



**pricol limited**

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Certified true copy of the resolution passed in the meeting of the Board of Directors of Pricol Limited held on 24<sup>th</sup> January 2014

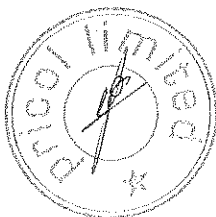
“RESOLVED THAT the BSE Limited (“BSE”) be and is hereby selected as the “Designated Stock Exchange” (“DSE”) for the purpose of making necessary filings with the Securities and Exchange Board of India (“SEBI”) in terms of circular number CIR/CFD/DIL/8/2013 dated February 4, 2013 read with circular number CIR/CFD/DIL/8/2013 dated May 21, 2013 issued by the SEBI read with clause 24(f) of the Listing Agreement executed by the Company with the National Stock Exchange of India Limited (“NSE”) and the BSE Limited (“BSE”), for the proposed amalgamation of Xenos Automotive Limited with the Company, in terms of the scheme of Amalgamation (“scheme”) under the provisions of sections 391-394, and other applicable provisions of the Companies Act, 1956.”

“RESOLVED FURTHER THAT

Mr.Vijay Mohan, Chairman,  
 Mr.Vikram Mohan, Managing Director  
 Mr.J.Sridhar, Chief Financial Officer and  
 Mr.T.G.Thamizhanban, Company Secretary

be and are hereby severally authorized to sign all the applications, disclosures, filings, undertakings and other documents as may be required to be filed with the “Designated Stock Exchange” (“DSE”) and to do all necessary acts and deeds and to represent the Company before NSE, BSE or SEBI as may be required in connection with the scheme.”

“RESOLVED FURTHER that the copies of the foregoing resolutions certified to be true copies by any one of the above mentioned authorized persons be furnished to all concerned as may be necessary and they be requested to act thereon.”



Certified True Copy

*(Signature)*  
 (T.G.Thamizhanban)  
 Company Secretary

