No. Of

Shares

Underlying

Outstanding

convertible

securities

and No. Of

Warrants

Shareholding,

as a %

assuming full

conversion of

convertible

securities

(as a percentage

of

diluted share

capital)

As a % of A+B

Number of

Shares

pledged

or otherwise

encumbered

Asa

% of

total

Shares

Number of

equity

shares held

demateri

alized

Number of

Locked in

shares

(a)

As a No.

% of

total

Shares

held (b)



PRICOL LIMITED (Formerly Pricol Pune Limited)

Registered Office: 109, Race Course, Coimbatore - 641 018, Tel: +91 422 4336000 Fax: +91422 4336299. CIN: U34200TZ2011PLC022194 Website: www.pricol.com E-mail: cs@pricol.co.in

STATUTORY ADVERTISEMENT IN COMPLIANCE WITH CLAUSE A(6) OF PART II OF SEBI CIRCULAR NO. CIR/CFD/CMD/16/2015 DATED NOVEMBER 30, 2015, READ WITH RULE 19(7) OF THE SECURITIES CONTRACTS (REGULATION) RULES, 1957 PURSUANT TO GRANT OF RELAXATION BY SEBI FROM THE APPLICABILITY OF RULE 19(2)(b) OF SECURITIES CONTRACTS (REGULATION) RULES, 1957

## SCHEME OF AMALGAMATION

The Scheme provides for the amalgamation of Pricol Limited, a listed entity incorporated in 1972 (the "Transferor Company") with Pricol Pune Limited a unlisted entity incorporated in 2011, wholly owned subsidiary of Pricol Limited (the "Transferee Company") pursuant to Sections 391 to 394 and other applicable provisions of the Companies Act, 1956, (1956 Act) including corresponding provisions of the Companies Act, 2013, (2013 Act) as and when they are notified. The Scheme also provides for (i) issuance of equity shares of the Transferee Company to the equity shareholders of Transferor Company in accordance with the Share Exchange Ratio, as per the terms of this Scheme and pursuant to Sections 391 to 394 of the 1956 Act and the other relevant provisions made under the 1956 Act or the 2013 Act, as applicable and various other matters consequential to or otherwise integrally connected with the above in the manner provided for in the Scheme; (ii) cancellation of equity shares of the Transferee Company held by the Transferor Company as per the terms of this Scheme and pursuant to Section 100 of the 1956 Act and the other relevant provisions made under the 1956 Act or the 2013 Act, as applicable; (iii) change of name of Pricol Pune Limited to Pricol Limited and various other matters consequential to or otherwise integrally connected with the above in the manner provided for in the Scheme. The Scheme has been drawn up to comply with the conditions relating to "amalgamation" as defined and specified under Section 2(1B) of the Income Tax Act (as hereinafter defined). If any terms or provisions or part of this Scheme are found or interpreted to be inconsistent with the provisions of Section 2(1B) of the Income Tax Act, at a later date including resulting from an amendment of law or for any other reason whatsoever, the provisions of Section 2(1B) of the Income Tax. Act shall prevail and the Scheme shall stand modified to the extent necessary to comply with Section 2(1B) of the Income Tax Act and such modifications shall not affect other parts of the Scheme. The amalgamation of the Transferor Company with the Transferee Company pursuant to this Scheme shall take place with effect from the Appointed Date (1-4-2015). The scheme of amalgamation of Pricol Limited with Pricol Pune Limited was approved pursuant to the Order dated 6th October 2016 of Hon'ble High Court of Judicature at Madras. Effective date of amalgamation is 1th November 2016. As per the aforesaid Order, Pricol Limited was amalgamated with Pricol Pune Limited. Subsequent to the amalgamation the name of 'Pricol Pune Limited' has been changed to 'Pricol Limited' with effect from 18th November 2016.

The Amalgamation is expected to enable greater realisation of potential of the businesses of the Transferor Company and the Transferoe Company and have beneficial results and enhanced value creation for the Company, their respective shareholders, their respective lenders and employees of such Company. It is considered desirable and expedient to amalgamate the Transferor Company with the Transferee Company with a view to achieve the following: (i) The Amalgamation will consolidate the business. Further, the Amalgamation will provide a high level of synergistic integration of operations, better operational management and provide value addition to existing and future orders of the Transferor Company and Transferee Company by integrating the respective technical, financial and other expertise and resources.

(ii) Synergies arising out of consolidation of business will lead to enhancement of net worth of the combined business and reflection of true net-worth in the financial statements (as all assets, tangible and intangible, including those not recorded in the books of the Transferor Company, and liabilities of the Transferor Company shall be taken over by the Transferee Company and recorded at their respective fair values), improved alignment of debt and enhancement in earnings and cash flow

(iii)Under the proposed amalgamation, the Transferee Company would be able to better leverage on its large networth base, comprehensive suite of products and services, extensive corporate customer relationships, strong brand and vast talent pool. Further, the Transferee Company would have enhanced businesses potential and increased capability to offer a wider portfolio of products and services with a diversified resource base and deeper client

(iv) The proposed Amalgamation would result in financial resources of the Transferor Company and Transferee Company being efficiently merged and pooled leading to more effective and centralised management of funds, greater economies of scale, stronger base for future growth and reduction of administrative and manpower expenses and overheads (i.e. cost rationalization), which are presently being multiplicated, being separate entities. Amalgamation shall lead to greater efficiency in management of the businesses, simplicity and reduction in regulatory compliances, cost and operational efficiencies as well as optimum utilization of resources which will help the Transferee Company in keeping its business competitive in the long run and enhance the value of stakeholders

(v) The Amalgamation will provide greater internal control and functional integration at various levels of the organisation such as Information Technology, human resources, finance, legal and general management leading to an efficient organisation capable of responding swiftly to volatile and rapidly changing market scenarios.

(vi)The Amalgamation will facilitate debt consolidation of the Transferor Company in the Transferoe Company, which will improve the debt servicing abilities through improved cash flows and simplified administration of debt both for the Transferee Company and Transferor Company and for the lenders.

Consequently, the Board of Directors of the Transferor Company and the Board of Directors of the Transferee Company have considered this Scheme of Amalgamation and accordingly proposed the Amalgamation of the Transferor Company with the Transferee Company. ABOUT PRICOL LIMITED ("COMPANY")

Incorporation dated April 30, 2012 and further the name was changed to "Johnson Control Private Limited" vide Certificate of Incorporation dated July 11, 2012. Again the name was changed to "Pricol Pune Private Limited" vide Certificate of Incorporation dated 29 May, 2015, and change of name to "Pricol Pune Limited" vide Certificate of Incorporation dated 22 January, 2016. The Hon'ble High Court of Judicature at Madras by its order dated 6th October 2016 has approved the Scheme of Amalgamation amongst Pricol Limited, Pricol Pune Limited and their respective shareholders. Pursuant to this Scheme, the name of the Company was changed from "Pricol Pune Limited" to "Pricol Limited" vide Certificate of Incorporation dated 18 November, 2016 The Corporate Identification Number of Company is U34200TZ2011PLC022194.

Pricol Limited (Formerly Pricol Pune Limited) was originally incorporated on May 18, 2011 under the Companies Act, 1956 as "Pricol Pune Limited" and the name was changed to "Pricol Pune Private Limited" vide Certificate of

The registered office was shifted from "1065 at Village Pirangut, Taluka Mulshi, Pune, Maharashtra" to "109, Race Course, Coimbatore - 641018, Tamilnadu", with effect from 11th January 2016. Consequent to amalgamation of erstwhile Pricol Limited with the Company pursuant to the order of Hon'ble High Court of Judicature at Madras, dated 6th October 2016, with effect from 1st November 2016, the main object clauses

of erstwhile Prical Limited were incorporated with the main object clauses of the company.

POST SCHEME

Particulars |

**Authorised Share Capital** 

582,000,000 Equity Shares of ₹ 1/- each

94,796,721 Equity Shares of ₹ 1/- each

Issued , Subscribed and Paid-up Share Capital

### CAPITAL STRUCTURE

| UMF | 11/ | 4 | 3 | 11 |
|-----|-----|---|---|----|
| DDF | -   |   |   | _  |

| THE SCHEWIE                                  | A           |
|--|-------------|
| Particulars                                  | Amount (₹.) |
| Authorised Share Capital                     | 2           |
| 100,000,000 Equity Shares of ₹ 1/- each      | 100,000,000 |
| Total  | 100,000,000 |
| Issued, Subscribed and Paid-up Share Capital |             |
| 100,000,000 Equity Shares of ₹ 1/- each      | 100,000,000 |
| Total  | 100.000.000 |

SHAREHOLDING PATTERN(Post allotment under the Scheme)

## Table I: Summary statement holding of specified securities

| S.No | Category of<br>shareholder     | Nos. of<br>share<br>holders | paid        | No. of<br>Partly<br>paid-up | No. of<br>shares<br>underlying | Total nos.<br>shares held | Shareholding<br>as a % of total no.<br>of shares        | in e  |       | ss of s | Rights held<br>securities<br>Total as | No. of<br>Shares<br>Underlying<br>Outstanding        | conversion or   | Lo  | mber of<br>cked in<br>hares                 | Shar<br>or o | imber of<br>es pledged<br>otherwise<br>oumbered | Number<br>of<br>equity<br>shares |
|------|--------------------------------|-----------------------------|-------------|-----------------------------|--------------------------------|---------------------------|---|-------|-------|---------|---------------------------------------|--|---|-----|---|--------------|---|----------------------------------|
|      |                                |                             | shares held | equity<br>shares<br>held    | Depository<br>Receipts         |                           | (calculated as per<br>SCRR, 1957) As a<br>% of (A+B+C2) | Class | Class |         | a % of<br>(A+B+C)                     | convertible<br>securities<br>(including<br>Warrants) | securities (as a %<br>of diluted<br>share capital)<br>As a % of<br>(A+B+C2) | (a) | As a %<br>of<br>total<br>Shares<br>held (b) | (a)          | As a % of<br>total<br>Shares<br>held (b)        |                                  |
| 00   | (II)                           | (110)                       | (IV)        | (V)                         | (VI)                           | (VII) = (IV) + (V) + (VI) | VIII  |       |       | (D)     |                                       | (X)  | (00) = (010) + (00)   |     | (XII)                                       |              | (XIII)  | (XIV)                            |
| (A)  | Promoter & Promoter Group      | 17                          | 35,321,996  | -                           | -                              | 35,321,996                | 37.26   |       | -     |         | - 8                                   | -  |   | -   | -   |              | -   | 35,321,996                       |
| (B)  | Public                         | 44,953                      | 59,474,725  | 135                         | 8.5                            | 59,474,725                | 62.74   | -     | -     |         |                                       | 51   | 25  | -   | -   | -            | 7.  | 56,837,636                       |
| (C)  | Non Promoter- Non Public       | 35                          | - 50        | 45                          | 155                            | 950                       | (5)   | -     | -     |         | 50                                    | 70   | 107.00  | -   | -   | -            | 7.  | 0.0                              |
| (C1) | Shares underlying DRs          |                             | -           | -                           | -                              |                           | -   | -     | 7     | -       |                                       | 50.0   | 1075  | -   | 0.0   | -            |   | -                                |
| (C2) | Shares held by Employee Trusts | 37                          | 58          | 105                         | 85                             |                           | 2   | -     | ್ಯಾಂ  | 17      | - 6                                   | 50   | (55)  | -   | 8.7   | 1            | -   | (a)                              |
|      | Total                          | 44,970                      | 94,796,721  | 135                         | 0.                             | 94,796,721                | 100   |       |       |         | *1                                    | 53   | 0.00  | -   |   | -            |   | 92,159,632                       |

| Table | II - Statement showing | sharehold | ing pa | ttern of | the Pro | moter  | and Pror | noter G | roup   |
|-------|------------------------|-----------|--------|----------|---------|--------|----------|---------|--------|
| e     | Catarani R Nama of the | 127.68    | Na     | No of    | Darthe  | Nee of | Total    | Charn   | Number |

| S.<br>No | Category & Name of the<br>Shareholders                                   | PAN        | No.<br>of<br>share<br>holder | No. of<br>fully paid<br>up equity<br>shares held | Partly<br>paid-up<br>equity<br>shares | Nos. of<br>shares<br>underlying<br>Depository | Total<br>no<br>shares<br>held | Share<br>holding %<br>calculated<br>as per | in eac<br>No | th class<br>of Voti  | ing Righ<br>s of secu |   | No. of<br>Shares<br>Underlying<br>Outsta<br>-nding | Shareholding,<br>as a %<br>assuming<br>full conversion<br>of convertible | Lac        | nber of<br>cked in<br>hares                 | Shar<br>or o | imber of<br>es pledged<br>otherwise<br>sumbered | Number of<br>equity<br>shares held<br>in demateri |
|----------|--|------------|------------------------------|--|---------------------------------------|---|-------------------------------|--|--------------|----------------------|-----------------------|---|--|--|------------|---|--------------|---|---|
| 100      |  |            |                              |  | held                                  | Receipts                                      | 15.780                        | SCRR,<br>1957 As<br>a % of (A<br>+B+C2)    |              | Rights<br>Class<br>Y | Total                 | as a<br>% of<br>Total<br>Voting<br>rights | convertible<br>securities<br>(including            | diluted  | No.<br>(a) | As a<br>% of<br>total<br>Shares<br>held (b) | No.<br>(a)   | As a<br>% of<br>total<br>Shares<br>held (b)     | -alized<br>form                                   |
|          | (0   | OID        | (11)                         | (IV)   | (V)                                   | (V0   | (VII = IV+<br>V+VI)           | (VIII)                                     |              |                      | (IX)                  |   | (X)  | (XI)=(VII)+(X)   |            | (XII)                                       | 0            | CIID  | (XIV)   |
| -1       | Indian   | 177        | 0.17                         |  | 117                                   | 11.0  | 1710                          | 1  |              |                      |                       |   |  | 1000,70  |            |   |              |   | 0.010   |
| (a)      |  |            |                              |  |                                       |   |                               |  |              |                      |                       |   |  |  |            |   |              |   |   |
| 1        | Vijay Mohan  | AATPM1202F | 1                            | 9,140,278  | -                                     | 7020  | 9,140,278                     | 9.64                                       | -            | 20                   |                       | -   | 2  | 9.64   |            | -   | _            |   | 9,140,278   |
| 2        | Vijay Mohan D (BHUF)   | AABHV0239F | 1                            | 660,900  | -                                     | 0.27  | 660,900                       | 0.70                                       | 20           | -                    | -20                   | 10.                                       |  | 0.70   | -          |   | -            | -   | 660,900   |
| 3        | Vanitha Mohan  | ADJPM0478J | 1                            | 3,726,488  |                                       | 0.27  | 3,726,488                     | 3.93                                       | -            |                      |                       | -   | 2  | 3.93   |            |   |              |   | 3,726,488   |
| 4        | Vikram Mohan   | ADJPM0476G | 1                            | 3,521,175  | -                                     |   | 3,521,175                     | 3.71                                       | -            |                      |                       |   | -  | 3.71   | -          |   | -            |   | 3,521,175   |
| 5        | Viren Mohan  | AERPM3690K | 1                            | 6,658,409  |                                       |   | 6,658,409                     | 7.02                                       | -            |                      |                       | -   |  | 7.02   | -          |   | -            |   | 6,658,409   |
| 6        | Gayathri Balaji  | ACQPB7352Q | 1                            | 159,995  | -                                     | 001   | 159,995                       | 0.17                                       | -            | -                    |                       | -   |  | 0.17   |            |   |              |   | 159,995   |
| 7        | Madhura Mohan  | BNGPM5200E | 1                            | 181,575  | -                                     |   | 181,575                       | 0.19                                       | -            |                      | -                     | -   | -  | 0.19   | -          |   | -            |   | 181,575   |
| 8        | Manasa Mohan   | BNGPM5199A |                              | 150,000  |                                       | -   | 150,000                       | 0.16                                       | 30           | -                    | -                     | -   | -  | 0.16   | -          |   | -            | -   | 150,000   |
| 9        | Vinay Balaji   | AEHPB2956D | 1                            | 100,000  |                                       |   | 100,000                       | 0.11                                       | 43           |                      |                       |   |  | 0.11   |            |   |              |   | 100,000   |
| 10       |  | ALMPS1683A | 1                            | 332,145  | -                                     | 12  | 332,145                       | 0.35                                       | 120          | 20                   | -                     | -   |  | 0.35   | -          | -2  | -            | 2   | 332,145   |
| 11       |  | AGFPB8799J | 1                            | 22,005   | 1.0                                   | 0.27  | 22,005                        | 0.02                                       | -0           | -                    | -20                   | 82  | 2 1  | 0.02   | -          |   | -            | 2   | 22,005  |
| 12       | C 35 37 37 37  | AALHS4915B | 1                            | 81,000   | -                                     |   | 81,000                        | 0.09                                       | -            |                      | -                     | · .                                       | 100  | 0.09   |            | - 0   |              | -   | 81,000  |
| 13       |  | ACQPB7351P | 1                            | 975  |                                       |   | 975                           |  | -5           |                      | -                     |   |  |  | -          |   | -            |   | 975   |
| (b)      | Central Government/ State Government(s)                                  |            |                              |  |                                       |   |                               | 9  |              |                      |                       |   | 8 - 8  | -  |            |   |              | 0.0   | 0.00  |
| (c)      | Financial Institutions/ Banks  | - 1        |                              |  |                                       | -   |                               |  |              |                      |                       |   |  | -  |            |   |              |   | 0.00  |
| (d)      | 100200000000000000000000000000000000000                                  |            |                              |  |                                       |   |                               |  |              |                      |                       |   |  | -  | -          |   |              |   | 0.00  |
| 1        | Pricol Holdings limited  | AABCP7486R | 1                            | 8,556,926  |                                       |   | 8,556,926                     | 9.03                                       | 2            | -                    | -                     |   |  | 9.03   |            |   |              |   | 8,556,926   |
| 2        | Bhavani Infin Services India Private Limited                             |            | 1                            | 1,498,790  |                                       |   | 1,498,790                     | 1.58                                       | 23           |                      |                       |   |  | 1.58   |            |   |              |   | 1,498,790   |
| 3        | Sagittarius Investments Private Limited                                  |            | 1                            | 340,935  | 8.0                                   | (2)   | 340,935                       | 0.36                                       | -            | 23                   |                       | 1.  |  | 0.36   | -2         | - 2   | - 25         | 20  | 340,935   |
| 4        | Shrimay Enterprises Private Limited                                      | AADCS0648A | 1                            | 190,400  | -                                     |   | 190,400                       | 0.20                                       |              |                      |                       | 04  | 12   | 0.20   | -          |   | -            |   | 190,400   |
| - /-     | Sub-Total (A)(1)   | - 0        | 17                           | 35,321,996                                       |                                       | -   | 35,321,996                    | 37.26                                      | -            | -                    | -                     | -   | -  | 37.26  | -          |   | -            |   | 35,321,996  |
| -2       | Foreign  | - 8        |                              |  |                                       |   | -                             | 3-1-3                                      | -            |                      |                       |   |  | -  | -          |   |              |   | -   |
| (a)      | Individuals (Non- Resident Individuals/<br>Foreign Individuals           |            |                              | - 1  | - 20                                  |   |                               | -  | -            | 20                   | 15.5                  | 84  | -  | - 2  | 72         | - 2   |              | -   | - 9   |
| (b)      | Government   |            |                              | - 20   | -                                     | 0.27  | 91                            | 1,-0                                       | 47           |                      | -                     | 84  |  | - 1  | -          |   | 1            | -   |   |
| (c)      | Institutions   |            |                              | - *  | 1.0                                   | 1993  | -                             | 8,000                                      | - 33         | - 18                 | -                     | 0.4                                       | ( P  |  |            | *   | 9            |   |   |
| (d)      | Foreign Portfolio Investor   |            |                              | - 23   | 199                                   | 24.9  | (8)                           | 8-55                                       | -20          | -8                   | 8-83                  | - 0                                       | ( )  | (4)  |            | -   | -            | -   | - 1   |
| (f)      | Any Other (specify)  | - 1        |                              | **   | 3.00                                  |   | .51                           | -  | 7.           |                      | -                     | 9.5                                       |  | (4)  |            |   | *            |   | le 1  |
|          | Sub-Total (A)(2)   | 1          |                              | - 5  | -                                     | -   | - 5                           | 3 000                                      | -            | 7.0                  | -                     | -   | 3 -5 3   | - 3  | -          | - 8   | -            |   |   |
| Tot      | tal Shareholding of Promoter and Promoter<br>oup $(A) = (A)(1) + (A)(2)$ |            | 17                           | 35,321,996                                       |                                       | 8.58  | 35,321,996                    | 37.26                                      | 10           | -                    | 0.50                  |   | 18   | 37.26  | -          | **  | -            |   | 35,321,996  |

| S.No    | Category & Name of the<br>Shareholders  | PAN  | No. of<br>share<br>holder | No. of<br>fully paid<br>up equity | Partly<br>paid-up<br>equity | Nos. of<br>shares<br>underlying | Total<br>nos.<br>shares | Share<br>holding %<br>calculated                  |       | er of Vo<br>held in<br>ass of s | each | 5.0000   | No. of<br>Shares<br>Underlying | Total<br>shareholding ,<br>as a %<br>assuming  | Lo | mber of<br>cked in<br>hares                 | Shares<br>or oth | nber of<br>pledged<br>nerwise<br>mbered  | Number<br>of<br>equity                           |
|---------|---|------|---------------------------|-----------------------------------|-----------------------------|---------------------------------|-------------------------|---|-------|---------------------------------|------|--|--------------------------------|--|----|---|------------------|--|--|
|         |   |      |                           | shares held                       | shares<br>held              | Depository<br>Receipts          | held                    | as per<br>SCRR,<br>1957 As<br>a % of (A<br>+B+C2) | 5500  | Voting R<br>Class<br>Y          |      | Total<br>as a<br>% of<br>Total<br>Voting<br>rights |                                | full conversion<br>of convertible<br>securities<br>(as a % of<br>diluted share<br>capital) |    | As a<br>% of<br>total<br>Shares<br>held (b) | No.<br>(a)       | As a<br>% of total<br>shares<br>held (b) | shares<br>held in<br>demateri<br>-alized<br>form |
|         | (1)   | (11) | (III)                     | (IV)                              | (V)                         | (VI)                            | (VI)=(V)                | (VIII)  |       | (D0)                            |      |  | (X)                            | (XI)   |    | (01)  | (00              | III)                                     | (VIV)  |
| (1)     | Institutions  |      |                           |                                   |                             |                                 |                         |   |       |                                 |      |  |                                |  |    |   |                  |  |  |
| (a)     | Mutual Funds  |      | 6                         | 1,764,152                         | ý 1                         |                                 | 1,764,152               | 1.86  |       |                                 |      |  |                                | 1.86   |    |   | N.               | A  | 1,763,402  |
| (b)     | Venture Capital Funds   |      | 21                        | 7725                              | -2                          | 23                              | -                       | -   | -     | -                               |      | - 20   | 20                             | -  | -  | - 2   | N                | A  | -  |
| (c)     | Alternate Investment Funds  |      | *                         | S-3                               |                             | -                               |                         | -   | -     | 0.                              |      | + 1  | - 6%                           | - 60   | -  | -   | N                | A  | - 5  |
| (d)     | Foreign Venture Capital Investors   |      | -                         | 899                               | -                           | 4.0                             | -                       | -   | -     | 0.                              |      | - 20   | - 60                           | +3   | -  | -   | N                | A  |  |
| (e)     | Foreign Portfolio Investors   |      | 17                        | 2,144,348                         | -                           |                                 | 2,144,348               | 2.26  | 0.713 | -                               | -    | 0  | -0                             | 2.26   | -  | 1.7   | N                | A  | 2,144,348  |
| (f)     | Financial Institutions/ Banks   |      | 3                         | 60,440                            |                             |                                 | 60,440                  | 0.06  |       |                                 |      | -  |                                | 0.06   | -  | -   | N                | A  | 60,315   |
| (g)     | Insurance Companies   |      | 1                         | 268,966                           |                             |                                 | 268,966                 | 0.28  |       |                                 |      |  | -01                            | 0.28   |    | - 104                                       | N                | A  | 268,966  |
| (h)     | Provident Funds/ Pension Funds  |      | 23                        |                                   |                             |                                 |                         | -   | -     |                                 |      | -  | . 19                           |  |    |   | N                | A  | 21   |
| (0)     | Any Other (Foreign Institutional Investors)   |      | 1                         | 20,231                            |                             | 129                             | 20,231                  | 0.02  | -     | -                               | -    | - 2  | 23                             | 0.02   | -  | ু   | N                | A  | 20,231   |
|         | Sub-Total (B)(1)  |      | 28                        | 4,258,137                         |                             | -                               | 4,258,137               | 4.49  | -     |                                 |      | - 2  | 20                             | 4.49   |    | 12  | N                | A  | 4,257,262  |
| (2)     | Central Government/ State Government(s)/ President of India   |      | 33                        |                                   | - "                         |                                 | -                       | -   | -     |                                 | +    | 20   | -0                             | 70   | -  | (3)   | N                | A  |  |
|         | Sub-Total (B)(2)  |      | 33                        | 90                                | -                           | -                               | 124                     | 194   | -     | -                               | +    | 20   | +00                            | +30  | -  | (-)   | N                | A  |  |
| (3)     | Non-institutions  |      |                           | 3                                 | 3 3                         | 14 3                            | 9                       |   | -     |                                 |      | 200  | 0                              |  | -  | 130   | į.               |  |  |
| (a)     | Individuals -i. Individual shareholders holding nominal share capital up to Rs. 2 lakhs.                | 8    | 43468                     | 34,596,171                        | 5                           | *                               | 34,596,171              | 36.50   | •     |                                 | 3-3  |  | 58                             | 36.50  | -  | 100   | N                | A  | 32,013,397                                       |
|         | <ol> <li>Individual shareholders holding nominal share<br/>capital in excess of Rs. 2 lakhs.</li> </ol> | - 1  | 7                         | 3,775,410                         | -                           |                                 | 3.775.410               | 3.98  |       |                                 | -    |  |                                | 3.98   | -  |   | N                | A  | 3,775,410  |
| (b)     | NBFCs registered with RBI   |      | 5                         | 180,566                           |                             |                                 | 180,566                 | 0.19  |       |                                 |      |  |                                | 0.19   |    |   | N                | A  | 180,566  |
| (c)     | Employee Trusts   |      | 20                        | -                                 |                             | 2                               |                         | -   | -     | 1                               |      | 200  | 28                             |  | -  | 92  | N                | A  |  |
| (d)     | Overseas Depositories (holding DRs) (balancing figure)  | - 12 | 40                        |                                   | 100                         | 200                             |                         | 14  |       |                                 |      | 48   | 40                             |  |    | 5.2   | N                | A  | 2)   |
| (e)     | Any Other   |      |                           | 300                               |                             |                                 |                         |   |       |                                 | 100  | 0 0  |                                |  |    |   |                  |  |  |
| (e-i)   | Body Corporate  |      | 761                       | 15,185,604                        | -                           | 0.000                           | 15,185,604              | 16.02   | -     | 20-                             | -    | +0   |                                | 16.02  | -  | -   | N                | A  | 15,169.664                                       |
| (e-ii)  | Clearing Member   |      | 12                        | 18,236                            |                             |                                 | 18,236                  | 0.02  | 10-15 | -                               |      | - 5.0  | -50                            | 0.02   | -  | 15  | N                | A  | 18,236   |
| (e-iii) | Non Resident Indians  |      | 666                       | 1,413,471                         |                             |                                 | 1,413,471               | 1.49  | 0.5   | -                               |      | -  |                                | 1.49   | -  |   | N                | A  | 1,375,971  |
| (e-iv)  | Trust   |      | 6                         | 47,130                            | -                           | -                               | 47,130                  | 0.05  | *     |                                 |      | -  | 48                             | 0.05   | -  |   | N                | A  | 47,130   |
|         | Sub-Total (B)(3)  |      | 44.925                    | 55,216,588                        | 12                          |                                 | 55,216,588              | 58.25   | -     | -                               | -    | 20   | 20                             | 58.25  |    | (2)   | N                | A  | 52,580,374                                       |

Total Public Shareholding (B) = (B)(1)+(B)(2)+(B)(3) Details of the shareholders acting as persons in Concert including their Shareholding (No. and %):

Serial No. Name of the PAC PAN No. Number of shares Percentage of shareholding by PAC NIL

|     |   |                                |                 |                |                 |                        |   | (ATDTUZ)   |                                   |              |                                 |                              |                            |          |            | +C2               |                    | IIGIU      | (0)                           | neid (b) |                    |
|-----|---|--------------------------------|-----------------|----------------|-----------------|------------------------|---|--|-----------------------------------|--------------|---------------------------------|------------------------------|----------------------------|----------|------------|-------------------|--------------------|------------|-------------------------------|----------|--------------------|
| 0   | .00   | (111)                          | )               | (IV)           | (V)             | (VI)                   | (V)+(V)                                     | (VIII)   | 9                                 | (DX)         |                                 |                              | 00                         | (00)     | (XI) (a)   | (XI) = (VII) + (X | 0                  | (10)       |                               | XIII)    | (XIV)              |
| rsi | itutions  |                                |                 |                |                 |                        |   |  |                                   |              |                                 |                              |                            |          |            |                   |                    |            |                               |          |                    |
| a)  | III - 1/a/Mutual Funds  |                                |                 |                |                 |                        |   |  |                                   |              |                                 |                              |                            |          |            |                   |                    |            |                               |          |                    |
| 1   | a) UTI Longterm equity fund<br>b) UTI MID Cap Fund<br>c) UTI Longterm Advantage Fund<br>d) UTI Longterm Advantage Fund S II | AAATU10                        | 68L į           | 688,402        | 8.              |                        | 1,688,402                                   | 1.78   |                                   | 0            |                                 | 20                           |                            |          | 9          | 1.71              |                    |            |                               |          | 1,688,40           |
| I   | l - 1/b/Nenture Capital Funds   | 35                             |                 | 89             |                 | 90                     | - 85  | 3363   |                                   | -            |                                 |                              | 18                         |          | *          | 8                 |                    |            | -                             | - 1      |                    |
| a)  | Non-Institutions  | 0                              | 1000            | 3000           |                 |                        | 0650  | 100  |                                   |              | 99 3                            |                              | V                          |          | 0 1        | 9                 | 1000 0             | 03         | 01/0/                         | 97 300   | 10                 |
| II  | l - 3 (a)(ii) Individual Shareholders   |                                |                 |                |                 |                        |   |  |                                   |              |                                 |                              |                            |          |            |                   |                    |            |                               |          |                    |
| 1   | RAJESH MADHAWAN UNNI (HUF)  | AAPHR94                        | 18E 1.          | 347,710        |                 | 87                     | 1,947,701                                   | 2.05   |                                   |              | -                               | 50                           | 35                         | 858      | (a)        | 2.05              |                    | 18         | -                             | 1.0      | 1,947,70           |
| _   | Any other ***   |                                |                 |                |                 |                        |   |  |                                   |              |                                 |                              |                            |          |            |                   |                    |            |                               |          |                    |
|     | III - 3 (e)(i) Body Corporates  |                                |                 |                |                 |                        |   |  |                                   |              |                                 | _                            |                            |          |            |                   |                    |            |                               | 100      |                    |
| 1   | VRAMATH FINANCIAL SERVICES<br>PAT LTD   | AAECV14                        | 52G 4           | 567,761        | •               |                        | 4,567,761                                   | 4.82   | -                                 | *7           |                                 | *8                           | 86                         | 33833    |            | 4.82              | ě                  | 0.00       |                               | - 1      | 4,567,76           |
| 2   | PHI CAPITAL SOLUTIONS LLP   | AAMFP63                        | 05R 4           | 499,000        |                 | . 194                  | 4,499,000                                   | 4.75   |                                   | -            | -                               | -                            |                            |          | - 12       | 4.75              | -                  |            | -                             | -        | 4,499,00           |
| 3   | PRICOL LIMITED - UNCLAIMED<br>Shares Suspense account   | AABCP23                        | 80C             | 952,610        |                 | 2                      | 952,610                                     | 1.00   |                                   | 80           |                                 | -88                          |                            |          | 8          | 1.00              | 181                |            |                               | -0       | 952,63             |
|     | etails of Shares which remain unclaimed may b<br>utstanding shares held in demat/unclaimed su                               |                                |                 |                |                 |                        | Nu. of St<br>696                            | tareholders  |                                   | No of        | Shares<br>952                   | held<br>Mil0                 |                            |          |            |                   |                    |            |                               |          |                    |
| Га  | ble IV: Statement sho   | wing s                         | harel           | holding        | patt            | ern of                 | Non pro                                     | moter No   | on p                              | ubli         | c sh                            | areh                         | older                      | NA       | ME OF TO   | P TEN LARGE       | ST SH              | ARE        | HOLDER                        | S OF C   | OMPA               |
| ate | Category of share-holders   | PAN Na.of<br>share-<br>halders | fully<br>paid p |                | no<br>ng shares | total rout in          | umber of Voting Righ<br>each class of secur | Ms. of<br>Shares<br>thes Underlying<br>Outstanding | Shareh<br>as a<br>assum<br>conver | %<br>ingfull | Number o<br>Locked in<br>shares | f Number<br>Shares<br>pledge | equity<br>d shares held in | S.<br>No |            | ne share holder   | No.<br>Equi<br>sha | ity<br>ire | % of tota<br>share<br>holding | share    | rest of<br>holding |
|     |   |                                | 100             | equity Deposit | 1               | shares<br>(ratoplated) | 1   | canvetible   | ome                               | disk In      |                                 |                              | dematerialised<br>tom      |          | VIJAY MOHA |                   | 9,801,             | _          | 10.34                         | _        | ter Group          |
|     |   |                                | 10.0            | shares Receip  | 5               | St be.                 |   | Total securities                                   | \$80J                             | rites /      | 0. Asi                          | No. A                        | Sa Maria                   | 2        | PRICOL HO  | DINGS LIMITED     | 8,556,             | ,926       | 9.03                          | Promot   | ter Group          |

umber of Voting Rights

held in each class

of securities

Class Class Total Total

No of Voting

Rights

eg: x eg: y

No. of

Shares

securities

(including

Warrants

Total convertible

as a

Voting

Underlying Warrants

No.

0f

| goy  | reading a sense senses  | 190 | share-<br>halders |        | Partly |            | m    | holding as<br>a %age of<br>lodal nour | Numb<br>in eac | er of Vol<br>h class | ting Rig<br>of seco | rites           | Underlying                 | as a %<br>assuming full      |     | ed in<br>ares |     | ines<br>dend  | shares held in | No | warne of the share holder               | Equity<br>share | share<br>holding | shareholding       |
|------|---|-----|-------------------|--------|--------|------------|------|---------------------------------------|----------------|----------------------|---------------------|-----------------|----------------------------|------------------------------|-----|---------------|-----|---------------|----------------|----|---|-----------------|------------------|--------------------|
| П    |   |     |                   | LIP    | equity | Depository | held | shares                                | _              |                      |                     |                 | Outstanding<br>convertible | conversion of<br>convertible | Н   |               | _   | _             | dematerialized | 1  | VUAY MOHAN                              | 9,801,178       | 10.34            | Promoter Group     |
| П    |   |     |                   | equity |        | Receipts   |      | (calculated                           |                |                      |                     | Total           | securities                 | securifies                   |     |               |     | Asa           | form           | 2  | PRICOL HOLDINGS LIMITED                 | 8,556,926       | 9.03             | Promoter Group     |
| П    |   |     |                   | shares | held   | 201        |      | SDR9, [1957)                          | No of          | letes i              | X-bh                | an % of<br>(A+B | Including                  | (as a % of                   | (8) | Saff<br>bital | (2) | % of<br>total |                | 3  | VIREN MOHAN                             | 6,658,409       | 7.02             | Promoter Group     |
| П    |   |     |                   | held   |        |            |      | las a % of                            | THE OF         | marg.                | egro.               | +Cl             | Warrants                   | filled                       | П   | Shares        |     | Shares        |                | 4  | VRAMATH FINANCIAL                       | 4,567,761       | 4.82             | Public Shareholder |
| L    |   |     |                   |        |        |            |      | (A+B+C)                               |                |                      |                     |                 |                            | share capital)               |     |               |     |               |                |    | SERVICES PVT LTD                        | 4,307,701       | 4.02             | Fublic Shareholder |
|      |   |     |                   | 3 0    |        | 1          | VII= |                                       | Ches           | Ches                 |                     |                 | 100                        | X(t) =  X(t)  + (X(t))       |     |               |     |               |                | 5  | PHI CAPITAL SOLUTIONS LLP               | 4,499,000       | 4.75             | Public Shareholder |
| 0    | (1)   |     | (11)              | 00     | M      | W          | IV+V | 000                                   | X              | Y                    | Total               | (0)             | (0)                        | 2007                         | (A  | 0             |     | (XIII)        | (000)          | 6  | VANITHA MOHAN                           | 3,726,488       | 3.93             | Promoter Group     |
| m    | A 1 7 788 H.H.  |     |                   | 2 10   |        |            | +\ \ |                                       | -              |                      |                     |                 | 10000                      | (3+8+E)                      |     |               | -   |               |                | 7  | VIKRAM MOHAN                            | 3,521,175       | 3.71             | Promoter Group     |
| (II) | Custodian / DR Holder   | -   | -                 |        | -      | -          | -    | 200                                   | -              |                      |                     |                 |                            | - 200                        |     | -             | -   | S-2           |                | 8  | RAJESH MADHAVAN UNNI                    | 1 0 17 701      |                  |                    |
| (2)  | Name of OR Holder (if any)  | -   |                   |        |        |            |      | - 1                                   | -              | 1.0                  | -                   |                 | -                          | - 98                         | -   | - 3           | -   | 1             | **             |    | (HUF)                                   | 1,947,701       | 2.05             | Public Shareholder |
| 2    | Employees benefit trust (under SEBI<br>(Share based employee benefit) Regulations, 2014 |     |                   |        |        | -          |      |                                       |                |                      |                     | ,               |                            |                              |     |               |     |               |                | 9  | UTI-MID CAP FUND                        | 1,569,050       | 1.66             | Public Shareholder |
| (8)  | Total non promoter non public shareholding<br>(C) = (C)(1) + (C)(2)                     |     |                   |        |        |            | V    | Vi.                                   |                | ×                    |                     |                 |                            | ¥8                           |     |               |     |               | 1              | 10 | BHAVANI INFIN SERVICES<br>INDIA (P) LTD | 1,498,790       | 1.58             | Promoter Group     |

# MANAGEMENT OF THE COMPANY

### The Board of Directors of the Company comprises of the following as on date:

| S.No | Name of the Director   | Designation                 | DIN      | Date of<br>Appointment |
|------|------------------------|-----------------------------|----------|------------------------|
| 1    | Mr. Vijay Mohan        | Chairman-Non-Executive      | 00001843 | 18th May 2011          |
| 2    | Mrs.Vanitha Mohan      | Vice Chairman-Executive     | 00002168 | 1st Nov 2016           |
| 3    | Mr. Vikram Mohan       | Managing Director-Executive | 00089968 | 1st April 2016         |
| 4    | Mr. C.R.Swaminathan    | Independent-Non-Executive   | 00002169 | 1st Nov 2016           |
| 5    | Mr. Vidhya Shankar     | Independent-Non-Executive   | 00002498 | 1st Nov 2016           |
| 6    | Mr. Suresh Jagannathan | Independent-Non-Executive   | 00011326 | 1st Nov 2016           |
| 7    | Mr. G.Soundararajan    | Independent-Non-Executive   | 00037995 | 1st Nov 2016           |
| 8    | Mr. Murali Mohan       | Independent-Non-Executive   | 00626361 | 1st Nov 2016           |
| 9    | Mrs. Sriya Chari       | Independent-Non-Executive   | 07383240 | 1st Nov 2016           |

Table- III - Institutions/Non Institutions holding more than 1% of total number of shares.

Partly

fully paid paid-up shares

shares held shares Depository

up equity equity underlying shares

held Receipts

Nos. of

Total

held

holding

as a % of

total no.of

shares

(calculated

as per

SCRR.

1957)

As a % of

No. of

& Name

of the

Share

holders

#### KEY MANAGERIAL PERSONNEL In addition to Mr. Vikram Mohan, Managing Director, the following are Key Managerial Personnel of our

Amount (₹.)

582,000,000

582,000,000

94,796,721

94,796,721

Company.

| Name                | Designation             | Age<br>(years) | Dualification           | Experience<br>(years) | Date of<br>Joining |
|---------------------|-------------------------|----------------|-------------------------|-----------------------|--------------------|
| Mr.S.Shrinivasan    | Chief Financial Officer | 44             | B.Com., CMA., ACMA (US) | 23                    | 27-July-2015       |
| Mr.T.G.Thamizhanban | Company Secretary       | 44             | FCS.,LLB., MCS.,M.Phil  | 20                    | 18-April-2000      |

## PROMOTERS OF THE COMPANY

holds Bachelor Degree in Mechanical Engineering from PSG College of Technology and Masters in Management Science from USA. He is residing in 232, Tea Estate, Race Course, Coimbatore, India. He is also a Director in Precot Meridian Limited, Pricol Holdings Limited, PPL Enterprises Limited, Pricol Properties Limited and Pricol Technologies Limited. He is a member of Stakeholders Relationship Committee and Investment & Borrowing Committee of Pricol Limited. He is also a member of Audit Committee & Nomination and Remuneration Committee of Pricol Technologies Limited.

Mrs. Vanitha Mohan, Vice Chairman, 63 years of age, the Vice Chairman of the Company, is a Commerce Graduate with a Post Graduate Diploma in Business Management from the University of Strathchyde, Glasgow, UK.She is residing in 232, Tea Estate, Race Course, Coimbatore, India. She heads the Internal Audit functions and Corporate Social Responsibilities of the Company.

She is also a Director in Pricol Travel Limited, Pricol Properties Limited, Tamilnadu Corporation for Development of Women Limited, Sagittarius Investments Private Limited, Shrimay Enterprises Private Limited and Bhavani Infin Services India Private Limited. She is also a member of the Audit Committee, CSR Committee Investment & Borrowing Committee and Stakeholders Relations Committee of the Company.

She is the Managing Trustee of SIRUTHULI, an NGO formed to address the environmental issues of Coimbatore with focus on water management and enhancement of green cover of the city. She is also a Trustee of ND Foundation. She is the Vice President of RAAC (Residents' Awareness Association of Coimbatore) which focuses on the infrastructure and hygiene management of Coimbatore. She is a member of CTAG (City Technical Advisory Group) of the Coimbatore Corporation. She is the President of Coimbatore Chapter of the Indian Chamber of Commerce and Industry. Mr.Vikram Mohan, Managing Director, 41 years of age, the Managing Director of the

of the Company. He is residing in 1, East End, Kallimadai Road, Singanallur, Coimbatore, India He is also a Director in Pricol Properties Limited, Pricol Technologies Limited, Pricol Travel Limited, Pricol Holdings Limited, PPL Enterprises Limited, M and M Enterprises (India) Limited, Pricol Technologies Inc., Michigan, USA, Pricol Technologies (Europe) Limited, UK, Pricol Espana Sociedad Limitada, Spain, Pricol Asia PTE Limited, Singapore and PT Pricol Surya, Indonesia. He is also a member of the CSR Committee and Investment and Borrowing Committee of the Company.

Company, holds a Bachelor Degree in Production Engineering with Honours from PSG College of Technology, Coimbatore. He is responsible for Strategy, Finance, Customer Relationship Management and Human Resources

CINIANICIAL CTATERACTITO

| BALANCE SHEET AS AT 30TH SEPTEMBER 2016                          | Nate No. | 30-9-2016<br>₹ Million | 31-3-2016<br>₹ Million |
|--|----------|------------------------|------------------------|
| I. EQUITY AND LIABILITIES  |          |                        |                        |
| (1) Shareholders' funds  |          |                        |                        |
| (a) Share Capital  | 2.1      | 94.797                 | 100.000                |
| (b) Reserves and Surplus (2) Non Current Liabilities             | 2.2      | 8,093.505              | 472.930                |
| (a) Long Term Borrowings   | 2.3      | 50.000                 |                        |
| (b) Deferred Tax Liabilities (Net)                               | 2.4      | 245.000                |                        |
| (c) Long Term Provisions   | 2.5      | 256.869                | 1.064                  |
| (3) Current Liabilities  |          |                        |                        |
| (a) Short Term Borrowings  | 2.6      | 559.827                | -                      |
| (b) Trade Payables<br>(i) Total Outstanding dues of Micro        | 2.7      |                        |                        |
| Small and Medium Enterprises                                     |          | 33.086                 | 25                     |
| (ii)Total Outstanding dues of creditors other                    |          | 33.000                 |                        |
| than Micro Small and Medium Enterprises                          |          | 2,324.261              | 206.073                |
| (c) Other Current Liabilities                                    | 2.8      | 726.957                | 54.811                 |
| (d)Short Term Provisions   | 2.9      | 56.188                 | 0.097                  |
| Total  | 73330    | 12,440.490             | 834.975                |
| II. ASSETS   |          |                        |                        |
| (1) Non Current Assets   |          |                        |                        |
| (a) Fixed Assets   | 2.10     |                        |                        |
| (i)Tangible Assets   |          | 3,650.204              | 444.406                |
| (ii)Intangible Assets  |          | 3,127.549              | 57.947                 |
| (iii)Capital Work-in-progress                                    |          | 181.779                | - 2                    |
| (b) Non Current Investments                                      | 2.11     | 914.900                | 13.986                 |
| (c) Long Term Loans and Advances<br>(d) Other Non-Current Assets | 2.12     | 175.526<br>328.023     | 9.591                  |
| (2) Current Assets   | 2.13     | 320.023                | 3.331                  |
| (a) Current Investments  | 2.14     | 2.100                  | 23                     |
| (b) Inventories  | 2.15     | 1,462.721              | 74.247                 |
| (c) Trade Receivables  | 2.16     | 2,383.388              | 210.416                |
| (d) Cash and Cash Equivalents                                    | 2.17     | 75.846                 | 12.773                 |
| (e) Short Term Loans and Advances                                | 2.18     | 135.096                | 10.867                 |
| (f ) Other Current Assets  | 2.19     | 3.358                  | 0.742                  |
| Total  |          | 12,440.490             | 834.975                |

BUSINESS OF THE COMPANY: Over the years, the Company has grown and evolved into a global player with a dominant market presence in the automotive component and product business. It aims to deliver innovative technological solutions and precision engineered products which propel the automotive industry. Pricol has proved track record of manufacturing high quality automotive components. Vlanufacturing Facilities: Pricol has 8 manufacturing facilities across the globe, viz., Coimbatore, Pune,

orugram, Pantnagar, Jakarta (Indonesia) and Sao Paulo (Brazil), into the manufacture of components for the automotive roducts : Pricol's products are split into three major categories:

- Driver Information systems: Instrument Clusters, Gauges, Fuel Level Sensors, Temperature Sensor, Pressure sensor, Position Sensor, Safety Switches, and Oil Level Switches
- Pumps & Mechanical Products: Oil Pumps, Water Pumps, Fuel Feed Pumps, Auto Decompression Units, Auto Fuel Cocks, Chain Tensioners, Cabin Tilt Pumps, Pressure Relief Valves, etc.
- Telematics & Asset Management Solutions: Telematics Control Units, Body Control Modules

Digital Fare Meters, Park Assist Systems, etc.

Principal Competitors: The Automotive components industry in the country comprise of players such as Continental (Continental Automotive Components (India) Private Limited), Minda (Minda Stoneridge Instruments Limited), dhvik (Adhvik Hi-tech Private Limited), Visteon (Visteon Automotive Systems India Private Limited), Autolec (Sundaram

asteners Limited), etc who are into the manufacture of various automotive components. Research and Development (R&D) & IPR : The Company has two Research &Development (R&D) enters, which were approved by the Department of Scientific and Industrial Research (DSIR), Ministry of Science and echnology, Government of India, New Delhi. Presently we have 10 patents for the inventions, further 15 inventions are under process for grant of patent. We also have 7 granted designs and the Company continues to foster innovation for

growth, across all product development functions. Our trademarks are registered under the Trademark Act 1999. Mr. Vijay Mohan, Chairman 69 years of age, the Non - Executive Chairman of the Company, Financial statements for the previous three years prior to the date of listing

|                                     | As per last<br>Audited Financial | 2 year prior to the<br>last Audited<br>Financial Year | 3 year prior to the<br>last Audited<br>Financial Year |
|-------------------------------------|----------------------------------|---|---|
|                                     | 2015-16                          | 2014-15   | 2013-14   |
| Equity Paid up Capital              | 100.000                          | 100.000   | 100.000   |
| Reserves and surplus                | 472.930                          | 383.505   | 510.570   |
| Carry forward losses                | -                                | -   |   |
| Net Worth                           | 572.930                          | 483.505   | 610.570   |
| Miscellaneous Expenditure           |                                  | -   |   |
| Secured Loans                       | 20.000                           | 89.423  | 5.000   |
| Unsecured Loans                     | 15                               | -   | 160.850   |
| Fixed Assets (Net)                  | 502.353                          | 642.954   | 701.820   |
| Income from Operations              | 1216.415                         | 967.708   | 1029.610  |
| Total Income                        | 1245.725                         | 985.798   | 1036.990  |
| Total Expenditure                   | 1237.500                         | 1112.868  | 1137.430  |
| Exceptional Items (Net)             | 82.500                           | 9   | (38.310)  |
| Profit / (Loss) before Tax          | 90.725                           | (127.070)   | (138.750)   |
| Profit / (Loss) after Tax           | 89.425                           | (127.070)   | (138.750)   |
| Cash Profit / (Loss)                | 175.905                          | (34.485)  | (51.150)  |
| Basic EPS (face value of ₹ 10 each) | 0.89                             | (1.27)  | (13.87)   |
| Book value                          | 0.89                             | (1.27)  | (13.87)   |

|  | Note No. | Six Months<br>Ended<br>30-9-2016<br>₹ Million | 2015-16<br>₹ Million |
|--|----------|---|----------------------|
| INCOME   |          |   |                      |
| Revenue from Operations                                      | 2.20     | 6,646.641                                     | 1,216.415            |
| Other Operating Revenue                                      | 2.21     | 246.001                                       | -                    |
| Other Income   | 2.22     | 20.436  | 29.310               |
| Total Revenue  |          | 6,913.078                                     | 1,245.725            |
| EXPENSES   |          |   | (75,50,000           |
| Cost of Materials Consumed                                   | 2.23     | 4,302.662                                     | 945.307              |
| Purchases of Stock-in-Trade                                  |          | 265.738                                       | 13                   |
| Changes in inventories of Work-in-progress,                  | 2.24     | (78.739)                                      | 22.401               |
| Finished Goods and Stock-in-Trade                            |          |   |                      |
| Employee Benefits Expense                                    | 2.25     | 891.934                                       | 112.202              |
| Finance Costs  | 2.26     | 31.704  | 4.552                |
| Depreciation & Amortisation Expense*                         | 2.27     | 322.960                                       | 86.480               |
| Other Expenses   | 2.28     | 714.801                                       | 66.558               |
| Total Expenses   |          | 6,451.060                                     | 1,237.500            |
| Profit from operations before Exceptional<br>Items and Tax # |          | 462.018                                       | 8.225                |
| Add : Exceptional Items                                      | 2.31     | 5.337   | 82.500               |
| Profit Before Tax  |          | 467.355                                       | 90.725               |
| Less : Tax Expense   |          |   |                      |
| Current Tax  |          | 100.000                                       | 1.300                |
| Deferred Tax   |          | 49.000  |                      |
| Profit for the year  |          | 318.355                                       | 89.425               |
| Earnings per Equity Share (Face Value of ₹1/-) in Rupees     | 2.32     |   |                      |
| Basic  |          | 3.36  | 0.89                 |
| Diluted  | 19       | 3.36  | 0.89                 |

| 12,44  | 834.975  |   |  |  |  |
|--|--|---|--|--|--|
| tegral part of the Financial   | Statements (Refer Note No.1  |   |  |  |  |
| CASH FLOW S  | STATEMENT FOR T  | HE PERIOD ENDED 30th SEPTEN   | 1BER 2016  |  |  |
| 2016 - 17<br>onths Ended 30.09.2016)<br>₹ Million                      | 2015 - 16<br>₹ Million   |   | 2016 - 17<br>(Six Months Ended 30.09.2016<br>₹ Million   | )  | 2015 - 16<br>₹ Million   |
|  |  | B. Cash flow from investing activities  |  | 500000000  | 2  |
| 467.355<br>322.960<br>0.132<br>(2.243)                                 | 90.725<br>86.480<br>0.583<br>(1.243)   | Purchase of Fixed Assets Sale of Fixed Assets Purchase of Investments Sale of Investments Interest received Net Cash (used in) / from investing activitie   | (409.032)<br>3.205<br>(885.214)<br>667.450<br>3.210  | 23.856   | 55.492   |
| (0.014)<br>(0.920)<br>0.179<br>(5.337)<br>(3.210)<br>(0.213)           | (0.725)<br>-<br>-<br>(0.646)   | C. Cash flow from financing activities  Working Capital Borrowings  Long Term Borrowings  Dividend & Tax on Dividend Paid  Finance Costs paid  Net Cash (used in) / from financing activitie  | 359.827<br>(103.333)<br>(111.910)<br>(31.618)  | (69.423)<br>-<br>-<br>(4.732)  | (74.155)   |
| 349.534<br>816.889   | 91.244<br>181.969  | equivalents (A+B+C)   |  | (1.644)  | (0.657)  |
| (252.798)<br>(178.117)<br>224.168<br>(206.747)<br>610.142<br>(104.371) | (27.773)<br>58.445<br>(187.113)<br>(156.441)<br>25.528<br>(7.522)  | 1.4.2016 and 1.4.2015 (Opening Balance) Less: Bank Balances not considered as Cash and Cash equivalents as per Accountin Standard AS 3 Add: Pursuant to Scheme of Amalgamation  | g<br>6   | 17.976<br>64.717   | 6.647  |
| )  | CASH FLOW S  2016 - 17  In this Ended 30.09.2016)  ▼ Million  467.355  322.960 0.132 (2.243) 6.496 (0.014)  (0.920) 0.179 (5.337) (3.210) (0.213) 31.704  349.534  816.889  (252.798) (178.117) 224.168  (206.747) 610.142 | Tegral part of the Financial Statements (Refer Note No.1  CASH FLOW STATEMENT FOR T  2016 - 17 Inthis Ended 30.09.2016)  ▼ Million  467.355  90.725  322.960 0.132 0.583 (2.243) 6.496 2.243 (0.014)  (0.920) 0.179 (5.337) - (5.337) (3.210) (0.213) 31.704  816.889  224.168  (27.773) (178.117) 58.445 224.168 (206.747) 610.142 (25.528 (104.371) (156.441) 610.142 (25.528 (104.371) (156.441) | # Represents Profit of Prical Limited (Transfe Company) of ₹16.689 Mn and Depreciation  ## Represents Profit of Prical Limited (Transfe Company) of ₹16.689 Mn and Depreciation  ## Represents Profit of Prical Limited (Transfe Company) of ₹16.689 Mn and Depreciation  ## Represents Profit of Prical Limited (Transfe Company) of ₹16.689 Mn and Depreciation  ## Represents Profit of Prical Limited (Transfe Company) of ₹16.689 Mn and Depreciation  ## Represents Profit of Prical Limited (Transfe Company) of ₹16.689 Mn and Depreciation  ## Represents Profit of Prical Limited (Transfe Company) of ₹16.689 Mn and Depreciation  ## Represents Profit of Prical Limited (Transfe Company) of ₹16.689 Mn and Depreciation  ## Represents Profit of Prical Limited (Transfe Company) of ₹16.689 Mn and Depreciation  ## Represents Profit of Prical Limited (Transfe Company) of ₹16.689 Mn and Depreciation  ## Represents Profit of Prical Limited (Transfe Company) of ₹16.689 Mn and Depreciation  ## Represents Profit of Prical Limited (Transfe Company) of ₹16.689 Mn and Depreciation  ## Represents Profit of Prical Limited (Transfe Company) of ₹16.689 Mn and Depreciation  ## Represents Profit of Prical Limited (Transfe Company) of ₹16.689 Mn and Depreciation  ## Represents Profit of Prical Limited (Transfe Company) of ₹16.689 Mn and Depreciation  ## Represents Profit of ₹16.82 | # Represents Profit of Pricol Limited (firansferor Company) of ₹612.384 Mn and Company) of ₹16.889 Mn and Depreciation & Amortisation expenses consequence of ₹16.889 Mn and Depreciation & Amortisation expenses consequence of ₹16.889 Mn and Depreciation & Amortisation expenses consequence of ₹16.889 Mn and Depreciation & Amortisation expenses consequence of ₹16.889 Mn and Depreciation & Amortisation expenses consequence of ₹16.889 Mn and Depreciation & Amortisation expenses consequence of ₹16.889 Mn and Depreciation & Amortisation expenses consequence of ₹16.889 Mn and Depreciation & Amortisation expenses consequence of ₹16.889 Mn and Depreciation & Amortisation expenses consequence of ₹16.889 Mn and Depreciation & Amortisation expenses consequence of ₹16.889 Mn and Depreciation & Amortisation expenses consequence of ₹16.889 Mn and Depreciation & Amortisation expenses consequence of ₹16.889 Mn and Depreciation & Amortisation expenses consequence of ₹16.889 Mn and Depreciation & Amortisation expenses consequence of ₹16.889 Mn and Depreciation & Amortisation expenses consequence of ₹16.889 Mn and Depreciation & Amortisation expenses consequence of ₹16.889 Mn and Depreciation & Amortisation expenses consequence of ₹16.889 Mn and Depreciation & Amortisation expenses consequence of ₹16.889 Mn and Depreciation & Amortisation expenses consequence of ₹16.889 Mn and Depreciation & Amortisation expenses consequence of ₹16.889 Mn and Depreciation & Amortisation expenses consequences of ₹16.112 (Six Months Ended 30.09.2016 and 31.3.2016  ##Represents Profit of Pricol Limited (firansferor Company) of ₹16.889 Mn and Depreciation & Amortisation expenses consequences of \$10.142 (Six Months Ended 30.09.2016 and \$1.2015 of \$10.99.2016 an | ### Represents Profit of Pricol Limited (liminsferor Company) of ₹612.384 Mn and Less of Pricol Pune Liminster Cash FLOW STATEMENT FOR THE PERIOD ENDED 30th SEPTEMBER 2016    2016 - 17 |

Cont...Next Page

1. SIGNIFICANT ACCOUNTING POLICIES I.a) Basis of preparation: The financial statements have been prepared to comply in all material respects with the accounting standards specified under Section 133 of Companies act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014. The financial statements have been prepared under the historical cost convention on an accrual basis. The accounting policies have been consistently applied by the Company and are consistent with those used in the previous year.

NOTES TO FINANCIAL STATEMENTS FOR THE PERIOD ENDED 30° SEPTEMBER 2016

b) Use of estimates: The preparation of financial statements in conformity with Generally Accepted Accounting Principles requires management to make estimates and assumptions that affect the reported amount of assets. liabilities, disclosures relating to contingent liabilities and assets as at the balance sheet date and the reported amounts of income and expenses during the year. Difference between the actual amounts and the estimates are 2.6 recognised prospectively in the year in which the events are materialised.

II.Fixed Assets, Depreciation, Amortisation and Impairment: a) Fixed Assets are stated at original cost net of tax / duty credits availed, if any, less accumulated depreciation, accumulated amortisation and cumulative impairment. Costs include pre-operative expenses and all expenses related to acquisition and installation of the assets concerned, b) Where the cost of part of the asset is significant to the total cost of the asset and if the part of the asset has a different useful life from that of the main asset, useful life of that part is determined separately for depreciation.c) Own manufactured assets are capitalised at cost including an appropriate share of overheads.d) New Product Development Cost including Technology Fee payable to Technology providers will be appropriately capitalised as and whenthe liability gets crystalised with mutual consent of parties concerned. e)(i) Depreciation has been provided under the Straight Line Method as per the useful lives stated in Schedule II to the Companies Act 2013, except for Dies, Tools and Moulds, which are depreciated at 33.33%. Depreciation for Plant & Machinery has been provided on Triple shift basis. (ii) Intangible assets are amortised as follows: -(i) Specialised software: Over a period of 4 years. (ii) Fees for Technical Know-how: Over a period of 4 years. (iii)Intangible Assets acquired on Amalgamation: Over aperiod of 15 years (Refer to note no.2.34). (f) Leasehold Buildings are amortised over the lease period (g) As at each balance sheet date, the carrying amount of assets is tested for impairment so as to determine; (i) The provision for impairment loss, if any, required or; (ii) The reversal, if any, required for impairment loss recognised in previous periods. Impairment loss is recognised when the carrying amount of an asset exceeds its recoverable amount. III.Investments:a) Long Term Investments are stated at cost. b) Current Investments are carried at lower of cost and fair value as on the Balance Sheet date. c) Provision for diminution in value of long term investments is

IV. Valuation of Inventories:a) Inventories are valued at lower of cost and estimated net realisable value. The basis of determining cost for various categories of inventories is as follows: i) Raw Materials, Packing Materials and Stores & spares Weighted Average Basis. ii) Finished Goods and Work-in-progress Cost of Direct Material, Labour and other Manufacturing overheads.

made, if the diminution is other than temporary.

V.Revenue Recognition: a) The company generally follows the mercantile system of accounting and recognises Income and Expenditure on an accrual basis except those with significant uncertainties. b) Sale of goods is recognised when the risks and rewards of ownership are passed on to the customers as per the terms of contract. c) Dividend Income is recognised when the right to receive the dividend is unconditional at the Balance Sheet date, d) Interest is recognized on a time proportion basis taking into account the amount outstanding and the rate applicable. e) Claims made by the company including price escalations and those made on the Company are recognised in the Statement of Profit and Loss as and when theclaims are accepted / liability is crystalised. VI.Foreign Currency Transactions: a) Foreign Currency Transactions are recorded at exchange rates

prevailing on the date of such transaction b) Exchange differences arising on settlement of transactions of monetary items are recognised as income / expense in the Statement of Profit & Loss in the period in which it arises. c) Foreign monetary currency assets and liabilities at the year end are realigned at the exchange rate prevailing at the year end and difference on realignment is recognised in the Statement of Profit & Loss. d) Premium / Discount in respect of Forward Contract is amortised as expense / income over the period of contract, Exchange difference arising on forward contracts between the exchange rate on the date of the transaction and the exchange rate prevailing at the year end is recognised in the Statement of Profit and Loss VII.Employee Benefits: a) Short-term employee benefits are recognised as an expense at the un discounted

amount in the Statement of Profit and Loss of the year in which the related service is rendered. b) Post employment and other long term benefits, which are defined benefit plans, are recognised as an expense in the Statement of Profit and Loss for the year inwhich the employee has rendered service. The expense is recognised based on the present value of the obligation determined in accordance with Accounting Standard 15 on "Employee Benefits". Actuarial gains &; losses are charged to the Statement of Profit and Loss. c) Payments to defined contribution schemes are charged as expense as and when incurred.d) Termination benefits are recognised as an expense, as and when incurred.

VIII. Borrowing Costs a) Borrowing Costs attributable to the acquisition or construction of qualifying assets are 2.1 capitalised as part of such assets. All other borrowing costs are charged to revenue.b) A qualifying asset is an asset that necessarily requires substantial period of time to get ready for its intended use or sale.

IX. Taxes on Income; a) Current tax on income for the period is determined on the basis of taxable income and tax credits computed in accordance with the provisions of the Income Tax Act, 1961 and based on the expected outcome of assessment /appeals. b) Deferred tax is recognised on timing differences between the accounting income and the taxable income for the year, and quantified using the tax rates and laws enacted or substantively enacted as on the Balance Sheet date. c) Deferred tax assets are recognised only to the extent there is reasonable certainty that the assets can be realised in the future; However, where there is unabsorbed depreciation or carried forward business loss under taxation laws, deferred tax assets are recognised only if there is a virtual certainty of realization of such assets. d) Minimum Alternate Tax (MAT) credit is recognised as an asset only when and to the extent there is convincing evidence that the company will pay normal income tax during the specified period. In the year in which the MAT credit eligible to be recognised as an asset in accordance with the recommendations contained in guidance note issued by the Institute of Chartered Accountants of India, the said asset is created by way of a credit to the statement of profit and loss and shown as MAT credit entitlement. The company reviews the same at each balance sheet date and writes down the carrying amount of MAT credit entitlement to the extent there is no longer convincing evidence to the effect that ompany will pay normal income tax during the specified period. X.Operating Leases :a) Lease arrangements, where the risks and rewards incidential to the ownership of an

leases are recognised as an expense on a straight line basis over the lease period. c) The Assets given under operating leases are shown in Balance Sheet under Fixed Assets and depreciated on a basis consistent with the depreciation policy of the company. The lease income is recognised in the Statement of Profit and Loss on a straight line basis over XI.Government Grant and Subsidies: a) Grants and subsidies from the Government are recognised when there is a reasonable assurance that Grant / Subsidy are received and all attached conditions complied with. Grant

asset substantially vest with the lessor, are recognised as an operation lease. b) Lease payments under operating

related to specific fixed assets are presented in the Balance Sheet by showing such Grant as deduction from the Fixed Asset concerned. Grants received in the nature of promotors contribution is credited to Capital Reserve and treated as a part of Shareholders' fund. XII.Earnings per Share: a) Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. The weighted average number of equity shares outstanding during the period are adjusted for events of bonus

issue, bonus element in a rights issue to existing shareholders, share split and consolidation of shares, if any, b) For the purpose of calculating diluted earnings per share, the profit or loss for the period attributable to equity

shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares. XIII. Provisions and Contingencies: A provision is recognised when an enterprise has a present obligation as a result of past event and it is probable that an outflow of resources would be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions are not discounted to its present value and are determined based on best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates. A disclosure of a contingent liability is

made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of

XIV. Cash and Cash Equivalents: Cash flow are reported using the indirect method, whereby net profit / loss before tax is adjusted for the effects of transaction of a non cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flow comprises regular revenue generating, investing and financing activities of the company. Cash and cash equivalents in the balance sheet comprise of cash at bank and in hand and short term. highly liquid investments that are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value.

| 2.1.SHARE CAPITAL  | 30-9-2016<br>₹ Million | 31-3-2016<br>₹ Million |
|--|------------------------|------------------------|
| AUTHORISED  582,000,000 Equity Shares of ₹ 1/-each *   | 582.000                | 100.000                |
| (Previous year-100,000,000 Equity Shares of ₹ 1/- each)  Issued, Subscribed and Paid-up  94,796,721 Equity Shares of ₹ 1/-each   | 94.797                 | 100.000                |
| (Previous year-100,000,000 Equity Shares of ₹ 1/- each) * Pursuant to the Scheme of Amalgamation Pricol Limited has been am 1st November 2016, with the appointed date as 1st April, 2015. Furth |                        |                        |

Share Capital of the Company stands increased to ₹ 582 Million.

Reconciliation of the Shares Outstanding at the beginning and at the end of the reporting period :

| EQUITY SHARES   | 30-9-20                       | 016          | 31-3-2016                     |              |  |
|---|-------------------------------|--------------|-------------------------------|--------------|--|
|   | No. of Shares<br>(in Million) | ₹<br>Million | No. of Shares<br>(in Million) | ₹<br>Million |  |
| At the beginning of the period  | 100.000                       | 100.000      | 100.000                       | 100.000      |  |
| Add : Shares to be allotted pursuant to Scheme of<br>Amalgamation (Refer to Note No.2.34)   | 94.797                        | 94.797       |                               |              |  |
| Less : Shares to be cancelled pursuant to Scheme of<br>Amalgamation (Refer to Note No.2.34) | 100.000                       | 100.000      |                               |              |  |
| At the closing of the period  | 94.797                        | 94.797       | 100.000                       | 100.000      |  |
| Terms / Rights Attached to Equity Shares :  |                               |              |                               |              |  |

The company has only one class of equity shares having a par value of ₹ 1/- per share. Each holder of equity shares is entitled to one vote per share. The company declares and pays dividend in Indian Rupees. The dividend proposed by the Board of Directors, if any, is subject to the approval of the shareholders in the ensuing Annual General Meeting. In the event of liquidation of the Company, the holders of the equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amount. The distribution will be in proportion to the number of equity shares held by the shareholders. Details of Shareholders holding more than 5% shares in the company :

|  | 30-9-2016     |                | 31-3-2016         |           |  |
|--|---------------|----------------|-------------------|-----------|--|
|  | No. of Shares | % held         | No. of Shares     | % heli    |  |
| Equity Shares of ₹ 1/- each fully paid   |               |                |                   |           |  |
| - Pricol Limited, India (Holding Company)  | -             | -              | 100,000,000       | 100.00%   |  |
| - Vijay Mohan  | 9,801,178     | 10.34%         |                   | -         |  |
| - Pricol Holdings Limited  | 8,556,926     | 9.03%          | -                 | -         |  |
| - Viren Mohan  | 6,658,409     | 7.02%          | -                 | -         |  |
| Shareholding disclosed above pertains to the hol<br>Scheme of Amalgamation. (Refer to Note No.2.34 |               | ate for allotn | nent of shares pu | rsuant to |  |
| 2.2.RESERVES & SURPLUS   | 30-9-         | 2016           | 31-3              | -2016     |  |

Securities Premium Account

₹ Million

₹ Million

| Opening Balance<br>Add : Pursuant to Scheme of Amalgamation | 684.000<br>7,412.156   | 9.000 150              | 684.000                | 594.000                |
|---|------------------------|------------------------|------------------------|------------------------|
| Surplus / (Deficit) in the Statement of Profit & Loss       |                        | 8,096.156              |                        | 684.000                |
| Opening Balance<br>Add: Pursuant to Scheme of Amalgamation  | (211.070)<br>(109.936) |                        | (300.495)              |                        |
| Add : Profit for the year                                   | 318.355                | (2.651)                | 89.425                 | (211.070)              |
|   |                        | 8,093.505              |                        | 472.930                |
| 2.3.LONG TERM BORROWINGS                                    | Non-current            | portion                | Current Ma             | turities               |
| Secured Loans :   | 30-9-2016<br>₹ Million | 31-3-2016<br>₹ Million | 30-9-2016<br>₹ Million | 31-3-2016<br>₹ Million |
| Rupee Term Loan From Banks                                  | 50.000                 | 1.5                    | 166.667                | 20.000                 |
| Less : Amount disclosed under other current Liabilities     | 65                     |                        | -                      | (20.000)               |
|   |                        |                        | 166.667                |                        |

2 years from the date of first availment. Interest to be serviced as and when charged. The above loan has been preclosed during the year 2016-17. Hence there is no outstanding as on 30th September 2016. Term Loan of ₹ 300 Million for Medium Term Working Capital from Bank of Bahrain and Kuwait B.S.C is repayable in 12 quarterly instalments of ₹ 25 Million each. Interest is payable on monthly basis at the rate of Bank Base Rate

The rate of interest is 14.20% and the loan is repayable in four quarterly instalments after an initial holiday period of

Billichi Village, Coimbatore District. Present Outstanding as on 30th September, 2016 is ₹ 100 Million. Term Loan of ₹ 200 Million from HDFC Bank is repayable in 12 quarterly instalments of ₹ 16.667 Million each.

plus 10 bps. The loan is secured by an exclusive charge on the specific land and building of Plant III situated at

| Interest is payable on monthly basis at the rate | of Bank Ba | se Rate plus 5  | bps. The loan is secure | d by exclusive |
|--|------------|-----------------|-------------------------|----------------|
| charge by hypothecation of specific plant and ma | chinery an | d exclusive cha | inge by way of mortgage | of immovable   |
| property situated in IMT Manesar, Gurgaon. Prese |            |                 |                         |                |
| .4.DEFERRED TAX LIABILITIES (NI                  | ET)        |                 |                         |                |
|  |            | 30-9-2016       | Charged / Reversed      | 31-3-2016      |
|  |            | ₹ Million       | During the Period       | ₹ Million      |
| Deferred Tax Liability                           |            |                 | ₹ Million               |                |
| Fixed Assets                                     |            | 302.000         | 302.000                 | -              |
| D. ( - 12 . 1 . 1                                | A          | 302.000         | 302.000                 | -              |
| Deferred Tax Asset                               |            |                 |                         | 200            |
| Disallowance under the Income Tax Act            |            | 57.000          | 57.000                  | <u> </u>       |
|  | В          | 57.000          | 57.000                  | _              |
| Deferred Tax Liability (Net)                     | A-B        | 245.000         | 245.000                 |                |
| Less: Pursuant to Scheme of Amalgamation         |            |                 | 196.000                 |                |
|  |            |                 | 49.000                  |                |

| 2.10.Fixed Assets  | Gross Block                          |                          | Depreciation / Amortisation   |                                       | (70.755)       | Net Block      | ₹ Million     |
|--|--------------------------------------|--------------------------|---|---------------------------------------|----------------|----------------|---------------|
| 2.10.Fixed Assets  |                                      |                          |   | _                                     | (10.100)       | 1              |               |
|  |                                      |                          |   |                                       | (78.739)       |                | 22.40         |
|  | 56.188                               | 0.097                    |   |                                       | 487.544        |                | 12.988        |
| For Taxation   | -                                    | -                        | Land-Stock-in-Trade   | 141.900                               |                | 20-00          |               |
| For Labour Settlement  | 26.718                               |                          | Traded Goods  | 27.811                                |                | 3.216          |               |
| - Service Weightage  | 2.759                                | 170                      | Finished Goods  | 225.719                               |                | 9.772<br>3.216 |               |
| - Leave Encashment   | 0.757                                | 0.097                    | Work-in-Progress  | 92.114                                |                | 0.270          |               |
| - Gratuity   | 25.954                               | 1004                     | Land-Stock-in-Trade<br>Less : Closing Stock                                     | 141.900                               | 395.817        |                | 1.73          |
| For Employee Benefits :  | 201220200                            |                          |   | 29.118                                |                |                |               |
| 2.9.SHORT TERM PROVISIONS  |                                      |                          | Traded Goods  |                                       |                | -              |               |
|  | unity Deposit                        |                          | Finished Goods  | 84.691<br>140.108                     |                |                |               |
| * Other Payables includes accrued expenses and Sec   |                                      | 34.011                   | Add : Inventory Acquired on Amalgamation<br>Work-in-Progress                    | 94 001                                |                | 3333           |               |
|  | 726.957                              | 54.811                   |   | -                                     | 12.988         |                | 35.389        |
| Other Payables*  | 193.434                              | 19.764                   | Land-Stock-in-Trade   | 20                                    |                | 92.00          |               |
| Employee Benefits Payable  | 263.541                              | 5.268                    | Traded Goods  | 3.210                                 |                | 13.033         |               |
| Statutory Dues Payable   | 92.888                               | 9.580                    | Finished Goods  | 3.216                                 |                | 13.895         |               |
| Unclaimed Dividend   | 7.331                                | -                        | Work-in-Progress  | 9.772                                 |                | 21.494         |               |
| Interest accrued and due on borrowings   | 3.096                                | 0.199                    | Opening Stock   |                                       |                |                |               |
| (Refer to Note No. 2.3)  | 166.667                              | 20.000                   | STOCK-IN-TRADE  | UNK-IN-PHU                            | uness, Filli   | SHED GOO       | US AND        |
| Current Maturities of Long Term Debt   |                                      |                          | 2.24.CHANGES IN INVENTORIES OF W  |                                       |                |                |               |
| 2.8.OTHER CURRENT LIABILITIES  |                                      |                          | out observed  | 4,302.662                             | 100.00         | 945.307        | 100.00        |
| identified on the basis of information available with the  |                                      |                          | Indigenous  | 3,422.122                             | 79.53          | 552.625        | 58.46         |
| There are no interest amounts paid / payable to Micro, S to dues to Micro, Small and Medium Enterprises have |                                      |                          | Imported  | 880.540                               | 20.47          | 392.682        | 41.54         |
| There are no interest amounts and ( noughle to Misse S   |                                      | 206.073                  | Consumed :  | ₹ Million                             | %              | ₹ Million      | 2             |
| than Micro, Small and Medium Enterprises   | 2,357.347                            |                          | 2.23.COST OF MATERIALS CONSUM<br>Value of imported and indigenous Raw Materials | 2016-17 (Apr                          | '16 to Sep'16) | 201            | 5-16          |
| - Total Outstanding Dues of creditors other  | 2,324.261                            | 206.073                  | 2 22 COCT OF MATERIAL C CONCUE  | ED                                    |                |                |               |
| Medium Enterprises   | 33.086                               | 0.00                     |   |                                       | 20.436         | _              | 29,310        |
| - Total Outstanding Dues of Micro, Small and   |                                      |                          | Excess Provision No Longer Required Written Bac                                 | k                                     | 5.148          | 2              | 17.019        |
| 2.7.TRADE PAYABLES   |                                      |                          | Miscellaneous Income  |                                       | 0.067          |                | 6.300         |
| Working Capital Facilities from Banks are repayable on<br>11.45% p.a.  | demand and carries interest rate     | es varying from 9.90% to | Profit on Sale of Assets (Net)  |                                       | 0.920          |                | 0.725         |
| District, Tamilnadu.   |                                      |                          | Rent Received   |                                       | 10.878         |                | 4.620         |
| passu second charge on the specific immovable proper   | ties situated at Plant I - Perianaio | kenpalayam, Coimbatore   | Income from Current Investments   |                                       | 0.213          |                | -             |
| passu first charge on the current assets of the compa  | ny. Working Capital Facilities are   | further secured by pari- | Interest Received   |                                       | 3.210          |                | 0.646         |
| Plant and Machinery of the company.<br>Working Capital Facilities from State Bank of India, ICI              | Ol Rank Avis Rank and UDEC D         | ank are secured by pari  | 2.22.OTHER INCOME   |                                       | 51,505,0       |                | - 505-00      |
| 120,349 sq.ft at Pirangut, Pune. It is further secured   |                                      |                          |   |                                       | 246.001        |                | 200           |
| and Land at Gat No. 1071 measuring 412.36 sq m   | its at Village Pirangut and Faci     | tory Building measuring  | Sale of Traded Goods - Others   |                                       | 240.278        | _              | -             |
| the Land at Gat No. 1065,1066 & 1062 at Village Pirar  | igut, Taluka Mulshi Dist. Pune m     | gasuring 27,092.21 so ft | Export Incentives   |                                       | 5.723          |                | -             |
| Working Capital Facilities from Indian Bank is repayab   |                                      | ret nari-nassu chama co  | 2.21.0THER OPERATING REVENUE  |                                       |                | -              | 2,220,480     |
| 18   | 559.827                              |                          |   |                                       | 6,646.641      |                | 1,216.415     |
| - In Rupee   | 200.000                              | 40                       | Service Income  | V V V V V V V V V V V V V V V V V V V | 25.629         | 9000000        |               |
| Working Capital Facilities from Banks  |                                      |                          | Less: Excise Duty   | 700.512                               | 6,621.012      | 153.388        | 1,216.415     |
| - In Rupee<br>Unsecured Loans  | 359.827                              | 7.                       |   | 7,321.524                             | -              | 1,369,803      |               |
| Working Capital Facilities from Banks  | 250 927                              | 50                       | Traded Goods  | 64.021                                |                | -              |               |
| Secured Loans  |                                      |                          | Export  | 516.824                               |                | 12.647         |               |
| 2.6.SHORT TERM BORROWINGS  |                                      |                          | Domestic  | 6,740.679                             |                | 1,357.156      |               |
| A C CHART TERM DARROWING   | 256.869                              | 1.064                    | Sale of Products - Finished Goods   | ₹ Million                             |                |                | ₹ Millio      |
| For Potential Statutory Liabilities  | 37.327                               | 0.388                    |   | Ended 30.09.3                         | 2016           |                | 2015-10       |
| For Central Excise Demands   | 69.158                               |                          | 2.20.REVENUE FROM OPERATIONS  | 2016-17(For the                       | Period         |                |               |
| - Leave Encashment   | 20.188                               | 0.676                    |   |                                       | 3.358          |                | 0.742         |
| - Gratuity   | 130.196                              | -                        | Gratuity Fund   |                                       | 0.050          |                | 0.623         |
| For Employee Benefits :  | 222 222                              |                          | Accured Income  |                                       | 3.358          |                | 0.119         |
| Eas Employee Danofite  | ₹ Million                            | ₹ Million                | Unsecured Considered Good   |                                       | ₹ Million      |                | ₹ Million     |
|  | 30-9-2016                            | 31-3-2016                | Unrequeed Considered Cond   |                                       | ₹ Million      |                | THE RESIDENCE |

|  | Cost as on<br>1-4-2016 | Additions during<br>Six Months Ended<br>30.09.2016 | Adjustments on<br>Amalgamation<br>(Net) # | during            | Balance<br>as on<br>30.9.2016 | Upto<br>31-3-2016 | For Six Months<br>Ended<br>30.09.2016 |           | Withdrawn during<br>Six Months Ended<br>30.09.2016 | Total upto<br>30-9-2016 | Written dow<br>as on<br>30-9-2016 | as on<br>31-03.201 |
|--|------------------------|--|---|-------------------|-------------------------------|-------------------|---------------------------------------|-----------|--|-------------------------|-----------------------------------|--------------------|
| Tangible Assets                          |                        |  |   | LII000 00.03.2010 |                               |                   |                                       |           |  |                         | 30-3-2010                         | 31-03.201          |
| Land :-                                  |                        |  |   |                   |                               |                   |                                       |           |  |                         |                                   |                    |
|  | 195.064                |  | 905.460                                   | 12                | 1,100.524                     |                   | 2                                     |           |  | <u></u>                 | 1,100.524                         | 195.06             |
| Freehold Land                            | (195.064)              | 14   | 300.400                                   | 19                | (195.064)                     |                   |                                       |           |  |                         | (195.064)                         | 155.00             |
| Leasehold Land                           | -                      | -  | 76.100                                    | 100               | 76.100                        |                   | 0.136                                 | 0.271     |  | 0.407                   | 75.693                            |                    |
| Buildings :-                             |                        |  |   |                   |                               |                   |                                       |           |  |                         |                                   |                    |
| Freehold Buildings                       | 165.959                | 0.553  | 1,078.876                                 | 0.609             | 1,244.779                     | 21.755            | 37.797                                | 69.978    | 0.430  | 129.100                 | 1,115.679                         | 144.20             |
|  | (165.959)              | 0.300  | 1,070.070                                 | 0.003             | (165.959)                     | (16.521)          | (5.234)                               | 05.570    | 0.430  | (21.755)                | (144.204)                         | 144.20             |
| Leasehold Buildings                      | -                      |  | 180.000                                   | -                 | 180.000                       |                   | 0.537                                 | 1.344     |  | 1.881                   | 178.119                           |                    |
| Plant & Machinery                        | 183.022                | 265.620  | 948.446                                   | 30.922            | 1,366.166                     | 82.171            | 104.991                               | 190.570   | 28.682   | 349.050                 | 1,017.116                         | 100.85             |
| E 10 10 10 10 10 10 10 10 10 10 10 10 10 | (206.855)              | (5.292)  | -   | (29.125)          | (183.022)                     | (68.363)          | (19.817)                              | -         | (6.009)  | (82.171)                | (100.851)                         |                    |
| Furniture & Fixtures                     | 1.791<br>(1.791)       | 1.263  | 30.886                                    |                   | 33.940<br>(1.791)             | 0.635 (0.474)     | 2.261<br>(0.161)                      | 4.516     |  | 7.412<br>(0.635)        | 26.528<br>(1.156)                 | 1.15               |
| Vehicles                                 | 1.033                  | 2.116  | 24.206                                    | 0.070             | 27.285                        | 0.066             | 1.806                                 | 2.418     | 0.067  | 4.223                   | 23.062                            | 0.96               |
| 74110100                                 | -                      | (1.033)  | -   | -                 | (1.033)                       |                   | (0.066)                               | -         | -  | (0.066)                 | (0.967)                           | 010                |
| Office Equipments                        | 4.097                  | 0.180  | 3.048                                     | 0.073             | 7.252                         | 1.933             | 0.629                                 | 0.723     | 0.031  | 3.254                   | 3.998                             | 2.16               |
|  | (2.062)                | (2.053)  | -   | (0.018)           | (4.097)                       | (1.074)           | (0.862)                               | -         | (0.003)  | (1.933)                 | (2.164)                           |                    |
| Computer Equipments                      | -0                     | 17.056   | 142.453                                   | -                 | 159.509                       |                   | 16.281                                | 33.743    | -  | 50.024                  | 109.485                           |                    |
| Total Tangible Assets                    | 550.966                | 286.788  | 3,389.475                                 | 31.674            | 4,195.555                     | 106.560           | 164.438                               | 303.563   | 29.210   | 545.351                 | 3,650.204                         | 444.4              |
| (0,0),7000,000,000                       | (571.731)              | (8.378)  | -   | (29.143)          | (550.966)                     | (86.432)          | (26.140)                              |           | (6.012)  | (106.560)               | (444.406)                         |                    |
| Intangible Assets                        | 1500000                | 5000000  | DEIGRAN                                   |                   | 140.0000000                   | 20833920          | 60,000,000,000                        | Newscatch | 080.00   | 0.335459035             | 0-20000000                        | ncesni             |
| Computer Software                        | 0.683                  | 4.973  | 84.496                                    |                   | 90.152                        | 0.603             | 14.749                                | 30.493    |  | 45.845                  | 44.307                            | 0.08               |
|  | (0.683)                | -  |   | -                 | (0.683)                       | (0.432)           | (0.171)                               |           |  | (0.603)                 | (0.080)                           |                    |
| Technical Knowhow                        |                        |  | 51.082                                    | -                 | 51.082                        | -                 | 0.512                                 | 48.845    | -  | 49.357                  | 1.725                             |                    |
| Brand/ Trade Mark                        |                        |  | 491.400                                   | -                 | 491.400                       | -                 | 16.380                                | 32.760    | -  | 49.140                  | 442.260                           | -                  |
| Patents & Developed<br>Technology        | 20                     | 12   | 1,411.600                                 |                   | 1,411.600                     | -                 | 47.053                                | 94.107    | -  | 141.160                 | 1,270.440                         |                    |
| Goodwill \$                              | 300.845                | - 3  | 1,490.100                                 |                   | 1,790.945                     | 242.978           | 79.828                                | 99.322    | -  | 422.128                 | 1,368.817                         | 57.86              |
|  | (300.845)              | 75   | -   |                   | (300.845)                     | (182.809)         | (60.169)                              | -         | 12   | (242.978)               | (57.867)                          | 07.00              |
| Total Intangible Assets                  | 301.528                | 4.973  | 3,528.678                                 | -                 | 3,835.179                     | 243.581           | 158.522                               | 305.527   | -  | 707.630                 | 3,127.549                         | 57.94              |
|  | (301.528)              | -  |   | •                 | (301.528)                     | (183.241)         | (60.340)                              |           | -  | (243.581)               | (57.947)                          | Matte              |
| fotal                                    | 852.494                | 291.761  | 6,918.153                                 | 31.674            | 8,030.734                     | 350.141           | 322.960                               | 609.090   | 29.210   | 1,252,981               | 6,777.753                         | 502.35             |
| Previous year                            | (873.259)              | (8.378)  |   | (29.143)          | (852.494)                     | (269.673)         | (86.480)                              | -         | (6.012)  | (350.141)               | (502.353)                         | 340 13400          |
| Capital Work-in-Progress                 |                        |  |   |                   |                               |                   |                                       |           |  |                         | 181.779                           | 5040               |

| \$ Goodwill consists of Goodwill acquired on Amalgamation group<br>following:-<br>- Customer Relationships - ₹ 1088.259 Million  | ped under Intang | ible Assets rep        | resents | the .                 | 2 |
|--|------------------|------------------------|---------|-----------------------|---|
| - Assembled Workforce - ₹ 401.841 Million<br>2.11.NON CURRENT INVESTMENTS  |                  | 30-9-2016              |         | 31-3-2016             |   |
| 1.Shares in Subsidiary Company - Non Trade - Unquoted :  |                  | ₹ Million              |         | ₹ Million             |   |
| a) 6,361,106 Equity Shares of Euro 1/-each fully paid-up in<br>Pricol Espana S.L. Spain. (Extent of holding - 100%)<br>2.Shares in Subsidiary Company - Trade - Unquoted : | n                | 501.466                |         |                       | 2 |
| a) 6,700 Equity Shares of USD 1,000/- each fully paid-up in<br>PT Pricol Surya, Indonesia (Extent of holding - 100%)   |                  | 398.396                |         | 1.0                   |   |
| <ul> <li>b) 250,000 Equity Shares of USD 1/- each fully paid-up in<br/>Pricol Asia Pte Limited, Singapore - (Extent of holding - 100%)</li> </ul>                          |                  | 15.038                 |         |                       | 2 |
| Aggregate Cost of Un-Quoted Investments  |                  | 914.900                |         | (15)                  |   |
| 2.12.LONG TERM LOANS AND ADVANCES Unsecured, Considered good   |                  | 30-9-2016<br>₹ Million |         | 31-3-2016<br>₹Million | 2 |
| Capital Advances   |                  | 120.092                |         | 1.208                 |   |
| Deposits<br>Unsecured Considered Doubtful  | 2.610            | 48.035                 |         | 5.379                 |   |
| Less : Provision for Doubtful Deposits<br>Other Loans and Advances   | 2.610            |                        | 23      | (*)                   |   |
| - Customs duty paid under protest  |                  | 6.643                  |         | 6.643                 |   |
| - Customs revenue deposits   |                  | 0.756                  |         | 0.756                 |   |
|  |                  | 175.526                |         | 13.986                |   |

| u   | lisecured Collsidered 6000   |             |                        |                          |                       |  |
|-----|--|-------------|------------------------|--------------------------|-----------------------|--|
| L   | oans to Employees  |             | 0.1                    | 40                       |                       |  |
| В   | alances with Government Authorities  |             | 1.3                    | 39                       | -                     |  |
| T   | ax Payments Pending Adjustment (Net)   |             | 88.8                   | 78                       | 9.591                 |  |
| N   | MT Credit Entitlement  |             | 237.6                  | 66                       |                       |  |
| 2.1 | 4.CURRENT INVESTMENTS  |             | 328.0                  | 23                       | 9,591                 |  |
| SI. | Portrollogo  | 20072000000 | ₹ Million<br>31-3-2016 | Market Valu<br>30-9-2016 |                       |  |
|     | Investments in Mutual Funds - Non Trade - Quoted - Fully paid                      | 150150000   |                        |                          |                       |  |
| 1   | ICICI Prudential MIP - 25 - Regular Plan - Growth                                  | 0.700       | -                      | 0.797                    | -                     |  |
| 2   | IDFC Asset Allocation Fund of Funds - Aggressive<br>Plan - Growth - (Regular Plan) | 0.700       |                        | 0.766                    |                       |  |
| 3   | Birla Sun Life MIP II - Wealth 25 Plan - Growth-<br>Regular Plan                   | 0.700       | -                      | 0.830                    |                       |  |
|     | Aggregate Cost / Market Value of Quoted Investments                                | 2.100       | 8.5%                   | 2.392                    | 10 20                 |  |
| ) 1 | 5 INVENTORIES  |             | 30-9-20<br>₹ Milli     |                          | 31-3-2016<br>₹Million |  |

| 2.15.INVENTORIES  Raw Materials & Components (includes Goods in Transit of ₹ 200.021 Million Previous year - ₹ 6.768 Million)  Work-in-progress 92.114 9.772  Finished Goods 225.719 3.216  Land - Stock-in-Trade (Refer to Note No. 2.34) 141.900 - Stock of Stores & Spares 30.568 - Traded Goods 27.811 - 1,462.721 74.247  2.16.TRADE RECEIVABLES  a) Outstanding for a period exceeding six months  i) Unsecured Considered Good  ii) Unsecured Considered Doubtful 52.252 0.729  Less : Provision for Doubtful Debts 52.252 0.729  b) Outstanding for a period less than six months  i) Unsecured Considered Good 2,383.388 210.416  ii) Unsecured Considered Doubtful 45.600 1.514  Less : Provision for Doubtful Debts 45.600 1.514   |   |        | 100000    |       |                       |
|---|---|--------|-----------|-------|-----------------------|
| Raw Materials & Components (includes Goods in Transit of ₹ 200.021 Million Previous year - ₹ 6.768 Million)       944.609       61.255         Work-in-progress       92.114       9.772         Finished Goods       225.719       3.216         Land - Stock-in-Trade (Refer to Note No. 2.34)       141.900       -         Stock of Stores & Spares       30.568       -         Traded Goods       27.811       -         2.16.TRADE RECEIVABLES       27.811       -         a) Outstanding for a period exceeding six months       i) Unsecured Considered Good       -       -         ii) Unsecured Considered Doubtful Debts       52.252       0.729       -         b) Outstanding for a period less than six months       i) Unsecured Considered Good       2,383.388       210.416         ii) Unsecured Considered Doubtful Less : Provision for Doubtful Debts       45.600       1.514         Less : Provision for Doubtful Debts       45.600       1.514         2.383.388       210.416 | 2 15 INVENTORIES  | Š. da  |           |       | 31-3-2016<br>₹Million |
| ### 6.768 Million)  Work-in-progress  | Raw Materials & Components (includes Goods in   |        | 944.609   |       | 61.259                |
| Finished Goods  | 1 (L. 1. 1. L. 1. |        |           |       |                       |
| Land - Stock-in-Trade (Refer to Note No. 2.34)  Stock of Stores & Spares Traded Goods  27.811 1,462.721 74.247  2.16.TRADE RECEIVABLES a) Outstanding for a period exceeding six months i) Unsecured Considered Good ii) Unsecured Considered Doubtful Less: Provision for Doubtful Debts b) Outstanding for a period less than six months i) Unsecured Considered Good ii) Unsecured Considered Good iii) Unsecured Considered Doubtful Less: Provision for Doubtful Debts 2,383.388 210.416 2.17.CASH AND CASH EQUIVALENTS  |   |        |           |       | 9.772                 |
| Stock of Stores & Spares   30.568   27.811   1,462.721   74.247   |   |        |           |       | 3.216                 |
| Traded Goods   27.811   1,462.721   74.247  |   |        |           |       | -                     |
| 2.16.TRADE RECEIVABLES  a) Outstanding for a period exceeding six months  i) Unsecured Considered Good  ii) Unsecured Considered Doubtful  Less: Provision for Doubtful Debts  b) Outstanding for a period less than six months  i) Unsecured Considered Good  ii) Unsecured Considered Good  iii) Unsecured Considered Doubtful  Less: Provision for Doubtful Debts  2,383.388  210.416  2,383.388  210.416  |   |        |           |       |                       |
| 2.16.TRADE RECEIVABLES  a) Outstanding for a period exceeding six months  i) Unsecured Considered Good  ii) Unsecured Considered Doubtful  Less: Provision for Doubtful Debts  b) Outstanding for a period less than six months  i) Unsecured Considered Good  ii) Unsecured Considered Doubtful  Less: Provision for Doubtful Debts  45.600  2,383.388  210.416  2,383.388  210.416  | Traded Goods  |        |           |       | -                     |
| a) Outstanding for a period exceeding six months i) Unsecured Considered Good ii) Unsecured Considered Doubtful Less: Provision for Doubtful Debts b) Outstanding for a period less than six months i) Unsecured Considered Good ii) Unsecured Considered Doubtful Less: Provision for Doubtful Debts 2,383.388 210.416 2,383.388 210.416   |   |        | 1,462.721 |       | 74.247                |
| i) Unsecured Considered Good ii) Unsecured Considered Doubtful 52.252 0.729 Less: Provision for Doubtful Debts 52.252 0.729 b) Outstanding for a period less than six months i) Unsecured Considered Good 2,383.388 210.416 ii) Unsecured Considered Doubtful 45.600 1.514 Less: Provision for Doubtful Debts 45.600 1.514  2.383.388 210.416   | 2.16.TRADE RECEIVABLES  |        |           |       |                       |
| ii) Unsecured Considered Doubtful 52.252 0.729 Less: Provision for Doubtful Debts 52.252 0.729 b) Outstanding for a period less than six months i) Unsecured Considered Good 2,383.388 210.416 ii) Unsecured Considered Doubtful 45.600 1.514 Less: Provision for Doubtful Debts 45.600 1.514  2.383.388 210.416  | a) Outstanding for a period exceeding six months  |        |           |       |                       |
| Less : Provision for Doubtful Debts 52.252 0.729 b) Outstanding for a period less than six months i) Unsecured Considered Good 2,383.388 210.416 ii) Unsecured Considered Doubtful 45.600 1.514 Less : Provision for Doubtful Debts 45.600 1.514 2,383.388 210.416  | i) Unsecured Considered Good  |        | -         |       | -                     |
| b) Outstanding for a period less than six months i) Unsecured Considered Good ii) Unsecured Considered Doubtful Less: Provision for Doubtful Debts  2,383.388 210.416 45.600 1.514 2,383.388 210.416  | ii) Unsecured Considered Doubtful   | 52.252 |           | 0.729 |                       |
| i) Unsecured Considered Good 2,383.388 210.416 ii) Unsecured Considered Doubtful 45.600 1.514 Less : Provision for Doubtful Debts 45.600 1.514  2.17.CASH AND CASH EQUIVALENTS 2,383.388 210.416  | Less: Provision for Doubtful Debts  | 52.252 |           | 0.729 | 12                    |
| ii) Unsecured Considered Doubtful 45.600 1.514 Less : Provision for Doubtful Debts 45.600 1.514  2.17.CASH AND CASH EQUIVALENTS 2.383.388 210.416   | b) Outstanding for a period less than six months  |        |           |       |                       |
| Less : Provision for Doubtful Debts 45.600 1.514  2.17.CASH AND CASH EQUIVALENTS 2,383.388 210.416  | i) Unsecured Considered Good  |        | 2,383.388 |       | 210.416               |
| 2.17.CASH AND CASH EQUIVALENTS 2,383.388 210.416  | ii) Unsecured Considered Doubtful   | 45.600 |           | 1.514 |                       |
| 2.17.CASH AND CASH EQUIVALENTS  | Less : Provision for Doubtful Debts   | 45.600 |           | 1.514 | -                     |
| Balances with Banks   | 2.17.CASH AND CASH EQUIVALENTS  |        | 2,383.388 |       | 210.416               |
|   | Balances with Banks   |        |           |       |                       |

| 17.CASH AND CASH EQUIVALENTS  |  | 2,383.388                         | 210.416        | Customs Matters<br>#0f which ₹ 6.6   |
|---|--|-----------------------------------|----------------|--|
| Balances with Banks<br>In Current Account<br>In Unclaimed Dividend Account<br>In Fixed Deposit Account<br>In Margin Money Account #<br>Cash on hand | 17.616<br>7.331<br>31.513<br>17.976<br>1.410 | 6.317<br>-<br>-<br>6.429<br>0.027 |                | b) Others :     Corporate Guara<br>Letter of Credit  COMMITMENTS Estimated Value of            |
| # Margin Money with banks is towards issue of Letter of<br>Credits, Buyers Credit for Imports and Bank Guarantee.                                   |  | 75.846                            | 12.773         | Capital account  @ Details of Guarantee  |
| Of the above, the balances that meet the definition of Cash and Cash equivalent as per AS 3 Cash flow Statement is                                  | 57.870                                       |                                   | 6.126          | Name of the Company  1) Pricol do Brasil Comp  |
| Unsecured Considered Good<br>Advances to Employees<br>Advances to Suppliers   |  | 3.735<br>36.638                   | 0.005<br>1.653 | PT Pricol Surya, Indo     Coimbatore Metal Wo<br>Limited) *                                    |
| Balances with Government Authorities  |  | 53.714                            | 8.001          | Total  |
| Prepaid Expenses<br>Unsecured Considered Doubtful<br>Less : Provision for Doubtful Debts  | 1.133<br>1.133                               | 41.009                            | 1.208          | * Necessary approvals a<br>2.31.EXCEPTION/<br>On 15th June 2016 the<br>M/s.Integral Investment |

135.096

| 2.25.EMPLOYEE BENEFITS EXPENSE                        | ₹ Million |         |         | ₹ Million   |
|---|-----------|---------|---------|-------------|
| a) Pay, Allowances and Bonus                          | 755.851   |         | 100.660 |             |
| b) Contribution to Provident and other funds          | 76.352    |         | 2.078   |             |
| c) Welfare Expenses                                   | 59.731    | 891.934 | 9.464   | 112.202     |
| 2.26.FINANCE COSTS                                    |           | 001.004 |         | 112.202     |
| Interest On Loans                                     | 31.176    |         | 4.552   |             |
| Other Borrowing Costs                                 | 0.528     | 31.704  |         | 4.552       |
| 2.27.DEPRECIATION AND AMORTISAT                       | ION EXPEN | 3775    |         |             |
| Depreciation (Refer to Note No. 2.10)                 |           |         | 26.311  |             |
|   | 164.438   |         |         |             |
| Amortisation (Refer to Note No. 2.10)                 | 158.522   | 322.960 | 60.169  | 86.480      |
| 2.28.0THER EXPENSES                                   | 87        | - 20    | 100     |             |
| Power & Utilities                                     |           | 91.423  |         | 8.550       |
| Stores & Spares Consumed                              |           | 4.794   |         | -           |
| Repairs and Maintenance :                             |           |         |         |             |
| - Machinery   |           | 69.763  |         | 2.217       |
| - Building  |           | 46.974  |         | -           |
| - Others  |           | 10.874  |         | 5.148       |
| Printing & Stationery                                 |           | 4.844   |         | 0.634       |
| Postage & Telephone                                   |           | 11.720  |         | 0.559       |
| Rent  |           | 9.486   |         | -           |
| Rates, Taxes & Licence                                |           | 11.235  |         | 1.609       |
| Insurance   |           | 12.611  |         | 0.599       |
| Bank Charges  |           | 4.778   |         | 3.211       |
| Travelling & Conveyance                               |           | 57.706  |         | 1.273       |
| Freight & Forwarding and Selling Expenses             |           | 116.846 |         | 19.662      |
| Advertisement & Sales Promotion                       |           | 11.448  |         | 0.009       |
| Commission & Discount on Sales                        |           | 17.866  |         |             |
| Royalty   |           | 3.850   |         | 10 page 157 |
| Bad Debts Written off                                 |           | 0.132   |         | 0.583       |
| Provision for doubtful debts                          | 6.496     |         | 2.243   |             |
| Less : Provision for Doubtful debts written back      | 2.243     | 4.253   | 1.243   | 1.000       |
| Provision for Statutory Liabilities                   |           |         |         | 0.388       |
| Provision for Diminution in Value of Current Investme |           | (0.014) |         | -           |
| Commission / Sitting Fees to Non-Whole Time Direct    | ors       | 1.724   |         | 0.004       |
| Auditors' Remuneration                                |           | 3.470   |         | 0.650       |
| Professional Charges                                  |           | 180.981 |         | 8.085       |
| Exchange Fluctuation (Net)                            |           | 24.861  |         | 3.528       |

2016-17(For the Period

Ended 30.09.2016

2015-16

2.29.PROVISIONS AS ON THE CLOSING DATE: Closing Balance Utilised / Balance Adjustment on Reversed 1-4-2016 Amalgamation 30-9-2016

Assets Discarded / Written Off

1. Excise Demands

2. Labour Settlement

10.867

CSR Expenses

Donations

0.179

0.950

0.010

0.784

714.801

0.005

66.558

69.158

26.718

| 3. Potential Statutory Liabilities   | 0.388           | 42.087      | 5.148                       | 37.327               |
|--|-----------------|-------------|-----------------------------|----------------------|
| Total  | 0.388           | 138.747     | 5.932                       | 133.203              |
| .30.CONTINGENT LIABIL<br>ATE :   | ITIES AND       | COMMITMEN   | ITS AS ON THE               | CLOSING              |
| CONTINGENT LIABILITIES   |                 |             | 2016-17<br>As at 30.09.2016 | 2015-16<br>₹ Million |
| <ul> <li>a) On account of Pending Litigati</li> <li>Customs Matters #</li> </ul> | ons :           |             | ₹ Million                   |                      |
| #0f which ₹ 6.643 Million ha   | s been paid und | der protest | 42.615                      | 42.615               |
| b) Others :  |                 |             |                             |                      |
| Corporate Guarantee @  |                 |             | 784.500                     | -                    |

69.158

27.502

Letter of Credit 947.415 42.615 COMMITMENTS Estimated Value of Contracts remaining to be executed on

21.925 Capital account @ Details of Guarantee given

30-9-2016 31-3-2016 Purpose ₹ Million ₹ Million 1) Pricol do Brasil Componentes Automotivos LtdA, Brazil 420.000 Working Capital 2) PT Pricol Surya, Indonesia 210.000 Working Capital - Working Capital/ Term Loan 3) Coimbatore Metal Works Limited (Formerly, Pricol Castings 154,500 Limited) \*

784,500

Necessary approvals are pending for revocation of Corporate Guarantee 2.31.EXCEPTIONAL ITEMS On 15th June 2016 the Company sold its 100% shareholding in its wholly owned subsidiary company,

M/s.Integral Investments Limited for a consideration of ₹ 27.837 Million resulting in a Profit of ₹ 5.337

| 2.32.EARNINGS PER SHARE   | 2016-17 (Six Months<br>Ended 30.09.2016<br>₹ Million | 2015-1€<br>₹ Million |
|---|--|----------------------|
| Profit After Tax  | 318.355  | 89.425               |
| Weighted Average No. of Shares Outstanding  |  |                      |
| Basic & Diluted (Nos. in Mn.)   | 94.797   | 100.000              |
| Basic / Diluted Earnings per share (in ₹)   | 3.36   | 0.89                 |
| Face Value per Equity Share ( in ₹)   | 1.00   | 1.00                 |
| 2.33.Balances in parties accounts are subject to c if any, will be made as and when the balances are re 2.34.Amalgamation of erstwhile Pricol holders of the Transferor and Transferor Company approximation. | econciled.  Limited with the company                 | r:(a) The share      |

Limited (Transferor Company) with Pricol Pune Limited (Transferee Company) with the appointed date as

1 st April 2015. Pricol Limited was engaged in the manufacturing, marketing, trading and export of automotive Components and precision engineered products to Original Equipment Manufacturers and replacement market. The said Scheme was sanctioned by the Hon'ble High Court of Judicature at Madras on 6 th October, 2016. The certified copy of the High Court Order sanctioning the Scheme was filed with the Ministry of Corporate Affairs on 1st November 2016 (Effective Date). The scheme has accordingly been given effect to in the financial statements. The amalgamation has been accounted under the "Purchase Method" as prescribed under Accounting Standard 14-"Accounting for Amalgamations" (AS 14) notified under the Companies Act 2013. Accordingly, giving effect to the Scheme of Amalgamation, all the assets (including intangible assets if any whether or not recorded in the books of Transferor Company) and liabilities of Transferor Company were recorded in the books of the Transferee Company at their respective fair values. In respect of Inter-company owings, the outstanding balance (net) of ₹ 3.021 Million have been eliminated. Pursuant to the Scheme of amalgamation, the Transferee Company was renamed as "Pricol Limited" vide fresh certificate of incorporation granted by the Ministry of Corporate Affairs on 18th November 2016. (b) Upon the Scheme being effective, in consideration of the transfer and vesting of the entire undertaking of the business of the Transferor Company the shareholders of the Transferor Company as on the Record date have been allotted one equity share of ₹ 1 each fully paid up of Transferee Company for every one equity share of ₹ 1 each fully paid up in the Transferor Company. Thus, the Transferee Company has allotted 94,796,721 Equity Shares of ₹ 1 each fully paid up and the Transferee Company has accounted for Securities Premium of ₹ 7,412.156 million representing a premium of ₹ 78.19 per equity share. The shares held by the Transferor Company in Transferee Company stands cancelled pursuant to the Scheme of Amalgamation.(c) Intangible Assets acquired by the Transferee Company pursuant to the amalgamation include (i) separately identifiable intangible assets like Brand / Trade Mark, Patents & Developed Technology and (ii) Goodwill comprising other intangible assets namely Customer Relationships and Assembled Workforce in line with AS 26 on Intangible Assets. Such Goodwill representing the intangible assets, has also been treated at par with the other separately identifiable intangible assets with respect to its amortisation period. (d) The working results of the transferor company for the period 01.04.2015 to 31.03.2016 has been adjusted in the opening balance of Surplus / (Deficit) in Statement of Profit and Loss.

Scheme of Amalgamation :-1) Non Current Assets 7.374.112 2) Current Assets 2,999.162 326.867 3) Non Current Liabilities. 4) Current Liabilities 2,589.454 2.36. The figures for the period ended 30th September 2016 is for a period of Six Months. The

2.35.Assets and Liabilities transferred by the Transferor Company pusuant to

month period. Considering the above and as more specifically described in Note No. 2.34 in respect of scheme of amalgamation, the figures are strictly not comparable. 2.37. Previous year's figures are reclassified wherever necessary to conform to the current period's classification.

comparative figures are as per the audited financials statements of Pricol Pune Limited for a twelve

2.38. All figures are in Million unless otherwise stated. There is no audit qualification in the aforesaid financial statements

DETAILS OF PROMOTER GROUP COMPANIES OF PRICOL LIMITED

Given below is the list of entities which forms part of Promoter Group of our Company. None of the Promoter Group Companies have made any public issue in the preceding three years. None of the Promoter Group Companies has become a sick company under the meaning of Sick Industrial Companies (Special

pending against the Promoter Group Entities please refer to the section titled "Outstanding Litigations and Material Developments" on page 95 of the Information Memorandum. Address No.of Shares % 1 Pricol Holdings Limited CPM Towers, 109, Race Course, AABCP7486R 8.556,926 9.03

Provisions) Act, 1985 and is not under winding up or liquidation. For details on litigations and disputes

|     | orporation                           | auviii    |                             |  | Capital        |              | 101110            | 7.5.5.    | Junia |
|-----|--------------------------------------|-----------|-----------------------------|--|----------------|--------------|-------------------|-----------|-------|
|     | corporation Board of Directors Capit |           | Capital                     |  | Name           | % of Ho      | Milno             |           |       |
| - 1 | Date of                              | of        | Deard of Directors          |  | Share          |              | Shareholdings Pat |           |       |
| -   | Private L                            | vate Lir  | nited<br>Idings Li          | Coimbatore   | - 641 018      |              | 278 2018-00 1703  | 190,400   | 0.20  |
| 4   | Shrimay                              | rimay E   | interprises                 | 232, Tea Es  | tates, Race Co | urse,        | irse, AADCS0648A  |           | 0.20  |
| 3   | Sagittariu<br>Private Lir            |           | Investments<br>ited         | 232, Tea Estates, Race Course,<br>Coimbatore – 641 018 |                | AADCS0626C   | 340,935           | 0.36      |       |
| 2   |                                      |           | fin Services<br>ate Limited | Coimbatore – 641 018                                   |                | AABCB1164A   | 1,498,790         | 1.58      |       |
|     | -                                    | .01 1101u |                             | Coimbatore   | - 641 018      | ANDUI / 400K |                   | 0,000,020 | 5.00  |

Million

(45,000

shares of

Capital ₹ 4.5 3. Mr.Vikram Mohan

Mrs.Lakshmi N. Mohan

Mr.Vikram Mohan

₹ 100 each) 7. Minor Manasa Mohan F&G

6. Minor Madhura Mohan F&G

0.01

|   | N N                 | fr.Vikram Mohan       |                             |
|---|---------------------|-----------------------|-----------------------------|
| The audited financial results of Pricol Holdi<br>2015, 2014 are as follows: | ngs Limited for the | financial years ended | March 31,2016,<br>₹ Million |
| Particulars   | March 31,2016       | March 31,2015         | March 31,2014               |
| Total Revenue   | 0.81                | 2.72                  | 4.21                        |
| Net Profit / (Loss) after tax   | (0.75)              | 1.70                  | 3.53                        |
| Equity Share Capital  | 4.50                | 4.50                  | 4.50                        |
| Reserves & Surplus  | 69.82               | 76.20                 | 74.50                       |
| Net Worth   | 74.32               | 80.70                 | 79.00                       |
| Book Value (in ₹) of face value ₹ 100 each                                  | 1651.55             | 1793.45               | 1755.59                     |
| Basic EPS (in ₹) of face value ₹ 100 each                                   | (16.64)             | 37.86                 | 78.50                       |
| Diluted EPS (in ₹) of face value ₹ 100 each                                 | (16.64)             | 37.86                 | 78.50                       |

2. Bhavani Infin Services India Private Limited

3. Sagittarius Investments Private Limited

3. Mr.T.G.Thamizhanban

Mr.S.A Gonala krishnan

| Date of       |   | 01011-1  | Shareholdings Patterns            |                |  |
|---------------|---|--|-----------------------------------|----------------|--|
| Incorporation | Board of Directors                        | Share Capital  | Name                              | % of Holding   |  |
| May 7", 1995  | 1. Mrs.Vanitha Mohan<br>2. Mr.Viren Mohan | Paid up Equity<br>Share Capital ₹ 0.265<br>Million (26,500<br>shares of ₹ 10 each) | Mr.Vikram Mohan<br>Mr.Viren Mohan | 50.00<br>50.00 |  |

| March 31, 2016, 2015, 2014 are as follows: | NO. IN CO. LANCE OF THE PARTY O | 20.71 155529350029053 | ₹ Million     |
|--|--|-----------------------|---------------|
| Particulars                                | March 31,2016  | March 31,2015         | March 31,2014 |
| Total Revenue                              | 1.56   | 2.30                  | 7.20          |
| Net profit after tax                       | 1.14   | 1.14                  | 1.54          |
| Equity Share Capital                       | 0.26   | 0.26                  | 0.26          |
| Reserves & Surplus                         | 21.16  | 20.01                 | 18.87         |
| Net Worth                                  | 21,42  | 20.28                 | 19.13         |
| Book Value (in ₹) of face value ₹ 10 each  | 808.40   | 765.20                | 1790.28       |
| Basic EPS (in ₹) of face value ₹ 10 each   | 43.20  | 43.18                 | 144.27        |
| Diluted EPS (in ₹) of face value ₹ 10 each | 43.20  | 43.18                 | 144.27        |

Shareholdings Patterns Date of Share Capital Board of Directors % of Holding Incorporation Paid up Equity March 21\*,1980 1. Mrs. Vanitha Mohan Share Capital ₹ 0.10 Mr.Vijay Mohan (SHUF) 67.00 Mrs. Vanitha Mohan . Mr.Viren Mohan Million (1,000 33.00 shares of ₹ 100 each The audited financial results of Sagittarius Investments Private Limited for the financial years ended ₹ Million March 31, 2016, 2015, 2014 are as follows: March 31,2016 March 31,2015 March 31,2014 **Particulars** 

Total Revenue Net profit after tax 1.02 1.23 (0.03)0.10 Equity Share Capital 0.10 0.10 38.58 25.47 Reserves & Surplus 24.44 23.31 Net Worth 25.57 24.54 25.569 23.315 Book Value (in ₹) of face value ₹ 100 each 24.544 Basic EPS (in ₹) of face value ₹ 100 each 1025.55 1229.00 (34.43)(34.43)Diluted EPS (in ₹) of face value ₹ 100 each 1025.55 1229.00

4. Shrimay Enterprises Private Limited **Board of Directors** 

Incorporation

| ember 28,<br>1981 | 1. Mrs.Vanitha Mohan<br>2. Mr.Viren Mohan                   | (1.000 shares of           | Mr.Vijay Mohan<br>Mr.Vijay Mohan (HUF)<br>Mrs.Vanitha Mohan | 33.30<br>33.40<br>33.40          |
|-------------------|---|----------------------------|---|----------------------------------|
|                   | ancial results of <b>Shrimay</b><br>i, 2014 are as follows: | Enterprises Private Limite | d for the financial ye                                      | ars ended March <b>7 Million</b> |
| Particula         | ars   | March 31,2016              | March 31,2015   | March 31,2014                    |
| tal Revenue       | 9   | 31.60                      | 23.80   | 13.05                            |
| t newfit ofte     | ar frau   | 2.40                       | 0.00  | 1.50                             |

Shareholdings Patterns

% of Holding

31082.70

1499.43

1499.43

31, 2 Net profit after tax Equity Share Capital 0.10 0.10 0.10 30.98 31.08 Reserves & Surplus 31.97 Net Worth

35488.90

3421.52

3421.52

32067.40

985.10

OUTSTANDING LITIGATIONS

Book Value (in ₹) of face value ₹ 100 each

Basic EPS (in ₹) of face value ₹ 100 each Diluted EPS (in ₹) of face value ₹ 100 each

All suits, actions, proceedings or whatever nature by and against the Company pending and/or arising on or before the Effective Date of the Scheme shall not abate, or be discontinued or be in any way prejudicially affected by reasons of the transfer pursuant to the Scheme but be continued, prosecuted and enforced by or against the Amalgamated Company. i.e Pricol Limited as effectually as if the same has been pending and / or arising against the Amalgamating Company Except as below, there are no material outstanding litigations, suits or criminal or civil prosecutions, proceedings or tax liabilities against our Company (in the name of our Company and/ or entities which were acquired by our Company), our Directors and our Promoter and there are no defaults, non-payment or overdue of statutory dues, institutional/bank dues and dues payable to holders of any debentures, bonds and fixed deposits, other unclaimed liabilities against our Company or Directors or Promoter. Further no disciplinary action has been taken by SEBI or any stock exchanges against our Company, our Directors and our Promoter and

Group Companies. The summary of the outstanding litigations is as under: A.Outstanding Litigation By Pricol Limited prior to Scheme: NIL.

B.Outstanding Litigation Against Pricol Limited prior to Scheme: 4 pending cases C.Outstanding Litigation Against Pricol Limited (litigations against erstwhile Pricol Limited which now stands transferred in the name of Pricol Limited) : 26 pending cases

D.Outstanding Litigation By Pricol Limited (litigations By erstwhile Pricol Limited which now stands transferred in the name of Pricol Limited): 26 pending cases

F. Outstanding Litigations of Promoter / Director : NIL

E.Outstanding Litigations of Promoter Group Company: NIL For details on the litigations, refer to the Section titled 'Outstanding Litigation and Material Developments'

the next 12 months.

Place: Coimbatore

of the Information Memorandum dated 7th February, 2017, which is available on the website of the company (www.pricol.com), BSE(www.bseindia.com) and NSE (www.nseindia.com) PARTICULARS OF HIGH, LOW AND AVERAGE PRICES OF SHARES OF THE

LISTED TRANSFEROR COMPANY (ERSTWHILE PRICOL LIMITED) DURING THE PROCEEDING THREE YEARS:

|                             | BS     | 36    |                                   | NSE                         |        |        |                                   |
|-----------------------------|--------|-------|-----------------------------------|-----------------------------|--------|--------|-----------------------------------|
| Period                      | High   | Law   | Weighted<br>Average<br>Price in ₹ | Period                      | High   | Low    | Weighted<br>Average<br>Price in ₹ |
| 7-Dec-2015 to<br>6-Dec-2016 | 132.15 | 34.00 | 81.18                             | 7-Dec-2015 to<br>6-Dec-2016 | 131.95 | 33.75  | 83.98                             |
| 7-Dec-2014 to<br>6-Dec-2015 | 47.90  | 27.30 | 37.13                             | 7-Dec-2014 to<br>6-Dec-2015 | 47.85  | 27.35  | 36.81                             |
| 7-Dec-2013 to               |        |       |                                   | 7-Dec-2013 to               | 22000  | 122122 | 000000                            |

|                           |        | 2011  | Average<br>Price in ₹ |                             |        |       | Average<br>Price in ₹ |
|---------------------------|--------|-------|-----------------------|-----------------------------|--------|-------|-----------------------|
| Dec-2015 to<br>i-Dec-2016 | 132.15 | 34.00 | 81.18                 | 7-Dec-2015 to<br>6-Dec-2016 | 131.95 | 33.75 | 83.98                 |
| Dec-2014 to<br>-Dec-2015  | 47.90  | 27.30 | 37.13                 | 7-Dec-2014 to<br>6-Dec-2015 | 47.85  | 27.35 | 36.81                 |
| Dec-2013 to<br>-Dec-2014  | 69.20  | 20.95 | 43.34                 | 7-Dec-2013 to<br>6-Dec-2014 | 68.90  | 20.85 | 42.70                 |

STATEMENTS AS ON SEPTEMBER 30, 2016 In the opinion of our Board, there have not arisen since the date of the last audited financial statements i.e. September 30, 2016 any circumstances that materially or adversely affect or are likely to affect our profitability taken as a whole or the value of our assets or our ability to pay our material liabilities within

> For and on behalf of Pricol Limited T.G.Thamizhanban Company Secretary

Date: 07.02.2017