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भारतीय प्रतिभूति
और विनिमय बोर्ड
**Securities and Exchange
Board of India**

CFD/DIL/AKD/PHV/OW/12345/2014
April 30, 2014


Bombay Stock Exchange Ltd.
P J Towers, Dalal Street.
Mumbai – 400 001

Kind Attention: Shri Khushro Bulsara, General Manager

Dear Sir,

Sub: Draft Scheme of Amalgamation involving merger of Xenos Automotive Limited with Pricol Limited

1. This has reference to your letter No. LIST/LO/SEBI/BS/134/2013-14 dated February 11, 2014 whereby you have forwarded the application of Draft Scheme of Amalgamation involving merger of Xenos Automotive Limited with Pricol Limited filed in accordance with SEBI Circular No. CIR/CFD/DIL/5/2013 dated February 4, 2013 and SEBI Circular No. CIR/CFD/DIL/8/2013 dated May 21, 2013 (hereinafter referred to as 'the Circulars') for our comments on the draft Scheme of Amalgamation (hereinafter referred to as 'Draft Scheme').
2. It is noted that Designated Stock Exchange, viz. Bombay Stock Exchange (BSE), and National Stock Exchange (NSE) have accorded 'no-objection' to the draft Scheme vide letters dated March 6, 2014 and March 10, 2014 respectively.
3. The matter has been examined by SEBI in the light of the provisions under Part A, Annexure I of the aforesaid Circular. Accordingly, SEBI's comments on the draft Scheme are as under:
 - a. The Stock Exchange(s) are advised to ensure that following facts are clearly informed to the shareholders by way of prominent inclusion in explanatory statement to the notice to the shareholders for their approval:
 - i. Negative net worth of transferor company and corresponding reduction in the net worth of amalgamated entity pursuant to the scheme.
 - ii. Inter-company transaction worth Rs 36.1 crore which was a receivable in the books of Pricol will come to an end upon amalgamation.


30-04-14

सेबी भवन, प्लॉट सं. सी 4-ए, "जी" ब्लॉक, बांद्रा कुर्ला कॉम्प्लेक्स, बांद्रा (पूर्व), मुंबई - 400 051.
दूरभाष : 2644 9950 / 4045 9950 (आई.वी.आर. एस.), 2644 9000 / 4045 9000 फैक्स : 2644 9019 से 2644 9022 वेब : www.sebi.gov.in



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4. Stock Exchange(s) to ensure that "fairness opinion" submitted by the Company, Pricol Limited, as forwarded by BSE, vide letter dated February 11, 2014, is displayed from the date of receipt of this letter on the websites of the listed company and the Stock Exchange(s) along with various documents submitted pursuant to the Circulars.
5. Stock Exchange(s) to ensure compliance with the said Circulars.
6. The company shall duly comply with various provisions of the Circulars.
7. Please note that the submission of documents/information in accordance with the Circulars, to SEBI should not in any way be deemed or construed that the same has been cleared or approved by SEBI. SEBI does not take any responsibility either for the financial soundness of any scheme or for the correctness of the statements made or opinions expressed in the documents submitted.

Yours faithfully,

Pranav H. Variava

CC :

1. Mr. Hari K
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Exchange Plaza, Plot no. C/1, G Block,
Bandra-Kurla Complex, Bandra (E),
Mumbai – 400051
2. Company Secretary,
Pricol Limited
CPM Towers.
109, Race Course,
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