

PUBLIC ANNOUNCEMENT FOR THE ATTENTION OF SHAREHOLDERS OF

PRICOL PRICOL LIMITED

Registered Office: 109, Race Course, Coimbatore – 641 018, Tel: +91 422 4336000 Fax: +91422 4336299. CIN: U34200TZ2011PLC022194

Website: www.pricol.com E-mail: cs@pricol.co.in STATUTORY ADVERTISEMENT IN COMPLIANCE WITH CLAUSE A(6) OF PART II OF SEBI CIRCULAR NO. CIR/CFD/CMD/16/2015 DATED NOVEMBER 30, 2015, READ

WITH RULE 19(7) OF THE SECURITIES CONTRACTS (REGULATION) RULES, 1957 PURSUANT TO GRANT OF RELAXATION BY SEBI FROM THE APPLICABILITY OF RULE 19(2)(b) OF SECURITIES CONTRACTS (REGULATION) RULES, 1957

of Pricol Limited, a listed entity incorporated in 1972 (the "Transferor Company") with Pricol Pune Limited a unlisted entity incorporated in 2011, wholly owned subsidiary of Pricol Limited (the "Transferee Company") pursuant to Sections 391 to 394 and other applicable provisions of the Companies Act, 1956, (1956 Act) including corresponding provisions of the Companies Act, 2013, (2013 Act) as and when they are notified. The Scheme also provides for (i) issuance of equity shares of the Transferee Company to the equity shareholders of Transferor Company in accordance with the Share Exchange Ratio, as per the terms of this Scheme and pursuant to Sections 391 to 394 of the 1956 Act and the other relevant provisions made under the 1956 Act or the 2013 Act, as applicable and various other matters consequential to or otherwise integrally connected with the above in the manner provided for in the Scheme; (ii) cancellation of equity shares of the Transferee Company held by the Transferor Company as per the terms of this Scheme and pursuant to Section 100 of the 1956 Act and the other relevant provisions made under the 1956 Act or the 2013 Act, as applicable: (iii) change of pame of Pricol Pune Limited to Pricol Limited and various other matters consequential to or otherwise integrally connected with the above in the manner provided for in the Scheme. The Scheme has been drawn up to comply with the conditions relating to "amalgamation" as defined and specified under Section 2(1B) of the Income Tax Act (as hereinafter defined). If any terms or provisions or part of this Scheme are found or interpreted to be inconsistent with the provisions of Section 2(1B) of the Income Tax Act, at a later date including resulting from an amendment of law or for any other reason whatsoever, the provisions of Section 2(1B) of the Income Tax Act shall prevail and the Scheme shall stand modified to the extent necessary to comply with Section 2(1B) of the Income Tax Act and such modifications shall not affect other parts of the Scheme. The amalgamation of the Transferor Company with the Transferoe Company pursuant to this Scheme shall take place with effect from the Appointed Date (1-4-2015) The scheme of amalgamation of Pricol Limited with Pricol Pune Limited was approved pursuant to the Order dated 6® October 2016 of Hon'ble High Court of Judicature at Madras. Effective date of amalgamation is 1® November 2016. As per the aforesaid Order, Pricol Limited was amalgamated with Pricol Pune Limited. Subsequent to the amalgamation the name of 'Pricol Pune Limited' has been changed to 'Pricol Limited' with effect from 18th November 2016.

RATIONALE OF AMALGAMATION

SCHEME OF AMALGAMATION

The Amalgamation is expected to enable greater realisation of potential of the businesses of the Transferor Company and the Transferee Company and have beneficial results and enhanced value creation for the Company, their respective shareholders, their respective lenders and employees of such Company. It is considered desirable and expedient to amalgamate the Transferor Company with the Transferee Company with a view to achieve the following: (i)The Amalgamation will consolidate the business. Further, the Amalgamation will provide a high level of synergistic integration of operations, better operational management and provide value addition to existing and future orders of the Transferor Company and Transferee Company by integrating the respective technical, financial and other expertise and resources.

(iii)Synergies arising out of consolidation of business will lead to enhancement of net worth of the combined business and reflection of true net-worth in the financial statements (as all assets, tangible and intangible, including those not recorded in the books of the Transferor Company, and liabilities of the Transferor Company shall be taken over by the Transferee Company and recorded at their respective fair values), improved alignment of debt and enhancement in earnings and cash flow.

(iii)Under the proposed amalgamation, the Transferee Company would be able to better leverage on its large networth base, comprehensive suite of products and services, extensive corporate customer relationships, strong brand and vast talent pool. Further, the Transferee Company would have enhanced businesses potential and increased capability to offer a wider portfolio of products and services with a diversified resource base and deeper client relationships.

(iv)The proposed Amalgamation would result in financial resources of the Transferor Company and Transferee Company being efficiently merged and pooled leading to more effective and centralised management of funds, greater economies of scale, stronger base for future growth and reduction of administrative and manpower expenses and overheads (i.e. cost rationalization), which are presently being multiplicated, being separate entities. Amalgamation shall lead to greater efficiency in management of the businesses, simplicity and reduction in regulatory compliances, cost and operational efficiencies as well as optimum utilization of resources which will help the Transferee Company in keeping its business competitive in the long run and enhance the value of stakeholders

(v)The Amalgamation will provide greater internal control and functional integration at various levels of the organisation such as Information Technology, human resources, finance, legal and general management leading to an efficient organisation capable of responding swiftly to volatile and rapidly changing market scenarios.

(vi)The Amalgamation will facilitate debt consolidation of the Transferor Company in the Transferee Company, which will improve the debt servicing abilities through improved cash flows and simplified administration of debt both for the Transferee Company and Transferor Company and for the lenders.

Consequently, the Board of Directors of the Transferor Company and the Board of Directors of the Transferoe Company have considered this Scheme of Amalgamation and accordingly proposed the Amalgamation of the Transferor Company with the Transferee Company

Pricol Limited (Formerly Pricol Pune Limited) was originally incorporated on May 18, 2011 under the Companies Act, 1956 as "Pricol Pune Limited" and the name was changed to "Pricol Pune Private Limited" vide Certificate of Incorporation dated April 30, 2012 and further the name was changed to "Johnson Control Pricol Private Limited" vide Certificate of Incorporation dated July 11, 2012. Again the name was changed to "Pricol Pune Private Limited" vide Certificate of Incorporation dated 29 May, 2015, and change of name to "Pricol Pune Limited" vide Certificate of Incorporation dated 22 January, 2016. The Hon'ble High Court of Judicature at Madras by its order dated 6th October 2016 has approved the Scheme of Amalgamation amongst Pricol Limited, Pricol Pune Limited and their respective shareholders, Pursuant to this Scheme, the name of the Company was changed from "Pricol Pune Limited" o "Pricol Limited" vide Certificate of Incorporation dated 18 November, 2016.

The Corporate Identification Number of Company is U34200TZ2011PLC022194. The registered office was shifted from "1065 at Village Pirangut, Taluka Mulshi, Pune, Maharashtra" to "109, Race Course, Coimbatore - 641018, Tamilnadu", with effect from 11th January 2016.

Consequent to amalgamation of erstwhile Pricol Limited with the Company pursuant to the order of Hon'ble High Court of Judicature at Madras, dated 6th October 2016, with effect from 1st November 2016, the main object clauses of erstwhile Pricol Limited were incorporated with the main object clauses of the company

CAPITAL STRUCTURE

ABOUT PRICOL LIMITED ("COMPANY")

PRE SCHEME

Particulars	Amount (₹.)
Authorised Share Capital	
100,000,000 Equity Shares of ₹ 1/- each	100,000,000
Total	100,000,000
Issued, Subscribed and Paid-up Share Capital	
100,000,000 Equity Shares of ₹ 1/- each	100,000,000
Total	100,000,000

Table II - Statement showing shareholding pattern of the Promoter and Promoter Group

POST SCHEME	
Particulars	Amount (₹.)
Authorised Share Capital	
582,000,000 Equity Shares of ₹ 1/- each	582,000,000
Total	582,000,000
Issued , Subscribed and Paid-up Share Capital	
94,796,721 Equity Shares of ₹ 1/- each	94,796,721
Total	94,796,721

SHAREHOLDING PATTERN(Post allotment under the Scheme)

Table I: Summary statement holding of specified securities

S.N	Category of shareholder	share	No. of fully paid	No. of Partly	No. of shares		Shareholding as a % of total no.	l			Rights held securities	No. of Shares Underlying	Shareholding, as a % assuming full conversion of	Lo	cked in	Shai or	umber of es pledged otherwise	Number of equity
		holders	up equity shares held		underlying Depository Receipts		of shares (calculated as per SCRR, 1957) As a % of (A+B+C2)	Class		Total	a % of (A+B+C)	Outstanding convertible securities (including Warrants)	convertible securities (as a % of diluted share capital) As a % of (A+B+C2)	No. (a)		No. (a)	As a % of total Shares held (b)	shares
(1)	(II)	(III)	(IV)	(V)	(VI)	(VII) = (IV) + (V) + (VI)	VIII			(IX)		(X)	(XI) = (VII) + (X)		(XII)		(XIII)	(XIV)
(A)	Promoter & Promoter Group	17	35,321,996	-	-	35,321,996	37.26	-	-	-	-	-	-	-	-	-	-	35,321,996
(B)	Public	44,953	59,474,725	-	1	59,474,725	62.74	-	-	-	-	-	-	-	-	-	-	56,837,636
(C)	Non Promoter- Non Public	-	-	-	ı	-	-	-	-	-	1	-	-	-	-	-	-	-
(C1	Shares underlying DRs	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(C2	Shares held by Employee Trusts	-	-	-	,	-	-	-	-	-		-	-	-	-	-	-	-
	Total	44,970	94,796,721	-	-	94,796,721	100	-	-	-		-	-	-	-	-	-	92,159,632

S. No	Category & Name of the Shareholders	PAN	No. of share	No. of fully paid up equity	Partly paid-up equity	Nos. of shares underlying	Total no shares	Share holding % calculated		h class	of secu	ts held irities	No. of Shares Underlying	Tuli conversion	Loc	nber of ked in ares	Share or o	imber of es pledged otherwise oumbered	Number of equity shares held
			holder	shares held	shares held	Depository Receipts	held	as per SCRR.		of Votir Rights	ıg	Total as a	Outsta -nding	of convertible securities	No.	As a	No.	As a	in demateri -alized
					noid	Noccipio		1957 As				% of Total	convertible securities	(as a % of diluted	(a)	% of total	(a)	% of total	form
								a % of (A +B+C2)	Class X	Class Y	Total	Voting rights	(including Warrants)	share capital) As a % of A+B+C2		Shares held (b)		Shares held (b)	
	(1)	(II)	(III)	(IV)	(V)	(VI)	(VII=IV+ V+VI)	(VIII)			(IX)		(X)	(XI) = (VII) + (X)		(XII)	0	(III)	(XIV)
-1	Indian																		
(a)	Individuals/Hindu undivided Family																		
1	Vijay Mohan	AATPM1202F	1	9,140,278	-	-	9,140,278	9.64	-	-	-	-	-	9.64	-	-	-	-	9,140,278
2	Vijay Mohan D (BHUF)	AABHV0239F	1	660,900	-	-	660,900	0.70	-	-	-	-	-	0.70	-	-	-	-	660,900
3	Vanitha Mohan	ADJPM0478J	1	3,726,488	-	-	3,726,488	3.93	-	-	-	-	-	3.93	-	-	-	-	3,726,488
4	Vikram Mohan	ADJPM0476G	1	3,521,175	-	-	3,521,175	3.71	-	-	-	-	-	3.71	-	-	-	-	3,521,175
5	Viren Mohan	AERPM3690K	1	6,658,409	-	-	6,658,409	7.02	-	-	-	-	-	7.02	-	-	-	-	6,658,409
6	Gayathri Balaji	ACQPB7352Q	1	159,995	-	-	159,995	0.17	-	-	-	-	-	0.17	-	-	-	-	159,995
7	Madhura Mohan	BNGPM5200E	1	181,575	-	-	181,575	0.19	-	-	-	-	-	0.19	-	-	-	-	181,575
8	Manasa Mohan	BNGPM5199A	1	150,000	-	-	150,000	0.16	-	-	-	-	-	0.16	-	-	-	-	150,000
9	Vinay Balaji	AEHPB2956D	1	100,000	-	-	100,000	0.11	-	-	-	-	-	0.11	-	-	-	-	100,000
10	Sumanth R	ALMPS1683A	1	332,145	-	-	332,145	0.35	-	-	-	-	-	0.35	-	-	-	-	332,145
11	Uday Balaji	AGFPB8799J	1	22,005	-	-	22,005	0.02	-	-	-	-	-	0.02	-	-	-	-	22,005
12	Sumanth.R (BHUF)	AALHS4915B	1	81,000	-	-	81,000	0.09	-	-	1	-	-	0.09	-	-	-	-	81,000
13	T Balaji	ACQPB7351P	1	975	-	-	975	1	-	-	1	-	-	-	-	-	-	-	975
(b)	Central Government/ State Government(s)		_	_	-	-	_	1	-	-	1	-	_	_	-	-	-	-	0.00
(c)	Financial Institutions/ Banks		_	_	-	-	_	1	-	-	1	-	_	_	-	-	-	-	0.00
(d)	Any Other (Body corporate)							-						-					0.00
1	Pricol Holdings limited	AABCP7486R	1	8,556,926	-	-	8,556,926	9.03	-	-	-	-	-	9.03	-	-	-	-	8,556,926
2	Bhavani Infin Services India Private Limited	AABCB1164A	1	1,498,790	-	-	1,498,790	1.58	-	-	-	-	-	1.58	-	-	-	-	1,498,790
3	Sagittarius Investments Private Limited	AADCS0626C	1	340,935	-	-	340,935	0.36	-	-	-	-	-	0.36	-	-	-	-	340,935
4	Shrimay Enterprises Private Limtied	AADCS0648A	1	190,400	-	-	190,400	0.20	-	-	-	-	-	0.20	-	-	-	-	190,400
	Sub-Total (A)(1)		17	35,321,996	-	-	35,321,996	37.26	-	-	-	-	-	37.26	-	-	-	-	35,321,996
-2	Foreign			-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(a)	Individuals (Non- Resident Individuals/ Foreign Individuals			-	=	-	-	=	-	-	-	-	-	-	-	-	-	-	-
(b)	Government			-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(c)	Institutions			-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(d)	Foreign Portfolio Investor			-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(f)	Any Other (specify)			-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Sub-Total (A)(2)			-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Tot Gr	al Shareholding of Promoter and Promoter oup (A) = (A)(1)+(A)(2)		17	35,321,996	-	-	35,321,996	37.26	-	-	-	-	-	37.26	-	-	-	-	35,321,996

Table III - Statement showing shareholding pattern of the Public shareholder

S.No	Category & Name of the Shareholders	P A N	No. of share holder	No. of fully paid up equity	Partly paid-up equity	Nos. of shares underlying	Total nos. shares	Share holding % calculated		ber of V held in lass of s	each		No. of Shares Underlying	Total shareholding , as a % assuming	Lo	imber of ocked in shares	Number of Shares pledged or otherwise encumbered	Number of equity
				shares held	shares held	Depository Receipts	held	as per SCRR, 1957 As a % of (A +B+C2)	No of Class X	Voting F Class Y	ľ	Total as a % of Total Voting rights	Outstanding convertible securities (including Warrants)	full conversion of convertible securities (as a % of diluted share capital)	No. (a)	As a % of total Shares held (b)	No. As a % of tota (a) shares held (b)	neld in
	(1)	(11)	(III)	(IV)	(V)	(VI)	(VII=IV +V+VI)	(VIII)		(IX)			(X)	(XI)		(XII)	(XIII)	(XIV)
(1)	Institutions																	
(a)	Mutual Funds		6	1,764,152			1,764,152	1.86						1.86			NA	1,763,402
(b)	Venture Capital Funds		-	-	-	-	-	-	-	-	-	-	-	-	-	-	NA	_
(c)	Alternate Investment Funds		-	1	-	-	-	-	-	-	-	-	-	-	-	-	NA	-
(d)	Foreign Venture Capital Investors		-	-	-	-	-	-	-	-	-	-	-	-	-	-	NA	-
(e)	Foreign Portfolio Investors		17	2,144,348	-	-	2,144,348	2.26	-	-	-	-	-	2.26	-	-	NA	2,144,348
(f)	Financial Institutions/ Banks		3	60,440	-	-	60,440	0.06	-	-	-	-	-	0.06	-		NA	60,315
(g)	Insurance Companies		1	268,966	-	-	268,966	0.28	_	_	_	-	-	0.28	-		NA	268,966
(h)	Provident Funds/ Pension Funds		-	-	-	-	-	-	-	-	-	-	-	-	-		NA	-
(l)	Any Other (Foreign Institutional Investors)		1	20,231	-	-	20,231	0.02	-	-	-	-	-	0.02	-	<u> </u>	NA	20,231
	Sub-Total (B)(1)		28	4,258,137	-	-	4,258,137	4.49	-	-		-	-	4.49	-	-	NA	4,257,262
(2)	Central Government/ State Government(s)/ President of India		-	-	-	-	-	-	-	-	-	-	-	-	-	-	NA	
	Sub-Total (B)(2)		-	-	-	-	-	-	-	-	-	-	-	-	-	-	NA	
(3)	Non-institutions								-	-	-	-	-		-			
(a)	Individuals -i. Individual shareholders holding nominal share capital up to Rs. 2 lakhs.		43468	34,596,171	-	=	34,596,171	36.50	-	-	-	-	-	36.50	_	_	NA	32,013,397
	ii. Individual shareholders holding nominal share capital in excess of Rs. 2 lakhs.		7	3.775.410	_	_	3.775.410	3.98	_	_	١.	_	_	3.98	-		NA NA	3.775.410
(b)	NBFCs registered with RBI		5	180,566			180,566	0.19						0.19			NA	180,566
(c)	Employee Trusts		-	-	-	-	-	-	-	-	-	-	-	_	-	-	NA	-
(d)	Overseas Depositories (holding DRs) (balancing figure)		-	-	-	-	-	-	-	-		-	-	-	-	-	NA	-
(e)	Any Other																	
(e-i)	Body Corporate		761	15,185,604	-	-	15,185,604	16.02	-	-	-	-	-	16.02	-	-	NA	15,169.664
(e-ii)	Clearing Member		12	18,236	-	-	18,236	0.02	-	-		-	-	0.02	-	<u> </u>	NA	18,236
(e-iii)	Non Resident Indians		666	1,413,471	-	-	1,413,471	1.49	-	-		-	-	1.49	-	-	NA	1,375,971
(e-iv)	Trust		6	47,130	1	-	47,130	0.05	-	-	-	-	-	0.05	-	-	NA	47,130
	Sub-Total (B)(3)		44,925	55,216,588	-	-	55,216,588	58.25	-	-	-	-	-	58.25	-	-	NA	52,580,374
Total	Public Shareholding (B) = $(B)(1) + (B)(2) + (B)(3)$		44,953	59,474,725	-	-	59,474,725	62.74	-	-	-	-	_	62.74	-	-	NA NA	56,837,636

Details of the shareholders acting as persons in Concert including their Shareholding (No. and %): Serial No. Name of the PAC PAN No. Number of shares Percentage of shareholding by PAC ID

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NIL			

Ta	ble- III - Institutions/N	lon Institu	itions h	oldina	more t	han 1%	of total	num	ber	of s	hare	s.								
S. No	Category & Name of the Share holders	PAN	No. of fully paid up equity shares held	Partly paid-up equity	Nos. of	Total no shares	Share holding as a % of total no.of shares (calculated	Numb hel		oting ach cl urities	Rights ass	No. of Shares Underlying Outstanding convertible securities		Outstanding convertible securities	Shareholding, as a % assuming full conversion of convertible securities (as a percentage	Loc	nber of ked in ares	S pl or o	mber of hares edged therwise umbered	Number of equity shares held in demateri- alized form
							as per SCRR, 1957) As a % of (A+B+C2)	Class eg: x	Class	Total	% of Total Voting rights	(including Warrants		and No. Of Warrants	of diluted share capital) As a % of A+B +C2	No. (a)	As a % of total Shares held (b)		As a % of total Shares held (b)	
(1)	(11)	(III)	(IV)	(V)	(VI)	(VII) = (IV) + (V) + (VI)	(VIII)		(IX)			(X)	(XI)	(XI) (a)	(XI) = (VII) + (X)	()	(11)		(XIII)	(XIV)
Ins	itutions																			
(a)	III - 1(a)Mutual Funds																			
1	a) UTI Longterm equity fund b) UTI MID Cap Fund c) UTI Longterm Advantage Fund d) UTI Longterm Advantage Fund S II	AAATU1088L	1,688,402		-	1,688,402	1.78	-				-	-	-	1.78		-		-	1,688,402
П	l - 1(b)Venture Capital Funds		-				-	-	-	- 1	-				-	-	-	F	-	· 1
(a)	Non-Institutions																			
	l - 3 (a)(ii) Individual Shareholders																			
1	RAJESH MADHAVAN UNNI (HUF)	AAPHR9418E	1,947,701	-	-	1,947,701	2.05	-	-	-	-	-	-	-	2.05	-	-	-	-	1,947,701
	Any other ***															П		П		
	III - 3 (e)(i) Body Corporates																			
1	VRAMATH FINANCIAL SERVICES PVT LTD	AAECV1452G	4,567,761	-	-	4,567,761	4.82	-	-	•	-	-	-	-	4.82	-	•		•	4,567,761
2	PHI CAPITAL SOLUTIONS LLP	AAMFP6305R	4,499,000	-	-	4,499,000	4.75	-	-	-	-	-	-	-	4.75	-	-		-	4,499,000
3	PRICOL LIMITED - UNCLAIMED SHARES SUSPENSE ACCOUNT	AABCP2380C	952,610	-		952,610	1.00		-		-	-		-	1.00				-	952,610
0	etails of Shares which remain unclaimed may b	e given here along w	ith details such a	s number of	shareholders.	No. of Sh	areholders		No of	Shares I	old									

Ta	ble IV: Statement sho	wi	ng s	har	ehol	ding	patt	ern o	f N	on p	rome	oter N	on publ	ic	sha	reh	old	ler	N	ΙAΙ	ME OF TOP TEN LARGE	ST SHARE	HOLDERS	OF COMPANY:
Cate gory	Category of share-holders	PAN	No.of share- holders	No. of fully paid	No. of Partly paid-up	Nos. of shares underlying		Share- holding as a %age of total no.of	Numbe in each	r of Voting class of s	Rights hel ecurities	No. of Shares Underlying Outstanding	as a % assuming full	Loc	nber of ked in nares	Numb Shar pled	res ged	Number of equity shares held in	S N		Name of the share holder	No. of Equity share	% of total share holding	Interest of shareholding
				ир	equity	Depository	held	shares				convertible	conversion of convertible	Ц	_			dematerialized		1	VIJAY MOHAN	9,801,178	10.34	Promoter Group
				equity	shares	Receipts		(calculated as per			Total	securities	securities	No.			As a	form		2	PRICOL HOLDINGS LIMITED	8,556,926	9.03	Promoter Group
				shares	held			CCDD 10671	No of N	oting Righ	as % o	(including	(as a % of	(a)			% of			3	VIREN MOHAN	6,658,409	7.02	Promoter Group
				held				(as a % of (A+B+C)	NU UI V	uuiig riigii	+C)	Warrants	diluted share capital)	Ш	total Shares		total Shares			- 1	VRAMATH FINANCIAL SERVICES PVT LTD	4,567,761	4.82	Public Shareholder
							VII=		Nacc	Class To			(XI)=(XIII)+(XI)							5	PHI CAPITAL SOLUTIONS LLP	4,499,000	4.75	Public Shareholder
(1)	(11)		(111)	(IV)	(V)	(VI)	IV+V	(VIII)	χ	Y To	tal (IX)	(X)	as a % of	(X	(II)	()	XIII)	(XIV)		6	VANITHA MOHAN	3,726,488	3.93	Promoter Group
793	0 1 5 7001111						+VI)			_	_		(A+B+C)	H	\vdash	_	_		Г	7	VIKRAM MOHAN	3,521,175	3.71	Promoter Group
(1)	Custodian / DR Holder	-	-	-	-	-		-	Ŀ	- -	<u> </u>	-	-	Ŀ	-	_	٠	-		8	RAJESH MADHAVAN UNNI	1 0 17 701		
(a)	Name of DR Holder (if any)	-	-	•	-	-			-	- -	-	-	-	ŀ	-	-	-	-			(HUF)	1,947,701	2.05	Public Shareholder
2	Employees benefit trust (under SEBI (Share based employee benefit) Regulations, 2014					-			-	-[-	-		-	-	-	-		-	\vdash	-	UTI-MID CAP FUND	1,569,050	1.66	Public Shareholder
(a)	Total non promoter non public shareholding (C) = (C)(1) + (C)(2)	-	-	-		-	-	-	-	- -	-	-	-	-	-	-	-	-		1	BHAVANI INFIN SERVICES INDIA (P) LTD	1,498,790	1.58	Promoter Group

MANAGEMENT OF THE COMPANY

outstanding shares held in demat/unclaimed suspense account, voting rights which are frozen etc

The Board of Directors of the Company comprises of the following

S.No	Name of the Director	Designation	DIN	Date of Appointment]
1	Mr. Vijay Mohan	Chairman-Non-Executive	00001843	18th May 2011] [
2	Mrs.Vanitha Mohan	Vice Chairman-Executive	00002168	1st Nov 2016] i
3	Mr. Vikram Mohan	Managing Director-Executive	00089968	1st April 2016	Ì
4	Mr. C.R.Swaminathan	Independent-Non-Executive	00002169	1st Nov 2016	
5	Mr. Vidhya Shankar	Independent-Non-Executive	00002498	1st Nov 2016	
6	Mr. Suresh Jagannathan	Independent-Non-Executive	00011326	1st Nov 2016	
7	Mr. G.Soundararajan	Independent-Non-Executive	00037995	1st Nov 2016	
8	Mr. Murali Mohan	Independent-Non-Executive	00626361	1st Nov 2016	
9	Mrs Sriva Chari	Independent-Non-Executive	07383240	1st Nov 2016	1

KEY MANAGERIAL PERSONNEL

n addition to Mr. Vikram Mohan, Managing Director, the following are Key Managerial Personnel of our

Name	Designation	Age (years)	l Oualitication	Experience (years)	Date of Joining
Mr.S.Shrinivasan	Chief Financial Officer	44	B.Com., CMA., ACMA (US)	23	27-July-2015
Mr.T.G.Thamizhanban	Company Secretary	44	FCS.,LLB., MCS.,M.Phil	20	18-April-200

PROMOTERS OF THE COMPANY

holds Bachelor Degree in Mechanical Engineering from PSG College of Technology and Masters in Management Science from USA. He is residing in 232, Tea Estate, Race Course, Coimbatore, India. He is also a Director in Precot Meridian Limited, Pricol Holdings Limited, PPL Enterprises Limited, Pricol Properties Limited and Pricol Technologies Limited. He is a member of Stakeholders Relationship Committee and Investment & Borrowing Committee of Pricol Limited. He is also a member of Audit Committee & Nomination and Remuneration Committee of Pricol Technologies Limited.

Wirs. Vanitha Mohan, Vice Chairman, 63 years of age, the Vice Chairman of the Company, is a Commerce Graduate with a Post Graduate Diploma in Business Management from the University of Strathchyde, Glasgow, UK.She is residing in 232, Tea Estate, Race Course, Coimbatore, India. She heads the Internal Audit functions and Corporate Social Responsibilities of the Company. She is also a Director in Pricol Travel Limited, Pricol Properties Limited, Tamilhadu Cornoration for Development of Women Limited, Sagittarius Investments Private Limited, Shrimay Enterprises Private Limited and Bhavani Infin Services India Private Limited. She is also a member of the Audit Committee. CSR Committee Investment

Borrowing Committee and Stakeholders Relations Committee of the Company.

She is the Managing Trustee of SIRUTHULI, an NGO formed to address the environmental issues of Coimbatore with focus on water management and enhancement of green cover of the city. She is also a Trustee of ND Foundation. She is the Vice President of RAAC (Residents' Awareness Association of Coimbatore) which focuses on the infrastructure and hygiene management of Coimbatore. She is a member of CTAG (City Technical Advisory Group) of the Coimbatore Corporation. She is the President of Coimbatore Chapter of the

Mr.Vikram Mohan, Managing Director, 41 years of age, the Managing Director of the Company, holds a Bachelor Degree in Production Engineering with Honours from PSG College of Technology, of the Company. He is residing in 1, East End, Kallimadai Road, Singanallur, Coimbatore, India He is also a Director in Pricol Properties Limited, Pricol Technologies Limited, Pricol Travel Limited, Pricol Holdings Limited, PPL Enterprises Limited, M and M Enterprises (India) Limited, Pricol Technologies Inc., Michigan, USA, Pricol Technologies (Europe) Limited, UK, Pricol Espana Sociedad Limitada, Spain, Pricol Asia PTE Limited, Singapore and PT Pricol Surya, Indonesia. He is also a member of the CSR Committee and Investment and Borrowing Committee of the Company.

EINIANICIAI CTATEMENITO

dian Chamber of Commerce and Industry.

BALANCE SHEET AS AT 30TH SEPTEMBER 2016	Note No.	30-9-2016 ₹ Million	31-3-201 ₹ Million
I. EQUITY AND LIABILITIES			
(1) Shareholders' funds			
(a) Share Capital	2.1	94.797	100.000
(b) Reserves and Surplus	2.2	8,093.505	472.930
(2) Non Current Liabilities			
(a) Long Term Borrowings	2.3	50.000	-
(b) Deferred Tax Liabilities (Net) (c) Long Term Provisions	2.4	245.000	1.064
(3) Current Liabilities	2.5	256.869	1.004
(a) Short Term Borrowings	0.0	559.827	_
(b) Trade Payables	2.6 2.7	339.827	_
(i)Total Outstanding dues of Micro	2.7		
Small and Medium Enterprises		33.086	-
(ii)Total Outstanding dues of creditors other			
than Micro Small and Medium Enterprises		2,324.261	206.073
(c) Other Current Liabilities	2.8	726.957	54.811
(d)Short Term Provisions	2.9	56.188	0.097
Total		<u>12,440.490</u>	<u>834.975</u>
II. ASSETS			
(1) Non Current Assets			
(a) Fixed Assets	2.10		
(i)Tangible Assets		3,650.204	444.406
(ii)Intangible Assets		3,127.549	57.947
(iii)Capital Work-in-progress		181.779	-
(b) Non Current Investments (c) Long Term Loans and Advances	2.11 2.12	914.900 175.526	13.986
(d) Other Non-Current Assets	2.12	328.023	9.591
(2) Current Assets			
(a) Current Investments	2.14	2,100	_
(b) Inventories	2.15	1,462.721	74.247
(c) Trade Receivables	2.16	2,383.388	210.416
(d) Cash and Cash Equivalents (e) Short Term Loans and Advances	2.17 2.18	75.846 135.096	12.773
(f) Other Current Assets	2.18	3.358	10.867
Total	2.13	12,440,490	834.975

BUSINESS OF THE COMPANY: Over the years, the Company has grown and evolved into a global player with a dominant market presence in the automotive component and product business. It aims to deliver innovative technological solutions and precision engineered products which propel the automotive industry. Pricol has a proved track record of manufacturing high quality automotive components.

Manufacturing Facilities: Pricol has 8 manufacturing facilities across the globe, viz., Coimbatore, Pune, Gurugram, Pantnagar, Jakarta (Indonesia) and Sao Paulo (Brazil), into the manufacture of components for the automotive

Products: Pricol's products are split into three major categories: • Driver Information systems: Instrument Clusters, Gauges, Fuel Level Sensors, Temperature Sensor,

Digital Fare Meters, Park Assist Systems, etc

Pressure sensor, Position Sensor, Safety Switches, and Oil Level Switches • Pumps & Mechanical Products: Oil Pumps, Water Pumps, Fuel Feed Pumps, Auto Decompression

Units, Auto Fuel Cocks, Chain Tensioners, Cabin Tilt Pumps, Pressure Relief Valves, et • Telematics & Asset Management Solutions: Telematics Control Units, Body Control Modules,

Principal Competitors: The Automotive components industry in the country comprise of players such as Continental (Continental Automotive Components (India) Private Limited), Minda (Minda Stoneridge Instruments Limited). Adhvik (Adhvik Hi-tech Private Limited), Visteon (Visteon Automotive Systems India Private Limited), Autolec (Sundaram Fasteners Limited), etc who are into the manufacture of various automotive components.

Research and Development (R&D) & IPR: The Company has two Research &Development (R&D) centers, which were approved by the Department of Scientific and Industrial Research (DSIR), Ministry of Science and Technology, Government of India, New Delhi. Presently we have 10 patents for the inventions, further 15 inventions are under process for grant of patent. We also have 7 granted designs and the Company continues to foster innovation for growth, across all product development functions. Our trademarks are registered under the Trademark Act 1999.

Mr. Vijay Mohan, Chairman 69 years of age, the Non - Executive Chairman of the Company, Financial statements for the previous three years prior to the date of listing

	As per last Audited Financial	2 year prior to the last Audited Financial Year	3 year prior to the last Audited Financial Year
	2015-16	2014-15	2013-14
Equity Paid up Capital	100.000	100.000	100.000
Reserves and surplus	472.930	383.505	510.570
Carry forward losses	-	-	-
Net Worth	572.930	483.505	610.570
Miscellaneous Expenditure	-	-	-
Secured Loans	20.000	89.423	5.000
Unsecured Loans	-	-	160.850
Fixed Assets (Net)	502.353	642.954	701.820
Income from Operations	1216.415	967.708	1029.610
Total Income	1245.725	985.798	1036.990
Total Expenditure	1237.500	1112.868	1137.430
Exceptional Items (Net)	82.500	-	(38.310)
Profit / (Loss) before Tax	90.725	(127.070)	(138.750)
Profit / (Loss) after Tax	89.425	(127.070)	(138.750)
Cash Profit / (Loss)	175.905	(34.485)	(51.150)
Basic EPS (face value of ₹ 10 each)	0.89	(1.27)	(13.87)
Book value	0.89	(1.27)	(13.87)

CTATEMENT OF DEDICIT & LOCK FOR THE DEDICT ENDED 20TH SECTEMBED 2016

		Six Months Ended	
	Note No.	30-9-2016	2015-16 ₹ Million
		₹ Million	< WIIIIION
INCOME			
Revenue from Operations	2.20	6,646.641	1,216.415
Other Operating Revenue	2.21	246.001	-
Other Income	2.22	20.436	29.310
Total Revenue		6,913.078	1,245.725
EXPENSES			
Cost of Materials Consumed	2.23	4,302.662	945.307
Purchases of Stock-in-Trade		265.738	
Changes in inventories of Work-in-progress,	2.24	(78.739)	22.401
Finished Goods and Stock-in-Trade			
Employee Benefits Expense	2.25	891.934	112.202
Finance Costs	2.26	31.704	4.552
Depreciation & Amortisation Expense*	2.27	322.960	86.480
Other Expenses	2.28	714.801	66.558
Total Expenses		6,451.060	1,237.500
Profit from operations before Exceptional Items and Tax #		462,018	8.225
Add : Exceptional Items	2.31	5.337	82.500
Profit Before Tax		467.355	90.725
Less : Tax Expense			
Current Tax		100.000	1.300
Deferred Tax		49.000	-
Profit for the year		318.355	89.425
Earnings per Equity Share (Face Value of ₹1/-) in Rupees	2.32		
Basic		3.36	0.89
Diluted		3.36	0.89

Total 12,440.490 834.975 | Includes ₹1.33.67 / Mn of Depreciation & Amortisation consequent to Amalgamation .

Significant Accounting Policies & Notes form an integral part of the Financial Statements (Refer Note No.1) |

Represents Profit of Pricel Limited (Transferor Company) of ₹16.889 Mn and Description Amortisation expenses consequent to Amalgamation as stated above

	CASH	FLOW ST	ATEMEN	IT FOR T	HE	PERIOD ENDED 30th SEPTEMBE	R 2016			
(Six I	2016 - 17 Months Ended 30. ₹ Million	09.2016)		2015 - 16 ₹ Million		(Six	2016 - 17 Months Ended 30.09 ₹ Million	9.2016)		2015 - 16 ₹ Million
Cash flow from operating activities	:				B.	Cash flow from investing activities :				
Net Profit Before Tax Adjustments for: Depreciation & Amortisation Expense Bad debts written off Provision for doubtful debts written back Provision for doubtful debts and advances Provision for Diminution in Value of Current Investment (Profit) / Loss on sale of assets (Net) Assets Discarded / Written off Profit on Sale of Investment Interest received Income from Current Investments	322.960 0.132 (2.243) 6.496 (0.014) (0.920) 0.179 (5.337) (3.210) (0.213)	467.355	86.480 0.583 (1.243) 2.243 (0.725)	90.725	C.	Purchase of Fixed Assets Sale of Fixed Assets Purchase of Investments Sale of Investments Interest received Net Cash (used in) / from investing activities Cash flow from financing activities: Working Capital Borrowings Long Term Borrowings Dividend & Tax on Dividend Paid Finance Costs paid Net Cash (used in) / from financing activities	(409.032) 3.205 (885.214) 667.450 3.210 359.827 (103.333) (111.910) (31.618)	(620.381) 112.966	30.990 23.856 - 0.646 (69.423) - (4.732)	55.492 (74.155)
Finance Costs	31.704		4.552			Net increase / (decrease) in cash and o	ach	112.300	-	(/4.100
Operating Profit before working capital changes	-	349.534 816.889	-	91.244 181.969		equivalents (A+B+C) Cash and cash equivalents as at 1.4.2016 and 1.4.2015 (Opening Balance)	Judii	(1.644) 12.773		(0.657
Adjustments for : Trade and other receivables Inventories Trade and other payables	(252.798) (178.117) 224.168	(206.747)	(27.773) 58.445 (187.113)	(156.441)		Less : Bank Balances not considered as Cash and Cash equivalents as per Accounting Standard AS 3 Add: Pursuant to Scheme of Amalgamation		17.976 64,717		6.64
Cash generated from Operations Direct taxes Net cash from operating activities	_	610.142 (104.371) 505.771	-	25.528 (7.522) 18.006		Cash and cash equivalents as at 30.09.2016 and 31.3.2016 (Closing Balance)		57.870		6.12

Rent Received

Consumed

Indigenous

Opening Stock

Finished Goods

Sale of Traded Goods - Others

Income from Current Investments

Value of imported and indigenous Ra

Excess Provision No Longer Required Written Back

Profit on Sale of Assets (Net

Miscellaneous Income

2.20.REVENUE FROM OPERATIONS 2016-17(For the Period

30-9-2016

₹ Millior

3.358

3.358

6,621.012

6,646.641

25.629

5.723

0.213

10.878

0.920

0.067

5.148

20.47

79.53

100.00

12.988

395.817

487.544

(78.739)

(0.603)

49.357

49.140

141.160

422,128

707.630

(243.581)

1,252.981

(350.141)

2016-17(For the Period

Ended 30 09 2016

755.851

29.210

(6.012)

2.25.EMPLOYEE BENEFITS EXPENSE

a) Pay, Allowances and Bonus

9.591

Miscellaneous Expenses

CSR Expenses

Donations

(0.080)

1.725

442.260

1,270.440

1.368.817

3.127.549

(57.947)

6,777.753

(502,353)

181.779

100.660

57.86

57.943

502.35

2015-16

Date of

20.436

240.278

246.001

Ended 30.09.2016

₹ Million

6,740.679

516.824

64.021

700.512

880.540

3,422.122

4,302.662

9.772

3.216

84.691

29.118

141.900

92.114

225.719

27.811

141.900

7,321.524

₹ Million

0.119

0.623

0.742

2015-16

₹ Millio

1,357.156

1,369.803

153.388 1,216.415

1,216.415

4.620

0.725

17.019

41 54

58.46

100.00

29.310

2015-16

₹ Million

392 682

552.625

945.307

21.494

13.895

9 772

3.216

Net Block

12.988

22.401

12.647

. ave been prepared to comply in all material respects with 1.a) Basis of preparation: The financial statements have been prepared to comply in all material respects with the accounting standards specified under Section 133 of Companies act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014. The financial statements have been prepared under the historical cost convention on an accrual basis. The accounting policies have been consistently applied by the Company and are consistent with those

b) Use of estimates :The preparation of financial statements in conformity with Generally Accepted Accounting Principles requires management to make estimates and assumptions that affect the reported amount of assets liabilities, disclosures relating to contingent liabilities and assets as at the balance sheet date and the reported amounts of income and expenses during the year. Difference between the actual amounts and the estimates are ecognised prospectively in the year in which the events are materialised.

II.Fixed Assets, Depreciation, Amortisation and Impairment: a) Fixed Assets are stated at original cost net of tax / duty credits availed, if any, less accumulated depreciation, accumulated amortisation and cumulative impairment. Costs include pre-operative expenses and all expenses related to acquisition and installation of the assets concerned. b) Where the cost of part of the asset is significant to the total cost of the asset and if the part of the asset has a different useful life from that of the main asset, useful life of that part is determined separately fo in the control of the as and whenthe liability gets crystalised with mutual consent of parties concerned, e)(i) Depreciation has been provided under the Straight Line Method as per the useful lives stated in Schedule II to the Companies Act 2013, except for Dies, Tools and Moulds, which are depreciated at 33.33%. Depreciation for Plant & Machinery has been provided on Triple shift basis. (ii) Intangible assets are amortised as follows: -(i) Specialised software: Over a period of 4 years, (ii) Fees for Technical Know-how: Over a period of 4 years, (iii) Intangible Assets acquired or Amalgamation Over aperiod of 15 years (Refer to note no 2.34) (f) Leasehold Buildings are amortised over the least period (g) As at each balance sheet date, the carrying amount of assets is tested for impairment so as to determine; (i) The provision for impairment loss, if any, required or; (ii) The reversal, if any, required for impairment loss recognised in previous periods. Impairment loss is recognised when the carrying amount of an asset exceeds its recoverable amount. III.Investments:a) Long Term Investments are stated at cost. b) Current Investments are carried at lower of cost and fair value as on the Balance Sheet date, c) Provision for diminution in value of long term investments is made, if the diminution is other than temporary.

IV.Valuation of Inventories:a) Inventories are valued at lower of cost and estimated net realisable value. The basis of determining cost for various categories of inventories is as follows: i) Raw Materials, Packing Materials and Stores & spares Weighted Average Basis. ii) Finished Goods and Work-in-progress Cost of Direct Material, Labour and other Manufacturing overheads.

V.Revenue Recognition: a) The company generally follows the mercantile system of accounting and recognises Income and Expenditure on an accrual basis except those with significant uncertainties. b) Sale of goods is recognised when the risks and rewards of ownership are passed on to the customers as per the terms of contract. c) Dividend Income is recognised when the right to receive the dividend is unconditional at the Balance Sheet date, d) Interest is recognized on a time proportion basis taking into account the amount outstanding and the rate applicable. e) Claims made by the company including price escalations and those made on the Company are recognised in the Statement of Profit and Loss as and when the claims are accepted / liability is crystalised.

VI.Foreign Currency Transactions: a) Foreign Currency Transactions are recorded at exchange rates prevailing on the date of such transaction b) Exchange differences arising on settlement of transactions of monetary items are recognised as income / expense in the Statement of Profit & Loss in the period in which it arises. c) Foreign monetary currency assets and liabilities at the year end are realigned at the exchange rate prevailing at the year end and difference on realignment is recognised in the Statement of Profit & Loss. d) Premium / Discount in respect of Forward Contract is amortised as expense / income over the period of contract. Exchange difference arising on forward contracts between the exchange rate on the date of the transaction and the exchange rate prevailing at the year end is cognised in the Statement of Profit and Loss

VII.Employee Benefits: a) Short-term employee benefits are recognised as an expense at the un discounted amount in the Statement of Profit and Loss of the year in which the related service is rendered. b) Post employment and other long term benefits, which are defined benefit plans, are recognised as an expense in the Statement of Profit and Loss for the year inwhich the employee has rendered service. The expense is recognised based on the present value of the obligation determined in accordance with Accounting Standard 15 on "Employee Benefits". Actuarial gains & losses are charged to the Statement of Profit and Loss. c) Payments to defined contribution schemes are charged as expense as and when incurred.d) Termination benefits are recognised as an expense, as and when incurred.

VIII. Borrowing Costs a) Borrowing Costs attributable to the acquisition or construction of qualifying assets are apitalised as part of such assets. All other borrowing costs are charged to revenue.b) A qualifying asset is an asset that necessarily requires substantial period of time to get ready for its intended use or sale.

IX.Taxes on Income:a) Current tax on income for the period is determined on the basis of taxable income and tax redits computed in accordance with the provisions of the Income Tax Act, 1961 and based on the expected outcome of assessment /appeals. b) Deferred tax is recognised on timing differences between the accounting income and the taxable income for the year, and quantified using the tax rates and laws enacted or substantively enacted as on the Balance Sheet date. c) Deferred tax assets are recognised only to the extent there is reasonable certainty that the issets can be realised in the future; However, where there is unabsorbed depreciation or carried forward business loss under taxation laws, deferred tax assets are recognised only if there is a virtual certainty of realization of such assets d) Minimum Alternate Tax (MAT) credit is recognised as an asset only when and to the extent there is convincing evidence that the company will pay normal income tax during the specified period. In the year in which the MAT credit eligible to be recognised as an asset in accordance with the recommendations contained in guidance note issued by the Institute of Chartered Accountants of India, the said asset is created by way of a credit to the statement of profit and loss and shown as MAT credit entitlement. The company reviews the same at each balance sheet date and writes down the carrying amount of MAT credit entitlement to the extent there is no longer convincing evidence to the effect that company will pay normal income tax during the specified period.

X.Operating Leases: a) Lease arrangements, where the risks and rewards incidential to the ownership of an asset substantially vest with the lessor, are recognised as an operation lease. b) Lease payments under operating leases are recognised as an expense on a straight line basis over the lease period. c) The Assets given under operating leases are shown in Balance Sheet under Fixed Assets and depreciated on a basis consistent with the depreciation policy of the company. The lease income is recognised in the Statement of Profit and Loss on a straight line basis over the lease period.

XI. Government Grant and Subsidies: a) Grants and subsidies from the Government are recognised when there is a reasonable assurance that Grant / Subsidy are received and all attached conditions complied with. Grant related to specific fixed assets are presented in the Balance Sheet by showing such Grant as deduction from the Fixed Asset concerned. Grants received in the nature of promotors contribution is credited to Capital Reserve and treated as a part of Shareholders' fund.

XII.Earnings per Share: a) Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. The weighted average number of equity shares outstanding during the period are adjusted for events of bonus issue, bonus element in a rights issue to existing shareholders, share split and consolidation of shares, if any. b) For the purpose of calculating diluted earnings per share, the profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects o all dilutive potential equity shares.

as a result of past event and it is probable that an outflow of resources would be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions are not discounted to its present value and are determined based on best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates. A disclosure of a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of

XIII. Provisions and Contingencies: A provision is recognised when an enterprise has a present obligation

XIV. Cash and Cash Equivalents: Cash flow are reported using the indirect method, whereby net profit/loss are reported using the indirect method, whereby net profit/loss are reported using the indirect method, whereby net profit/loss are reported using the indirect method, whereby net profit/loss are reported using the indirect method, whereby net profit/loss are reported using the indirect method, whereby net profit/loss are reported using the indirect method, whereby net profit/loss are reported using the indirect method are reported using the indirecbefore tax is adjusted for the effects of transaction of a non cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flow comprises regular revenue generating, investing and financing activities of the company. Cash and cash equivalents in the balance sheet comprise of cash at bank and in hand and short term highly liquid investments that are readily convertible into known amounts of cash and which are subject to an nsignificant risk of changes in value.

2.1.SHARE CAPITAL	₹ Million	31-3-2016 ₹ Million
AUTHORISED 582,000,000 Equity Shares of ₹ 1/-each *	582.000	100.000
(Previous year-100,000,000 Equity Shares of ₹ 1/- each) Issued, Subscribed and Paid-up		
94,796,721 Equity Shares of ₹ 1/-each	94.797	100.000
(Previous year-100,000,000 Equity Shares of ₹ 1/- each) * Pursuant to the Scheme of Amalgamation Pricol Limited has been am 1st November 2016, with the appointed data as 1st April 2015. Furth		

Share Capital of the Company stands increased to ₹ 582 Million

n of the Shares Outstanding at the beginning and at the end of the reporting period :

0-9-20	16	31-3-2016		
iares ion)	₹ Million	No. of Shares (in Million)	₹ Million	
.000	100.000	100.000	100.000	
.797	94.797	-	-	
.000	100.000	-	-	
.797	94.797	100.000	100.000	
١.	797	797 94.797	<u>797</u> <u>94.797</u> <u>100.000</u>	

The company has only one class of equity shares having a par value of ₹ 1/- per share. Each holder of equity shares is entitled to one vote per share. The company declares and pays dividend in Indian Rupees. The dividend proposed by the Board of Directors, if any, is subject to the approval of the shareholders in the ensuing Annual General Meeting. In the event of liquidation of the Company, the holders of the equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amount. The distribution will be in

proportion to the number of equity shares held by the shareholders. Details of Shareholders holding more than 5% shares in the company

	30-9-2016		31-3	-2016
Equity Shares of ₹ 1/- each fully paid	No. of Shares	% held	No. of Shares	% held
- Pricol Limited, India (Holding Company)	- 0.001.170	-	100,000,000	100.00%
- Vijay Mohan - Pricol Holdings Limited	9,801,178 8,556,926	10.34% 9.03%	-	-
- Viren Mohan	6,658,409	7.02%	-	-
Shareholding disclosed above pertains to the hold	•	ate for allotn	nent of shares pu	rsuant to

Scheme of Amalgamation. (Refer to Note No.2.34) 2.2.RESERVES & SURPLUS

Z.Z.IIESENVES & SOM EGS	30-9-2			-2016
Securities Premium Account	₹ Mill	lion	₹N	lillion
Opening Balance	684.000		684.000	
Add : Pursuant to Scheme of Amalgamation	7,412.156	8.096.156		684.000
Surplus / (Deficit) in the Statement of Profit & Loss	`	3,000.200		004.000
Opening Balance	(211.070)		(300.495)	
Add : Pursuant to Scheme of Amalgamation	(109.936)		-	
Add : Profit for the year	318.355	(2.651)	89.425	(211.070)
	3	8,093.505		472.930
2.3.LONG TERM BORROWINGS	Non-current	portion	Current Ma	turities
	30-9-2016		30-9-2016	31-3-2016
Secured Loans :	₹ Million	₹ Million	₹ Million	₹ Million
Rupee Term Loan From Banks	50.000	=	166.667	20.000
Less : Amount disclosed under other current Liabilities	-	-	-	(20.000)
	50.000		166.667	-
Torm loan from Indian bank is secured by way of hypothes	ation of machineri	oc and other f	ivad accate of th	o Company

Term loan from Indian bank is secured by way of hypothecation of machineries and other fixed assets of the Company. The rate of interest is 14.20% and the loan is repayable in four quarterly instalments after an initial holiday period of 2 years from the date of first availment. Interest to be serviced as and when charged. The above loan has been preclosed during the year 2016-17. Hence there is no outstanding as on 30th September 2016.

Term Loan of ₹ 300 Million for Medium Term Working Capital from Bank of Bahrain and Kuwait B.S.C is repayable in 12 quarterly instalments of ₹ 25 Million each. Interest is payable on monthly basis at the rate of Bank Base Rate plus 10 bps. The loan is secured by an exclusive charge on the specific land and building of Plant III situated at Billichi Village, Coimbatore District. Present Outstanding as on 30th September, 2016 is ₹ 100 Million.

Term Loan of ₹ 200 Million from HDFC Bank is repayable in 12 quarterly instalments of ₹ 16.667 Million each. Interest is payable on monthly basis at the rate of Bank Base Rate plus 5 bps. The loan is secured by exclusive charge by hypothecation of specific plant and machinery and exclusive charge by way of mortgage of immovable property situated in IMT Manesar, Gurgaon, Present Outstanding as on 30th September, 2016 is ₹ 116,667 Million

2.4.DEFERRED TAX LIABILITIES (NE	T)			
,	•	30-9-2016	Charged / Reversed	31-3-2016
		₹ Million	During the Period	₹ Million
Deferred Tax Liability			₹ Million	
Fixed Assets		302.000	302.000	-
Deferred Tax Asset	A	302.000	302.000	=
Disallowance under the Income Tax Act		57.000	57.000	-
	В	57.000	57.000	
Deferred Tax Liability (Net)	A-B	245.000	245.000	
Less : Pursuant to Scheme of Amalgamation			196.000	
			49 000	

.5.LONG TERM PROVISIONS	30-9-2016	31-3-2016	2.19.0THER CURRENT ASSETS
For Employee Benefits :	₹ Million	₹ Million	Unsecured Considered Good Accured Income
- Gratuity	130.196	-	Gratuity Fund
- Leave Encashment	20.188	0.676	
For Central Excise Demands	69.158	=	2.20.REVENUE FROM OPERATIO
For Potential Statutory Liabilities	37.327	0.388	2.20.HEVENOETHOW OF ENAME
	256.869	1.064	Sale of Products - Finished Goods
.6.SHORT TERM BORROWINGS			Domestic
Secured Loans			Export
Working Capital Facilities from Banks - In Rupee	250 027	_	Traded Goods
Unsecured Loans	359.827		
Working Capital Facilities from Banks			Less: Excise Duty
- In Rupee	200.000	-	Service Income
	559.827		2.21.0THER OPERATING REVEN

2.21.0THER OPERATING REVENUE rge on working Capital Facilities from State Bank of India, ICICI Bank, Axis Bank and HDFC Bank are secured by pariWorking Capital Facilities from State Bank of India, ICICI Bank, Axis Bank and HDFC Bank are secured by pari-2.22.OTHER INCOME passu first charge on the current assets of the company. Working Capital Facilities are further secured by pari-passu second charge on the specific immovable properties situated at Plant I - Perianaickenpalayam, Coimbatore Working Capital Facilities from Banks are repayable on demand and carries interest rates varying from 9.90% to

2.7.TRADE PAYABLES 33.086 Medium Enterprises Total Outstanding Dues of creditors other 2.23.COST OF MATERIALS CONSUMED 2016-17 (Apr'16 to Sep'16) 2,324.261 206.073 than Micro, Small and Medium Enterprises 2,357.347 206.073 There are no interest amounts paid / payable to Micro, Small and Medium Enterprises. The information in relation to dues to Micro, Small and Medium Enterprises have been determined to the extent such parties have been identified on the basis of information available with the Company, which has been relied upon by the auditors.

2.8.OTHER CURRENT LIABILITIES rrent Maturities of Long Term Deb 2.24.CHANGES IN INVENTORIES OF WORK-IN-PROGRESS, FINISHED GOODS AND (Refer to Note No. 2.3) 166,667 20 000 STOCK-IN-TRADE Interest accrued and due on borrowings 3.096 0.199 Unclaimed Dividend 7.331 Statutory Dues Payable 92.888 9.580 Employee Benefits Payable 263.541 5.268 Other Payables* 193,434 19.764 726.957 54.811 Other Payables includes accrued expenses and Security Deposit 2.9.SHORT TERM PROVISIONS

Traded Goods Land-Stock-in-Trade Add : Inventory Acquired on Amalga For Employee Benefits 25.954 Leave Encashment 0.757 0.097 Service Weightage 2.759 For Labour Settlement For Taxation 56.188 0.097 2.10 Fixed Assets

Work-in-Progress Finished Goods

Traded Goods Land-Stock-in-Trade Less : Closing Stock Work-in-Progress Traded Goods Land-Stock-in-Trade Gross Block Depreciation / Amortisation

Adjustments on Sales/Deletions Written down Value Additions during Balance For Six Months Adjustments on Withdrawn during during Six Months Ended Amalgamation Ended Amalgamation Six Months Ended Six Months 1-4-2016 31-3-2016 30-9-2016 30.09.2016 (Net) # 30.9.2016 30 09 2016 (Net) # 30 09 2016 30-9-2016 31-03.201 Tangible Assets 195.064 1,100,524 905.460 1.100.524 195.064 eehold Land (195.064 (195.064) (195.064) 76.100 0.136 0.271 sehold Land 76.100 0.407 75.693 Buildings :ehold Building 165.959 1.078.876 1.244.779 21.755 37.797 69.978 0.430 129,100 1.115.679 144.204 0.553 0.609 (165.959) (144.204) (16.521)(5.234)easehold Buildings 180.000 180.000 0.537 1.344 1.881 178.119 1,017.116 Plant & Machinery 183.022 265.620 948.446 30.922 1,366.166 190.570 28.682 100.85 (206.855) (5.292)(29.125)(183.022) (68.363)(19.817) (6.009)(82.171) (100.851)1.15 rniture & Fixtures 30.886 4.516 1.263 33.940 (1.791) 0.635 (0.474) 1.791 (1.791) 2.261 (0.161) (0.635)(1.156)2.116 (1.033) 27.285 (1.033) 1.806 23.062 (0.967) 0.96 ehicles 1.033 24.206 0.070 0.066 2.418 0.067 4.223 (0.066) Office Equipments 4.097 0.180 3.048 0.073 7.252 1.933 0.629 0.723 0.031 3.254 3.998 2.164 (2.053)(4.097 (1.074)(0.003)omputer Equipments 17.056 142.453 159,509 16.281 33.743 50.024 109,485 550.96 286.788 3,389,475 31.674 4.195.555 106.560 164.438 303.563 29.210 545.351 3.650.204 444.406 (8.378)0.080 45.845 44,307

Total Tangible Assets ntangible Assets 4.973 84.496 14,749 30.493 omputer Software (0.683)(0.683)(0.432)(0.171)51.082 48.845 echnical Knowhow 51.082 0.512 Brand/ Trade Mark 491.400 16.380 atents & Developed 1,411.600 1,411.600 47.053 94.107 300.845 242.978 oodwill \$ 1,490.100 1.790.945 79.828 99.322 Total Intangible Assets 301.528 4.973 3.528.678 3.835.179 243.581 158.522 305 527 (60.340) 852.494 291.761 6,918.153 31.674 8,030.734 350.141 609.090 (29.143) Previous year (873.259) (8.378)(852.494) (269.673)(86.480)

Capital Work-in-Progress Refer to Note No. 2.34.Adjustments on Amalgamation represents changes in Gross Block / Accumulat depreciation in books of erstwhile Pricol Limited during the year 2015-16 \$ Goodwill consists of Goodwill acquired on Amalgamation grouped under Intangible Assets represents the Gollowing:

- Customer Relationships - ₹ 1088.259 Million

- Assembled Workforce - ₹ 401.841 Million

6	1.Shares in Subsidiary Company - Non Trade - Unquoted :		₹ Million	₹ Million	
)	a) 6,361,106 Equity Shares of Euro 1/-each fully paid-up in Pricol Espana S.L. Spain. (Extent of holding - 100%) 2.Shares in Subsidiary Company - Trade - Unquoted :		501.466	-	2
)	a) 6,700 Equity Shares of USD 1,000/- each fully paid-up in PT Pricol Surya, Indonesia (Extent of holding - 100%) b) 250,000 Equity Shares of USD 1/- each fully paid-up in Psea Asia Pta Livided Singapage (Feat of helding		398.396 15.038	-	2
	Pricol Asia Pte Limited, Singapore - (Extent of holding - 100%)				
4 U	Aggregate Cost of Un-Quoted Investments		914.900		
u	2.12.LONG TERM LOANS AND ADVANCES Unsecured, Considered good		30-9-2016 ₹ Million	31-3-2016 ₹Million	2
	Capital Advances		120.092	1.208	
-	Deposits Unsecured Considered Doubtful	2.610	48.035	5.379	
10	Less : Provision for Doubtful Deposits Other Loans and Advances	2.610			
	- Customs duty paid under protest		6.643	6.643	
	- Customs revenue deposits		0.756	0.756	
			<u>175.526</u>	13.986	
00	2.13.0THER NON-CURRENT ASSETS Unsecured Considered Good				
	Loans to Employees		0.140	-	
ty	Ralances with Covernment Authorities		1 220	_	

IV	AT CIEUR EIRIREIRE		237.0	00	
			328.0	<u>23</u>	9.591
2.1	4.CURRENT INVESTMENTS				
SI.	Destinutes	Amount	₹ Million	Market Valu	e₹ Million
No.	Particulars	30-9-2016	31-3-2016	30-9-2016	31-3-2016
	Investments in Mutual Funds - Non Trade - Quoted - Fully paid				
1	ICICI Prudential MIP - 25 - Regular Plan - Growth	0.700	-	0.797	-
2	IDFC Asset Allocation Fund of Funds - Aggressive Plan - Growth - (Regular Plan)	0.700	-	0.766	-
3	Birla Sun Life MIP II - Wealth 25 Plan - Growth- Regular Plan	0.700	-	0.830	-
	Aggregate Cost / Market Value of Quoted Investments	2.100	-	2.392	
			30-9-20	16	31-3-2016
1	5 INVENTORIES		₹ Milli	on	₹Million

Italisit of C 200.021 Willion Trevious year -			
₹ 6.768 Million)	_		
Work-in-progress		2.114	9.772
Finished Goods	22	5.719	3.216
Land - Stock-in-Trade (Refer to Note No. 2.34)	14	1.900	-
Stock of Stores & Spares	3	0.568	-
Traded Goods	2	7.811	-
	1,46	2.721	74.247
2.16.TRADE RECEIVABLES			
a) Outstanding for a period exceeding six months			
i) Unsecured Considered Good		-	-
ii) Unsecured Considered Doubtful	52.252	0.729	
Less : Provision for Doubtful Debts	52.252	0.729	_
b) Outstanding for a period less than six months			
i) Unsecured Considered Good	2,38	3.388	210.416
ii) Unsecured Considered Doubtful	45.600	1.514	
Less : Provision for Doubtful Debts	45.600	1.514	
	2,38	3.388	210.416
2.17.CASH AND CASH EQUIVALENTS			
Balances with Banks			

29 27
27
_
_

Balances with Government Authorities

Unsecured Considered Doubtful

Less: Provision for Doubtful Debts

Prepaid Expenses

b) Contribution to Provident and other funds 76.352 2.078 c) Welfare Expenses 59.731 9.464 891.934 31.176 4.552 Interest On Loans Other Borrowing Costs 2.27.DEPRECIATION AND AMORTISATION EXPENSE Depreciation (Refer to Note No. 2.10) 164,438 26.311 Amortisation (Refer to Note No. 2.10) 158.522 60.169 322.960 86.480 2.28.0THER EXPENSES 91.423 8.550 Stores & Spares Consumed 4.794 Repairs and Maintenance - Machinery 69.763 2.217 - Building 46 974 5.148 - Others 10.874 Printing & Stationery 4.844 0.634 Postage & Telephone 11.720 0.559 9.486 Rates, Taxes & Licence 11.235 1 609 Insurance 12,611 0.599 Bank Charges 4.778 3.211 Travelling & Conveyance 1.273 Freight & Forwarding and Selling Expenses Advertisement & Sales Promotion 11.448 0.009 Commission & Discount on Sales 17.866 3.850 Royalty 0.132 Bad Debts Written off 0.583 Provision for doubtful debts 6.496 2.243 Less: Provision for Doubtful debts written back 2.243 4.253 1.243 1.000 Provision for Statutory Liabilities 0.388 (0.014)Provision for Diminution in Value of Current Investments Commission / Sitting Fees to Non-Whole Time Directors 1.724 0.004 Auditors' Remuneration 3.470 0.650 Professional Charges 180.981 Exchange Fluctuation (Net) 24.861 Assets Discarded / Written Off 0.179 5 784

2.29.PROVISIONS AS ON THE CLOSING DATE: Closing Balance 30-9-2016 Addition / 1. Excise Demands 69.158 69.158 2. Labour Settlement 27.502 0.784 26.718 3. Potential Statutory Liabilities 0.388 42.087 5.148 37.327 Total 0.388 138.747 5.932 133.203 2.30.CONTINGENT LIABILITIES AND COMMITMENTS AS ON THE CLOSING

12.037

0.950

0.010

714.801

3.060

0.005

2016-17 CONTINGENT LIABILITIES ₹ Million As at 30.09.2016 a) On account of Pending Litigations : ₹ Million #0f which ₹ 6.643 Million has been paid under protest 42.615 Corporate Guarantee @ 784.500 Letter of Credit 947.415 42.615 COMMITMENTS Estimated Value of Contracts remaining to be executed or Capital account 1.174

21.925 @ Details of Guarantee given As at As at 30-9-2016 ₹ Million ₹ Million Name of the Company Purpose 1) Pricol do Brasil Componentes Automotivos LtdA, Brazil 420,000 Working Capital 2) PT Pricol Surva, Indonesia 210.000 Working Capital - Working Capital/ Term Loa 3) Coimbatore Metal Works Limited (Formerly, Pricol Castings 154,500 * Necessary approvals are pending for revocation of Corporate Guarantee

2.31.EXCEPTIONAL ITEMS on 15th June 2016 the Company sold its 100% shareholding in its wholly owned subsidiary company M/s.Integral Investments Limited for a consideration of ₹ 27.837 Million resulting in a Profit of ₹ 5.337

2016-17 (Six Months 2015-16 2.32.EARNINGS PER SHARE Ended 30.09.2016 ₹ Millio 89,425 Profit After Tax 318.355 Weighted Average No. of Shares Outstanding Basic & Diluted (Nos. in Mn.) 94.797 100.000 Basic / Diluted Earnings per share (in ₹) 0.89 3.36 Face Value per Equity Share (in ₹) 1.00 1.00 2.33. Balances in parties accounts are subject to confirmation/reconciliation. Appropriate adjustment will be made as and when the balances are reconciled

2.34.Amalgamation of erstwhile Pricol Limited with the company:(a) The share holders of the Transferor and Transferee Company approved the Scheme of Amalgamation("Scheme") of Pricol Limited (Transferor Company) with Pricol Pune Limited (Transferee Company) with the appointed date as Limited (transferor Company) with Procol Pune Limited (transferoe Company) with the appointed date as 1 st April 2015. Pricol Limited was engaged in the manufacturing, marketing, trading and export of automotive Components and precision engineered products to Original Equipment Manufacturers and replacement market. The said Scheme was sanctioned by the Hon'ble High Court of Judicature at Madras on 6 th October, 2016. The certified copy of the High Court Order sanctioning the Scheme was filed with the Ministry of Corporate Affairs on 1st November 2016 (Effective Date). The scheme has accordingly been given effect to in the financial statements. The amalgamation has been accounted under the "Purchase Method" as prescribed under statements. The amalgamation has been accounted under the "Purchase Method as prescribed under Accounting for Amalgamations", (AS 14) notified under the Companies Act 2013. Accordingly, giving effect to the Scheme of Amalgamation, all the assets (including intangible assets if any whether or not recorded in the books of Transferor Company and liabilities of Transferor Company were recorded in the books of the Transfere Company at their respective fair values. In respect of Inter-company owings, the outstanding balance (net) of ₹ 3.021 Million have been eliminated. Pursuant to the Scheme of owings, the outstanding balance (net) of ₹ 3.021 Million have been eliminated. Pursuant to the Scheme of malagamation, the Transferee Company was renamed as "Pricol Limited" vide fresh certificate of incorporation granted by the Ministry of Corporate Affairs on 18th November 2016. (b) Upon the Scheme being effective, in consideration of the transfer and vesting of the entire undertaking of the business of the Transferor Company, the shareholders of the Transferor Company as on the Record date have been allotted one equity share of ₹ 1 each fully paid up in the Transferor Company. Thus, the Transferee Company has allotted 94,796.721 Equity Shares of ₹ 1 each fully paid up and the Transferee Company has accounted for Securities Premium of ₹ 7.412.156 million representing a premium the transletere Company has accounted for Securities Prelimitar 07,412.150 limitor representing a prelimitor of 7.81.9 per equity share. The shares held by the Transferor Company in Transferre Company stands cancelled pursuant to the Scheme of Amalgamation.(c) Intangible Assets acquired by the Transferee Company pursuant to the amalgamation include (i) separately identifiable intangible assets like Brand / Trade Mark, Patents & Developed Technology and (ii) Goodwill comprising other intangible assets namely Customer Relationships and Assembled Workforce in line with AS 26 on Intangible Assets. Such Goodwill representing the intangible assets. has also been treated at par with the other separately identifiable intangible assets with respect to its amortisation period. (d) The working results of the transferor company for the period 01.04.2015 to 31.03.2016 has been adjusted in the opening balance of Surplus / (Deficit) in Statement of Profit and Loss.

2.35.Assets and Liabilities transferred by the Transferor Company pusuant to Scheme of Amalgamation :-7.374.112 1) Non Current Assets 2) Current Assets

4) Current Liabilities **2.36.** The figures for the period ended 30th September 2016 is for a period of Six Months. Th comparative figures are as per the audited financials statements of Pricol Pune Limited for a twelve month period. Considering the above and as more specifically described in Note No. 2.34 in respect of scheme of amalgamation, the figures are strictly not comparable.

2.37. Previous year's figures are reclassified wherever necessary to conform to the current period's

2.38. All figures are in Million unless otherwise stated. There is no audit qualification in the aforesaid financial statements

Material Developments" on page 95 of the Information Memorandum

DETAILS OF PROMOTER GROUP COMPANIES OF PRICOL LIMITED

Given below is the list of entities which forms part of Promoter Group of our Company. None of the Promote Group Companies have made any public issue in the preceding three years. None of the Promoter Group Companies has become a sick company under the meaning of Sick Industrial Companies (Specia Provisions) Act. 1985 and is not under winding up or liquidation. For details on litigations and disputes pending against the Promoter Group Entities please refer to the section titled "Outstanding Litigations an

Name Address PAN No.of Shares % Pricol Holdings Limited CPM Towers, 109, Race Course, Coimbatore — 641 018 8,556,926 AABCP7486R BhavaniInfin Services 232, Tea Estates, Race Course 1.498.790 AABCB1164A India Private Limited Coimbatore – 641 018 Sagittarius Investments 232, Tea Estates, Race Course, Private Limited 232, Tea Estates, Race Course, Coimbatore — 641 018 232, Tea Estates, Race Coimbatore — 641 018 AADCS0648A 190.400

Date of	Board of Directors	Share	Shareholdings Patterns			
Incorporation		Capital	Name	% of Holdin		
April 10 th 1981	1. Mr.Vijay Mohan 2. Mr.Vikram Mohan 3. Mr.T.G.Thamizhanban 4. Mr.S.A Gopala krishnan	(45,000 shares of		50.00 49.99 0.01		

2015, 2014 are as follows:			₹ Million				
Particulars	March 31,2016	March 31,2015	March 31,2014				
Total Revenue	0.81	2.72	4.21				
Net Profit / (Loss) after tax	(0.75)	1.70	3.53				
Equity Share Capital	4.50	4.50	4.50				
Reserves & Surplus	69.82	76.20	74.50				
Net Worth	74.32	80.70	79.00				
Book Value (in ₹) of face value ₹ 100 each	1651.55	1793.45	1755.59				
Basic EPS (in ₹) of face value ₹ 100 each	(16.64)	37.86	78.50				
Diluted EPS (in ₹) of face value ₹ 100 each (16.64) 37.86 78.50							
2. Bhavani Infin Services India Private Limited							

ilicorporadori	Board of Directors	Share Capital		
			Name	% of Holding
NIAV / . 1990 I	Mrs.Vanitha Mohan Mr.Viren Mohan	Paid up Equity Share Capital ₹ 0.265 Million (26,500 shares of ₹ 10 each)	Mr.Vikram Mohan Mr.Viren Mohan	50.00 50.00

March 31, 2016, 2015, 2014 are as follows

2.30 1.14 0.26	1.54 0.26
1.14 0.26	7.20 1.54 0.26
0.26	0.26
20.01	
20.01	18.87
20.28	19.13
765.20	1790.28
43.18	144.27
43 18	144.27
	43.18 43.18

incorporation			1441110	, o o. , . o. d., . 6			
March 21st,1980	1. Mrs.Vanitha Mohan 2. Mr.Viren Mohan	Share (Mill	d up Equity Capital ₹ 0.10 Ion (1,000 of ₹ 100 each) Mr.Vijay Mohan (SHUF) Mrs.Vanitha Mohan			67.00 33.00	
The audited financial results of Sagittarius Investments Private Limited for the financial years ended							
March 31, 2016	5, 2015, 2014 are as fol	ows:				₹ Million	
Parti	iculars		March 31,2	016	March 31,2015	March 31,2014	
Total Revenue				1.75	2.18	3.76	
Net profit after tax			1	1.02	1.23	(0.03)	
Equity Share Capital			(0.10	0.10	0.10	
Reserves & Surplus			25	5.47	24.44	38.58	
Net Worth			25	5.57	24.54	23.31	
Book Value (in ₹) of face value ₹ 100 each			25.	569	24.544	23.315	
Basic EPS (in	Basic EPS (in ₹) of face value ₹ 100 each			5.55	1229.00	(34.43)	
Diluted EPS	(in ₹) of face value ₹ 1	00 each	1025	5.55	1229.00	(34.43)	
4. Shrimay	Enterprises Priva	ate Lir	nited				

Date of	B 1 (B) 1	01	Shareholdings Patterns				
Incorporation	Board of Directors	Share Capital	Name	% of Holding			
December 28, 1981	1. Mrs.Vanitha Mohan 2. Mr.Viren Mohan	(1,000 shares of	Mr.Vijay Mohan Mr.Vijay Mohan (HUF) Mrs.Vanitha Mohan	33.30 33.40 33.40			
The audited financial results of Shrimay Enterprises Private Limited for the financial years ended March							

31, 2016, 2015, 2014 are as follows March 31,2016 March 31,2015 **Particulars** March 31,2014 Net profit after ta Equity Share Capital serves & Surplus 35.49 31.08 Book Value (in ₹) of face value ₹ 100 each 35488.9 Basic EPS (in ₹) of face value ₹ 100 each

Diluted EPS (in ₹) of face value ₹ 100 each **OUTSTANDING LITIGATIONS**

All suits, actions, proceedings or whatever nature by and against the Company pending and/or arising on or before the Effective Date of the Scheme shall not abate, or be discontinued or be in any way prejudicially affected by reasons of the transfer pursuant to the Scheme but be continued, prosecuted and enforced by or against the Amalgamated Company, i.e Pricol Limited as effectually as if the same has been pending and / or arising against the Amalgamating Company Except as below, there are no material outstanding litigations, suits or criminal or civil prosecutions, proceedings or tax liabilitie against our Company (in the name of our Company and/ or entities which were acquired by our Company) our Directors and our Promoter and there are no defaults, non-payment or overdue of statutory dues institutional/bank dues and dues payable to holders of any debentures, bonds and fixed deposits, other unclaimed liabilities against our Company or Directors or Promoter. Further no disciplinary action has been taken by SEBI or any stock exchanges against our Company, our Directors and our Promoter and

3421.53

985.10

1499.43

The summary of the outstanding litigations is as under:

A.Outstanding Litigation By Pricol Limited prior to Scheme: NIL B.Outstanding Litigation Against Pricol Limited prior to Scheme: 4 pending cases

C.Outstanding Litigation Against Pricol Limited (litigations against erstwhile Pricol Limited which now stands transferred in the name of Pricol Limited) : **26 pending cases**

D.Outstanding Litigation By Pricol Limited (litigations By erstwhile Pricol Limited which now stands transferre in the name of Pricol Limited): 26 pending cases

E.Outstanding Litigations of Promoter Group Company: NIL

F. Outstanding Litigations of Promoter / Director : **NIL** For details on the litigations, refer to the Section titled 'Outstanding Litigation and Material Development of the Information Memorandum dated 7th February, 2017, which is available on the website of the

company (www.pricol.com), BSE(www.bseindia.com) and NSE (www.nseindia.com) PARTICULARS OF HIGH, LOW AND AVERAGE PRICES OF SHARES OF THE LISTED TRANSFEROR COMPANY (ERSTWHILE PRICOL LIMITED) DURING THE PROCEEDING THREE YEARS:

BSE				NSE			
Period	High	Low	Weighted Average Price in ₹	Period	High	Low	Weighted Average Price in ₹
7-Dec-2015 to 6-Dec-2016	132.15	34.00	81.18	7-Dec-2015 to 6-Dec-2016	131.95	33.75	83.98
7-Dec-2014 to 6-Dec-2015	47.90	27.30	37.13	7-Dec-2014 to 6-Dec-2015	47.85	27.35	36.81
7-Dec-2013 to	69.20	20.95	43.34	7-Dec-2013 to 6-Dec-2014	68.90	20.85	42.70

MATERIAL DEVELOPMENT AFTER THE DATE OF LAST AUDITED FINANCIAL STATEMENTS AS ON SEPTEMBER 30, 2016 i.e. September 30, 2016 any circumstances that materially or adversely affect or are likely to affect our

ofitability taken as a whole or the value of our assets or our ability to pay our material liabilities within For and on behalf of Pricol Limited T.G.Thamizhanban

2.11.NON CURRENT INVESTMENTS 30-9-2016

Balances with Government Authorities 1.339 Tax Payments Pending Adjustment (Net) 88.878 MAT Credit Entit

Raw Materials & Components (includes Goods in 944.609 61.259

In Current Account 17.616 6.317 In Unclaimed Dividend Account 7.331 12.773

6.126 0.005 36.638 1.653 53.714 8.001 41.009 1.208

1.133

135.096

10.867

1.133

Place: Coimbatore Date: 07.02.2017

Company Secretary

CB-CB