



**pricol limited**

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3-February-2014

The Manager  
Listing Department  
**BSE Limited**  
Phiroze Jeejeebhoy Towers  
Dalal Street, Fort, Mumbai 400 001

**Scrip Code : 526109, ISIN No: INE605A01026**

Dear Sir,

**Sub: Application for approval under Clause 24(f) of the Equity Listing Agreement for the proposed Amalgamation of Xenos Automotive Limited (Transferor Company) with Pricol Limited (Transferee Company).**

The Board of Directors of the Company at their meeting held on 24<sup>th</sup> January 2014 has approved the draft Scheme of Amalgamation of Xenos Automotive Limited (Transferor Company) with Pricol Limited (Transferee Company).

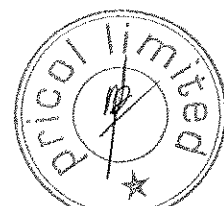
As required under Clause 24(F) of the Listing Agreement, we hereby submit list containing the details of these documents (attached herewith as **Annexure A**) along with the necessary annexures for your approval.

1. **Certified true copy of the Resolution passed by the Board of Directors of the companies**

The Scheme has also been approved by the Board of Directors of the Transferee Company and Transferor Company at their respective meetings held on January 24, 2014. Certified true copies of the resolutions passed by the Boards of Directors of the Transferee Company and Transferor Company approving the Scheme are enclosed herewith as **Annexure B and Annexure C** respectively.

2. **Certified true copy of the Draft Scheme**

The certified true copy of the Draft Scheme of Amalgamation as approved by the Board of Directors of Companies on January 24, 2014, is enclosed as **Annexure D**





7. **Audited Financials of the Transferee Company and Transferor companies as per Annexure I to BSE check list:**

- a) Audited Financials of the Transferee Company is enclosed herewith as **Annexure J.**
- b) Audited Financials of the Transferor Company is enclosed herewith as **Annexure K.**

8. **Compliance Report as per Clause 49 of the Listing Agreement as per Annexure II to the BSE Checklist.**

Compliance Report as per Clause 49 of the Listing Agreement for the quarter ended 31<sup>st</sup> December 2013 is enclosed herewith as **Annexure L**

9. **Complaints Report as per Annexure III to the BSE Checklist:**

Complaint report in the prescribed format will be submitted by the Company on or before due date i.e. within 7 days of expiry of 21 days from the date of filing of Draft Scheme with Stock Exchanges.

10. **Compliance report as per Annexure IV to the BSE Checklist:**

Compliance report with the requirements specified in Part-A of the circular CIR/CFD/DIL/5/2013 dated February 4, 2013 as per Annexure IV to the BSE Checklist, is enclosed herewith as **Annexure M**

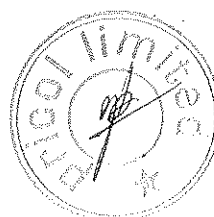
11. The approval from shareholders through postal ballot and e-voting, as required under Para 5.16(a) is applicable to the Transferee Company.

12. **Designated Stock Exchange for coordinating with the SEBI :**

Pursuant to SEBI CCIR/CFD/DIL/5/2013, dated 4<sup>th</sup> February, 2013, "**BSE LIMITED**" is our Designated Stock Exchange for coordinating with SEBI. A certified true copy of the board resolution selecting the Designated Stock Exchange is enclosed herewith as **Annexure N.**

13. **Brief details of the Transferee Company and Transferor Company as per Annexure V to the BSE Checklist.**

Brief details about the Transferee Company and Transferor Company are enclosed herewith as **Annexure O**



14. **Net worth Certificate of the Transferee Company**

The net worth certificate pre and post scheme of the Transferee Company is enclosed herewith as **Annexure P**.

15. **Capital evolution details of the Transferee Company and Transferor Company:**

The capital evolution details of the Transferee Company and Transferor Company Xenos as per Annexure VI to the BSE checklist are enclosed herewith as **Annexure Q1** and **Annexure Q2**, respectively.

16. **Confirmation from the Company Secretary of the Company**

Confirmation by the Company Secretary as per Annexure VII to the BSE checklist is enclosed herewith as **Annexure R**.

17. **Statutory Auditor's certificate as per Annexure VIII to the BSE checklist**

Statutory Auditor's Certificate confirming the compliance of the accounting treatment as specified in the Clause 24(i) of the listing agreement, as per **Annexure VIII** to the BSE checklist, issued by M/s.Haribhakti & Co, Statutory Auditor is enclosed herewith as **Annexure S**.

18. **Annual Reports**

Certified true copy of the Annual Reports for the last financial year (2012-13) of the Transferee Company and Transferor Company are enclosed herewith as **Annexure T1** and **Annexure T2**.

18. **Company's website link, where the draft Scheme and other documents required to be uploaded pursuant to the SEBI Circulars:**

<http://www.pricol.com/>

19. **Processing Fee :**

Cheque No: 050397 dated 28-Jan-2014 in favour of "BSE LIMITED" for Rs.1,02,360 as detailed below is attached herewith as **Annexure U**.

	Rs.
Processing Fee	1,00,000
Add: Service Tax (12.36%)	12,360
Less : TDS (10% on Rs.1,00,000)	(10,000)
<b>Cheque Amount</b>	<b>102,360</b>



## 20. Detail of Contact Person

<b>Name</b>	T.G.Thamizhanban
<b>Designation</b>	Company Secretary
<b>Contact No.</b>	
<b>Cell</b>	098944 99865
<b>Land Line</b>	0422 4336223
<b>Email Id</b>	cs@pricol.co.in

As mentioned above, the Company has selected BSE Limited as the Designated Stock Exchange for the purposes of the SEBI Circulars. We would therefore request you please forward the documents specified in the SEBI Circulars to the Securities and Exchange Board of India for their comments.

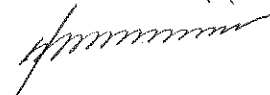
We request you to take the above mentioned information on record and to take necessary action this regard.

We look forward to a favorable review of this application and request you to issue an approval letter at the earliest.

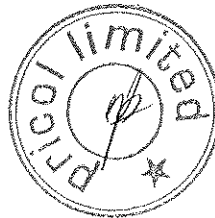
We would be happy to provide any clarifications or further information.

Thanking you,

Yours faithfully,  
For **pricol limited**



T.G.Thamizhanban  
Company Secretary



Encl : As stated above.