

PL/SEC/TGT/2024-2025/100

Monday, 2<sup>nd</sup> December, 2024

Listing Department <b>National Stock Exchange of India Limited</b> “Exchange Plaza’, C-1, Block G Bandra-Kurla Complex, Bandra (E), Mumbai - 400051 Scrip Code: PRICOLLTD	Corporate Relationship Department <b>BSE Limited</b> 1 <sup>st</sup> Floor, New Trading Ring Rotunda Building, P J Towers, Dalal Street, Fort, Mumbai 400 001 Scrip Code: 540293
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Dear Sir,

**Sub:** Outcome of Board Meeting held on 2<sup>nd</sup> December 2024

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we would like to inform you that the Board of Directors of the Company at their meeting held today, 2<sup>nd</sup> December 2024 (Started at 2.00 p.m. and ended at 4.00 p.m.) has decided the following:

**(i) Acquisition of plastic component division of Sundaram Auto Components Limited**

Approved the proposal for acquisition of injection moulded plastic component solutions division of Sundaram Auto Components Limited (“Target Business”), a wholly owned subsidiary of TVS Motor Company Limited by Pricol Precision Products Private Limited (wholly owned subsidiary of the Company) on a slump sale basis.

**(ii) Further investment in shares of Pricol Precision Products Private Limited**

Approved the investment in Pricol Precision Products Private Limited upto an amount of Rs. 120 Crores in one or more tranches.

**(iii) Corporate Guarantee to Pricol Precision Products Private Limited**

Approved to provide Corporate Guarantee for any loans to be obtained by Pricol Precision Products Private Limited upto an amount not exceeding Rs. 250 Crores.

**(iv) Investment in shares of PQSI Digital Private Limited by Pricol Limited**

Approved the proposal for investing upto 26% of equity capital of PQSI Digital Private Limited, a company which is in the business of Industry 4.0 products, in more than one tranches.

Requisite disclosure as required under the SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated 13<sup>th</sup> July 2023 is enclosed as **Annexure – 1**

Thanking you

Yours faithfully,  
For Pricol limitedT.G.Thamizhanban  
Company Secretary  
ICSI M.No: F7897  
Encl: as above

**Annexure – 1**  
**Acquisition of Target Business of Sundaram Auto Components Limited**

S. No	Particulars	Details
1.	Name of the target entity, details in brief such as size, turnover etc.;	Injection moulded plastic component solutions division of Sundaram Auto Components Limited (wholly owned subsidiary of the TVS Motor Company Limited).  Revenue from Operations of the Target Business to be acquired, for the year 2023-24, was INR 727.33 Crores.
2.	Whether the acquisition would fall within related party transaction(s) and whether the promoter/ promoter group/ group companies have any interest in the entity being acquired? If yes, nature of interest and details thereof and whether the same is done at “arm’s length”	The transaction is between two unrelated entities.
3.	Industry to which the entity being acquired belongs;	Target Business of Sundaram Auto Components Limited belongs to the Auto Component Industry.  The target (Injection moulded plastic component solutions division) that is being acquired is the business of Sundaram Auto Components Limited, a public limited company within the meaning of Companies Act, 2013, with company identification number U29249TN1992PLC051417, and having its registered office at Chaitanya, No.12, Khader Nawaz Khan Road, Nungambakkam, Chennai, Tamil Nadu, India, 600006.
4.	Objects and impact of acquisition (including but not limited to, disclosure of reasons for acquisition of target entity, if its business is outside the main line of business of the listed entity)	The Business of target is not outside the main line of business of the Company.  The proposed acquisition is made to facilitate business operations of the Wholly Owned Subsidiary.
5.	Brief details of any governmental or regulatory approvals required for the acquisition;	Not applicable
6.	Indicative time period for completion of the acquisition;	Subject to satisfaction of conditions precedent identified under the business transfer agreement to be executed, the acquisition is expected To be completed by 31-Jan-2025.
7.	Consideration - whether cash consideration or share swap or any other form and details of the same;	Cash Transaction

8.	Cost of acquisition and/or the price at which the shares are acquired;	The cost of acquisition is INR 215.3 Crores (Indian Rupees Two Hundred Fifteen Crores and thirty lakhs) subject to adjustments set out in the Business Transfer Agreement.
9.	Percentage of shareholding / control acquired and / or number of shares acquired	Not applicable. The acquisition is only the target business of Sundaram Auto Components Limited.
10.	Brief background about the entity acquired in terms of products/line of business acquired, date of incorporation, history of last 3 years turnover, country in which the acquired entity has presence and any other significant information (in brief);	<p>Sundaram Auto Components Ltd (SACL), established in 1992 in India is engaged in the business of manufacturing of automotive plastic components for passenger vehicles (Two-wheelers, Four wheelers) and commercial vehicles.</p> <p><b>Financial Overview of Target Business (Last Three Years)</b></p> <p>FY22: Revenue - ₹589 Crores</p> <p>FY23: Revenue - ₹760 Crores</p> <p>FY24: Revenue - ₹727 Crores</p>

**Investment in shares of Pricol Precision Products Private Limited**

S. No	Particulars	Details
1.	Name of the target entity, details in brief such as size, turnover etc.;	Pricol Precision Products Private Limited (wholly owned subsidiary of Pricol Limited)  The Company yet to commence its business operation.
2.	Whether the acquisition would fall within related party transaction(s) and whether the promoter/ promoter group/ group companies have any interest in the entity being acquired? If yes, nature of interest and details thereof and whether the same is done at “arm’s length	The investment is in shares of wholly owned subsidiary.  Promoter/promoter group is interested to the extent of their shareholding in Pricol Limited.
3.	Industry to which the entity being acquired belongs;	Pricol Precision Products Private Limited was incorporated to do business as auto component manufacturer.
4.	Objects and impact of acquisition (including but not limited to, disclosure of reasons for acquisition of target entity, if its business is outside the main line of business of the listed entity)	The investment is to acquire the Target Business of Sundaram Auto Components Limited
5.	Brief details of any governmental or regulatory approvals required for the acquisition;	Not applicable
6.	Indicative time period for completion of the acquisition;	Not applicable
7.	Consideration - whether cash consideration or share swap or any other form and details of the same;	Cash Transaction
8.	Cost of acquisition and/or the price at which the shares are acquired;	The investment upto Rs. 120 Crores will be made in more than one tranches, at par value of shares.
9.	Percentage of shareholding / control acquired and / or number of shares acquired	Investment is in wholly owned subsidiary.
10.	Brief background about the entity acquired in terms of products/line of business acquired, date of incorporation, history of last 3 years turnover, country in which the acquired entity has presence and any other significant information (in brief);	Pricol Precision Products Private Limited was incorporated on 11th April, 2023. The Company has yet to commence its business operation.

**Investment in shares of PQSI Digital Private Limited**

S. No	Particulars	Details
1.	Name of the target entity, details in brief such as size, turnover etc.;	PQSI Digital Private Limited.  Revenue from Operation FY24 is INR 49.77 Lakhs.
2.	Whether the acquisition would fall within related party transaction(s) and whether the promoter/ promoter group/ group companies have any interest in the entity being acquired? If yes, nature of interest and details thereof and whether the same is done at "arm's length"	The transaction is between two unrelated entities.
3.	Industry to which the entity being acquired belongs;	PQSI Digital Private Limited is in the business of Industry 4.0 products.
4.	Objects and impact of acquisition (including but not limited to, disclosure of reasons for acquisition of target entity, if its business is outside the main line of business of the listed entity)	This transaction aligns with Pricol's strategic focus on digital transformation in manufacturing, enhancing capabilities in IoT and smart factory solutions. This integration strengthens Pricol's market position and expands its offerings to deliver end-to-end, tech-enabled solutions for operational efficiency and value creation.
5.	Brief details of any governmental or regulatory approvals required for the acquisition;	Not applicable
6.	Indicative time period for completion of the acquisition;	The investment is expected to be made in more than one tranches over period of three years.
7.	Consideration - whether cash consideration or share swap or any other form and details of the same;	Cash Transaction
8.	Cost of acquisition and/or the price at which the shares are acquired;	Total Investment will be upto INR 10 Crores (Indian Rupees Ten Crores) in more than one tranches over period of three years.
9.	Percentage of shareholding / control acquired and / or number of shares acquired	Upto 26% of equity capital of PQSI Digital Private Limited.
10.	Brief background about the entity acquired in terms of products/line of business acquired, date of incorporation, history of last 3 years turnover, country in which the acquired entity has presence and any other significant information (in brief);	PQSI Digital Private Limited was incorporated on 5 <sup>th</sup> April 2018 in India. The Company is in the business of Industry 4.0 products.  <b>Financial Overview (Last Three Years)</b>  FY22: Revenue - ₹ 45.13 Lakhs  FY23: Revenue - ₹ 24.53 Lakhs  FY24: Revenue - ₹ 49.77 Lakhs

### Details of Corporate Guarantee

S. No	Particulars	Details
1.	Name of party for which such guarantees or indemnity or surety was given	Pricol Precision Products Private Limited
2.	Whether the promoter/ promoter group/ group companies have any interest in this transaction? If yes, nature of interest and details thereof and whether the same is done at “arm’s length”;	<p>Promoter/promoter group is interested only to the extent of their shareholding in Pricol Limited.</p> <p>The guarantee will be provided by the Company to the loans to be obtained by Pricol Precision Products Private Limited.</p>
3.	Brief details of such guarantee or indemnity or becoming a surety viz. brief details of agreement entered (if any) including significant terms and conditions, including amount of guarantee;	The Corporate Guarantee amount shall not exceed INR 250 Crores.
4.	Impact of such guarantees or indemnity or surety on listed entity	This guarantee has been provided on behalf of a Wholly Owned Subsidiary of the Company which is part of the consolidated group. At this point, there is no impact of this guarantee on the Company other than disclosure in the Financial Statements as a Contingent Liability.