PRICOL LIMITED
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CIN: L34200TZ2011PLC022194

CUSTOMERS EMPLOYEES SHAREHOLDERS SUPPLIERS

PL/SEC/TGT/2026-2027/117 Friday, 13th November 2026

Listing Department **National Stock Exchange of India Limited** "Exchange Plaza', C-1, Block G Bandra-Kurla Complex, Bandra (E), Mumbai - 400051	Corporate Relationship Department **BSE Limited** 1st Floor, New Trading Ring Rotunda Building, P J Towers, Dalal Street, Fort, Mumbai 400 001
Scrip Code: PRICOLLTD	Scrip Code: 540293

Dear Sir/Madam,

Sub: Intimation under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI Listing Regulations").

Pursuant to Regulation 30 of the SEBI Listing Regulations, we hereby inform that the Board of Directors of Pricol Limited ("**Company**"), at its meeting held on 13 November 2026, has approved the execution of a share purchase agreement ("**Share Purchase Agreement**") amongst Topaz Terrace Investments (an affiliate entity of Warburg Pincus LLC) ("**Acquirer**"), the following members of the promoter and promoter group of the Company namely, Mr. Vijay Mohan, Mr. Vikram Mohan and Mrs. Vanitha Mohan (Promoters), and Mr. Viren Mohan, Ms. Manasa Mohan, Ms. Madhura Mohan, Pricol Holdings Private Limited, Pricol Engineering Industries Private Limited, Shrimay Enterprises Private Limited and Pricol Logistics Private Limited (collectively, the "**Sellers**"), the Company and Pricol Autotech Limited ("**Pricol Autotech**"), in relation to the proposed sale of an aggregate of 4,69,34,833 (Four Crore Sixty-Nine Lakhs Thirty-Four Thousand Eight Hundred Thirty-Three) equity shares corresponding to 38.51% (thirty eight point five one percent) of the paid-up equity share capital of Pricol Autotech, on a fully diluted basis, to be collectively held by the Sellers pursuant to the allotment of equity shares of Pricol Autotech to the Sellers in terms of the Scheme of Demerger (*defined below*) to the Acquirer ("**Proposed Transaction**").

As intimated earlier vide our letter dated 27 June 2026, the Boards of Directors of the Company and Pricol Autotech had, on 27 June 2026, approved a scheme of arrangement between the Company and Pricol Autotech and their respective shareholders and creditors under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013, which provides, *inter alia*, for the demerger of the Driver Information & Connected Vehicle Solutions (DICVS) Business (*as defined in the Scheme of Demerger*) of the Company into Pricol Autotech and, in consideration, the issue of 1 (one) fully paid-up equity share of Pricol Autotech of face value INR 1 each for every 1 (one) fully paid-up equity share of the Company of face value INR 1 each held by the shareholders of the Company ("**Scheme of Demerger**").

ISO 14001 ISO 45001 BUREAU VERITAS Certification
UKAS ENVIRONMENTAL MANAGEMENT 008
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The details regarding the Proposed Transaction as required under Regulation 30 of the SEBI Listing Regulations read with SEBI master circular dated January 30, 2026, bearing reference no. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 ("**Master Circular**") are enclosed as the 'Annexures' to this letter.

Please also find attached a press release in relation to the Proposed Transaction.

We request you to kindly acknowledge the above information on record.

Thanking you

Yours faithfully,
For Pricol Limited

T G THAMIZHANBAN
Digitally signed by T G THAMIZHANBAN
Date: 2026.11.13 22:16:29 +05'30'

T.G.Thamizhanban
Company Secretary
ICSI M.No: F7897

Encl. As above

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ANNEXURE

PART A – Details required under Regulation 30 read with Clause 5A of Para A of Part A of Schedule III to the SEBI Listing Regulations and the Master Circular are as under:

S. NO.	PARTICULARS	DETAILS
1.	If the listed entity is a party to the agreement, details of the counterparties (including name and relationship with the listed entity)	The Company is a party to the Share Purchase Agreement, the execution of which was approved by the Board of Directors of the Company at its meeting held on 13 November 2026. The parties to the Share Purchase Agreement are: (i) Acquirer; (ii) the Sellers being certain members of the promoter and promoter group of the Company, namely Mr. Vijay Mohan, Mr. Vikram Mohan and Mrs. Vanitha Mohan (Promoters), and Mr. Viren Mohan, Ms. Manasa Mohan, Ms. Madhura Mohan, Pricol Holdings Private Limited, Pricol Engineering Industries Private Limited, Shrimay Enterprises Private Limited and Pricol Logistics Private Limited; (iii) the Company; and (iv) Pricol Autotech. The Acquirer, a company incorporated under the laws of The Netherlands, is not related to the Company.
2.	If the listed entity is not a party to the agreement: (i) name of the party entering into such an agreement and the relationship with the listed entity; (ii) details of the counterparties to the agreement (including name and relationship with the listed entity); (iii) date of entering into the agreement	Not applicable, as the Company is a party to the Share Purchase Agreement.
3.	Purpose of entering into the agreement	The Share Purchase Agreement records the terms on which the Sellers will sell, and the Acquirer will acquire, 4,69,34,833 (Four Crore Sixty-Nine Lakhs Thirty-Four Thousand Eight Hundred Thirty-Three) equity shares of Pricol Autotech to be allotted to the Sellers under the Scheme of Demerger, aggregating to 38.51% (thirty eight point five one percent) of the total issued and paid-up share capital of Pricol Autotech on a fully diluted basis.

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S. NO.	PARTICULARS	DETAILS
4.	Shareholding, if any, in the entity with whom the agreement is executed	The Company does not hold any shares in the Acquirer or any of the Sellers. Currently, and prior to the effectiveness of the Scheme of Demerger, Pricol Autotech is a wholly owned subsidiary of the Company. Pricol Autotech does not hold shares in any of the parties to the Share Purchase Agreement. For completeness, please note that pursuant to the Scheme of Demerger, the Company will not hold any shares in Pricol Autotech.
5.	Significant terms of the agreement (in brief)	The Sellers have entered into the Share Purchase Agreement with the Acquirer wherein the Acquirer shall acquire from the Sellers 4,69,34,833 (Four Crore Sixty-Nine Lakhs Thirty-Four Thousand Eight Hundred Thirty-Three) equity shares aggregating to 38.51% (thirty eight point five one percent) of the paid-up equity share capital of Pricol Autotech on a fully diluted basis. Amongst other things, the Share Purchase Agreement contains customary stand still provisions, warranties and indemnities being provided by the Sellers, subject to customary limitations and caps, and certain non-compete obligations on the Sellers and the Company for a specified period. The proposed acquisition will be completed after: (i) the ongoing Scheme of Demerger between Pricol Limited and Pricol Autotech becomes effective, and the equity shares of Pricol Autotech are listed; (ii) expiry of the offer period pursuant to the open offer to be made by the Acquirer in accordance with the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("**Open Offer**"), upon listing of the equity shares of Pricol Autotech on BSE Limited and National Stock Exchange of India Limited (collectively, "**Stock Exchanges**"); and (iii) completion of such conditions precedent as agreed between the parties, including the approval of the Competition Commission of India.
6.	Extent and the nature of impact on management or control of the listed entity	Not Applicable, as there will be no impact on the management and control of the Company. However, please note that pursuant to the consummation of the Proposed Transaction, the Acquirer will acquire control over Pricol Autotech, and the Sellers will cease to be in control of Pricol Autotech and will seek reclassification from the promoter and promoter group category of Pricol Autotech, subject to applicable law.

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S. NO.	PARTICULARS	DETAILS
7.	Details and quantification of the restriction or liability imposed upon the listed entity	Please see response #5 above.
8.	Whether, the said parties are related to promoter/promoter group/ group companies in any manner. If yes, nature of relationship	The Sellers are the members of the promoter and promoter group of the Company. Pricol Autotech is a wholly owned subsidiary of the Company. The Acquirer is not related to the promoters, promoter group or group companies of the Company. For completeness, please note that pursuant to the Scheme of Demerger, the Company will not hold any shares in Pricol Autotech.
9.	Whether the transaction would fall within related party transactions? If yes, whether the same is done at "arm's length"	Pricol Autotech is a wholly owned subsidiary of the Company. However, the Proposed Transaction would not fall within the scope of related party transaction.
10.	In case of issuance of shares to the parties, details of issue price, class of shares issued	Not applicable.
11.	Any other disclosures related to such agreements, viz., details of nominee on the board of directors of the listed entity, potential conflict of interest arising out of such agreements, etc.	Not applicable.
12.	In case of rescission, amendment or alteration, listed entity shall disclose additional details to the stock exchange(s): (i) name of parties to the agreement; (ii) nature of the agreement;	Not applicable.

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S. NO.	PARTICULARS	DETAILS
	(iii) date of execution of the agreement; (iv) details and reasons for amendment or alteration and impact thereof (including impact on management or control and on the restriction or liability quantified earlier); (v) reasons for rescission and impact thereof (including impact on management or control and on the restriction or liability quantified earlier).	

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PART B- Details required under Regulation 30 read with Clause 1 of Para A of Part A of Schedule III to the SEBI Listing Regulations and the Master Circular are as under:

S. NO.	PARTICULARS	DETAILS
1.	The amount and percentage of the turnover or revenue or income and net worth contributed by such unit or division or undertaking or subsidiary or associate company of the listed entity during the last financial year	Pricol Autotech Limited ("**Pricol Autotech**") was incorporated on 21 February 2026, hence its turnover details are not applicable for the last financial year. Upon effectiveness of the Scheme of Demerger and listing of equity shares, Pricol Autotech will be an independent listed company. Please refer to our letter dated 27 June 2026 in relation details of the DICVS Business (which will vest in Pricol Autotech upon effectiveness of the Scheme of Demerger).
2.	Date on which the agreement for sale has been entered into	13 November 2026
3.	The expected date of completion of sale/ disposal	The Proposed Transaction will be completed after: (i) the ongoing Scheme of Demerger by and among Pricol Limited ("**Company**") and Pricol Autotech becomes effective, and the equity shares of Pricol Autotech are listed on BSE Limited and National Stock Exchange of India Limited (collectively, "**Stock Exchanges**"); (ii) expiry of the offer period pursuant to the open offer to be made by the Acquirer in accordance with the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("**Open Offer**") upon listing of the equity shares of Pricol Autotech on the Stock Exchanges; and (iii) completion of such conditions precedent as agreed between the parties, including the approval of the Competition Commission of India.
4.	Consideration received from such sale/disposal	The Company will not receive any consideration pursuant to the Proposed Transaction. The consideration pursuant to the Proposed Transaction will be received by the sellers being the following members of the promoter and promoter group of the Company namely, Mr. Vijay Mohan, Mr. Vikram Mohan and Mrs. Vanitha Mohan (Promoters), and Mr. Viren Mohan, Ms. Manasa Mohan, Ms. Madhura Mohan, Pricol Holdings Private Limited, Pricol Engineering Industries Private Limited, Shrimay Enterprises Private Limited and Pricol Logistics Private Limited (collectively, "**Sellers**"), who will be selling their entire stake in Pricol Autotech to the Acquirer.

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S. NO.	PARTICULARS	DETAILS
		For completeness, the aggregate consideration payable for the sale by the Sellers of their entire stake of Pricol Autotech of 38.51% (to be issued to the Sellers pursuant to the Scheme) is up to INR 1,663.07 Crores (Indian Rupees One Thousand Six Hundred and Sixty Three Crores and Seven Lakhs) subject to the terms of the Share Purchase Agreement.
5.	Brief details of buyers and whether any of the buyers belong to the promoter/ promoter group/group companies. If yes, details thereof	The Acquirer is Topaz Terrace Investments B.V. (an affiliate entity of Warburg Pincus LLC), a company incorporated under the laws of The Netherlands. The Acquirer does not belong to the promoter, promoter group or group companies of the Company. Pursuant to the consummation of the Proposed Transaction and the completion of the Open Offer, the Acquirer will acquire control over Pricol Autotech, and the Sellers will cease to be in control of Pricol Autotech and will seek reclassification from the promoter and promoter group category of Pricol Autotech in terms of applicable law.
6.	Whether the transaction would fall within related party transactions? If yes, whether the same is done at "arm's length	Pricol Autotech is a wholly owned subsidiary of the Company. However, the Proposed Transaction would not fall within the scope of related party transaction.
7.	Whether the sale, lease or disposal of the undertaking is outside Scheme of Arrangement? If yes, details of the same including compliance with regulation 37A of the SEBI Listing Regulations	Not applicable as the Sellers will be selling their shareholding in Pricol Autotech to the Acquirer.
8.	Additionally, in case of a slump sale, indicative disclosures provided for amalgamation/merger	Not Applicable.

PRESS RELEASE

Pricol and Warburg Pincus Jointly Announce Agreement for Promoter Stake Sale in Pricol Autotech Limited

- Pricol announced the proposed demerger of its Driver Information and Connected Vehicle Solutions (DICVS) business into Pricol Autotech Limited through a scheme of arrangement on 27th June 2026.
- Warburg Pincus to acquire the Pricol promoter group's entire 38.51% stake in Pricol Autotech Limited, following the proposed demerger and listing of Pricol Autotech Limited.
- Warburg Pincus to launch a mandatory open offer to Pricol Autotech Limited's public shareholders following completion of the demerger and listing on NSE and BSE, in accordance with applicable SEBI regulations.
- This transaction will build on Pricol's strong legacy and accelerate Pricol Autotech Limited's next phase of growth, expanding its capabilities in instrument clusters, connected vehicle and e-cockpit solutions, with the ambition to build a broader automotive electronics business.
- Following the proposed demerger, the Actuation, Control and Fluid Management Systems (ACFMS) business will continue to operate under Pricol Limited, while the Polymer business will continue to operate through Pricol's wholly owned subsidiary Pricol Precision Products Private Limited. Both businesses will remain under the ownership and management of the current promoter group, the Mohan family, with no change in their shareholding.

Coimbatore / Mumbai, India, 13 November 2026 — Pricol Limited ("Pricol"), a leading Indian automotive technology and precision components company, and Warburg Pincus, the pioneer of global growth investing, today jointly announced that Warburg Pincus has entered into definitive agreements with Pricol's promoters to acquire their entire 38.51% shareholding in Pricol Autotech Limited ("Pricol Autotech" or the "Company") following the proposed demerger of Pricol's Driver Information & Connected Vehicle Solutions ("DICVS") business into Pricol Autotech. The proposed acquisition is subject to the demerger becoming effective and requisite regulatory and other approvals.

The proposed transaction represents an important next chapter for a business built by Pricol's promoters and management over five decades. With a strong foundation in product innovation, engineering capabilities and trusted relationships with leading vehicle manufacturers, Pricol Autotech is expected to benefit from Warburg Pincus long-term investment approach, deep sector expertise and global network as it explores opportunities in Indian and international markets.

Pricol Autotech will house the DICVS business, one of India's leading providers of driver information systems and automotive electronics, including instrument clusters, telematics, sensors and e-cockpit solutions. It serves original equipment manufacturers (OEMs) across two-wheelers, three-wheelers, four-wheelers, commercial vehicles and off-highway segments.

The DICVS business reported approximately INR 2,400 crore in revenue in FY26, representing around 60% of Pricol's consolidated revenue.

Vikram Mohan, Chairman and Managing Director of Pricol Limited, said, "Over five decades, Pricol has grown from a small Coimbatore factory into a trusted technology partner to vehicle manufacturers, with our driver information and connected vehicle business at the heart of that journey. The proposed demerger will give Pricol Autotech the focus and independence to realise its full potential. We believe Warburg Pincus, with its long and storied history both in India and globally, extensive resources, global connections and deep automotive sector expertise, is the right custodian to take the business forward into the next phase of its growth story. We are proud of what our people have built and confident that we are placing Pricol Autotech in capable hands for its next chapter of growth. We will continue to focus on growing the businesses of Pricol Limited to achieve greater success."

Anish Saraf, Managing Director at Warburg Pincus, said, "We are grateful to Vikram Mohan and the Pricol promoters for the trust they have placed in us. They and the management team have built an exceptional business with deep OEM relationships, strong engineering and product development capabilities, and a respected position in India's automotive industry. We recognise the responsibility that comes with building on this legacy. We look forward to partnering with Pricol Autotech's management and employees to support the Company's long-term ambitions and expand its presence in India and internationally."

Swapnil Sinha, Managing Director at Warburg Pincus, said, "The automotive components sector has for long been an area of focus for Warburg Pincus in India. We see compelling opportunities in automotive electronics as vehicle technology becomes increasingly sophisticated. Our aim is to support Pricol Autotech's evolution into a leading automotive electronics platform through investment in technology and talent, expansion of capabilities and customer relationships, and disciplined strategic acquisitions. We are excited to work with the management team as it builds on the strong foundation established by Pricol."

Transaction overview

On 27 June 2026, Pricol's Board of Directors approved a Scheme of Arrangement for the demerger of its DICVS business into Pricol Autotech. Under the Scheme, eligible Pricol shareholders are expected to receive one equity share of Pricol Autotech for each equity share held in Pricol Limited, and Pricol Autotech is proposed to be listed on the National Stock Exchange of India (NSE) and BSE Limited (BSE). Following the demerger, Pricol Limited will continue to operate its Actuation, Control & Fluid Management Systems and Precision Products businesses.

Following the Scheme becoming effective, Warburg Pincus will make a mandatory open offer to public shareholders and complete the acquisition of promoter's stake to become Pricol Autotech's largest shareholder. Per applicable SEBI regulations, the open offer will be to acquire up to an additional 26% of the Company's share capital. The Scheme and proposed transaction remain subject to applicable approvals and conditions, including, as relevant, approvals from shareholders, creditors, stock exchanges, SEBI, the National Company Law Tribunal and the Competition Commission of India.

Advisors

For the promoters: Veda Corporate Advisors acted as exclusive financial advisors, Khaitan & Co and Ramani & Shankar Advocates acted as legal advisors.

For Warburg Pincus: AZB & Partners acted as legal advisor and Alvarez & Marsal India Private Limited acted as financial and operations advisors.

About Pricol Limited

Pricol Limited (BSE: 540293, NSE: PRICOLLTD) is one of India's leading automotive technology, solutions and precision engineered products and solutions Company headquartered in Coimbatore, India, since commencing operations in 1975, the Company has evolved into an established brand in the global automotive industry. Through its customer-centric approach and continued innovation in product and process technology, Pricol has become a preferred partner to many leading automotive OEMs worldwide. The Company's operations comprise the following three verticals:

1. Driver Information and Connected Vehicle Solutions (DICVS)
2. Actuation, Control and Fluid Management Systems (ACFMS)
3. Precision and Polymer Products (P3L)

For more information, visit www.pricol.com

About Pricol Autotech Limited

Under the proposed demerger of Pricol Limited, the Driver Information and Connected Vehicle Solutions (DICVS) portfolio will be transferred to Pricol Autotech Limited, which is expected to become an independent, listed company, providing a dedicated platform for strategic growth initiatives and long-term value creation.

About Warburg Pincus

Warburg Pincus LLC is the pioneer of global growth investing. A private partnership since 1966, the firm has the flexibility and experience to focus on helping investors and management teams achieve enduring success across market cycles. Today, the firm has more than $110 billion in assets under management and more than 225 companies in its active portfolio, diversified across stages, sectors and geographies. Warburg Pincus has invested in more than 1,100 companies across its private equity, real estate and capital solutions strategies. The firm is headquartered in New York with more than 15 offices globally.

For more information, visit www.warburgpincus.com

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