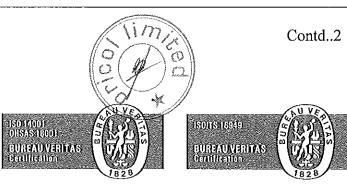


109 race course coimbatore 641 018 india phone +91 422 4336000 fax +91 422 4336299 e mail city@pricol.co.in website www.pricol.com

## Brief particulars of the transferee and transferor companies

Particulars	Transferee Company	Transferor Company		
Name of the company	Pricol Limited	Xenos Automotive Limited		
Date of Incorporation & details of name changes, if any	On 6 <sup>th</sup> March 1972 incorporated as  "Premier Instruments Coimbatore Limited"  - Changed to "Premier Instruments & Controls Limited" on 14 <sup>th</sup> January 1983  - Changed to "Pricol Limited" on 17 <sup>th</sup> July 2004	On 6 <sup>th</sup> November 2002 incorporated as "Matrix Techno Enterprise (India) Limited" - Changed to "Xenos Technologies Limited" on 26 <sup>th</sup> November 2002 - Changed to "Xenos Automotive Limited" or 30 <sup>th</sup> November 2011		
Registered Office	CPM Towers	965, Harita Center		
	109, Race Course Coimbatore – 641 018	Avanashi Road Coimbatore – 641 037		
Brief particulars of the scheme	Limited (Xenos) with the Com Stock Exchanges, Securities Shareholders and secured Hon'ble High Court of Madrunder the Companies Act a Board of India (SEBI);.  2. The Appointed Date for the S 3. The scheme provides for trepertaining to Xenos on a goin 4. Swap Ratio of 1 (One) equit Limited for every 122 (One equity shares of Rs.10/- each by the Valuers and fairness of Banker.  5. The Company will have to its stock in the Security States of Rs.10/- each by the Valuers and fairness of Banker.	ransfer of assets and liabilities		





... 2 ...

Particulars		Transferee Company Transferor Company			
Rationale for the scheme	a)	The Transferor Company ar engaged in lines of business ir			
	b)	The Transferee Company is a leading manufacturer of automotive products catering to the needs of vehicle manufacturers and replacement market in India and abroad; It has good capabilities in managerial, engineering and financial areas;			
	c)	accessories, including manufacturing and has an es 15 branches and 3 warehouse The Transferor Company has and after sales services thro	is dealing with automotive anufacturing and contract stablished network through its es situated across the country strengths in distribution, sales ugh its network across India. stablished its "Xenos" brand in		
	d)	Makers (OEM), Sale at Vehic OEM brand name (OES) a showrooms under supplier b through the E-commerce dominance of the after- ma segments, hitherto untapped can be tapped using Transfe managerial capabilities combin	rirement is Direct to Vehicle cle Makers showrooms under and Sale at Vehicle Makers rand name (DFS) and lately platform, from the earlier arket channel. These market by the Transferor Company,		
·	e)	The amalgamation will help creation of platform for a new la gateway for growth and expa	business vertical and to act as		
	f)	product groups of the Tran Information Systems and Asse amalgamation would thus I	oducts synergize well with the sferee Company like Driver et Management Products. The lead to improved customer arket share across product		





... 3 ....

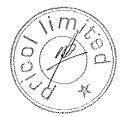
Particulars	Transferee Company	Transferor Company		
Rationale for the scheme	g) By this amalgamation and through enhanced base of product offerings, the Transferee Company would serve as "One-Stop Solution Provider" for that range to the Original Equipment Manufacturers.			
	h) The proposed amalgamation of the Transferor Company with the Transferee Company in accordance with this scheme would enable companies to realize benefits of greater synergies between their businesses and avail of the financial, managerial, technical, distribution and marketing resources of each other towards maximizing stakeholder value.			
	i) The amalgamation will result in higher value proposition for the products and operations currently being done by the Transferee Company. Synergy of operations will result in benefits such as sustained availability and better procurement terms of components. Pooling of resources in manufacturing, engineering manpower, office space and other infrastructure will lead to better utilization and avoidance of duplication of facilities. Enhanced access to marketing networks/customers, reduction of administrative work etc will also lead to higher cost efficiencies.			
Date of resolution passed by the Board of Director of the company approving the scheme	24 <sup>th</sup> January 2014	24 <sup>th</sup> January 2014		
Date of meeting of the Audit Committee in which the draft scheme has been approved	24 <sup>th</sup> January 2014 Not applicable			
Appointed Date	1 <sup>st</sup> January 2014			
Name of Exchanges where securities of the company are listed	BSE Limited     Not Applicable     National Stock Exchange of India Limited			





... 4 ...

Particulars	Transferee Company	Transferor Company			
Nature of Business	The Transferee Company is 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. At present the Transferee Company is having a market share of around 30%.	The Transferor Company deals with vehicle accessories in the areas of Vehicle Security Systems, Driver Assistance Systems, Audio & Video Systems, Auto Accessories like mobile charger, power sockets etc. The Transferor Company is now focusing more on manufacturing and contract manufacturing over and above the trading. The Transferor Company's brand "Xenos" is well recognized in the market.			
Capital before the scheme	Authorised Capital: Rs.10,00,00,000 Paid up capital: Rs.9,45,00,000	Authorised Capital: Rs.36,20,00,000 Paid up capital: Rs.36,20,00,000			
No. of shares to be issued	296,721 equity share of Re.1/- each of Pricol Limited (Transferee) will be issued to shareholders of Xenos Automotive Limited (Transferor)				
Cancellation of shares on account of cross holding, if any	Not applicable Not applicable				
Capital after the scheme	945,296,721 equity share of Re.1/- each (Transferee Company)				
Net Worth Pre Post	(Rs. in crores) (Rs. in cror 317.88 (30. 251.19 Not applica				
Valuation by Independent Chartered Accountant - Name of the valuer / valuer firm and Regn no.	M/s.Haribhakti & Co Chartered Accountants Regn No.103523 W				



## Methods of valuation and value per share arrived under each method with weight given to each method, if any.

Particulars	Weighted Average	Transferee Company	Transferor Company	Remarks
Value per equity share under		Rs.	Rs.	,
a) Profit earning capacity     method (PECV)	2	23.66	0.00	Negative PECV and hence considered as Nil.
b) Net worth method	3	97.11	0.00	Negative Networth hence considered as Nil.
c) Face Value	1	1.00	10.00	
Aggregate Value		121.77	10.00	
Aggregate Value for Face Value of Rs.10 per Share		1217.7	10.00	
Fair value per equity share of Re. 1/- each		20.295	0.167	
SWAP RATIO		1.00	0.00821	

## THE SWAP RATIO: 1 SHARE OF PRICOL FOR EVERY 122 SHARES OF XENOS

Valuation Report from Statutory Auditor is attached herewith as Annexure "E"

Particulars	Transferee Company Transferor Company			
Fair value per shares	As per valuation report as attached	As per valuation report as attached		
Exchange ratio	Swap Ratio of 1 (One) equity shares of Re.1/- each of Transferee Company (Pricol Limited) for every 122 (One Hundred and Twenty Two) equity shares of Rs.10/- each of Transferor Company (Xenos Automotive Limited).			
Name of Merchant Banker giving fairness opinion	Centrum Capital Limited			

## Shareholding pattern:

Transferee Company					Transferor Company			
Particulars	Pre	Pre Post		Pre		Post		
	No. of Shares	% of holding	No. of Shares	% of holding	No. of Shares	% of holding	No. of Shares	% of holding
Promoter	3,65,03,946	38.63	36,795,093	38.82	3,55,20,000	98.12	1	4.0 =
Public	5,79,96,054	61.37	5,8001,628	61.18	6,80,000	1.88	-	(j) (j)
Custodian	-	_		<b>+</b>	-	-		<u>.r.;                                    </u>
TOTAL	9,45,00,000	100.00	94,796,721	100.00	3,62,00,000	100.00	-	( ; =
No.of shareholders	25,35	6	. 25,35	7	7		N	vii (

	Transferee Company	Transferor Company
Names of the	1) Vijay Mohan	1) Vijay Mohan
Promoters and	2) Vijay Mohan (BHUF)	2) Vanitha Mohan
promoter group	3) Vanitha Mohan	3) Vikram Mohan
	4) Vikram Mohan	4) Viren Mohan
	5) Viren Mohan	5) Lakshmi N. Mohan
	6) D.Sarath Chandran 7) Ashwin Chandran 8) Gayathri Balaji 9) Madhura Mohan 10) Vinay Balaji 11) Prashanth Chandran 12) Sumanth R 13) Anvar Jay Varadaraj 14) Varun Jay Varadaraj 15) Maya Jay Varadaraj 16) Dr Jairam Varadaraj 17) Uday Balaji 18) T Balaji Naidu 19) Precot Meridian Limited 20) Pricol Holdings Limited 21) Bhavani Infin Services India Private Limited 22) Sagittarius Investments Private Limited 23) Suprem Textiles Processing Limited 24) Shrimay Enterprises Private Limited	6) Pricol Holdings Limited
Names of the	1) Vijay Mohan	1) Vijay Mohan
Board of	2) Vanitha Mohan	2) S.A.Gopalakrishnan
Directors	3) Vikram Mohan	3) N.Subramanian
Directore	4) D.Sarath Chandran	1 3) W.Odbramanian
	5) Suresh Jagannathan	
	6) C.R.Swaminathan	
	1 /	
	7) R.Vidhya Shankar	
	8) G.Soundararajan	
Dotoilo reservice	9) K.Murali Mohan	_1
Details regarding	No change in management control	DI.
change in	Variation 1 P 3 1 P	
management	Aenos will stand dissolved without	t winding up pursuant to the Scheme.
control if any		



For Pricol Limited

T.G.Thamizhanban Company Secretary