



pricol limited

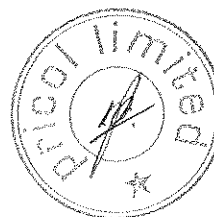
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Compliance report with the requirements specified in Part-A of the circular CIR/CFD/DIL/5/2013 dated February 4, 2013 read with circular no. CIR/CFD/DIL/8/2013 dated May 21, 2013

Sub: Application under Clause 24(f) of the listing agreement for the proposed scheme of Merger of Xenos Automotive Limited with Pricol Limited

In connection with the above application, we hereby confirm that we satisfy all the conditions as stipulated in the aforesaid SEBI circular, as given hereunder:

Sr. No.	Requirements as per CIR/CFD/DIL/5/2013 dated February 4, 2013 read with circular no. CIR/CFD/DIL/8/2013 dated May 21, 2013	Whether Complied or not & How
1.	Listed companies shall choose one of the stock exchanges having nation-wide trading terminals as the designated stock exchange for the purpose of coordinating with SEBI.	Complied – "BSE Limited"
Compliance as per Part A, Annexure I to the Circular		
2.	Documents to be submitted:	
2.a	Draft Scheme of arrangement/ amalgamation/ merger/ reconstruction/ reduction of capital, etc.	Complied - Attached herewith.
2.b	Valuation Report from Independent Chartered Accountant	Complied - Attached herewith.
2.c	Report from the Audit Committee recommending the Draft Scheme	Complied - Attached herewith.
2.d	Fairness opinion by merchant banker	Complied - Attached herewith.
2.e	Pre and post amalgamation shareholding pattern of unlisted company	Complied - Attached herewith.
2.f	Audited financials of last 3 years (financials not being more than 6 months old) of unlisted company;	Complied - Attached herewith.
2.g	Compliance with Clause 49 of Listing Agreement	Complied - Attached herewith.
2.h	Complaints Report	Will be submitted within 7 days of expiry of 21 days from the date of filing of draft scheme.



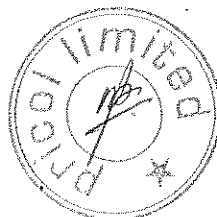
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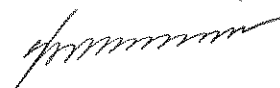
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Sr. No.	Requirements as per CIR/CFD/DIL/5/2013 dated February 4, 2013 read with circular no. CIR/CFD/DIL/8/2013 dated May 21, 2013	Whether Complied or not & How
3.	The equity shares sought to be listed are proposed to be allotted by the unlisted Issuer (transferee entity) to the holders of securities of a listed entity (transferor entity) pursuant to a scheme of reconstruction or amalgamation (Scheme) sanctioned by a High Court under Section 391-394 of the Companies Act, 1956	Not applicable. Transferor Company (Xenos) is an unlisted Company. Transferee Company (Pricol) is a Listed company.
4.	At least 25% of the post scheme paid up share capital of the transferee entity shall comprise of shares allotted to the public holders in the transferor entity.	Presently, in Transferor company (Xenos), public shareholding is 1.88% (680,000 shares). Based on the Swap Ratio, on the merger 5,574 shares of Pricol will be issued to them. Post Merger, Transferee Company's Public Shareholding will be 61.19%.
5.	The transferee entity will not issue/reissue any shares, not covered under the Draft scheme.	Pricol (Transferee Company) will not issue any shares, not covered under the Draft Scheme.
6.	As on date of application there are no outstanding warrants/ instruments/ agreements which give right to any person to take the equity shares in the transferee entity at any future date. If there are such instruments stipulated in the Draft scheme, the percentage referred to in point (4) above, shall be computed after giving effect to the consequent increase of capital on account of compulsory conversions outstanding as well as on the assumption that the options outstanding, if any, to subscribe for additional capital will be exercised.	No outstanding warrants / instruments / agreements which give right to any person to take equity shares in the Transferee entity at any future date.
7.	The shares of the transferee entity issued in lieu of the locked-in shares of the transferor entity are subjected to the lock-in for the remaining period.	Not applicable

Date : 3-February-2014



For Pricol Limited


 T.G.Thamizhanban
 Company Secretary