

## FREQUENTLY ASKED QUESTIONS

### RIGHTS ISSUE OF EQUITY SHARES BY PRICOL LIMITED

Set out below are the frequently asked questions (“FAQs”) to guide investors in gaining familiarity with the application process for subscribing to the rights issue of fully paid equity shares (“Issue” or “Rights Issue”) by Pricol Limited (“Company”) in terms of the letter of offer dated November 20, 2020 (“Letter of Offer”) filed with the Securities and Exchange Board of India (“SEBI”), BSE Limited (“BSE”) and National Stock Exchange of India Limited (“NSE” and together with BSE, (“Stock Exchanges”). These FAQs are not exhaustive, nor do they purport to contain a summary of all the disclosures in the Letter of Offer or the entire application process in the Issue or all details relevant to prospective investors (“Investors”). Further, these FAQs should be read in conjunction with, and are qualified in their entirety by, more detailed information appearing in the Letter of Offer, including the sections titled “Notice to Investors”, “Risk Factors”, Restrictions on Purchases and Resales”, and “Terms of the Issue” on pages 8, 17, 283, and 246 respectively, of the Letter of Offer. Readers are advised to refer to the Letter of Offer which is available on the website of the Registrar to the Issue, Lead Manager, Stock Exchanges, SEBI and the Company at <https://rights.integratedindia.in>, [www.centrum.co.in](http://www.centrum.co.in); [www.bseindia.com](http://www.bseindia.com), [www.nseindia.com](http://www.nseindia.com), [www.sebi.gov.in](http://www.sebi.gov.in) and [www.pricol.com](http://www.pricol.com) respectively. Unless otherwise defined herein, all capitalised terms shall have such meaning as ascribed to them in the Letter of Offer.

#### A) GENERAL FAQs:

##### 1) What are the details of the Issue?

Rights Equity Shares being offered by the Company	Issue of up to 2,70,84,777 fully paid equity shares of face value ₹ 1 each (“Rights Equity Shares”)
Issue Size	Aggregate Amount of ₹ 8,125.43 lakhs, assuming full subscription
Rights Entitlements	Ratio of 2 Rights Equity Shares for every 7 fully paid-up Equity Share(s) held on the Record Date
Record Date	Wednesday, November 25, 2020
Issue Price	₹ 30 per Rights Equity Share (including a premium of ₹ 29 per Rights Equity Share)

##### 2) What is the Rights Issue schedule?

<b>LAST DATE FOR CREDIT OF RIGHTS ENTITLEMENTS</b>	Wednesday, December 2, 2020
<b>ISSUE OPENING DATE</b>	Thursday, December 3, 2020
<b>LAST DATE FOR ON MARKET RENUNCIATION OF RIGHTS ENTITLEMENTS*</b>	Friday, December 11, 2020
<b>ISSUE CLOSING DATE<sup>#</sup></b>	Thursday, December 17, 2020
<b>FINALISATION OF BASIS OF ALLOTMENT (ON OR ABOUT)</b>	Monday, December 28, 2020
<b>DATE OF ALLOTMENT (ON OR ABOUT)</b>	Tuesday, December 29, 2020
<b>DATE OF CREDIT (ON OR ABOUT)</b>	Thursday, December 31, 2020
<b>DATE OF LISTING (ON OR ABOUT)</b>	Friday, January 1, 2021

\* 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 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 (thirty) days from the Issue Opening Date. Further, no withdrawal of Application shall be permitted by any Applicant after the Issue Closing Date.*

Please note that if Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date, have not provided the details of their demat accounts to our Company or to the Registrar, they are required to provide their demat account details to our Company or the Registrar not later than two Working Days prior to the Issue Closing Date, *i.e.*, Tuesday, December 15, 2020 to enable the credit of the Rights Entitlements by way of transfer from the demat suspense escrow account to their respective demat accounts, at least one day before the Issue Closing Date *i.e.*, Wednesday, December 16, 2020. Further, in accordance with the SEBI Rights Issue Circulars, (a) the Eligible Equity Shareholders who hold Equity Shares in physical form as on the 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 the 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. For details, see “Terms of the Issue- *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 page 246 of the Letter of Offer.

### **3) What is the Rights Entitlement Ratio?**

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

### **4) What is the amount to be paid at the time of submitting the Application Form?**

Amount payable at the time of Application is ₹ 30 per Rights Equity Share.

### **5) What are Rights Entitlements?**

Eligible Equity Shareholders whose names appear as a beneficial owner in respect of the Equity Shares held in dematerialized form or appear in the register of members as a Shareholder of the Company in respect of the Equity Shares held in physical form as on the Record Date, *i.e.*, Wednesday, November 25, 2020, are entitled to the number of Rights Entitlements as set out in their respective Rights Entitlement Letter.

The Registrar has sent the Rights Entitlement Letter along with the Abridged Letter of Offer, application Form and email disclaimer to all Eligible Equity Shareholders, through email, which contain details of their Rights Entitlements based on the shareholding as on the Record Date. The Company will also endeavor to dispatch physical copies of the Issue Material to the 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 the Issue Material.

Further, the Eligible Equity Shareholders can also obtain the details of their Rights Entitlements from the website of the Registrar on <https://rights.integratedindia.in> by entering their DP ID, Client ID / Folio No. and PAN.

### **6) How can an Eligible Equity Shareholder access the details of his respective Rights Entitlement?**

Rights Entitlements shall be credited to the respective demat accounts of Eligible Equity Shareholders before the Issue Opening Date only in dematerialised form. Eligible Equity

Shareholders can also 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 Eligible Equity Shareholders holding Equity Shares in physical form) and PAN. The link for the same shall also be available on the website of the Company (i.e., [www.pricol.com](http://www.pricol.com)).

**7) When will Credit of Rights Entitlements in the demat accounts happen?**

Pursuant to the provisions of the SEBI ICDR Regulations SEBI Circular SEBI/HO/CFD/DIL2/CIR/P/2020/13 dated January 22, 2020, the Rights Entitlements shall be credited in dematerialized form in respective demat accounts of the Eligible Equity Shareholders before the Issue Opening Date.

In this connection, the Company has made necessary arrangements with NSDL and CDSL for credit of the Rights Entitlements in dematerialized form in the demat accounts of the Eligible Equity Shareholders. The ISIN of the Rights Entitlements is INE726V20018. The said ISIN shall remain frozen till the Issue Opening Date and shall be active for renouncement or transfer during the Renunciation Period. The said ISIN shall be suspended by Depositories for transfer from the Issue Closing Date.

The Eligible Equity Shareholders holding the Equity Shares in the physical form as on Record Date (“**Physical Shareholders**”) who have not provided the details of their demat accounts to the Company or to the Registrar, they are requested to furnish the details of their demat account to the Registrar not later than two working days prior to the Issue Closing Date (i.e., on or before Tuesday, December 15, 2020) to enable the credit of their Rights Entitlements in their demat accounts at least one day before the Issue Closing Date.

**8) How will the Basis of Allotment be decided?**

Subject to the provisions contained in the Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter, the Application Form, the Articles of Association and the approval of the Designated Stock Exchange, our Board or a duly authorised committee will proceed to Allot the Rights Equity Shares in the following order of priority:

- A) Full Allotment to those Eligible Equity Shareholders who have applied for their Rights Entitlements of Rights Equity Shares either in full or in part and also to the Renouncee(s) who has or have applied for Rights Equity Shares renounced in their favour, in full or in part.
- B) Eligible Equity Shareholders whose fractional entitlements are being ignored and Eligible Equity Shareholders with zero entitlement, would be given preference in Allotment of one additional Rights Equity Share each if they apply for additional Rights Equity Shares. Allotment under this head shall be considered if there are any unsubscribed Rights Equity Shares after Allotment under (a) above. If number of Rights Equity Shares required for Allotment under this head are more than the number of Rights Equity Shares available after Allotment under (a) above, the Allotment would be made on a fair and equitable basis in consultation with the Designated Stock Exchange and will not be a preferential allotment.
- C) Allotment to the Eligible Equity Shareholders who having applied for all the Rights Equity Shares offered to them as part of this Issue, have also applied for additional Rights Equity Shares. The Allotment of such additional Rights Equity Shares will be made as far as possible on an equitable basis having due regard to the number of Equity Shares held by them on the Record Date, provided there are any unsubscribed Rights Equity Shares after making full Allotment in (a) and (b) above. The Allotment of such Rights Equity Shares will be at the sole discretion of our Board in consultation with the Designated Stock

Exchange, as a part of this Issue and will not be a preferential allotment.

- D) Allotment to Renouncees who having applied for all the Rights Equity Shares renounced in their favour, have applied for additional Rights Equity Shares provided there is surplus available after making full Allotment under (a), (b) and (c) above. The Allotment of such Rights Equity Shares will be made on a proportionate basis in consultation with the Designated Stock Exchange, as a part of this Issue and will not be a preferential allotment.
- E) Allotment to any other person, that our Board may deem fit, provided there is surplus available after making Allotment under (a), (b), (c) and (d) above, and the decision of our Board in this regard shall be final and binding.

**9) How to withdraw an Application made through ASBA or R-WAP platform?**

An Investor who has applied in the Issue may withdraw their Application at any time during Issue Period by approaching the SCSB where application is submitted or sending the email withdrawal request to [pricol@integratedindia.in](mailto:pricol@integratedindia.in) in case of Application through R-WAP facility. However, no Investor, whether applying through ASBA facility or R-WAP facility, may withdraw their Application post the Issue Closing Date.

**10) What are the options available to an Eligible Equity Shareholder in rights Issue?**

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.

**11) Whether the physical copies of the Letter of Offer, Abridged Letter of Offer, Application Form, Rights Entitlement Letter are made available to the Eligible Equity Shareholders?**

In accordance with the SEBI ICDR Regulations, SEBI circular bearing reference number 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) and the MCA Circular, our Company will dispatch the Issue Material to the Eligible Equity Shareholders who have provided their Indian addresses to our Company, through email. The Letter of Offer will be provided, by the Registrar on behalf of our Company to the Eligible Equity Shareholders who have provided their Indian addresses to our Company or who are located in jurisdictions where the offer and sale of the Rights Equity Shares is permitted under laws of such jurisdictions and in each case who make a request in this regard. 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. However, our Company, Lead Manager and the Registrar will not be liable for non-receipt of physical copies of Issue materials, including the Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter and the Application Form, by shareholders.

Investors can also 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) on the websites of:

- a) Our Company at [www.pricol.com](http://www.pricol.com)
- b) the Registrar to the Issue at <https://rights.integratedindia.in>
- c) the Lead Manager at [www.centrum.co.in](http://www.centrum.co.in)
- d) the Stock Exchanges at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com)

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 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)).

**12) Can an application in the rights Issue be made using third party bank account?**

No. Investors can make payment only using bank account held in their own name. Please note that Applications made with payment using third party bank accounts are liable to be rejected.

**13) Can a joint bank account be used to make applications on behalf of shareholders?**

In case of joint holders and physical Applications through ASBA process, all joint holders must sign the relevant part of the Application Form in the same order and as per the specimen signature(s) recorded with the SCSB. In case of joint Applicants, reference, if any, will be made in the first Applicant's name and all communication will be addressed to the first Applicant.

**14) Can an application be made by cash / cheque?**

No.

**15) Can an application be made by visiting the Company, Registrar, and / or the Lead Manager's office?**

No.

**16) Can the broker collect the application form and submit the application?**

No.

**17) Will R-WAP system provide a confirmation email / message that the application has been successfully submitted?**

Yes. Investors will be provided acknowledgment upon successful submission of their Application.

**18) How can an Investor understand that the application has been successfully made?**

Investors will be provided acknowledgment / confirmation email upon successful completion of their Application.

**19) How can an Investor understand if the Rights Equity Shares have been allocated?**

The Company and/or the Registrar will email / dispatch Allotment advice to the successful investors who have received allocation.

**20) What will be the treatment of Multiple Applications?**

The Investors shall submit only one Application Form for the Rights Entitlements available in a particular demat account. In case where multiple Applications are made using same demat account, such Applications shall be liable to be rejected. A separate Application can be made in respect of Rights Entitlements in each demat account of the Investors and such Applications shall not be treated as multiple applications. Similarly, a separate Application can be made against Equity Shares held in dematerialized form and Equity Shares held in physical form, and such Applications shall not be treated as multiple applications. A separate Application can be made in respect of each scheme of a mutual fund registered with SEBI and such Applications shall not be treated as multiple applications. For details, see “Terms of the Issue- Procedure for Applications by Mutual Funds” on page 279 of the Letter of Offer. In cases where multiple Application Forms are submitted, including cases where an Investor submits Application Forms along with a plain paper Application or multiple plain paper Applications or multiple applications on R-WAP as well as through ASBA, such Applications shall be treated as multiple applications and are liable to be rejected.

**21) What is the application process to be followed if Investor is unable to make application using ASBA?**

In accordance with SEBI circular 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, **a separate web based application platform, i.e., the R-WAP facility (accessible at <https://rights.integratedindia.in>), has been instituted for making an Application in the Issue by resident Investors.** Further, the R-WAP is only an additional option and not a replacement of the ASBA process. This platform is instituted only for resident Investors, in the event such Investors are not able to utilize the ASBA facility for making an Application despite their best efforts on this facility, the resident Investors can access and fill the Application Form in electronic mode and make online payment using the internet banking or UPI facility from their own bank account thereat.

**22) What is the procedure for making plain paper application and where can the plain paper application be submitted?**

An Eligible Equity Shareholder who is eligible to apply under the ASBA process may make an Application to subscribe to the 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.

**23) What are fractional entitlements? What will be the entitlement if a shareholder holds less than 7 shares?**

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.

**24) Whether any persons who are not existing shareholders of the Company as on the Record Date can apply in the Issue?**

Persons who are not existing shareholders of the Company as on the Record Date can acquire the Rights Entitlements through on market or off-market renunciation. All rights and obligations of the Eligible Equity Shareholders in relation to Applications and refunds pertaining to the Issue shall apply to the Renouncee(s) as well.

**25) What will happen if the Rights Entitlements are acquired through On market renunciation / Off market renunciation, and no application is made for subscribing to the Rights Equity Shares under the Issue?**

In case Rights Entitlements are acquired through On market renunciation/ Off market renunciation, and not exercised prior to the Issue Closing Date, such Rights Entitlements shall lapse.

**26) Will the Rights Equity Shares trade along with the existing Equity Shares of the Company?**

Yes, the Rights Equity Shares shall rank pari passu with the existing Equity Shares of the Company in all respects and, subject to receipt of listing and trading approval, shall be traded on the Stock Exchanges.

**B) FAQs FOR SHAREHOLDERS HOLDING EQUITY SHARES IN A PHYSICAL FORM:**

**1) What is the process to be followed by a shareholder holding shares in a physical form, for understanding their Rights Entitlements details?**

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 Eligible Equity Shareholders holding Equity Shares in physical form) and PAN. The link for the same shall also be available on the website of the Company (i.e., [www.pricol.com](http://www.pricol.com)).

**2) What is the process to be followed, to make an application in Rights Issue, by a shareholder holding shares in a physical form?**

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. Application by such Eligible Equity Shareholders is subject to following conditions:

- (i) the Eligible Equity Shareholders apply only through R-WAP;
- (ii) the Eligible Equity Shareholders are residents;
- (iii) the Eligible Equity Shareholders are not making payment from non-resident account;
- (iv) the Eligible Equity Shareholders shall not be able to renounce their Rights Entitlements;  
and
- (v) the Eligible Equity Shareholders shall receive Rights Equity Shares, in respect of their Application, only in demat mode.

Accordingly, such resident Eligible Equity Shareholders are required to, within 6 (six) months from the Allotment Date, send a communication to our Company or the Registrar containing the name(s), Indian address, email address, contact details and the details of their demat account along with copy of self-attested PAN and self-attested client master sheet of their demat account either by post, speed post, courier, electronic mail or hand delivery, to enable process of credit of Rights Equity Shares in such demat account.

**3) What is the process of making an application through R-WAP platform by shareholders holding shares in physical form?**

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 Folio number, PAN 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 obtain details of their respective Rights Entitlements 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.

**4) What is the process of updating the email ID, phone number, Indian address?**

To update respective email addresses/ mobile numbers in the records maintained by the Registrar or the Company, Eligible Equity Shareholders should visit <https://rights.integratedindia.in>.

Eligible Equity Shareholders holding shares in physical form can update their Indian address in the records maintained by the Registrar and the Company by submitting their respective copies of self- attested proof of address, passport, etc. at [pricol@integratedindia.in](mailto:pricol@integratedindia.in) or to the Depository participant in case of holding in dematerialised form updating of email id and phone numbers can be done at the portal <https://rights.integratedindia.in> for the purpose of applying via R-WAP.

**5) Can shareholders holding Equity Shares in a physical form renounce their Rights Entitlement?**

In accordance with SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2020/78 dated May 6, 2020 read with SEBI Circular dated July 24, 2020, 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 the Company at least two Working Days prior to the Issue Closing Date, will not be able to renounce their Rights Entitlements.

**6) Will share certificates be provided to shareholder holding Equity Shares in a physical form if demat account is not provided?**

No, share certificates will not be provided to shareholder holding Equity Shares in a physical form.

**7) Why will physical share certificates not be issued to successful Allottees in Rights Issue?**

In accordance with Regulation 77A of the SEBI ICDR Regulations read with the SEBI Rights Issue Circulars, the credit of Rights Entitlements and Allotment of Rights Equity Shares shall be made in dematerialised form only.

**8) What is the process for the shareholders holding shares in physical form, who have been allotted shares in the rights Issue for getting the Rights Equity Shares in demat account post allotment?**

In case of Allotment to resident Eligible Equity Shareholders who hold Equity Shares in physical form as on Record Date, have paid the Application Money and have not provided the details of their demat account to the Registrar or our Company at least two Working Days prior to the Issue Closing Date, the following procedure shall be adhered to:

- (a) the Registrar shall send Allotment advice and credit the Rights Equity Shares to a demat suspense escrow account to be opened by our Company;
- (b) within 6 (six) months from the Allotment Date, such Eligible Equity Shareholders shall

be required to send a communication to our Company or the Registrar containing the name(s), Indian address, email address, contact details and the details of their demat account along with copy of self-attested PAN and self-attested client master sheet of their demat account either by post, speed post, courier, electronic mail or hand delivery;

- (c) Our Company (with the assistance of the Registrar) shall, after verification of the details of such demat account by the Registrar, transfer the Rights Equity Shares from the demat suspense escrow account to the demat accounts of such Eligible Equity Shareholders;
- (d) In case of non-receipt of details of demat account as per (b) above, our Company shall conduct a sale of such Rights Equity Shares lying in the demat suspense escrow account on the floor of the Stock Exchanges at the prevailing market price and remit the proceeds of such sale (net of brokerage, applicable taxes and administrative and incidental charges) to the bank account mentioned by the resident Eligible Equity Shareholders in their respective Application Forms and from which the payment for Application Money was made. In case such bank accounts cannot be identified due to any reason or bounce back from such account, our Company may use payment mechanisms such as cheques, demand drafts, *etc.* to such Eligible Equity Shareholders to remit such proceeds.

Such Rights Equity Shares may be sold over such period of time as may be required, depending on liquidity and other market conditions on the floor of the Stock Exchanges after the expiry of the period mentioned under (b) above. Therefore, such proceeds (net of brokerage, applicable taxes and administrative and incidental charges) by way of sale of such Rights Equity Shares may be higher or lower than the Application Money paid by such Eligible Equity Shareholders;

- (e) Our Company shall send reminder notices seeking the requisite details of demat account prior to expiry of time period under (b) above, in due course, to such resident Eligible Equity Shareholders who have not provided the requisite details. After expiry of time period under (b) above, our Company or the Registrar shall not accept any requests by such Eligible Equity Shareholders for updation of details of demat account under any circumstances, including in case of failure to sell such Rights Equity Shares;
- (f) After the consummation of the sale of Rights Equity Shares on the floor of the Stock Exchanges, our Company shall send an intimation to the respective Eligible Equity Shareholders, giving details of such sale, including the sale price and break-up of net brokerage, taxes and administrative and incidental charges; and
- (g) If at the time of transfer of sale proceeds for default cases, the bank account from which Application Money was received is closed or non-operational, such sale proceeds will be transferred to IEPF in accordance with practice on Equity Shares and as per applicable law.
- (h) In case the details of demat account provided by the Eligible Equity Shareholders are not of his/ her own demat account, the Rights Equity Shares shall be subject to sale process specified under (d) above.

**9) How much time will it take to get the Rights Equity Shares credited in demat account for those investors who have not provided their demat account details during issue period?**

The Company (with the assistance of the Registrar) shall, after verification of the details of demat account by the Registrar, within reasonable time initiate the process of transfer of the Rights Equity Shares from the demat suspense account to the demat accounts of such Eligible Equity Shareholders.

**10) What is the last date for providing the demat account details for getting the Rights Equity**

### **Shares Allotted in the Issue in such demat account?**

Within 6 (six) months from the Allotment Date, Eligible Equity Shareholders shall be required to send a communication to the Company or the Registrar containing the name(s), Indian address, email address, contact details and the details of their demat account along with copy of self-attested PAN and self-attested client master list of their demat account either by post, speed post, courier, electronic mail or hand delivery for getting the Rights Equity Shares Allotted in the Issue in demat account.

**11) Will voting rights be available against Rights Equity Shares to an Allottee who has not provided his demat account details?**

Voting rights will not be available against the Rights Equity Shares that are kept in the demat suspense account.

**12) Will dividends be payable to an Allottee holding Equity Shares in physical form until his demat account details are provided?**

The respective Eligible Equity Shareholders who are allotted Rights Equity Shares will be eligible to receive dividends, if declared, in respect of such Rights Equity Shares, as permitted under applicable laws.

**13) Can non-resident shareholder holding Equity Shares in physical form use R-WAP platform to subscribe to the Rights Equity Shares in the rights Issue?**

No, non-resident shareholders, including non-resident shareholders holding shares in physical form cannot use R-WAP platform to subscribe to the rights Issue.

**14) Can shareholders holding Equity Shares in physical form apply through ASBA?**

No, shareholders holding Equity Shares in physical form, cannot apply through ASBA.

**15) Can shareholders holding Equity Shares in physical form apply through plain paper application at R-WAP or through ASBA?**

No, shareholders holding Equity Shares in physical form are required to submit their Applications only through the R-WAP platform.

**C) FAQs BY SHAREHOLDERS HOLDING EQUITY SHARES IN DEMAT FORM:**

**1) What is the process to be followed by a shareholder holding Equity Shares in demat form to make an application in rights Issue?**

Pursuant to provisions of Regulation 76 of the SEBI ICDR Regulations read with the SEBI Rights Issue Circulars and ASBA Circulars, all Applicants including Renounees desiring to make an Application in this Issue are mandatorily required to use either a) the ASBA process or b) 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. Further, R-WAP is only an additional option and not a replacement of the ASBA process. At the RWAP, resident Investors can access and submit the online Application Form in electronic mode using the R-WAP and make online payment using their internet banking or UPI facility from their own bank account thereat. For details on the ASBA Process and R-WAP, see “Terms of the Issue - Procedure for Application through the ASBA process” and “Terms of the Issue - Procedure for Application

through the R-WAP” on pages 258 and 259, respectively of the Letter of Offer.

**2) What is the process of making an application through R-WAP platform by resident shareholder holding Equity Shares in demat form?**

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, PAN 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 obtain details of their respective Rights Entitlements 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.

**3) What is the process of on market and off market renunciation?**

*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 one (1) 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.

#### *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.

#### **D) FAQs BY INSTITUTIONAL INVESTORS, NON-RESIDENT INVESTORS:**

##### **1) Can non-resident Investors use R-WAP platform to subscribe to the Rights Equity Shares in the rights Issue?**

Non-resident Investors cannot use R-WAP platform to subscribe in the rights Issue.

##### **2) Is there any restriction on total investment amount / Rights Equity Shares?**

Investors are required to ensure that the number of Rights Equity Shares applied for by them do

not exceed the investment limits or maximum number of Equity Shares that can be held by them prescribed under the applicable law. Do not apply if you are ineligible to participate in this Issue under the securities laws applicable to your jurisdiction. Any person who makes an application to acquire Rights Entitlements and the Rights Equity Shares offered in the Issue will be deemed to have declared, represented, warranted and agreed that such person is authorized to acquire the Rights Entitlements and the Rights Equity Shares in accordance with the legal requirements applicable in such person's jurisdiction and India, without requirement for the Company or its affiliates and the Lead Manager or their respective affiliates to make any filing or registration (other than in India).

### **3) Which institutional / Non-Resident Investor can participate in rights Issue?**

Our Company is making this Issue on a rights basis to the Eligible Equity Shareholders and will dispatch the Issue Material to e-mail addresses of Eligible Equity Shareholders who have provided an Indian address to our Company in accordance with SEBI circulars bearing reference number 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. Those overseas shareholders who do not update our records with their Indian address or the address of their duly authorised representative in India, prior to the date on which we propose to dispatch the Issue Material shall not be sent the Issue Material. Further, the Letter of Offer will be provided, through email, by the Registrar on behalf of our Company or the Lead Manager to the Eligible Equity Shareholders who have provided their Indian addresses to our Company and who make a request in this regard. Investors can also access the Issue Material from the websites of the Registrar, our Company, the Lead Manager, and the Stock Exchanges, and on R-WAP. 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. However, our Company, the Lead Manager and the Registrar will not be liable for non-dispatch of physical copies of the Issue Material.

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 the 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 the 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.

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 "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 are being offered and sold in offshore transactions outside the United States in compliance with Regulation S under the U.S. Securities Act to existing shareholders located in jurisdictions where such offer and sale of the Rights Equity Shares is permitted under laws of such jurisdictions. The offering 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 any of the said securities. The Rights Equity Shares are not transferable except in accordance with the restrictions described in the section entitled "Restrictions on Purchases and Resales" in the Letter of Offer.

## **E) FAQs in relation to R-WAP**

### **1. Who can apply through R-WAP?**

Only resident Investors can apply through R-WAP. Non-resident Investors cannot use R-WAP for applying in the Issue.

### **2. Can shareholders holding Equity Shares in physical form apply through R-WAP?**

Yes, subject to such Eligible Equity Shareholder being resident Indian and by following the procedure required to make an Application through the R-WAP as elucidated under the heading “Terms of the Issue- Procedure for Application through the R-WAP” on page 259 of the Letter of Offer.

### **3. How will the payment of application money be made through R-WAP platform?**

At the R-WAP, resident Investors can access and submit the online Application Form in electronic mode using the R-WAP and make online payment using their internet banking or UPI facility from their own bank account thereat.

### **4. Is R-WAP platform an alternative for ASBA mechanism?**

Yes, it is an additional optional mechanism for application in the Issue along with the ASBA mechanism.

### **In case you seek any further assistance please call on the following helpline numbers: -**

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 further details, please review the Letter of Offer dated November 20, 2020.

### ***DISCLAIMER***

*Pricol Limited is proposing, subject to receipt of requisite approvals, market conditions and other considerations, to issue Equity Shares on a rights basis and has filed the Letter of Offer with the Securities and Exchange Board of India and Stock Exchanges. The Letter of Offer is available on the website of SEBI at [www.sebi.gov.in](http://www.sebi.gov.in), website of Stock Exchanges where the Equity Shares are listed i.e. BSE at [www.bseindia.com](http://www.bseindia.com) and NSE at [www.nseindia.com](http://www.nseindia.com) and the website of the Lead Manager at [www.centrum.co.in](http://www.centrum.co.in). Investors should note that investment in equity shares involves a high degree of risk and are requested to refer to the Letter of Offer including the section “Risk Factors” beginning on page 17 of the Letter of Offer.*

*The Rights Entitlements and the Rights Equity Shares offered in the Issue have not been and will not be registered under the U.S. Securities Act or any state securities laws in the United States, 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. Accordingly, the Rights Entitlements and/ or Rights Equity Shares are being offered and sold in ‘offshore transactions’ outside the United States in compliance with Regulation S 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 Rights Equity Shares and/ or Rights Entitlements are not transferable except in accordance with the restrictions described in the section entitled “Restrictions on Purchases and Resales” in the Letter of Offer. There will be no public offering in the United States.*