

PRICOL LIMITED

Passion to Excel

CPM Towers, 109, Race Course, Coimbatore 641018, India

+91 422 4336000

+91 422 4336299

a city@pricol.co.in

pricol.com

CIN:L33129TZ1972PLC000641

A CUSTOMERS A EMPLOYEES A SHAREHOLDERS A SUPPLIERS

PL/SEC/TGT/2016-17/033 Friday, 27th May 2016

Department of Corporate Services
BSE Limited
1st Floor, New Trading Ring

1st Floor, New Trading Ring Rotunda Building Phiroze Jeejebhoy Towers Dalal Street Mumbai – 400 001 Listing Department
National Stock Exchange of India Limited
Exchange Plaza, Plot No. C/1
G Block, Bandra Kurla Complex
Bandra East,
Mumbai – 400 051

Dear Sir

Sub: 1) Outcome of Board Meeting held on 27th May 2016

2) Compliance of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2016

We would like to inform you that the Board of Directors of the Company at their Meeting held today, 27th May 2016, have considered and approved the following:

a) Approval of accounts for the financial year ended 31st March, 2016

Approved the Audited Standalone and Consolidated financial results of the Company for the year ended 31st March 2016.

b) Recommendation of Dividend

Recommended a <u>dividend of ₹.1 per share of ₹.1 face value (100%)</u> on the paid-up capital of ₹.94.79 million (Previous year dividend Nil) to the shareholders of the Company for the year 31st March 2016. The dividend is subject to approval of shareholders in the Annual General Meeting to be held on 17th August 2016. The dividend if approved by the shareholders at the ensuing AGM will be paid on and from 18th August 2016.

c) Book Closure

The Register of Members and Share Transfer Books of the Company will remain closed from Friday, the 12th August 2016 to Wednesday, the 17th August 2016 (both days inclusive) for the purpose of holding AGM and payment of dividend.

The dividend, if declared, will be paid to:

- 1. the beneficial owners as per the details furnished by the respective Depositories for this purpose at the end of the business hours on 12th August 2016, in respect of shares held in dematerialised form and
- 2. the members whose name appears in the Register of Members of the Company on 17th August 2016, in respect of shares held in physical form.









-2-

d) Annual General Meeting

The 44th Annual General Meeting of the Company will be held on Wednesday, 17th August 2016.

e) Retirement of Mr.D.Sarath Chandran, Director

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby inform you that Mr.D.Sarath Chandran, Director, retired from the Board with effect from 27th May 2016 in line with the Company's Non-Executive Directors retirement policy.

f) Appointment of Mrs.Sriya Chari, Independent Director

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby inform you that the Board of Directors have appointed Mrs.Sriya Chari as an Additional Director (Non-executive, Independent) with effect from 27th May 2016 to hold office upto the date of the ensuing Annual General Meeting of the Company.

Mrs.Sriya Chari's appointment as Independent Director for a period of Five years with effect from 27th May 2016 to 26th May 2021 is subject to the approval of the shareholders at the ensuing Annual General Meeting of the Company.

Brief profile of Mrs.Sriya Chari:

Mrs.Sriya Chari, 42 years of age, is B.Com (Hons.) graduate from Sriram College of Commerce, Delhi and MBA from Cardiff Business School, University of Wales. She is presently the Managing Director of Auto Pluss Electrical Components (Chennai) Private Limited and Director in Rajsriya Automotive Industries Private Limited.

We further confirm that Mrs.Sriya Chari is not related to any of the Directors of the Company.

The Board Meeting commenced at 2.30 pm and concluded at 6.00 pm

A copy of the financial results for the year ended 31st March 2016 together with the Auditors' Report, Form A and a copy of the communication being released to the press in this regard is also enclosed herewith.

This is for your information and records.

Thanking you,

Yours faithfully,

T.G.Thamizhanban Company Secretary

Encl: as stated

| regd. office: cp | regd. office: cpm towers, 109, race course, coimbatore - 641 018. + 91 422 4336000, fax : +91 422 4336299, website : www.pricol.com, email : cs@pricol.co.in Audited Financial Results for the Owards. | towers, 109, race course, coim 1 422 4336299, website : www.r Its for the Quarter and Year B | nbatore - 641 018 pricol.com, emai | }. II : cs@pricol.co rch, 2016 | ni.c | | |
|--|--|--|---------------------------------------|--------------------------------------|--------------------|-------------|--------------------|
| | enthe for the Ore | arter and Year! | Forded 31st May | rch, 2016 | | | |
| Audited Financial Results for the Quarter and Year Ended 31st March, 2016 | no empe | | 30.00 | | | | · |
| The state of the s | | Star | Standalone Financials | ıls | | Consolidate | (₹ in Lakhs) |
| Particulars | For th | For the Three Months Ended | inded | | For the Year Ended | For the ye | For the year Ended |
| The state of the s | 31-Mar-2016 | 31-Dec-2015 | 31-Mar-2015 | 31-Mar-2016 | 31-Mar-2015 | 31-Mar-2016 | 31-Mar-2015 |
| 1. Income from Operations | Unaudited | Unaudited | Unaudited | Audited | Audited | Audited | Audited |
| (a) Net Sales / Income from operations (Net of excise duty) | 33210.80 | 29720.02 | 24778 86 | 100074 05 | | | |
| (b) Other Operating Income | 1074.45 | 1085,16 | | 4606 11 | 4014 830 | 140179.93 | 109414.71 |
| lotal Income from Operations (net) [a+b] | 34285.25 | 30805.18 | 2 | 112650.96 | ď | 14478£ 04 | 444222 24 |
| 2. Expenses (a) Cost of Materials Consumed | 20074 97 | 10000 04 | | | | 10.00 | 14932.22 |
| (b) Purchases of stock-in-trade | 1191.89 | 1242.69 | | 4939 27 | 60029.60 | 89161.86 | 75373.13 |
| (c) (Increase) / Decrease in inventories of finished goods & Stock in Trade | (330.97) | 200.50 | | (508.58) | 334.25 | | 2224.34 |
| (u) (morease) / Decrease in inventories of Work in Progress | (115.62) | 296.55 | | 296.01 | (83.59) | | 594 97 |
| (f) Depreciation and amortisation expense | 4771.21 | 3774.70 | 7 | 15849.78 | 16189.54 | 73 | 19321.44 |
| (g) Exchange Fluctuation (Gain) / loss | 1133.30 | - | _ | 3417.37 | 3525.45 | 5207.04 | 4567,86 |
| (h) Other Expenses | 101.74 | | | | 90.55 | | 581.79 |
| Total Expenses | 3900.37 | 2938.43 | | | 10480.34 | 16593.18 | 13849.71 |
| 3. Profit / (Loss) from Operations before Other Income, finance costs and | 507.55.48 | 282/9./0 | 24407.78 | 105402.94 | 96120.48 | 140678.76 | 120171.67 |
| Exceptional Items [1 - 2] 4. Other Income | 3551.76 | 2525.48 | (1490.48) | 7248.02 | (1154.05) | 4107.28 | (5839.43) |
| (a) Profit / (Loss) on Sale of Assets | 7.22 | 4 85 | 24.10 | 97 | | į | |
| | 146.21 | 319.58 | | 07.00 | (10.04) | 47.14 | (41.47) |
| 5. Profit / (Loss) from ordinary activities before finance costs and excentional items (2 ± 4.) | | | | t S S | 200.31 | 1364.63 | 07.72) |
| 6. Finance Costs | 3705.19 | 2849.91 | Ċ | 7947.98 | (996.49) | 5539.03 | (5153.20) |
| | 147.47 | 290.50 | 239.06 | 931.19 | 789.00 | 2035.35 | 1344.07 |
| exceptional items [5 - 6] | 3557 72 | 2550 44 | (4660 00) | 1 | 4 | | |
| 8. Exceptional Items | , | (681 62) | | 8/1010/ | (1785.49) | 3503.68 | (6497.27) |
| 9. Profit / (Loss) from Ordinary Activities before Tax [7 + 8] | 3557.72 | 1877 79 | | (1001.04) 804£ 47 | (467.68) | (453.06) | 2407.70 |
| 10.Tax Expense - Net | 1351.09 | 206.42 | | 1695.43 | (45.5 45) | 30.000.62 | (4089.57) |
| 11. Net Profit / (Loss) from Ordinary Activities After Tax [9 - 10] | 2206.63 | 1671.37 | | 4319.74 | (1799.72) | 127.15 | (468./ U) |
| 12. Extraordinary Item - (Net of Tax Expense ₹ Nii) | • | ı | , | • | - | , | (20:000) |
| 13. Net Profit / (Loss) for the period [11- 12] | 2206.63 | 1671.37 | (240.02) | 4319.74 | (1799.72) | 127.15 | (3600.87) |
| 15. Minority Interest | • | • | , | • | • | ı | • |
| 16. Net Profit / (Loss) after taxes, minority interest and share of Profit / (Loss) | | • | • | | 1 | • | • |
| of associates [13 + 14 + 15] | 2206.63 | 1671.37 | (240 02) | 1310 77 | (4700 72) | 11 | |
| 17. Paid-up-Equity Share Capital (Face Value of ₹ 1/- each) | 947.97 | 947.97 | 947.97 | 947.97 | 947.97 | 947.97 | (3500.87) |
| of previous accounting Kevandation Keserves as per balance sheet | | | _ | , | • | | |
| or previous accounting year 19. Earnings per share (before and after Extraordinary (tems) | • | | | 28984.71 | 25805.92 | 25680.06 | 26238.78 |
| (of ₹1/- each) (not annualised): | | | | | | - | |
| (b) Diluted | 2.33 | 1.76 | (0.25) | 4.56 | (1.90) | 0.13 | (3.80) |
| a contraction of the contraction | 2.33 | ٩/٠٢ | (0.25) | 4.56 | (1.90) | 0.13 | (3.80) |

I'm my

TEN

| 31-03-103-103-103-103-103-103-103-103-10 | 766 | STATEMENT OF ASSETS AND LIABILITIES | LITIES | - | | (7 in lakhe) |
|--|--|-------------------------------------|------------|------------|------------|--------------|
| AND LINBILITIES Anothers' funds are Capital serves and Surplus Sub-total-Shareholders' funds TOTAL - EQUITY AND LIABILITIES Sub-total-Current liabilities TOTAL - EQUITY AND LIABILITIES Sub-total-Mon-current assets and Assets Total Assets The Assets Total Assets Total Assets Total Assets Total Assets Total Investments Sub-total-Current assets Sub-total-Current assets Total and cash equivalents Total Assets Total Investments Sub-total-Current assets Total Asset | | | Stand | alone | Conso | Consolidated |
| holiders' funds are Capital serves and Surplus Sub-total-Shareholders' funds serves and Surplus Sub-total-Shareholders' funds Sub-total-Shareholders' funds ToTAL - EQUITY AND LIABILITIES Sub-total-Non-current liabilities TOTAL - EQUITY AND LIABILITIES Total seets Total investments Total - Asserts Tota | A. EQUITY AND LIABILITIES | | 31-03-2016 | 31-03-2015 | 31-03-2016 | 31-03-2015 |
| Sub-total-Shareholders' funds 28884.71 23 | 1. Shareholders' funds | | | | | |
| Sub-total-Shareholders' funds 28984.71 29 Sub-total-Shareholders' funds 28932.68 28 Sub-total-Non-current liabilities 1333.33 133 | (a) Share Capital | | 947.97 | 947.97 | 947.97 | 947 97 |
| Sub-total-Shareholders funds Sub-total-Chareholders funds 1333.33 Independent Independen | (b) Reserves and Surplus | | 28984.71 | 25805.92 | 25680.06 | 26238.78 |
| ### 1333.33 ### To train liabilities ### In the street of a seets ### In the street of a seet | | Sub-total-Shareholders' funds | 29932.68 | 26753.89 | 26628.03 | 27186.75 |
| ### Properties ### Pr | 2. Non-current liabilities | | | | | |
| refred tax liabilities (net) In diabilities In the Non Current Liabilities Sub-total-Non-current liabilities Sub-total-Non-current liabilities Sub-total-Non-current liabilities Sub-total-Current assets 100.00 1046.80 107.98 107.79 107.79 107.79 107.70 | (a) Long-term borrowings | | 1333.33 | 2000.00 | 3917.35 | 7250 20 |
| ### Descriptions ### Non Current Liabilities ### Non Current Liabilities ### Non Current Liabilities #### Non-Current liabilities #### Non-Current liabilities #### Ord-term borrowings ##### Sub-total-Current liabilities ##### Descriptions ######## Sub-total-Current liabilities ################################### | (b) Deferred tax liabilities (net) | | • | 140.00 | 02.1.20 | 07:00:77 |
| nt liabilities nt liabilities ort-term borrowings ort-term borrowings ort-term borrowings ort-term borrowings Sub-total-Current liabilities ort-term transities Sub-total-Current liabilities TOTAL - EQUITY AND LIABILITIES ort-term transities Sub-total-Non-current liabilities TOTAL - EQUITY AND LIABILITIES Sub-total-Non-current liabilities 18045.60 1701.00.00 1804.15 190.00 100.00 100.00 11572.83 100 46.33 Sub-total-Current assets TOTAL - ASSETS | (c) Long-term provisions | | 2264.73 | 1128.67 | 2519.92 | 1443.78 |
| Sub-total-Non-current liabilities 3598.06 17 | (a) oner won current Liabilities | | | | 822.24 | 798.89 |
| ort-term borrowings ord-term borrowings ade payables sub-total-Current liabilities 100.000 20378.40 11635.76 1635.76 100.00 1 | | Sub-total-Non-current liabilities | 3598.06 | 3268.67 | 7549.71 | 4492.87 |
| 2000.00 20378.40 17 | 3. Current liabilities | | | | | |
| 100.00 | (a) Short-term borrowings | | 2000.00 | 3401.02 | 3845 73 | 5400 20 |
| Sub-total-Current liabilities 6150.82 4 | (b) Trade payables | | 20378.40 | 17128.23 | 28208.05 | 25216 23 |
| 1635.76 26 | (c) Other current liabilities | | 6150.82 | 4740.03 | 10859.76 | 10468.07 |
| Sub-total-Current liabilities 30164.98 22 | (d) Short-term provisions | | 1635,76 | 625.24 | 1692.62 | 658.50 |
| TOTAL - EQUITY AND LIABILITIES 63695.72 Ed Assets 18045.60 | noon and an analysis and an an | Sub-total-Current liabilities | 30164.98 | 25894.52 | 44606.16 | 42341.99 |
| ed Assets ed Assets ed Assets ferred tax assets (net) 19-term loans and advances ier non-current assets 100.00 100 | | AL - EQUITY AND LIABILITIES | 63695.72 | 55917 08 | 78783 90 | 74024 64 |
| 18045.60 | ASSETS | | | | | |
| 18045.60 | 1. Non-current assets | | | | | |
| Sub-total-Current assets 9544.15 assets firety 100.00 1049.26 1632.50 1049.26 1632.50 1049.26 1632.50 1049.26 1632.50 1049.26 1632.50 1049.26 1632.50 1049.26 1632.50 1049.26 1632.60 | (a) Fixed Assets | | 18045.60 | 17606 85 | 20706 26 | 40.000 |
| assets (net) 2010 2010 2010 2010 2010 2010 2010 201 | (b) Non-current investments | | 9544.15 | 5275 63 | 67.06.197 | 166.20 |
| oans and advances urrent assets Sub-total-Non-current assets 1049.26 1632.50 26 27.151 26 11572.83 108 467.17 108 11572.83 108 107.19 108 107.108 108 108 107.108 108 107.108 108 108 108 108 108 108 108 | (c) Deferred tax assets (net) | | 100.00 | | | 100.40 |
| trent assets Sub-total-Non-current assets strents Sub-total-Current assets Sub-total-Current assets 1632.50 26.86 11572.83 106 46.7.17 647.17 107.48 107.48 108 107.49 108 107.49 108 108 108 108 108 108 108 10 | (d) Long-term foans and advances | | 1049.26 | 595.00 | 1189 12 | 632.44 |
| stments | (e) Other non-current assets | | 1632.50 | 2978.73 | 1728.41 | 3000.31 |
| 20.86 11572.83 108 11572.83 106 11572.83 106 107.19 11572.83 106 107.19 11572.83 107.19 11572.83 107.19 11572.83 107.19 11572.83 11572.83 11572.83 11572.83 11572.83 11572.83 11572.83 11572.83 11572.83 11572.83 11572.83 11572.83 11572.83 11572.83 11572.83 | | Sub-total-Non-current assets | 30371.51 | 26456.21 | 31713.78 | 32465.57 |
| 20.86 11572.83 108 11572.83 106 20019.04 164 3 advances 5 ub-total-Current assets 1071 | 2. Current Assets | | | | | |
| 11572.83 108 20019.04 164 3 advances 647.17 6 1017.98 13 Sub-total-Current assets 3333.4.21 294 TOTAL ASSETS | (a) Current Investments | | 20.86 | 21.00 | 220.83 | 220.45 |
| 20019.04 16 44.33 Sub-total-Current assets 20019.04 16 547.17 1017.98 46.33 2005.72 7078 ASSETS | (b) inventories | | 11572.83 | 10828.16 | 14211,60 | 13882.17 |
| ### 44.33 Sub-total-Current assets 1017.98 1017.98 1017.98 1017.98 1017.98 1017.98 1017.98 1017.91 | (c) Irade Receivables | | 20019.04 | 16447.43 | 25905.90 | 22330.36 |
| 333 Sub-total-Current assets 3334.21 20 TOTAL - ASSETS | (d) Cash and cash equivalents | | 647.17 | 675.82 | 2694.47 | 1265.47 |
| Sub-total-Current assets 3334.21 28 | (e) Short-term loans and advances | | 1017.98 | 1384.80 | 3983.57 | 3753.93 |
| assets 33324.21 | (1) Other current assets | | 46.33 | 103.66 | 53.75 | 103.66 |
| 27 40000 | - Annual Prince Control of the Contr | Sub-total-Current assets | 33324.21 | 29460.87 | 47070.12 | 41556.04 |
| 7/19950 | | TOTAL - ASSETS | 63695.72 | 55917.08 | 78783.90 | 74021.61 |

1. Previous Period's figures have been regrouped wherever necessary to conform to the current period's classification.

2. The Company's Operations relate to one primary segment, Automotive Components.

3. The above results have been reviewed by the Audit Committee and taken on record by the Board at its meeting held on 27th May, 2016.

4. The figures for the quarter ended 31st March 2016 and 31st March 2015 are the balancing figures between audited figures in respect of the

full financial year and the year to date figures upto the third quarter.

5. The Board of Directors has recommended a dividend of ₹ 1.00 per Equity Share of ₹ 1.00 each. The dividend is subject to approval of the shareholders in the Annual General Meeting.

6. On 27th January, 2016, the Board approved the proposal of the amalgamation with its Wholly Owned Subsidiary Company, Prico! Pune Limited, an auto component Company, w.e.f. April 1, 2015 ("Appointed Date"), subject to all relevant approvals.

ICSI Membership No. F7897 T.G. Thamizhanban Company Secretary

Coimbatore 27th May,2016

VIKRAM MOHAN

By order of the Board

Managing Director DIN: 00089968

FORM A (for audit report with unmodified opinion)

| 1. | Name of the Company: | Pricol Limited |
|----|--|--|
| 2. | Annual financial statements for the year ended | Standalone financial statements for the year ended 31 st March 2016 |
| 3. | Type of Audit observation | Un-qualified |
| 4. | Frequency of observation | Repetitive |

Vikram Mohan Managing Director

DIN: 00089968

For Haribhakti & Co.LLP Chartered Accountants

ICAI Firm Regn.No.103523W

C.S.Sathyanarayanan

Partner

Membership No.028328

S.Shrinivasan

Chief Financial Officer

2. Vidhja Shanker

R.Vidhya Shankar

Audit Committee Chairman

DIN: 00002498

FORM A (for audit report with unmodified opinion)

| 1. | Name of the Company: | Pricol Limited |
|----|--|---|
| 2. | Annual financial statements for the year ended | Consolidated financial statements for the year ended 31 st March 2016 |
| 3. | Type of Audit observation | Un-qualified |
| 4. | Frequency of observation | Repetitive |

Vikram Mohan

Managing Director DIN: 00089968

For Haribhakti & Co.LLP Chartered Accountants ICAI Firm Regn.No.103523W

C.S.Sathyanarayanan

Partner

Membership No.028328

Sperimo

S.Shrinivasan

Chief Financial Officer

R. Vidhja Shanker

R.Vidhya Shankar

Audit Committee Chairman

DIN: 00002498

Chartered Accountants

Auditor's Report on Annual Standalone Financial Results of the Company Pursuant to Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

To The Board of Directors Pricol Limited

- 1. We have audited the accompanying Statement of Annual Standalone Financial Results of Pricol Limited ('the Company') for the year ended 31-03-2016 ("the Statement"), being submitted by the Company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. This Statement is the responsibility of the Company's management and has been approved by the Board of Directors. This Statement has been prepared on the basis of the annual financial statements. Our responsibility is to express an opinion on this Statement, based on our audit of such annual financial statements, which have been prepared in accordance with the Accounting Standards specified under Section 133 of the Companies Act, 2013 ('the Act') read with Rule 7 of the Companies (Account) Rules, 2014 and other accounting principles generally accepted in India.
- 2. We conducted our audit of the Statement in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the Statement is free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts disclosed in the Statement. An audit also includes assessing the accounting principles used and significant estimates made by management.



CERTIFIED TRUE COPY

for pricol limited

T.G. Thamizhanban Company Secretary ICSI Membership No. F7897

Chartered Accountants

- 3. We believe that the audit evidences obtained by us is sufficient and appropriate to provide a reasonable basis for our opinion on the Statement.
- 4. In our opinion and to the best of our information and according to the explanations given to us the Statement:
 - (i) is presented in accordance with the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015; and
 - (ii) gives a true and fair view of the net profit and other financial information of the Company for the year ended 31-03-2016.
- 5. The Statement includes the results for the Quarter ended March 31, 2016, being the balancing figure between audited figures in respect of full financial year and the published year to date figures up to the third quarter of the current financial year which were subject to limited review by us.

For Haribhakti & Co. LLP

Chartered Accountants

ICAI Firm Registration No. 103523W

CS Sathyanarayanan

Partner

Membership No.: 028328

CERTIFIED TRUE COPY
for pricol limited

COIMBATOL

Coimbatore

27th May 2016

T.G. Thamizhanban Company Secretary

ICSI Membership No. F7897

Chartered Accountants

Auditor's Report on Annual Consolidated Financial Results of the Company Pursuant to Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

The Board of Directors Pricol Limited

- 1. We have audited the accompanying Statement of Annual Consolidated Financial Results of Pricol Limited ('the Holding Company') and its subsidiaries (the Holding Company and its subsidiaries together referred to as 'the Group') for the year ended 31st March, 2016 ("the Statement"), being submitted by the Holding Company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. This Statement is the responsibility of the Company's management and has been approved by the Board of Directors. This Statement has been prepared on the basis of the annual consolidated financial statements. Our responsibility is to express an opinion on this Statement based on our audit of such annual consolidated financial statements, which have been prepared in accordance with the Accounting Standards specified under Section 133 of the Companies Act, 2013 ('the Act') read with Rule 7 of the Companies (Account) Rules, 2014 and other accounting principles generally accepted in India.
- 2. We conducted our audit of the Statement in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the Statement is free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts disclosed in the Statement. An audit also includes assessing the accounting principles used CERTIFIED TRUE COPY and significant estimates made by management.

for pricol limited

T.G. Thamizhanban Company Secretary ICSI Membership No. F7897

Haribhakti & Co. LLP, Chartered Accountants Regn. No. AAC- 3768, a limited liability partnership registered in India (converted on 17th June, 2014 from firm Haribhakti & Co. FRN: 103523W)

Shree Shanmugappriya, 2nd Floor, 454, Ponnaiyan Street, Crosscut Road, Gandhipuram, Coimbatore - 641 012, India. Tel: +91 (422) 2237793 / 2238793 Fax: +91 (422) 2233793

ed Accoun

Registered Office: 705, Leela Business Park, Andheri-Kurla Road, Andheri (E), Mumbai - 400 059, India. Other Offices: Ahmedabad, Bengaluru, Chennai, Hyderabad, Kolkata, Mumbai, New Delhi, Pune.

- 3. We believe that the audit evidences obtained by us and obtained by the other auditors in terms of their report referred to in paragraph 7 below, is sufficient and appropriate to provide a reasonable basis for our opinion on the Statement.
- 4. In our opinion and to the best of our information and according to the explanations given to us, and on consideration of the reports of the other auditors, the Statement:
 - (i) includes the annual financial results of the following entities:

| Sr. No. | Name of the Entity | Relationship |
|---------|--|-----------------------------|
| 1 | Integral Investments Limited | Subsidiary |
| 2 | Pricol Espana S.L. Spain | Subsidiary |
| 3 | Pricol Do Brasil Componentes Automotivos | Subsidiary of Pricol Espana |
| | LtdA, Brazil | S.L. Spain |
| 4 | Pricol Asia Pte. Limited, Singapore | Subsidiary |
| 5 | PT Pricol Surya, Indonesia | Subsidiary |
| 6 | Pricol Pune Limited (formerly known as Johnson Controls Pricol Private Limited) | Subsidiary |

- (ii) is presented in accordance with the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015; and
- (iii) gives a true and fair view of the consolidated net profit and other financial information of the Group for the year ended 31-03-2016.
- 5. We did not audit the financial statements of 3 subsidiaries included in Statement, whose financial statements reflects total assets of Rs.17712.72 Lacs as at 31st March, 2016, total revenues of Rs.34280.86 Lacs and total loss of Rs. 4659.32 Lacs for the year ended on that date, as considered in the Statement. These financial statements have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the Statement, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries is based solely on the reports of the other auditors.

COIMBATORE

ed Accou

CERTIFIED TRUE COPY for prical limited

Chartered Accountants

6. We did not audit the financial statements of 1 subsidiary included in the Statement, whose financial statements reflects total assets of Rs.3184.81 Lacs as at 31st March, 2016, total revenues of Rs.103.71 Lacs and total loss of Rs.29.64 Lacs for the year ended on that date, as considered in the Statement. These financial statements are not audited by their auditors and have been furnished to us by the Management and our opinion on the Statement, in so far as it relates to the amounts and disclosures included in respect of this subsidiary, is based solely on such unaudited financial statements. According to the information and explanations given to us by the Management, these financial statements are not material to the Group.

For Haribhakti & Co. LLP Chartered Accountants

ICAI Firm Registration No.103523W

CS Sathyanarayanan

Partner

Membership No.: 028328

Coimbatore 27th May 2016 COIMBATORE & COUNTRIES

CERTIFIED TRUE COPY

for pricol limited

T.G. Thamizhanban Company Secretary ICSI Membership No. F7897



Pricol standalone revenues grow 18.6% in FY 2015-16

Consolidated Revenues cross INR 1,447.86 Crores

Coimbatore (India), May 27, 2016: Pricol Limited (BSE: 526109 / NSE: PRICOL), a leading manufacturer of automotive components for the global automotive market, announced its fourth quarter and annual results for FY 2015-16 today. The growth in Revenue was predominantly due to new order wins across business categories. Standalone revenues for this year (FY 2015-16) grew by 18.6% Y-o-Y stood at INR 1,126.51 Crores as against INR 949.66 Crores in the same period last year. Earnings Before Interest Taxes Depreciation and Amortization (EBITDA) margins stood at 10.1% as against 2.7% (nearly 4 fold increase) in the same period last year. EBITDA for the Financial Year 2015-16 were at INR 113.65 Crores as against INR 25.29 Crores in FY 2014-15.

. Business Performance

Revenue:

- Standalone:
- Income from operations for the Q4 FY 2015-16 increases by 11.3% over Q3 FY 2015-16.
- Annual Income from operations for FY 2015-16 increases by 18.6% over FY 2014-15.
- Consolidated:
- Income from operations for the FY 2015-16 increases by 26.64% to INR 1,447.86 Crores as against INR 1,143.32 Crores in FY 2014-15.

Dividend Declaration:

The Board of Directors have recommended a dividend of INR 1 per equity Share of INR 1 each held.

New business wins:

- Instrument Clusters for newly launched Two wheelers such as Royal Enfield Himalayan, Yamaha Fascino, Bajaj Avenger 220 cc Oil-cooled
- Instrument Clusters for Ashok Leyland new generation school buses, Mahindra Jeeto.
- Speed & Fuel Level Sensors for Hero Duet & Hero Maestro, TVS Apache 200 RTR, Honda Activa and VECV pro series
- Water Pump & Oil Pump for Four Wheeler Renault Kwid, and Two Wheeler TVS Apache 200 RTR





Financial Results for the Quarter and Year ended March 31, 2016

| THE PRINTED TO SERVICE THE PRINTED THE PRINTED TO SERVICE THE PRINTED THE PRINT | - Personal Property Company | Standalone | alone | - 00-0-100 | Consolidated | olidated |
|--|-----------------------------|------------|-----------|------------|--------------|--------------|
| | Quarter | Quarter | Year | Year | Year | Year |
| Particulars | Ended | Ended | Ended | Ended | Ended | Ended |
| | 31st | 31st | 31st | 31st | 31st | 31st |
| | March | March | March | March | March | March |
| The state of the s | 2016 | 2015 | 2016 | 2015 | 2016 | 2015 |
| | Unaudited | lited | | Audited | ited | and the same |
| Total Income from Operations (net) | 34285.25 | 22917.30 | 112650.96 | 94966,43 | 144786.04 | 114332.24 |
| Profit / (Loss) from ordinary activities before exceptional items & Tax | 3557.72 | (1652.32) | 7016.79 | (1785.49) | 3503.68 | (6497.27) |
| Exceptional Items | 1 | 1134.62 | (1001.62) | (467.68) | (453.06) | 2407.70 |
| Net Profit / (Loss) from ordinary activities after tax & Exceptional Items | 2206.63 | (240.02) | 4319.74 | (1799.72) | 127.15 | (3600.87) |
| Net Profit / (Loss) for the period after tax (after Extra ordinary items) | 2206.63 | (240.02) | 4319.74 | (1799.72) | 127.15 | (3600.87) |
| Paid-up-Equity Share Capital (Face Value of INR 1/- each) | 947.97 | 947.97 | 947.97 | 947.97 | 947.97 | 947.97 |
| Reserves (excluding Revaluation Reserves as shown in the balance sheet of previous year) | 7.77.7786 | - West | 28984.71 | 25805.92 | 25680.06 | 26238.78 |

| Earnings per share (before and after Extraordinary Items) of | | To the same of the | | | | |
|--|-------------|--|---|--------|------|--------------|
| INR 1/- each (not annualised) : | | | | | | |
| Basic | 2.33 | (0.25) | 4.56 | (1.90) | 0.13 | (3.80) |
| Diluted | 2.33 | (0.25) | 4.56 | (1.90) | 0.13 | (3.80) |
| TOTAL AND THE STATE OF THE STAT | | • | | | | |
| | Page 2 of 3 | | | | 33 | 1000 1000 |
| Andrew Control of the | | *************************************** | *************************************** | | | 0 |
| | | | | | 200 | |



. Management Statement

boosting these numbers, conforming to our expectations. This year has been significant for Pricol Limited as we unveiled our new brand identity, scripted our Vision 2020 and have seen very positive results. With an optimistic business environment, increasing confidence in the market, anticipated growth Speaking on the occasion, Mr. Vikram Mohan, Managing Director, Pricol Limited said, "We have seen positive results in FY 2015-16 with the last quarter in investment in infrastructure and an encouraging monsoon forecast, we are confident to continue this growth momentum."

III. About Pricol

superior products across two, three and four wheelers, commercial vehicles, tractors, and construction & industrial tooling segments across the global market. The company's performance is driven by over 38 patents, 8 manufacturing units and 7 business offices across the globe including India, Indonesia, Pricol Limited a leading manufacturer of automotive components for the global automotive market, thrives on innovation, cutting edge technology and Brazil, USA, Germany, Singapore and Japan. For further information on the organisation and its products, please visit http://www.pricol.com/

For Media and Investor related info, please contact:

| Sneha Gupta/ G. Murugan | Venkatesan/ Sudeep Dhava Kumar |
|--------------------------------------|---|
| Mob: +91 98402 72063/ +9198412 78904 | Mob: +91 98402 72063/ +9198412 78904 Mob: +91 95009 03202 / +91 97893 49988 |
| Email: sneha.gupta@2020msl.com/ | Email: |
| murugan.g@2020msl.com | Venkatesan.kalyanasundaram@pricol.co.in |
| | sudeep.dhavakumar@pricol.co.in |
| | |

