PRICOL LIMITED
Passion to Excel

109, Race Course,
Coimbatore-641 018, India

+91 422 433 6000
connect@pricol.com
pricol.com

CIN L34200TZ2011PLC022194

CUSTOMERS EMPLOYEES SHAREHOLDERS SUPPLIERS

1.	**National Stock Exchange of India Ltd.** Exchange Plaza Plot No. C/1, G Block, Bandra – Kurla Complex, Bandra (E), Mumbai – 400 051 **NSE Symbol: PRICOLLTD** ***Kind Attn.: Listing Dept***	2.	**BSE Limited** Corporate Relationship Dept. Phiroze Jeejeebhoy Towers Dalal Street, Mumbai – 400 001. **Scrip Code No. 540293** ***Kind Attn: Listing Dept***

Dear Sir/Madam,

Ref.: **Application for Observation Letter / No-objection Letter under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for Scheme of Arrangement between Pricol Limited ("Company" or "Demerged Company") and Pricol Autotech Limited ("Resulting Company") and their respective shareholders and creditors ("Scheme")**

Subject: Compliance Report

It is hereby certified that the draft scheme of arrangement involving Pricol Limited and Pricol Autotech Limited and their respective shareholders and creditors does not, in any way violate, override or limit the provisions of securities laws or requirements of the Stock Exchange(s) and the same is in compliance with the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and this circular, including the following:

Sl.	Reference	Particulars	Remarks
1	Regulations 17 to 27 of LODR Regulations	Corporate governance requirements	Yes, complied
2	Regulation 11 of LODR Regulations	Compliance with securities laws	Yes, complied
Requirements of SEBI Circular			
	Para (I)(A)(2)	Submission of documents to Stock Exchanges	Yes, complied
	Para (I)(A)(2)	Conditions for schemes of arrangement involving unlisted entities	Yes, will be complied with
	Para (I)(A)(4) (a)	Submission of Valuation Report	Yes, complied. Copy of the fair equity share entitlement ratio report is enclosed as part of this application.

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ISO 14001
ISO 45001
BUREAU VERITAS Certification

UKAS ENVIRONMENTAL MANAGEMENT 008

IATF 16949
BUREAU VERITAS Certification

	Para (I)(A)(5)	Auditors certificate regarding compliance with Accounting Standards	Yes, complied. Copy of the certificate issued by the statutory auditors of the Demerged Company and the Resulting Company confirming that the accounting treatment mentioned in the Scheme is in accordance with Section 133 of the Companies Act, 2013 and accounting standards framed thereunder is enclosed as part of this application.
	Para (I)(A)(10)	Provision of approval of public shareholders through e-voting	The Demerged Company will comply with provisions of e-voting as per the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 as amended from time to time. Provisions of Part I(A)(10)(b) read with Para I(A)(10)(a) of SEBI Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023 are not applicable. In this regard, certificate from statutory auditor of the Demerged Company is enclosed as part of this application.

For **Pricol Limited**

T. G. Thamizhanban
Company Secretary & Compliance Officer
ICSI M.No. F7897

PRICOL LIMITED CBE

For **Pricol Limited**

Vikram Mohan
Chairman & Managing Director
DIN : 00089968

Certified that the transactions / accounting treatment provided in the draft scheme of arrangement involving Pricol Limited and Pricol Autotech Limited are in compliance with all the Accounting Standards applicable to a listed entity.

For **Pricol Limited**

Priyadarsi Bastia
Chief Financial Officer

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For **Pricol Limited**

Vikram Mohan
Chairman & Managing Director
DIN : 00089968

8th July, 2026