SAFFRON
energising ideas

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CIN No.: U67120MH2007PTC166711

Date: June 27, 2026

To,
The Audit Committee &
The Board of Directors,
Pricol Limited
109, Race Course,
Coimbatore 641018,
Tamil Nadu

Dear Members of the Audit Committee and the Board of Directors,

1. Engagement Background

We understand that the Management of Pricol Limited (hereinafter referred to as the **"Company" or "Demerged Company" or the "Client"**) is contemplating to undertake a Scheme of Arrangement between the Company and Pricol Autotech Limited and their respective shareholders and creditors under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 ("**Act**") ("**Scheme**"). The Scheme provides for (i) demerger, transfer and vesting of the demerged undertaking comprising of DICVS business (hereinafter referred to as **"Demerged Undertaking"**) from the Demerged Company into Pricol Autotech Limited (hereinafter referred to as the **"Resulting Company"**) on a *going concern* basis and issue of equity shares by the Resulting Company to the shareholders of the Company, in consideration thereof; (ii) reduction and cancellation of the entire share capital of the Resulting Company as on the Effective Date (as defined in the Scheme) of the Scheme; and (iii) various other matters consequent and incidental thereto ("**Proposed Demerger**").

The terms and conditions of the Proposed Demerger are more fully set out in the proposed Scheme shared with us, the final version of which will be filed by the companies with the appropriate authorities.

We understand that the recommendation on the fair equity share entitlement ratio for the Proposed Demerger is based on the fair equity share entitlement ratio report dated June 27, 2026 issued by SSPA & Co., Chartered Accountants (hereinafter referred to as **"SSPA"** or **"Registered Valuer"** or **"Valuers"**), partnership firm registered with Institute of Chartered Accountants of India ("**ICAI**") and are also registered with Insolvency and Bankruptcy Board of India ("**IBBI**") with Registration No. IBBI/RV-E/06/2020/126 ("**Share Entitlement Ratio Report**").

We, Saffron Capital Advisors Private Limited, a SEBI registered Category-I Merchant Banker, have been engaged to give a fairness opinion ("**Opinion**") on the Share Entitlement Ratio Report dated June 27, 2026, issued by the Registered Valuer.

2. Background

Pricol Limited

The Company was incorporated on May 18, 2011, having its registered office at 109, Race Course, Coimbatore - 641 018, Tamil Nadu, India and is engaged in the business of manufacturing and selling of instrument clusters and other allied automobile components to Original Equipment Manufacturers (OEM) and replacement markets. The equity shares of the Company are listed on the National Stock Exchange of India Limited ("**NSE**") and the BSE Limited ("**BSE**").

The shareholding pattern of the Company as on March 31, 2026, is as follows:

Particulars	Number of equity shares	% Holding
Promoter and Promoter Group	4,69,34,833	38.51%
Public	7,49,46,665	61.49%
Total (face value of INR 1 each)	**12,18,81,498**	**100%**

As per the audited standalone financial results of the Company for the financial year ("**FY**") 2025-26, the revenue from operations of the Company is INR 3,019.07 crores and the profit before tax of the Company is INR 268.57 crores.

DICVS Business

DICVS business of Pricol Limited focuses on smart mobility and integrated electronic solutions, offering products such as Driver Information Systems (including connected, electronic, mechanical and electro-mechanical instrument clusters), integrated infotainment systems, advanced e-cockpit solutions, connectivity solutions such as telematics, battery management systems, and a few sensors. These solutions cater to a wide range of vehicle segments, including two / three -wheelers, passenger vehicles, commercial vehicles, off-highway vehicles, and tractors.

Pricol Autotech Limited

The Resulting Company was incorporated on February 21, 2026, having its registered office at CPM Towers, 109 Racecourse, Behind HSBC Bank, Coimbatore – 641 018, Tamil Nadu. The Resulting Company is incorporated to be engaged in the business of manufacturing and/or distribution of electronic components catering to automotive as well as non-automotive applications. The Resulting Company is a wholly owned subsidiary of the Demerged Company

3. Brief details of the Scheme

We have been informed by the management of the Companies (hereinafter collectively referred to as the "**Management**") that they are considering a proposal for demerger, transfer and vesting of the Demerged Undertaking from the Demerged Company into the Resulting Company on a *going concern* basis and issue of equity shares by the Resulting Company to the shareholders of the Demerged

Company, in consideration thereof, pursuant to the Scheme (hereinafter referred to as "**Proposed Demerger**").

Subject to necessary approvals of statutory / regulatory authorities, the Proposed Demerger will be effective from the April 1, 2027 or such other date as may be mutually agreed by the respective Board of the Parties (*as defined in the Scheme*) (hereinafter referred to as "**Appointed Date**"), but shall become operative from the Effective Date (*as defined in the Scheme)*.

Pursuant to the Scheme, as a consideration for the Proposed Demerger, the equity shareholders of the Demerged Company are proposed to be allotted equity shares of the Resulting Company of face value of INR 1 each fully paid up. As part of the Scheme, the equity shares of the Resulting Company as held by the Demerged Company will stand cancelled on the Proposed Demerger coming into effect.
In this regard, we have been requested to issue a report opining on the equity share entitlement ratio as recommended by the Management of the Companies for the Proposed Demerger.

3. Recommended Equity Share Entitlement Ratio for the Proposed Demerger

The Registered Valuer has recommended the following equity share entitlement ratio for the Proposed Demerger:

1 (One) equity share of INR 1 each fully paid up of the Resulting Company for every 1 (One) equity share of INR 1 each fully paid up held in the Demerged Company.

We have relied upon the Share Entitlement Ratio Report (together with the other facts and assumptions set forth therein) into account while determining the meaning of "fairness", from a financial point of view, for the purposes of this Opinion.

4. Exclusions and Limitations

Our opinion and analysis are limited to the extent of review of the Share Entitlement Ratio Report issued by the Registered Valuer. In connection with the Opinion, we have:

a) Reviewed Share Entitlement Ratio Report, issued by the Registered Valuer.
b) Held discussions with the Registered Valuer, on such matters we believe were necessary or appropriate for purpose of issuing this Opinion.
c) Consideration of various financial data including but not limited to the following:

(i) Audited standalone and consolidated financial results of the Company for the financial year ended 31 March 2026.
(ii) Provisional statement of assets and liabilities and profitability statement of Demerged Undertaking of the Company for FY 2025-26, as certified by the management of the Company.
(iii) Unaudited financial statements of the Resulting Company as on May 31, 2026.
(iv) Draft Scheme.
(v) Other relevant information and documents for the purpose of this engagement.

d) Reviewed such other information and explanations as we have requested, and which have been provided by the management of the Company.

This Opinion is intended only for the sole use and information of the Company and the Resulting Company and in connection with the proposed Scheme, including for the purpose of obtaining judicial and regulatory approvals for the proposed Scheme and for no other purpose. We are not responsible in any way to any person/party/statutory authority for any decision of such person or party or authority based on the Company and /joint ventures/associates shall do so after seeking their own professional advice and after carrying out their own due diligence procedures to ensure that they are making an informed decision.

For the purpose of this assignment, Saffron has relied on the Share Entitlement Ratio Report for the proposed Scheme and information and explanation provided to it, the accuracy whereof has not been evaluated by Saffron. Saffron’s work does not constitute certification or due diligence of any past working results and Saffron has relied upon the information provided to it as set out in working results of the aforesaid reports.

Saffron has not carried out any physical verification of the assets and liabilities of the companies and takes no responsibility on the identification and availability of such assets and liabilities.

We hereby give our consent to present and disclose the Opinion in the general meetings of the shareholders and creditors of the companies, and to relevant regulatory authorities. Our Opinion is not, nor should it be construed as our opining or certifying the compliance of the proposed Scheme with the provisions of any law including companies, taxation and capital market related laws or as regards any legal implications or issues arising thereon.

The information contained in this report is selective and is subject to updating, expansions, revisions and amendment, if any. It does not purport to contain all the information recipients may require. No obligation is accepted to provide recipients with access to any additional information or to correct any inaccuracies which might become apparent. Recipients are advised to independently conduct their own investigation and analysis of the business of the Companies. The report has been prepared solely for the purpose of giving an Opinion on Share Entitlement Ratio Report issued for the proposed Scheme and may not be applicable or referred to or quoted in any other context.

Our Opinion is dependent on the information provided to us being complete and accurate in all material respects. Our scope of work does not enable us to accept responsibility for the accuracy and completeness of the information provided to us. The scope of our assignment does not involve performing audit tests for the purpose of expressing an opinion on the fairness or accuracy of any financial or analytical information used during the course of our work. As such we have not performed any audit, review or examinations of any of the historical or prospective information used and, therefore, do not express any opinion with regard to the same. In addition, we do not take any responsibility for any changes in the information used for any reason, which may occur subsequent to this date.

One should note that valuation is not an exact science and that estimating values necessarily involves selecting a method or approach that is suitable for the purpose. Moreover, in this case where the shares of the Resulting Company are being issued to the shareholders of the Company, it is not the absolute valuation that is important for framing an opinion but the relative valuation of the Resulting Company vis-a-vis shares of the Company. We have assumed that the final Scheme will not differ in any material respect from the draft Scheme shared with us.

We do not express any opinion as to any tax or other consequences that might arise from the Scheme, nor does our opinion address any legal, tax, regulatory or accounting matters, as to which we understand that the respective companies have obtained such advice as they deemed necessary from qualified professionals. We have undertaken no independent analysis of any potential or actual litigation, regulatory action, possible unasserted claims, government investigation or other contingent liabilities to which the Company and the Resulting Company and/or their associates/ subsidiaries, are or may be a party.

5. Conclusion

Based on and subject to the foregoing, we are of the opinion that the equity share entitlement ratio referred in the Share Entitlement Ratio Report is fair to the shareholders of the Company.

For Saffron Capital Advisors Private Limited,

Authorized Signatory

SAFFRON CAPITAL ADVISORS PRIVATE LIMITED * MUMBAI