ul style="list-style-type: none"> <li>Infusion Hospitality Private Limited</li> <li>PPL Enterprises Limited</li> <li>Pricol Engineering Industries Limited</li> <li>Pricol Gourmet Private Limited</li> <li>Pricol Holdings Limited</li> <li>Pricol Logistics Private Limited</li> <li>Pricol Properties Limited</li> <li>Pricol Retreats Limited</li> <li>Pricol Travel Private Limited</li> <li>Raavi Quattro Private Limited</li> <li>Sai VM4 Management Advisors Private Limited</li> </ul> <p><b>Foreign companies</b></p> <ul style="list-style-type: none"> <li>Pricol Asia PTE Limited, Singapore</li> <li>PT Pricol Surya Indonesia, Indonesia*</li> <li>PT Sripri Wiring Systems, Indonesia*</li> <li>VM International Pte Limited, Singapore</li> </ul> <p>* Appointed to the board of commissioners</p>
3	Venkatachalapathi Balaji Chinnappan	Chief Operating Officer (Executive Director)	<p><b>Indian companies</b> Nil</p> <p><b>Foreign companies</b> Nil</p>
4	Suresh Jagannathan	Independent Director	<p><b>Indian companies</b></p> <ul style="list-style-type: none"> <li>Cape Flour Mills Private Limited</li> <li>Cape Power Private Limited</li> <li>Eltex Precision Dies and Tools Private Limited</li> <li>Kovilpatti Lakshmi Roller Flour Mills Limited (formerly known as KLRF Limited)</li> <li>McKinnon India Private Limited</li> </ul> <p><b>Foreign companies</b> Nil</p>
5	Ramani Vidhya Shankar	Independent Director	<p><b>Indian companies</b></p> <ul style="list-style-type: none"> <li>Anugraha Valve Castings Limited</li> <li>L. G. Balakrishnan &amp; Bros Limited</li> </ul> <p><b>Foreign companies</b> Nil</p>
6	Sriya Chari	Independent Director	<p><b>Indian companies</b></p> <ul style="list-style-type: none"> <li>India Motor Parts &amp; Accessories Limited</li> <li>Rajsriya Automotive Industries Private Limited</li> <li>Yogya Systems Private Limited</li> </ul> <p><b>Foreign companies</b> Nil</p>
7	Sangampalayam Kandasami Sundararaman	Independent Director	<p><b>Indian companies</b></p> <ul style="list-style-type: none"> <li>Abirami Distributors Private Limited</li> <li>Abirami Ecoplast Private Limited</li> <li>Confederation of Indian Textile Industry</li> <li>Firebird Enterprenuerial Ventures Private Limited</li> <li>Indian Technical Textile Association</li> <li>L K Distributors Private Limited</li> <li>S K S Agencies Limited</li> <li>Shanthi Gears Limited</li> <li>Shiva Mills Limited</li> <li>Shiva Texyarn Limited</li> </ul>

			<ul style="list-style-type: none"> <li>Sundar Ram Enterprise Private Limited</li> <li>Vedanayagam Hospital Private Limited</li> </ul> <b>Foreign companies</b> <b>Nil</b>
8	Shanmugasundaram Palanisamy	Independent Director	<b>Indian companies</b> <ul style="list-style-type: none"> <li>L. G. Balakrishnan &amp; Bros Limited</li> <li>LGB Forge Limited</li> </ul> <b>Foreign companies</b> <b>Nil</b>
9	Kasthuri Rangaian Ilango	Independent Director	<b>Indian companies</b> <ul style="list-style-type: none"> <li>Codissia Industrial Park Limited</li> <li>Codissia Industrial Infrastructure Upgradation Services</li> <li>KKR Securities Private Limited</li> <li>Rajshree Sugars &amp; Chemicals Limited</li> <li>RSM Autokast Private Limited</li> <li>Tamilnadu Electricity Consumers Association</li> </ul> <b>Foreign companies</b> <b>Nil</b>
10	Navin Paul	Additional Director (Independent Director)	<b>Indian companies</b> <ul style="list-style-type: none"> <li>Amalgamation Repco Limited</li> <li>Brakes India Private Limited</li> <li>IP Rings Limited</li> </ul> <b>Foreign companies</b> <b>Nil</b>

#### **DETAILS OF ISSUER OR ANY OF ITS PROMOTERS OR DIRECTORS BEING A WILFUL DEFAULTER**

Neither our Company, nor our Promoters or Directors have been or are identified as Wilful Defaulters.

#### **SUMMARY OF FINANCIAL INFORMATION**

*(in Rs. lakhs, except where specified otherwise)*

Particulars	Consolidated	
	Six months ended September 30, 2020*	Financial year ended March 31, 2020
Total Income	51,104.71	1,61,467.78
Profit/(Loss) before tax from continuing operations	(978.90)	(5,030.53)
Profit/(Loss) for the period	1,866.63	(9,875.43)
Equity Share Capital	947.97	947.97
Other Equity	41,391.06	38,791.59
Total Equity	42,339.03	39,739.56
Basic earnings per share <i>(in Rs.)</i>	1.97*	(10.42)
Diluted earnings per share <i>(in Rs.)</i>	1.97*	(10.42)
Return on net worth <i>(in %)</i>	4.50	(25.38)
Net asset value per share <i>(in Rs.)</i>	43.79	41.05

\*Not Annualised

#### **INTERNAL RISK FACTORS – TOP 5 RISK FACTORS AS PER THE LETTER OF OFFER**

The below mentioned risks are the top 5 risk factors as per the Letter of Offer:

1. The COVID-19 pandemic and resulting deterioration of general economic conditions has adversely impacted our business and results of operations and the extent to which it will continue to do so will depend on future developments, which are difficult to predict.
2. We have incurred significant losses in the recent past and may incur losses in the future which may have an adverse effect on our business.
3. An inability to upgrade manufacturing processes and technological capability with evolving trends in the automotive component industry and inability to meet our customers' preferences may adversely affect our business, results of operations and financial condition.

4. Product liability and other civil claims and costs incurred as a result of product recalls could harm our business, results of operations and financial condition.
  5. We depend upon sales of our products to a limited number of customers, and the loss of or reduction in sales to any of our major customers would have a material adverse effect on us.
- For further details, please refer to the section titled “*Risk Factors*” beginning on page 17 of the Letter of Offer.

### SUMMARY OF OUTSTANDING LITIGATIONS AND DEFAULTS

A summary of the outstanding legal proceedings involving our Company and our Subsidiaries as on date, included in the Letter of Offer, is set out below:

*(in ₹ lakhs, unless otherwise specified)*

S. No.	Type of Proceedings	Number of cases	Amount to the extent quantifiable
<b>I.</b>	<b>Litigation involving our Company</b>		
A.	Proceedings involving moral turpitude or criminal liability on our Company	1	-
B.	Proceedings involving material violations of statutory regulations by our Company	Nil	-
C.	Matters involving economic offences where proceedings have been initiated against our Company	Nil	-
D.	Other proceedings involving our Company which involve an amount exceeding the Materiality Threshold or are otherwise material in terms of the Materiality Policy, and other pending matters which, if they result in an adverse outcome would materially and adversely affect the operations or the financial position of our Company	4	5,119.48
	<b>Total</b>	<b>5</b>	<b>5,119.48</b>
<b>II.</b>	<b>Litigation involving our Subsidiaries</b>		
A.	Proceedings involving moral turpitude or criminal liability on our Subsidiaries	Nil	-
B.	Proceedings involving material violations of statutory regulations by our Subsidiaries	Nil	-
C.	Matters involving economic offences where proceedings have been initiated against our Subsidiaries	Nil	-
D.	Other proceedings involving our Subsidiaries which involve an amount exceeding the Materiality Threshold or are otherwise material in terms of the Materiality Policy, and other pending matters which, if they result in an adverse outcome would materially and adversely affect the operations or the financial position of our Company	Nil	-
	<b>Total</b>	Nil	-

For details, see “*Outstanding Litigation and Defaults*” on page 233 of the Letter of Offer.

### TERMS OF THE ISSUE

**In accordance with SEBI Rights Issue Circulars, frequently asked questions and online / electronic dedicated investor helpdesk for guidance on the Application process and resolution of difficulties faced by the Investors will be available on the website of the Registrar at <https://rights.integratedindia.in>. Further, the helpline numbers provided by the Registrar for guidance on the Application process and resolution of difficulties are + (91) 89255 34111 and + (91) 89255 33999. For details, see “*Terms of the Issue*” on page 246 of the Letter of Offer.**

### PROCEDURE FOR APPLICATION

#### How to Apply

In accordance with Regulation 76 of the SEBI ICDR Regulations, SEBI Rights Issue Circulars and ASBA Circulars, all Investors desiring to make an Application in this Issue are mandatorily required to use either the ASBA process or the optional mechanism instituted only for resident Investors in this Issue, *i.e.*, R-WAP. Investors should carefully read the provisions applicable to such Applications before making their Application through ASBA or using the R-WAP. For details of procedure for application by the resident Eligible Equity Shareholders holding Equity Shares in physical form as on the Record Date, see “- *Procedure for Application by Eligible Equity Shareholders holding Equity Shares in physical form*” on page 264 of the Letter of Offer.

**The Lead Manager, our Company, its directors, its employees, affiliates, associates and their respective directors and officers and the Registrar shall not take any responsibility for acts, mistakes, errors, omissions and commissions etc. in relation to Applications accepted by SCSBs, Applications uploaded by SCSBs, Applications accepted but not uploaded by SCSBs or Applications accepted and uploaded without blocking funds in the ASBA Accounts. In addition, Applicants should consult with the relevant SCSB to ensure that there is no statutory / regulatory action restricting the Application being submitted through them.**

### **Application Form**

The Application Form for the Rights Equity Shares offered as part of this Issue would be sent to email address of the Eligible Equity Shareholders who have provided an Indian address to our Company. The Application Form along with the Abridged Letter of Offer and the Rights Entitlement Letter shall be sent through email at least three days before the Issue Opening Date. In case of non-resident Eligible Equity Shareholders, the Application Form along with the Abridged Letter of Offer and other applicable Issue materials shall be sent through email to email address if they have provided an Indian address to our Company. Our Company shall also endeavour to dispatch physical copies of the Issue Material to Eligible Equity Shareholders who have provided an Indian address to our Company.

**Please note that neither our Company nor the Registrar nor the Lead Manager shall be responsible for delay in the receipt of the Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter or the Application Form attributable to non-availability of the email / Indian postal addresses of Eligible Equity Shareholders or electronic transmission / physical delivery delays or failures, or if the Application Forms or the Rights Entitlement Letters are delayed or misplaced in the transit.**

To update the respective email addresses/ mobile numbers in the records maintained by the Registrar or our Company, Eligible Equity Shareholders should visit <https://rights.integratedindia.in>. Investors can access the Letter of Offer, the Abridged Letter of Offer and the Application Form (provided that the Eligible Equity Shareholder is eligible to subscribe for the Rights Equity Shares under applicable securities laws) from the websites of:

- (i) our Company at [www.pricol.com](http://www.pricol.com);
- (ii) the Registrar at <https://rights.integratedindia.in>;
- (iii) the Lead Manager, i.e., Centrum Capital Limited at [www.centrum.co.in](http://www.centrum.co.in);
- (iv) the Stock Exchanges at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com); and
- (v) the R-WAP at <https://rights.integratedindia.in>.

The Eligible Equity Shareholders can download their respective Rights Entitlement Letter from the website of the Registrar (*i.e.*, <https://rights.integratedindia.in>) by entering their DP ID and Client ID or Folio Number (in case of resident Eligible Equity Shareholders holding Equity Shares in physical form) and PAN. The link for the same shall also be available on the website of our Company (*i.e.*, [www.pricol.com](http://www.pricol.com)).

The Application Form can be used by the Investors, Eligible Equity Shareholders as well as the Renounees, to make Applications in this Issue basis the Rights Entitlements credited in their respective demat accounts or demat suspense escrow account, as applicable. Please note that one single Application Form shall be used by the Investors to make Applications for all Rights Entitlements available in a particular demat account or entire respective portion of the Rights Entitlements in the demat suspense escrow account in case of resident Eligible Equity Shareholders holding shares in physical form as on Record Date and applying in this Issue, as applicable. In case of Investors who have provided details of demat account in accordance with the SEBI ICDR Regulations, such Investors will have to apply for the Rights Equity Shares from the same demat account in which they are holding the Rights Entitlements and in case of multiple demat accounts, the Investors are required to submit a separate Application Form for each demat account.

Investors may accept this Issue and apply for the Rights Equity Shares (i) submitting the Application Form to the Designated Branch of the SCSB or online/electronic Application through the website of the SCSBs (if made available by such SCSB) for authorising such SCSB to block Application Money payable on the Application in their respective ASBA Accounts, or (ii) filling the online Application Form available on R-WAP and make online payment using the internet banking or UPI facility from their own bank account thereat. Please note that Applications made with payment using third party bank accounts are liable to be rejected.

Investors are also advised to ensure that the Application Form is correctly filled up stating therein, (i) the ASBA Account (in case of Application through ASBA process) in which an amount equivalent to the amount payable on Application as stated in the Application Form will be blocked by the SCSB; or (ii) the requisite internet banking or UPI details (in case of Application through R-WAP, which is available only for resident Investors).

**Please note that Applications without depository account details shall be treated as incomplete and shall be rejected, except in case of Eligible Equity Shareholders who hold Equity Shares in physical form and are applying in this Issue in accordance with the SEBI Rights Issue Circulars through R-WAP.**

**Applicants should note that they should very carefully fill-in their depository account details and PAN number in the Application Form or while submitting application through online/electronic Application through the website of the SCSBs (if made available by such SCSB) and R-WAP. Incorrect depository account details or**

**PAN number could lead to rejection of the Application. For details see “- Grounds for Technical Rejection” on page 269 of the Letter of Offer. Our Company, the Lead Manager, the Registrar and the SCSB shall not be liable for any incorrect demat details provided by the Applicants.**

Additionally, in terms of Regulation 78 of the SEBI ICDR Regulations, Investors may choose to accept the offer to participate in this Issue by making plain paper Applications. Please note that Eligible Equity Shareholders making an application in this Issue by way of plain paper applications shall not be permitted to renounce any portion of their Rights Entitlements. For details, see “- Application on Plain Paper under ASBA process” on page 261 of the Letter of Offer.

### **Options available to the Eligible Equity Shareholders**

The Rights Entitlement Letter will clearly indicate the number of Rights Equity Shares that the Eligible Equity Shareholder is entitled to.

If the Eligible Equity Shareholder applies in this Issue, then such Eligible Equity Shareholder can:

- (i) apply for its Rights Equity Shares to the full extent of its Rights Entitlements; or
- (ii) apply for its Rights Equity Shares to the extent of part of its Rights Entitlements (without renouncing the other part); or
- (iii) apply for Rights Equity Shares to the extent of part of its Rights Entitlements and renounce the other part of its Rights Entitlements; or
- (iv) apply for its Rights Equity Shares to the full extent of its Rights Entitlements and apply for additional Rights Equity Shares; or
- (v) renounce its Rights Entitlements in full.

In accordance with the SEBI Rights Issue Circulars, (a) the Eligible Equity Shareholders, who hold Equity Shares in physical form as on Record Date; or (b) the Eligible Equity Shareholders, who hold Equity Shares in physical form as on Record Date and who have not furnished the details of their demat account to the Registrar or our Company at least two Working Days prior to the Issue Closing Date, desirous of subscribing to Rights Equity Shares **may also apply** in this Issue during the Issue Period. Such resident Eligible Equity Shareholders must check the procedure for Application by and credit of Rights Equity Shares in “- Procedure for Application by Eligible Equity Shareholders holding Equity Shares in physical form” and “- Credit and Transfer of Rights Equity Shares in case of Shareholders holding Equity Shares in Physical Form and disposal of Rights Equity Shares for non-receipt of demat account details in a timely manner” on pages 264 and 274 of the Letter of Offer, respectively.

### **Procedure for Application through the ASBA process**

Investors desiring to make an Application in this Issue through ASBA process, may submit the Application Form to the Designated Branch of the SCSB or online/electronic Application through the website of the SCSBs (if made available by such SCSB) for authorising such SCSB to block Application Money payable on the Application in their respective ASBA Accounts.

Investors should ensure that they have correctly submitted the Application Form, or have otherwise provided an authorisation to the SCSB, *via* the electronic mode, for blocking funds in the ASBA Account equivalent to the Application Money mentioned in the Application Form, as the case may be, at the time of submission of the Application.

### **Self-Certified Syndicate Banks**

For the list of banks which have been notified by SEBI to act as SCSBs for the ASBA process, please refer to <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34>. For details on Designated Branches of SCSBs collecting the Application Form, please refer the above-mentioned link.

**Please note that subject to SCSBs complying with the requirements of SEBI Circular No. CIR/CFD/DIL/13/2012 dated September 25, 2012 within the periods stipulated therein, ASBA Applications may be submitted at the Designated Branches of the SCSBs, in case of Applications made through ASBA facility. In addition, Applicants should consult with the relevant SCSB to ensure that there is no statutory / regulatory action restricting the Application being submitted through them.**

### **Procedure for Application through the R-WAP**

Resident Investors, making an Application through R-WAP, shall make online payment using internet banking or UPI facility. Prior to making an Application, such Investors should enable the internet banking or UPI facility of their respective bank accounts and such Investors should ensure that the respective bank accounts have sufficient funds. Our Company, the Registrar and the Lead Manager shall not be responsible if the Application is not successfully submitted or rejected during Basis of Allotment on account of failure to be in compliance with the same. R-WAP facility will be operational from the Issue Opening Date. For risks associated with the R-WAP process, see “Risk Factors - The R-WAP payment mechanism facility proposed to be used for this issue may be

*exposed to risks, including risks associated with payment gateways” on page 43 of the Letter of Offer.*

Set out below is the procedure followed using the R-WAP:

- (a) Resident Investors should visit R-WAP (accessible at <https://rights.integratedindia.in>) and fill the online Application Form available on R-WAP in electronic mode. Please ensure to provide correct DP ID, Client ID, Folio number (only for resident Eligible Equity Shareholders, who hold Equity Shares in physical form as on Record Date), PAN details and all other details sought for while submitting the online Application Form.
- (b) Non-resident Investors are not eligible to apply in this Issue through R-WAP.
- (c) The Investors should ensure that Application process is verified through the email / mobile number. Post due verification, the Investors can download details of their respective Rights Entitlement Letter and apply in this Issue by filling-up the online Application Form which, among others, will require details of total number of Rights Equity Shares to be applied for. Please note that the Application Money will be determined based on number of Rights Equity Shares applied for.
- (d) The Investors who are Renounees should select the category of ‘Renounee’ at the application page of R-WAP and provide DP ID, Client ID, PAN and other required demographic details for validation. The Renounees shall also be required to provide the required Application details, such as total number of Rights Equity Shares to be applied for.
- (e) Prior to making an Application, the Investors should enable the internet banking or UPI facility of their respective bank accounts and the Investors should ensure that the respective bank accounts have sufficient funds. If the funds available in the bank account are less than total amount payable on submission of online Application Form, such Application shall be rejected. Please note that R-WAP is a non-cash mode mechanism in accordance with the SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2020/78 dated May 6, 2020 read with circular bearing reference number SEBI/HO/CFD/DIL1/CIR/P/2020/136 dated July 24, 2020.
- (f) The Investors shall make online payment using internet banking or UPI facility from their own bank account only. Such Application Money will be adjusted for either Allotment or refund. Applications made using payment from third party bank accounts will be rejected.
- (g) Verification in respect of Application through Investors’ own bank account, shall be done through the latest beneficial position data of our Company containing Investor’s bank account details, beneficiary account details provided to the Depository, penny drop, cancelled cheque for joint holder verification and such other industry accepted and tested methods for online payment.
- (h) The Application Money collected through Applications made on the R-WAP will be credited to the Escrow Account, opened by our Company with the Escrow Collection Bank.

### **Additional Rights Equity Shares**

Investors are eligible to apply for additional Rights Equity Shares over and above their Rights Entitlements, provided that they are eligible to apply for Rights Equity Shares under applicable law and they have applied for all the Rights Equity Shares forming part of their Rights Entitlements without renouncing them in whole or in part. Where the number of additional Rights Equity Shares applied for exceeds the number available for Allotment, the Allotment would be made as per the Basis of Allotment finalised in consultation with the Designated Stock Exchange. Applications for additional Rights Equity Shares shall be considered and Allotment shall be made in accordance with the SEBI ICDR Regulations and in the manner prescribed under the section “-*Basis of Allotment*” on page 272 of the Letter of Offer.

### ***Credit of Rights Entitlements in dematerialised account***

In accordance with Regulation 77A of the SEBI ICDR Regulations read with the SEBI Rights Issue Circular, the credit of Rights Entitlements and Allotment of Rights Equity Shares shall be made in dematerialized form only. Prior to the Issue Opening Date, our Company shall credit the Rights Entitlements to (i) the demat accounts of the Eligible Equity Shareholders holding the Equity Shares in dematerialised form; and (ii) a demat suspense escrow account (namely, ‘**Pricol Limited Rights Suspense Escrow Account**’) opened by our Company, for the Eligible Equity Shareholders which would comprise Rights Entitlements relating to (a) Equity Shares held in a demat suspense escrow account pursuant to Regulation 39 of the SEBI Listing Regulations; or (b) Equity Shares held in the account of IEPF authority, if any; or (c) the demat accounts of the Eligible Equity Shareholder which are frozen or details of which are unavailable with our Company or with the Registrar on the Record Date; or (d) Equity Shares held by Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date where details of demat accounts are not provided by Eligible Equity Shareholders to our Company or Registrar; or (e) credit of the Rights Entitlements returned/reversed/failed; or (f) the ownership of the Equity Shares currently under dispute, including any court proceedings.

Eligible Equity Shareholders holding Equity Shares in physical form are requested to provide relevant details (such as copies of self-attested PAN and client master list of demat account etc., details/ records confirming the legal and beneficial ownership of their respective Equity Shares) to our Company or the Registrar not later than two Working Days prior to the Issue Closing Date, *i.e.*, by Tuesday, December 15, 2020, to enable the credit of their Rights Entitlements by way of transfer from the demat suspense escrow account to their demat account at least one day before the Issue Closing Date, to enable such Eligible Equity Shareholders to make an application in this Issue, and this communication shall serve as an intimation to such Eligible Equity Shareholders in this regard. Such Eligible Equity Shareholders are also requested to ensure that their demat account, details of which have been provided to our Company or the Registrar account is active to facilitate the aforementioned transfer.

### **Procedure for Renunciation of Rights Entitlements**

The Investors may renounce the Rights Entitlements, credited to their respective demat accounts, either in full or in part (a) by using the secondary market platform of the Stock Exchanges; or (b) through an off-market transfer, during the Renunciation Period. The Investors should have the demat Rights Entitlements credited/lying in his/her own demat account prior to the renunciation.

Investors may be subject to adverse foreign, state or local tax or legal consequences as a result of trading in the Rights Entitlements. Investors who intend to trade in the Rights Entitlements should consult their tax advisor or stock broker regarding any cost, applicable taxes, charges and expenses (including brokerage) that may be levied for trading in Rights Entitlements. The Lead Manager and our Company accept no responsibility to bear or pay any cost, applicable taxes, charges and expenses (including brokerage), and such costs will be incurred solely by the Investors.

#### *(a) On Market Renunciation*

The Investors may renounce the Rights Entitlements, credited to their respective demat accounts by trading/selling them on the secondary market platform of the Stock Exchanges through a registered stock broker in the same manner as the existing Equity Shares of our Company.

In this regard, in terms of provisions of the SEBI ICDR Regulations and the SEBI Rights Issue Circulars, the Rights Entitlements credited to the respective demat accounts of the Eligible Equity Shareholders shall be admitted for trading on the Stock Exchanges under ISIN INE726V20018 subject to requisite approvals. The details for trading in Rights Entitlements will be as specified by the Stock Exchanges from time to time.

The Rights Entitlements are tradable in dematerialized form only. The market lot for trading of Rights Entitlements is 1 (one) Rights Entitlements.

The On Market Renunciation shall take place only during the Renunciation Period for On Market Renunciation, *i.e.*, from Thursday, December 3, 2020 to Friday, December 11, 2020 (both days inclusive).

The Investors holding the Rights Entitlements who desire to sell their Rights Entitlements will have to do so through their registered stock brokers by quoting the ISIN INE726V20018 and indicating the details of the Rights Entitlements they intend to sell. The Investors can place order for sale of Rights Entitlements only to the extent of Rights Entitlements available in their demat account.

The On Market Renunciation shall take place electronically on secondary market platform of BSE and NSE under automatic order matching mechanism and on 'T+2 rolling settlement basis', where 'T' refers to the date of trading. The transactions will be settled on trade-for-trade basis. Upon execution of the order, the stock broker will issue a contract note in accordance with the requirements of the Stock Exchanges and the SEBI.

#### *(b) Off Market Renunciation*

The Investors may renounce the Rights Entitlements, credited to their respective demat accounts by way of an off-market transfer through a Depository Participant. The Rights Entitlements can be transferred in dematerialised form only.

Eligible Equity Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renounees on or prior to the Issue Closing Date.

The Investors holding the Rights Entitlements who desire to transfer their Rights Entitlements will have to do so through their Depository Participant by issuing a delivery instruction slip quoting the ISIN INE726V20018, the details of the buyer and the details of the Rights Entitlements they intend to transfer. The buyer of the Rights Entitlements (unless already having given a standing receipt instruction) has to issue a receipt instruction slip to their Depository Participant. The Investors can transfer Rights Entitlements only to the extent of Rights Entitlements available in their demat account.

The instructions for transfer of Rights Entitlements can be issued during the working hours of the Depository Participants.

The detailed rules for transfer of Rights Entitlements through off-market transfer shall be as specified by the NSDL and CDSL from time to time.

### **Application on Plain Paper under ASBA process**

An Eligible Equity Shareholder who is eligible to apply under the ASBA process may make an Application to subscribe to this Issue on plain paper. An Eligible Equity Shareholder shall submit the plain paper Application to the Designated Branch of the SCSB for authorising such SCSB to block Application Money in the said bank account maintained with the same SCSB. Applications on plain paper will not be accepted from any address outside India.

Please note that the Eligible Equity Shareholders who are making the Application on plain paper shall not be entitled to renounce their Rights Entitlements and should not utilize the Application Form for any purpose including renunciation even if it is received subsequently.

### **PLEASE NOTE THAT APPLICATION ON PLAIN PAPER CANNOT BE SUBMITTED THROUGH R-WAP.**

The application on plain paper, duly signed by the Eligible Equity Shareholder including joint holders, in the same order and as per specimen recorded with his bank, must reach the office of the Designated Branch of the SCSB before the Issue Closing Date and should contain the following particulars:

1. Name of our Company, being Pricol Limited;
2. Name and address of the Eligible Equity Shareholder including joint holders (in the same order and as per specimen recorded with our Company or the Depository);
3. Registered Folio Number/DP and Client ID No.;
4. Number of Equity Shares held as on Record Date;
5. Allotment option – only dematerialised form;
6. Number of Rights Equity Shares entitled to;
7. Number of Rights Equity Shares applied for within the Rights Entitlements;
8. Number of additional Rights Equity Shares applied for, if any;
9. Total number of Rights Equity Shares applied for;
10. Total amount paid at the rate of ₹ 30 per Rights Equity Share;
11. Details of the ASBA Account such as the account number, name, address and branch of the relevant SCSB;
12. In case of NR Eligible Equity Shareholders making an application with an Indian address, details of the NRE/FCNR/NRO Account such as the account number, name, address and branch of the SCSB with which the account is maintained;
13. Except for Applications on behalf of the Central or State Government, the residents of Sikkim and the officials appointed by the courts, PAN of the Eligible Equity Shareholder and for each Eligible Equity Shareholder in case of joint names, irrespective of the total value of the Rights Equity Shares applied for pursuant to this Issue;
14. Authorisation to the Designated Branch of the SCSB to block an amount equivalent to the Application Money in the ASBA Account;
15. Signature of the Eligible Equity Shareholder (in case of joint holders, to appear in the same sequence and order as they appear in the records of the SCSB); and
16. In addition, all such Eligible Equity Shareholders are deemed to have accepted the following:

*“I/ We understand that neither the Rights Entitlements nor the Rights Equity Shares have been, or will be, registered under the US Securities Act of 1933, as amended (the “**U.S. Securities Act**”), or any United States state securities laws, and may not be offered, sold, resold or otherwise transferred within the United States or to the territories or possessions thereof (the “**United States**”), except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the US Securities Act. I/ we understand the Rights Equity Shares and the Rights Entitlements referred to in this application are being offered and sold in offshore transactions outside the United States in compliance with Regulation S under the US Securities Act (“**Regulation S**”) to existing shareholders located in jurisdictions where such offer and sale of the Rights Equity Shares and/ or Rights Entitlements is permitted under laws of such jurisdictions. I/ we understand that the Issue is not, and under no circumstances is to be construed as, an offering of any Rights Equity Shares or Rights Entitlements for sale in the United States, or as a solicitation therein of an offer to buy or transfer any of the said Rights Equity Shares or Rights Entitlements in the United States. I/ we confirm that I am/ we are (a) not in the United States and eligible to subscribe for the Rights Equity Shares and/ or the Rights Entitlements under applicable securities laws, (b) complying with laws of jurisdictions applicable to such person in connection with the Issue, and (c) understand that neither the Company, nor the Registrar, the Lead Manager or any other person acting on behalf of the Company will accept subscriptions from any person, or the agent of any person, who appears to be, or who the Company, the Registrar, the Lead Manager or any other person acting on behalf of the Company have reason to believe is in the United States or is outside of India and United States and ineligible to participate in this Issue under the securities laws of their jurisdiction.*

*I/ We will not offer, sell or otherwise transfer any of the Rights Equity Shares or the Rights Entitlements which may be acquired by us in any jurisdiction or under any circumstances in which such offer or sale is not authorized or to any person to whom it is unlawful to make such offer, sale or invitation. I/ We satisfy, and each account for which I/ we are acting satisfies, (a) all suitability standards for investors in investments of the type subscribed for herein imposed by the jurisdiction of my/our residence, and (b) is eligible to subscribe and is subscribing for the Rights Equity Shares and Rights Entitlements in compliance with applicable securities and other laws of my/ our jurisdiction of residence.*

*I/we hereby make the representations, warranties, acknowledgments and agreements set forth in the section of the Letter of Offer titled “Restrictions on Purchases and Resales” on page 283 of the Letter of Offer.*

*I/ We understand and agree that the Rights Entitlements and Rights Equity Shares may not be reoffered, resold, pledged or otherwise transferred except in an offshore transaction in compliance with Regulation S, or otherwise pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act.*

*I/ We acknowledge that we, the Lead Manager, its affiliates and others will rely upon the truth and accuracy of the foregoing representations and agreements.”*

In cases where multiple Application Forms are submitted for Applications pertaining to Rights Entitlements credited to the same demat account or in demat suspense escrow account, including cases where an Investor submits Application Forms along with a plain paper Application, such Applications shall be liable to be rejected. Investors are requested to strictly adhere to these instructions. Failure to do so could result in an Application being rejected, with our Company, the Lead Manager and the Registrar not having any liability to the Investor. The plain paper Application format will be available on the website of the Registrar at <https://rights.integratedindia.in>. Our Company, the Lead Manager and the Registrar shall not be responsible if the Applications are not uploaded by SCSB or funds are not blocked in the Investors’ ASBA Accounts on or before the Issue Closing Date.

### **Rights Entitlements Ratio**

The Rights Equity Shares are being offered on a rights basis to the Eligible Equity Shareholders in the ratio of 2 Rights Equity Share for every 7 fully paid up Equity Shares held by the Eligible Equity Shareholders as on the Record Date.

### **Fractional Entitlements**

The Rights Equity Shares are being offered on a rights basis to existing Eligible Equity Shareholders in the ratio of 2 Rights Equity Shares for every 7 fully paid up Equity Shares held as on the Record Date. As per SEBI Rights Issue Circulars, the fractional entitlements are to be ignored. Accordingly, if the shareholding of any of the Eligible Equity Shareholders is less than 7 Equity Shares or is not in the multiple of 7 Equity Shares, the fractional entitlements of such Eligible Equity Shareholders shall be ignored by rounding down of their Rights Entitlements. However, the Eligible Equity Shareholders whose fractional entitlements are being ignored, will be given preferential consideration for the Allotment of one additional Rights Equity Share if they apply for additional Rights Equity Shares over and above their Rights Entitlements, if any, subject to availability of Rights Equity Shares in this Issue post allocation towards Rights Entitlements applied for.

For example, if an Eligible Equity Shareholder holds 50 Equity Shares, such Equity Shareholder will be entitled to 14 Rights Equity Share and will also be given a preferential consideration for the Allotment of one additional Rights Equity Share if such Eligible Equity Shareholder has applied for additional Rights Equity Shares, over and above his/her Rights Entitlements, subject to availability of Rights Equity Shares in this Issue post allocation towards Rights Entitlements applied for.

Further, the Eligible Equity Shareholders holding less than 4 Equity Shares shall have ‘zero’ entitlement for the Rights Equity Shares. Such Eligible Equity Shareholders are entitled to apply for additional Rights Equity Shares and will be given preference in the Allotment of one Rights Equity Share, if such Eligible Equity Shareholders apply for additional Rights Equity Shares, subject to availability of Rights Equity Shares in this Issue post allocation towards Rights Entitlements applied for. However, they cannot renounce the same in favour of third parties.

### **Subscription to the Issue by our Promoters and Promoter Group**

Our Promoters and Promoter Group, by way of their letters dated November 20, 2020, have confirmed to subscribe, to the full extent of their Rights Entitlements and have also confirmed that they shall not renounce their Rights Entitlements (except to the extent of renunciation by any of them in favour of any other Promoter or member of the Promoter Group). Further, our Promoters and Promoter Group reserve the right to apply for, and subscribe to, additional Rights Equity Shares, subject to compliance with the minimum public shareholding requirements, as prescribed under the SCRR and the SEBI Listing Regulations.

The acquisition of Rights Equity Shares by our Promoters and members of our Promoter Group, over and above

their Rights Entitlements, as applicable, shall not result in a change of control of the management of our Company. Our Company is in compliance with Regulation 38 of the SEBI Listing Regulations and will continue to comply with the minimum public shareholding requirements under applicable law, pursuant to this Issue.

## ANY OTHER IMPORTANT INFORMATION

### Terms of Payment

Full payment of ₹ 30 per Rights Equity Share (including premium of ₹ 29 per Rights Equity Share) shall be payable on application.

Where an Applicant has applied for additional Rights Equity Shares and is Allotted a lesser number of Rights Equity Shares than applied for, the excess Application Money paid/blocked shall be refunded/unblocked. The unblocking of ASBA funds / refund of monies shall be completed within such period as prescribed under the SEBI ICDR Regulations. In the event that there is a delay in making refunds beyond such period as prescribed under applicable law, our Company shall pay the requisite interest at such rate as prescribed under applicable law.

### Listing and trading of the Rights Equity Shares to be issued pursuant to this Issue

Subject to receipt of the listing and trading approvals, the Rights Equity Shares proposed to be issued on a rights basis shall be listed and admitted for trading on the Stock Exchanges. Unless otherwise permitted by the SEBI ICDR Regulations, the Rights Equity Shares Allotted pursuant to this Issue will be listed as soon as practicable and all steps for completion of necessary formalities for listing and commencement of trading in the Rights Equity Shares will be taken within such period prescribed under the SEBI ICDR Regulations. Our Company has received in-principle approval from the BSE through letter bearing reference number DCS/RIGHTS/BA/IP-RT/860/2020-21 dated November 13, 2020 and from the NSE through letter bearing reference number NSE/LIST/25260 dated November 12, 2020. Our Company will apply to the Stock Exchanges for final approvals for the listing and trading of the Rights Equity Shares subsequent to their Allotment. No assurance can be given regarding the active or sustained trading in the Rights Equity Shares or the price at which the Rights Equity Shares offered under this Issue will trade after the listing thereof.

The existing Equity Shares are listed and traded on BSE (Scrip Code: 540293) and NSE (Scrip Code: PRICOLLTD) under the ISIN: INE726V01018. The Rights Equity Shares shall be credited to a temporary ISIN which will be frozen until the receipt of the final listing/ trading approvals from the Stock Exchanges. Upon receipt of such listing and trading approvals, the Rights Equity Shares shall be debited from such temporary ISIN and credited to the new ISIN for the Rights Equity Shares and thereafter be available for trading and the temporary ISIN shall be permanently deactivated in the depository system of CDSL and NSDL.

The listing and trading of the Rights Equity Shares issued pursuant to this Issue shall be based on the current regulatory framework then applicable. Accordingly, any change in the regulatory regime would affect the listing and trading schedule.

In case our Company fails to obtain listing or trading permission from the Stock Exchanges, we shall refund through verifiable means/unblock the respective ASBA Accounts, the entire monies received/blocked within seven days of receipt of intimation from the Stock Exchanges, rejecting the application for listing of the Rights Equity Shares, and if any such money is not refunded/ unblocked within eight days after our Company becomes liable to repay it, our Company and every Director of our Company who is an officer-in-default shall, on and from the expiry of the eighth day, be jointly and severally liable to repay that money with interest at rates prescribed under applicable law.

### Mode of payment

In case of Application through ASBA facility, the Investor agrees to block the entire amount payable on Application with the submission of the Application Form, by authorizing the SCSB to block an amount, equivalent to the amount payable on Application, in the Investor's ASBA Account.

After verifying that sufficient funds are available in the ASBA Account details of which are provided in the Application Form, the SCSB shall block an amount equivalent to the Application Money mentioned in the Application Form until the Transfer Date. On the Transfer Date, pursuant to the finalization of the Basis of Allotment as approved by the Designated Stock Exchange, the SCSBs shall transfer such amount as per the Registrar's instruction from the ASBA Account into the Allotment Account which shall be a separate bank account maintained by our Company, other than the bank account referred to in sub-section (3) of Section 40 of the Companies Act, 2013. The balance amount remaining after the finalisation of the Basis of Allotment on the Transfer Date shall be unblocked by the SCSBs on the basis of the instructions issued in this regard by the Registrar to the respective SCSB.

The Investors would be required to give instructions to the respective SCSBs to block the entire amount payable on their Application at the time of the submission of the Application Form.

The SCSB may reject the application at the time of acceptance of Application Form if the ASBA Account, details of which have been provided by the Investor in the Application Form does not have sufficient funds equivalent

to the amount payable on Application mentioned in the Application Form. Subsequent to the acceptance of the Application by the SCSB, our Company would have a right to reject the Application on technical grounds as set forth hereinafter.

For details of mode of payment in case of Application through R-WAP, see “- *Procedure for Application through the R-WAP*” on page 259 of the Letter of Offer.

**Ex-rights Price**

The ex-rights price of the Equity Shares, as computed in accordance with Regulation 10(4)(b) of the SEBI Takeover Regulations is ₹ 45.89 per Equity Share.

**DECLARATION**

We hereby certify that no statement made in the Letter of Offer contravenes any of the provisions of the Companies Act, 2013 and the rules made thereunder. We further certify that all the legal requirements connected with the Issue as also the guidelines, instructions, etc., issued by SEBI, Government of India and any other competent authority in this behalf, have been duly complied with. We further certify that all disclosures made in the Letter of Offer are true and correct.

**Place:** Coimbatore

**Date:** November 20, 2020

**THIS PAGE HAS BEEN INTENTIONALLY LEFT BLANK**