

NOTICE

NOTICE IS HEREBY GIVEN THAT THE 41ST ANNUAL GENERAL MEETING OF THE MEMBERS OF PRITIKA AUTO INDUSTRIES LIMITED WILL BE HELD AT ITS REGISTERED OFFICE SITUATED AT PLOT NO. C-94, PHASE-VII INDUSTRIAL FOCAL POINT, S.A.S. NAGAR, MOHALI, PUNJAB -160055 ON WEDNESDAY, 29TH SEPTEMBER, 2021 AT 10.00 A.M. TO TRANSACT FOLLOWING BUSINESS

ORDINARY BUSINESS:

ITEM NO. 1 – ADOPTION OF FINANCIAL STATEMENTS

To consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2021 and the reports of the Board of Directors and auditors thereon.

ITEM NO. 2 – ADOPTION OF CONSOLIDATED FINANCIAL STATEMENTS

To consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2021 and the reports of the auditors thereon.

ITEM NO. 3 - APPOINTMENT OF MR. AJAY KUMAR AS A DIRECTOR LIABLE TO RETIRE BY ROTATION

To appoint a director in place of Mr. Ajay Kumar (DIN:02929113) who retires by rotation and, being eligible, seeks reappointment.

SPECIAL BUSINESS:

ITEM NO. 4: - RATIFICATION OF REMUNERATION OF COST AUDITOR

To consider and if thought fit, to pass, with or without modifications, the following resolution as an Ordinary Resolution.

“RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013, Companies (Cost Records and Audit) Rules 2014 and the Companies (Audit and Auditors) Rules, 2014 (including statutory modifications or re-enactment thereof, for the time being in force), payment of remuneration of Rs. 65,000 and applicable taxes and out of pocket expenses , if any, to M/s. Khushwinder Kumar & Co., Cost Accountants (Registration Number 100123), the Cost Auditor appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year ending 31 March 2022, be and is hereby approved.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

ITEM NO. 5: RE-APPOINTMENT OF MR. SUBRAMANIYAM BALA (DIN: 00461697) AS INDEPENDENT DIRECTOR

To consider and, if thought fit, to pass with or without modification, if any, the following resolution as Special Resolution

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013, and the rules made there under, including any amendment, modification, variation or re-enactment thereof read with Schedule IV to the Companies Act, 2013, and the applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and amendments thereto, for the time being in force, based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the company and considering the report of his performance evaluation, Mr. Subramaniyam Bala (holding DIN 00461697), who was appointed as an Independent Director of the company for a term of one year up to 28/8/2021 and is eligible for being reappointed as an independent director and in respect of whom a notice in writing pursuant to section 160 of the Act has been received in the prescribed manner, be and is hereby re-appointed as an independent director on the Board of the company for a second term of five consecutive years effective from 29/8/2021 to 28/8/2026 and that he shall not be liable to retire by rotation.

Resolved Further that pursuant to the provisions of section 149, 197 and other applicable provisions of the Act and rules made there under, Mr. Subramaniyam Bala be paid such fees and remuneration as the Board may approve from time to time and subject to such limits, prescribed or as may be prescribed from time to time”

ITEM NO. 6: APPROVAL OF THE MATERIAL RELATED PARTY TRANSACTIONS WITH PRITIKA INDUSTRIES LTD.

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 188 of the Companies Act, 2013 (Act) and other applicable provisions, if any, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended from time to time, Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), Company's policy on Related Party Transactions and in continuation of approval of Audit Committee and Board of Directors dated 14th August, 2021, approval of Shareholders be and is hereby accorded for entering into/continue the agreements/contract(s)/ arrangement(s)/ transaction(s) with Pritika Industries Ltd. (CIN: U85100PB1997PLC038216), the related party of the company within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the Listing Regulations 2015, for the Financial year 2022-23, with relation to i) purchase and sale of Auto components/ parts, castings, scrap; ii) availing/providing services; iii) doing and/or getting done job work; iv) reimbursement of expenses; v) payment of dividend on investment in securities; vi) taking/giving inter-corporate loans/advances; vii) selling/disposing/buying/leasing property of any kind (hereinafter collectively referred to as 'related party transactions') for the Cumulative value of transactions not exceeding Rs.200.00 crore, on the terms and conditions mentioned in the explanatory statement, provided herein, however that the contracts, agreements, arrangements and transactions so carried out shall be at arm's length basis and in Company's ordinary course of business.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to settle any question, difficulty or doubt that may arise and to undertake all such acts, deeds, matters and things to finalize and execute such documents, deeds, agreements, arrangements and writings as may be deemed necessary, proper and desirable in its absolute discretion to give effect to the aforesaid Resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers conferred on it by or under this Resolution to any Committee of Directors of the Company or to any one or more Directors of the Company or any other officer(s) or employee(s) of the Company as it may consider appropriate in order to give effect to this Resolution.”

ITEM NO. 7: APPROVAL OF THE MATERIAL RELATED PARTY TRANSACTIONS WITH PRITIKA ENGINEERING COMPONENTS PVT. LTD.

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 188 of the Companies Act, 2013 (Act) and other applicable provisions, if any, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended from time to time, Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), Company's policy on Related Party Transactions and in continuation of approval of Audit Committee and Board of Directors dated 14th August, 2021 approval of Shareholders be and is hereby accorded for entering into/continue the agreements/contract(s)/ arrangement(s)/ transaction(s) with Pritika Engineering Components Pvt. Ltd. (CIN: U28999PB2018PTC047462), the related party of the company within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the Listing Regulations 2015, for the Financial year 2022-23, with relation to i) purchase and sale of Auto components/ parts, castings, scrap; ii) availing/providing services; iii) doing and/or getting done job work; iv) reimbursement of expenses; v) taking/giving inter-corporate loans/advances vi) selling/disposing/buying/leasing property of any kind (hereinafter collectively referred to as 'related party transactions') for the Cumulative value of transactions not exceeding Rs. 50.00 crore, on the terms and conditions mentioned in the explanatory statement, provided herein, however that the contracts, agreements, arrangements and transactions so carried out shall be at arm's length basis and in Company's ordinary course of business.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to settle any question, difficulty or doubt that may arise and to undertake all such acts, deeds, matters and things to finalize and execute such documents, deeds, agreements, arrangements and writings as may be deemed necessary, proper and desirable in its absolute discretion to give effect to the aforesaid Resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers conferred on it by or under this Resolution to any Committee of Directors of the Company or to any one or more Directors of the Company or any other officer(s) or employee(s) of the Company as it may consider appropriate in order to give effect to this Resolution.”

ITEM NO. 8. RE-APPOINTMENT OF MR. RAMINDER SINGH NIBBER (DIN: 00239117) AS WHOLE TIME DIRECTOR AND PAYMENT OF REMUNERATION

To consider and if thought fit, to pass, the following Resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 ('the Act') (including any statutory modifications, amendments, enactment or re-enactment thereof for the time being in force), and Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended), approval of the members of the Company be and is hereby accorded to the reappointment of Mr. Raminder Singh Nibber, Director (DIN: 00239117), notwithstanding he has attained the age of 75 years and is aged 80 years at present, as Whole Time Director of the Company for a period of 3 years commencing from 01/04/2022 on the remuneration, terms and conditions as mentioned hereunder:

Remuneration:

1. Basic Salary: Rs.5,37,500/- per month with such annual increment in salary as may be decided by the Board or any Committee thereof, in its absolute discretion from time to time subject to a ceiling of 20% per annum.
2. Perquisites: In addition to the Salary as set out above, the Whole Time Director shall be entitled to the following perquisites
 - a. House Rent Allowance Rs. 1,07,500/- p.m. with such annual increase as may be decided by the Board or any Committee thereof, in its absolute discretion from time to time subject to a ceiling of 20% per annum.

For the purpose of calculating the above perquisites, valuation shall be done as per Income Tax Act and Rules made there under, wherever applicable and in the absence of any such rule, perquisites shall be valued at actual cost.

The appointee will also be entitled for:

- i) Car with driver for use on company's business and telephone facilities at residence. Personal long distance calls on telephone and use of car for private purpose shall be billed by the Company to the appointee.
- ii) Reimbursement of actual entertainment, travelling, boarding and lodging expenses incurred by him in connection with the Company's business.
- iii) Medical/hospitalization expenses as per actual, for self and family. Family defined as spouse and two dependent children.
- iv) Business Class Air Fare for self and family once in a year to any destination. Family defined as spouse and two dependent children.
- v) Club Fees: Fees and expenses at clubs subject to a maximum of two clubs. This will not include life membership fees.
- vi) Life/ health insurance for self and family

The appointee will be entitled for the following perquisites which shall not be included in the computation of the ceiling of Managerial Remuneration:

- i) Contribution to provident fund, superannuation fund or annuity fund to the extent these either taken singly or put together are not taxable under Income Tax Act, 1961.
- ii) Gratuity payable at a rate not exceeding half a month's salary for each completed year of service, and
- iii) Encashment of leave at the end of the tenure.

Minimum Remuneration: Notwithstanding anything to the contrary herein contained, where in any financial year during the currency of the tenure of Mr. Raminder Singh Nibber, the Company has no profits or its profits are inadequate, the Company will continue to pay remuneration by way of salary, perquisites and allowances as specified above.

RESOLVED FURTHER that in the event of any statutory amendment/ modification of Schedule V, the Board of Directors or a Committee thereof be and is hereby authorized to alter, vary or increase the remuneration of the appointee within such prescribed limits of Schedule V of the Companies Act, 2013.

RESOLVED FURTHER that Mr. Raminder Singh Nibber is also appointed as Chairman of the company and will be liable to retire by rotation.

RESOLVED FURTHER THAT Mr. Raminder Singh Nibber and/or Mr. Harpreet Singh Nibber, Directors of the Company or the Company Secretary of the Company be and is hereby severally authorised to take such steps as may be necessary for obtaining necessary approvals, in relation to the above and to settle all matters arising out of and incidental thereto and to sign, execute and submit deeds, applications, forms, returns, documents and writings that may be required, on behalf of the Company and to do all such acts, deeds, matters and things as may be deemed necessary, proper, expedient or incidental for giving effect to this resolution."

ITEM NO. 9. RE-APPOINTMENT OF MR. HARPREET SINGH NIBBER (DIN:00239042) AS MANAGING DIRECTOR OF THE COMPANY AND PAYMENT OF REMUNERATION

To consider and if thought fit, to pass, the following Resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (‘the Act’) (including any statutory modifications, amendments, enactment or re-enactment thereof for the time being in force), approval of the members of the Company be and is hereby accorded to the reappointment of Mr. Harpreet Singh Nibber, Director (DIN: 00239042), as Managing Director of the Company for a period of 3 years commencing from 01/04/2022 on the remuneration, terms and conditions as mentioned hereunder:

Remuneration:

1. Basic Salary: Rs. 8,06,250/- per month with such annual increment in salary as may be decided by the Board or any Committee thereof, in its absolute discretion from time to time subject to a ceiling of 20% per annum.
2. Perquisites: In addition to the Salary as set out above, the Managing Director shall be entitled to the following perquisites
 - a. House Rent Allowance Rs. 2,15,000/- p.m. with such annual increase as may be decided by the Board or any Committee thereof, in its absolute discretion from time to time subject to a ceiling of 20% per annum.

For the purpose of calculating the above perquisites, valuation shall be done as per Income Tax Act and Rules made there under, wherever applicable and in the absence of any such rule, perquisites shall be valued at actual cost.

The appointee will also be entitled for:

- i) Car with driver for use on company’s business and telephone facilities at residence. Personal long distance calls on telephone and use of car for private purpose shall be billed by the Company to the appointee.
- ii) Reimbursement of actual entertainment, travelling, boarding and lodging expenses incurred by him in connection with the Company’s business.
- iii) Medical/hospitalization expenses as per actual, for self and family. Family defined as spouse and two dependent children.
- iv) Business Class Air Fare for self and family once in a year to any destination. Family defined as spouse and two dependent children.
- v) Club Fees: Fees and expenses at clubs subject to a maximum of two clubs. This will not include life membership fees.
- vi) Life/ health insurance for self and family

The appointee will be entitled for the following perquisites which shall not be included in the computation of the ceiling of Managerial Remuneration:

- i) Contribution to provident fund, superannuation fund or annuity fund to the extent these either taken singly or put together are not taxable under Income Tax Act, 1961.
- ii) Gratuity payable at a rate not exceeding half a month’s salary for each completed year of service, and
- iii) Encashment of leave at the end of the tenure.

Minimum Remuneration: Notwithstanding anything to the contrary herein contained, where in any financial year during the currency of the tenure of Mr. Harpreet Singh Nibber, the Company has no profits or its profits are inadequate, the Company will continue to pay remuneration by way of salary, perquisites and allowances as specified above.

RESOLVED FURTHER that in the event of any statutory amendment/ modification of Schedule V, the Board of Directors or a Committee thereof be and is hereby authorized to alter, vary or increase the remuneration of the appointee within such prescribed limits of Schedule V of the Companies Act, 2013.

RESOLVED FURTHER that Mr. Harpreet Singh Nibber is also appointed as Chief Executive Officer of the company and will not be liable to retire by rotation.

RESOLVED FURTHER THAT Mr. Raminder Singh Nibber and/or Mr. Harpreet Singh Nibber, Directors of the Company or the Company Secretary of the Company be and is hereby severally authorised to take such steps as may be necessary for obtaining necessary approvals, in relation to the above and to settle all matters arising out of and incidental thereto and to sign, execute and submit deeds, applications, forms, returns, documents and writings that may be required, on behalf of the Company and to do all such acts, deeds, matters and things as may be deemed necessary, proper, expedient or incidental for giving effect to this resolution.”

ITEM NO. 10

RE-APPOINTMENT OF MR. AJAY KUMAR, DIRECTOR (DIN:02929113) AS WHOLE TIME DIRECTOR OF THE COMPANY AND PAYMENT OF REMUNERATION

To consider and if thought fit, to pass, the following Resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (‘the Act’) (including any statutory modifications, amendments, enactment or re-enactment thereof for the time being in force), approval of the members of the Company be and is hereby accorded to the reappointment of Mr. Ajay Kumar (DIN02929113) as Whole Time Director designated as Executive Director of the Company for a period of 3 years commencing from 01/04/2022 on the remuneration, terms and conditions as mentioned hereunder:

Remuneration:

1. Basic Salary: Rs.2,95,625 /- per month with such annual increment in salary as may be decided by the Board or any Committee thereof, in its absolute discretion from time to time subject to a ceiling of 20% per annum.
2. Perquisites: In addition to the Salary as set out above, the Executive Director shall be entitled to the following perquisites
 - a. House Rent Allowance Rs.1,18,250/- p.m. with such annual increase as may be decided by the Board or any Committee thereof, in its absolute discretion from time to time subject to a ceiling of 20% per annum.
 - b. Uniform Allowance Rs. 7,000/- p.m.
 - c. Other Allowances Rs.8,000/- p.m.

For the purpose of calculating the above perquisites, valuation shall be done as per Income Tax Act and Rules made there under, wherever applicable and in the absence of any such rule, perquisites shall be valued at actual cost.

The appointee will also be entitled for:

i) Car with driver for use on company's business and telephone facilities at residence. Personal long distance calls on telephone and use of car for private purpose shall be billed by the Company to the appointee.

ii) Reimbursement of actual entertainment, travelling, boarding and lodging expenses incurred by him in connection with the Company's business.

The appointee will be entitled for the following perquisites which shall not be included in the computation of the ceiling of Managerial Remuneration:

i) Contribution to provident fund, superannuation fund or annuity fund to the extent these either taken singly or put together are not taxable under Income Tax Act, 1961.

ii) Gratuity payable at a rate not exceeding half a month's salary for each completed year of service, and

iii) Encashment of leave at the end of the tenure.

Minimum Remuneration: Notwithstanding anything to the contrary herein contained, where in any financial year during the currency of the tenure of Mr. Ajay Kumar, the Company has no profits or its profits are inadequate, the Company will continue to pay remuneration by way of salary, perquisites and allowances as specified above.

RESOLVED FURTHER that in the event of any statutory amendment/ modification of Schedule V, the Board of Directors or a Committee thereof be and is hereby authorized to alter, vary or increase the remuneration of the appointee within such prescribed limits of Schedule V of the Companies Act, 2013

RESOLVED FURTHER that Mr. Ajay Kumar will be liable to retire by rotation.

RESOLVED FURTHER THAT Mr. Raminder Singh Nibber and/or Mr. Harpreet Singh Nibber, Directors of the Company or the Company Secretary of the Company be and is hereby severally authorised to take such steps as may be necessary for obtaining necessary approvals, in relation to the above and to settle all matters arising out of and incidental thereto and to sign, execute and submit deeds, applications, forms, returns, documents and writings that may be required, on behalf of the Company and to do all such acts, deeds, matters and things as may be deemed necessary, proper, expedient or incidental for giving effect to this resolution."

For and on behalf of the Board of Directors

Sd/-

Date: 14th August, 2021

Place: Mohali

Harpreet Singh Nibber

Managing Director

Notes:

- 1) Explanatory statement pursuant to sub-section (1) of Section (102) is annexed to the Notice.
- 2) **A member entitled to attend and vote at the meeting is entitled to appoint proxy/proxies to attend and vote instead of himself and the proxy need not be a member of the Company.**
- 3) A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company.
- 4) In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed, for conducting its Annual General Meeting with physical presence of members after following the advisories issued from authorities.
- 5) Corporate Members intending to send their authorised representatives to attend the AGM, pursuant to Section 113 of the Companies Act, 2013, are requested to send to the Company, a certified copy of relevant Board Resolution together with the respective specimen signatures of those representative(s) authorised under the said resolution to attend and vote on their behalf at the meeting. They can also send the copy of the said Resolution/Authorization to the Scrutinizer by email through its registered email address to sikkasushil@gmail.com with a copy marked to evoting@nsdl.co.in.
- 6) Members are requested to claim dividends for the year ended 31st March, 2018 and 31st March, 2019 that remain unclaimed by corresponding with the Registrar and Share Transfer Agents. Members are requested to note that dividends that are not claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account, will, as per Section 124 of the Companies Act 2013, be transferred to the Investor Education and Protection Fund (IEPF). The detail of Unclaimed Dividend is available on the website of the company at <http://www.pritikaautoindustries.com/investors.html>.
- 7) Members holding shares in electronic form are hereby informed that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrars cannot act on any request received directly from the Members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the Members.
- 8) The members whose bank particulars are not updated with their Depositories are requested to update their details.
- 9) The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the members at the AGM. All documents referred to in the Notice will also be available for inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM, i.e. September 29, 2021.
- 10) The Register of Members and Share Transfer Register in respect of equity shares of the Company will remain closed from 25th day of September 2021 to 29th day of September, 2021 (both days inclusive).
- 11) In furtherance of Green Initiative in Corporate Governance by Ministry of Corporate Affairs, the Shareholders are requested to register their email id with the Company or with the Registrar and Transfer Agents.
- 12) The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is sent herewith.
- 13) Members/Proxies are requested to produce the attendance slip duly signed, sent along with the Annual Report and Accounts, for admission to the meeting hall.

14) Members holding shares in dematerialized form are requested to bring their Client ID and DP ID numbers for easy identification.

15) Members who are holding shares in identical order or names in more than one folio are requested to write to the Company to enable the Company to consolidate their holdings in one folio.

16) Members whose shareholding is in the electronic mode are requested to direct change of address notifications and updation of Savings Bank Account details to their respective Depository Participants.

17) Members are requested to kindly notify changes including email address, if any, in their address to the R & T Agent of the Company, Satellite Corporate Services Pvt. Ltd. situated at Office no.106 & 107, Dattani Plaza, East West Compound, Andheri Kurla Road, Safedpul, Sakinaka- Mumbai-400072. Website: www.satellitecorporate.com. Phone no.022-28520461, 022-28520462, e-mail: info@satellitecorporate.com.

18) The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. The Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their Demat accounts. The members holding shares in physical form are requested to submit their PAN and Bank Details (copy of PAN Card and original cancelled cheque leaf/attested copy of bank pass book showing name of account holder) to the RTA.

SEBI by amendment to Regulation 40 of SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015 has mandated transfer of securities in dematerialized form only, w.e.f. 01.04.2019. In view of this and to eliminate all risks associated with physical shares, members holding shares in physical form are requested to consider converting their holdings to dematerialized form.

19) Members seeking any information or clarification on the Annual Report are requested to write to the company at least ten days in advance from the date of Annual General Meeting, so as to enable the company to compile the information and provide replies at the meeting.

20) Pursuant to the prohibition imposed vide Secretarial Standards on General Meetings (SS2) issued by ICSI and MCA Circular, no gifts/coupons shall be distributed at the meeting.

21) In line with the MCA General Circular No. 20/2020 dated 5/5/2020 and 02/2021 dated 13/1/2021 and SEBI Circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12/5/2020 and SEBI/HO/CFD/CMD 2/CIR/P/2021/11 dated 15/1/2021, Notice of the AGM along with the Annual Report 2020-21 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report 2020-21 will also be available on the Company's website www.pritikaautoindustries.com websites of BSE Limited at www.bseindia.com and NSE Limited at www.nseindia.com, and on the website of NSDL at <https://www.evoting.nsdl.com>. Even after e-communication, members are entitled to receive copy of Notice of AGM and Annual Report 2020-21 in physical form, upon making a request for the same, by post free of cost. The Shareholders may send requests to the Company's investor email id: compliance@pritikaautoindustries.com for the same.

22) Adopting green initiatives, copies of the Annual Reports and Accounts will not be distributed at the Meeting.

23) Additional information on director recommended for appointment/reappointment as required under Regulation 36 of the Listing Regulations

Mr. Ajay Kumar

Mr. Ajay Kumar aged 47 years, is a young B.E with M.B.A. He has more than 20 years experience in industry. He is associated with the group for the last 15 years and is looking after all the functional areas. He has extensive knowledge of company's operations and possesses rich experience and expertise in production & marketing. He is an approved Internal Auditor for ISO.

Disclosure of relationship between directors inter-se: He is not related to any director or Key Managerial Personnel of the company.

Mr. Ajay Kumar does not hold directorship or membership of committees of the board in any other listed entity and has not resigned from any listed entity in the past three years.

He is holding 4850 equity shares of the company.

Mr. Subramaniam Bala

Mr. Subramaniam Bala aged 70 years is a diploma holder with extensive technical experience in the field of foundry development. He has 44 years of experience in development of castings, patterns and establishment of foundries. He started his career as an inspector for castings and patterns and with his hard work and capability rose to the position of Head of Foundry development and Director Technical. He is presently working as a Foundry Consultant.

Disclosure of relationship between directors inter-se: He is not related to any director or Key Managerial Personnel of the company.

Mr. Subramaniam Bala does not hold directorship or membership of committees of the board in any other listed entity and has not resigned from any listed entity in the past three years.

He is not holding any shares in the company.

Mr. Subramaniam Bala has extensive technical experience and specialization in the field of foundry management, the core business area of the company. His experience, expertise and having no pecuniary relation with the company and its management, makes him suitable and fit for appointment as an independent director.

Mr. Raminder Singh Nibber

Mr. Raminder Singh Nibber aged 80 years, is a Mechanical Engineer. He has more than 54 years of experience in the industry. He is the founder of the group and is serving as the Chairman of the company. He has extensive knowledge of company's operations. He has been awarded Udyog Patra for Self Made Industrialists by the Institute of Trade and Industrial Development.

Disclosure of relationship between directors inter-se: He is father of Mr. Harpreet Singh Nibber, Managing Director.

Mr. Raminder Singh Nibber does not hold directorship or membership of committees of the board in any other listed entity and has not resigned from any listed entity in the past three years.

He is holding 5855910 shares of the company

Mr. Harpreet Singh Nibber

Mr. Harpreet Singh Nibber aged 49 years, is a young B.E in Mechanical Engineering with more than 23 years experience in industry. He has been associated with the company since 2017 and is looking after all the functional areas. He is serving the company as Managing Director.

Disclosure of relationship between directors inter-se: He is son of Mr. Raminder Singh Nibber, Chairman.

Mr. Harpreet Singh Nibber does not hold directorship or membership of committees of the board in any other listed entity and has not resigned from any listed entity in the past three years.

He is holding 10274 670 shares of the company

24) Voting through electronic means:

1. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the Annual General Meeting (AGM). For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system for AGM will be provided by NSDL.
2. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.pritikaautoindustries.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-

The remote e-voting period begins on Saturday, the 25th September, 2021 at 9:00 A.M. and ends on Tuesday, the 28th September, 2021 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 22nd September, 2021, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 22nd September, 2021.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none">1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under “IDeAS” section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period.2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS” Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp

	<p>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>
Individual Shareholders holding securities in demat mode with CDSL	<p>1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi.</p> <p>2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on options available against company name or e-Voting service provider-NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.

2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.

3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.

c) How to retrieve your ‘initial password’?

(i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.

(ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**

6. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:

a) Click on “**Forgot User Details/Password?**”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

b) **Physical User Reset Password?**” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com

c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After ensuring your password, tick on Agree to “Terms and Conditions” by selecting on check box.

8. Now, you will have to click on “Login” button.

9. After you click on the “Login” button, Home page of e-voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-voting system

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period”.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to sikkasushil@gmail.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms. Pallavi Mhatre at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to compliance@pratikaautoindustries.com
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to compliance@pratikaautoindustries.com . If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

Please note the following:

Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 22nd September, 2021, may obtain the login ID and password by sending a request at compliance@pratikaautoindustries.com or evoting@nsdl.co.in or info@satellitecorporate.com.

The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.

A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.

A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date, shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.

The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of ballot paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

Mr. Sushil K Sikka, Practicing Company Secretary has been appointed as the Scrutinizer to scrutinise the e voting process in a fair and transparent manner.

The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than two days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

The results along with the Scrutinizers Report shall be placed on the website of the Company and shall be communicated to Stock Exchanges where the shares of the Company are listed.

All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours on all working days, up to and including the date of the Annual General Meeting of the Company.

For and on behalf of the Board of Directors
Sd/-

Date: 14/08/2021
Place: Mohali

Harpreet Singh Nibber
Managing Director

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 4

Ratification of remuneration of Cost Auditor

The Board, on the recommendation of the Audit Committee, has approved the re appointment of M/s. Khushwinder Kumar & Co., Cost Accountants as Cost Auditor of the Company for the financial year ending on 31 March 2022, to conduct audit of cost accounting records of the Company as may be required for cost audit under the Companies Act, 2013, and Rules made there under, at a remuneration of Rs. 65,000 /-, and applicable taxes and out of pocket expenses, if any.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration proposed to be paid to the Cost Auditor is required to be ratified by the shareholders of the Company. Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out in the Notice for ratification of the remuneration payable to the Cost Auditors. None of the Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution. The Board has recommended the approval of said item by the members of the company by Ordinary Resolution.

Item No. 5

Appointment of Independent Director

Mr. Subramaniyam Bala was appointed as Director in the in the category of Independent director on the Board for a period of one year w.e.f 29/8/2020. His term as director is going to expire on 28/8/2021. On the recommendation of Nomination & Remuneration Committee and considering the report of his performance evaluation, the directors have recommended to reappoint him as an Independent Director for a second term of five years w.e.f.29/8/2021.

Mr. Subramaniyam Bala (DIN: 00461697) aged 70 years is a Diploma holder with technical expertise and more than 44 years of experience in Foundry development. He has been engaged in designing of methods & development of castings as well as establishment of foundry units. He has served as director on the Board of various companies for 18 years.

He is not related or concerned with directors or promoters of the company in any way and meets the criteria of Independent Director. He had also given his consent to act as Director of the company. He is not holding any shares in the company and is not holding directorship and the membership of committees of the board of any other listed entity.

In the opinion of the Board, Mr. Subramaniyam Bala fulfils the conditions for appointment of Independent Director as specified in the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations, 2015') and is independent of the management. The Board of Directors at its meeting held on 16/6/2021, on the recommendation of the Nomination and Remuneration Committee and based on the performance evaluation, considers that given his background and experience and contributions made by him during his tenure, the association of Mr. Subramaniyam Bala would be beneficial to the Company and it is desirable to re-appoint Mr. Subramaniyam Bala as an Independent Director of the Company, not liable to retire by rotation, for a second term of five consecutive years w.e.f. 29/8/2021.

The provisions of section 149(10) of the Companies Act, 2013 require approval of members by Special Resolution for reappointment of an Independent Director.

The Board of Directors recommends the resolution at Item No. 5 of this Notice for your approval by Special Resolution.

None of the Directors, Key Managerial Personnel and relatives thereof except Mr. Subramaniam Bala and his relatives, has any concern or interest, financial or otherwise, in the resolution at Item No. 5 of this Notice.

ITEM NO. 6 & 7

Pritika Industries Ltd. and Pritika Engineering Components Pvt. Ltd. are 'related party' of the company within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations, 2015"), hence the contracts, agreements, arrangements and transactions between Pritika Auto Industries Ltd. with Pritika Industries Ltd. and Pritika Engineering Components Pvt. Ltd. fall under the category of a related party transaction of the Company in terms of the provisions of Section 188 of the Companies Act, 2013, rules framed there under and Regulation 23 of the Listing Regulations, 2015.

In accordance with the Explanation to Regulation 23(1) of the Listing Regulations, 2015, a transaction with a related party is considered as material, if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds ten percent of the annual consolidated turnover of the company as per the last audited financial statements of the company. The Company had entered into Agreement for related party transactions with Pritika Industries Ltd. and Pritika Engineering Components Pvt. Ltd. for a period of two years w.e.f 1st April, 2020. The Audit Committee and the Board of Directors of the Company at their meeting held on 14th August, 2021, subject to approval by the members of the company, have approved entering into the related party contracts, agreements, arrangements and transactions w.e.f. 1st April, 2022 for a period of one year as more particularly described in table below. It is envisaged that considering the threshold limits prescribed under the Listing Regulations, 2015 and the policy on material related party transactions as adopted by the Company, the related party transactions with Pritika Industries Ltd. and Pritika Engineering Components Pvt. Ltd. may be classified as material and may require approval of the members.

The key details pursuant to Explanation 3 to clause 3 of Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014 are as below:

Item No. 6

Sr. No.	Particulars	Details
1	Name of the Related Party	Pritika Industries Ltd. (PIL)
2	Name of the Director or KMP who is related	Mr. Raminder Singh Nibber, Mr. Harpreet Singh Nibber and Mr. Ajay Kumar, directors
3	Nature of Relationship	Mr. Raminder Singh Nibber, Mr. Harpreet Singh Nibber and Mr. Ajay Kumar, directors of company are also director and member of PIL. The Company is an Associate of PIL

4	Nature, material terms, monetary value and particulars of contract or arrangements of Services/ transactions	Nature of transactions: i) purchase and sale of Auto components/ parts, castings, scrap ii) availing/ providing services iii) doing and/ or getting done job work etc iv) reimbursement of expenses v) payment of dividend on investment in securities vi) taking/ giving inter-corporate loans/ advances vii) selling/ disposing/ buying/ leasing property of any kind Duration: One year (1/4/2022 to 31/03/2023) The cumulative value of all transactions with PIL shall not exceed Rs. 200.00 crore per annum. Terms: Consideration for each of the transactions shall be determined mutually between the parties, depending on the process and product involved and shall be at an arm's length basis considering prevalent market conditions.
5	The manner of determining the pricing and other commercial terms, both included as part of contract and not considered as part of contract	The pricing/ commercial terms will be determined based on the transactions with unrelated parties for similar nature of transaction, if any. The prices/ commercial terms will be determined on arm's length basis.
6	Any other information relevant or important for the members to take a decision on the proposed transaction.	The company is an Associate of Pritika Industries Ltd.

Item No. 7

Sr. No.	Particulars	Details
1	Name of the Related Party	Pritika Engineering Components Pvt. Ltd. (PECPL)
2	Name of the Director or KMP who is related	Mr. Raminder Singh Nibber and Mr. Harpreet Singh Nibber, directors
3	Nature of Relationship	Mr. Raminder Singh Nibber and Mr. Harpreet Singh Nibber, directors of company are also director of PECPL. PECPL is wholly owned subsidiary of the company
4	Nature, material terms, monetary value and particulars of contract or arrangements of Services/ transactions	Nature of transactions: i) purchase and sale of Auto components/ parts, castings, scrap ii) availing/ providing services iii) doing and/ or getting done job work etc iv) reimbursement of expenses v) taking/ giving inter-corporate loans/ advances vi) selling/ disposing/ buying/ leasing property of any kind Duration: One year (1/04/2022 to 31/03/2023) The cumulative value of all transactions with PECPL shall not exceed Rs. 50.00 crore per annum. Terms: Consideration for each of the transactions shall be determined mutually between the parties, depending on the process and product involved and shall be at an arm's length basis considering prevalent market conditions.
5	The manner of determining the pricing and other commercial terms, both included as part of contract and not considered as part of contract	The pricing/ commercial terms will be determined based on the transactions with unrelated parties for similar nature of transaction, if any. The prices/ commercial terms will be determined on arm's length basis.
6	Any other information relevant or important for the members to take a decision on the proposed transaction.	Pritika Engineering Components Pvt. Ltd. is wholly owned subsidiary of the company.

The contracts, agreements, arrangements and transactions so carried out shall be at arm's length basis and in Company's ordinary course of business. No advances have been paid for the said transactions as of now. However if required in future, the advances will be paid as per industry norms, customs and usages. Further all the factors of the contract have been considered.

Pursuant to Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, all entities falling under the definition "Related Party" shall not vote to approve the resolution proposed at item no. 6 and 7 of the notice, irrespective of whether the entity is a party to the particular transaction or not. Accordingly, the promoters and promoter group will not vote to approve the proposed resolutions.

Mr. Raminder Singh Nibber and Mr. Harpreet Singh Nibber together with their relatives hold in aggregate 17735855 Equity shares and M/s Pritika Industries Limited holds 24706690 Equity shares of the company and being promoters are concerned or interested in the Ordinary resolutions to this notice.

Except Mr. Raminder Singh Nibber, Mr. Harpreet Singh Nibber and Mr. Ajay Kumar, none of the Directors and Key Managerial persons of the Company and their relatives are concerned or interested, financial or otherwise, in the resolution set out at Item No 6 &7.

The Board has recommended Ordinary Resolutions at Item No. 6 &7 for approval by the Members.

Item No. 8

Mr. Raminder Singh Nibber (DIN: 00239117), was appointed as Whole Time Director of the Company by the members of the company by passing Special Resolution by way of postal ballot for a period of 3 years commencing from 01/04/2019 on the remuneration, terms and conditions approved by the members. His term as Whole time director is going to be completed on 31/3/2022. Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company subject to approval by the shareholders of the company by Special Resolution, has reappointed him as whole time director for a period of three years w.e.f.1/4/2022 on the remuneration, terms & conditions contained in the resolution, notwithstanding that he has attained the age of seventy five years.

Mr. Raminder Singh Nibber, aged 80 years is a Mechanical Engineer having about 59 years' experience in automobile industry. He is one of the promoters of the company. The continuance of Mr. Raminder Singh Nibber on the board of Directors of the Company is essential considering the long standing experience and his contribution in the progress of the company and as such he is pivotal to the establishment of the company.

Due to his sincere efforts and hard work, the company is progressing day by day. Mr. Nibber is in good health and his age will not be a limiting factor in performance of his duties and responsibilities.

He has been awarded Udyog Patra for Self-Made entrepreneur by the Institute of Trade and Industrial Development in July, 2003 and Star of the Asia Award by Economic Growth Society of India in the year 2015. He has also been awarded with excellence in Quality Award by Department of Industries & Commerce, Govt. of Punjab. He is active member of various Industrial & Trade Associations. He had been Chairman of CII, Mohali Zone. He is a member of Rotary Club, Chandigarh (Central) and Mohali Industries Association. He is also involved in Philanthropic Activities. He will continue as Chairman of the company and liable to retire by rotation. Mr. Raminder Singh Nibber is also Managing Director of Pritika Industries Ltd. and Director in Pritika Engineering Components Pvt. Ltd. and Pritika Holdings Pvt Ltd.

None of the Directors, Key Managerial Personnel and their relatives other than Mr. Raminder Singh Nibber, being appointee and Mr. Harpreet Singh Nibber being his relative are, in any way, concerned or interested in the said resolution.

The Board recommends the special resolutions set forth at Item No. 8 of the Notice for the approval of the members.

The above be also considered as disclosure under the provisions of the Companies Act, 2013.

Item No. 9

Mr. Harpreet Singh Nibber (DIN: 00239042), was appointed as Managing Director of the Company by the members of the company in their Annual General Meeting held on 27/09/2017 for a period of five years w.e.f 30/5/2017.

The members of the by passing Special Resolution by way of postal ballot approved payment of remuneration to him for a period of 3 years commencing from 01/04/2019. The approval of payment of remuneration and other perquisites is going to be expired on 31/3/2022. Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company subject to approval by the shareholders of the company by Special Resolution, has reappointed him as Managing Director for a period of three years w.e.f.1/4/2022 on the remuneration, terms & conditions contained in the resolution.

Mr. Harpreet Singh Nibber aged 49 years, is a B.E in Mechanical Engineering with more than 26 years experience in industry. He has been associated with the company since 2017 and is looking after all the functional areas. He is one of the promoters of the company. The continuance of Mr. Harpreet Singh Nibber on the board of Directors of the Company is essential considering his long standing experience and contribution in the progress of the company and as such he is pivotal to the establishment of the company. He will not be liable to retire by rotation. Mr. Harpreet Singh Nibber is also director in Pritika Industries Ltd., Pritika Engineering Components Pvt. Ltd. and Pritika Holdings Pvt. Ltd.

Mr. Harpreet Singh Nibber, being the appointee and Mr. Raminder Singh Nibber, being his relative, be deemed concerned or interested in this resolution.

The Board recommends the special resolution set forth at Item No. 9 of the Notice for the approval of the members.

The above be also considered as disclosure under the provisions of the Companies Act, 2013.

Item No. 10

Mr. Ajay Kumar was appointed as Whole Time Director of the company for a period of three years w.e.f. 1/4/2019 by the members of the company by passing Special Resolution by postal ballot on remuneration, terms & conditions approved by the members. The term of Mr. Ajay Kumar is going to be completed on 31/3/2022. Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company subject to approval by the shareholders of the company by Special Resolution, has reappointed him as Whole time director for a period of three years w.e.f.1/4/2022 on the remuneration, terms & conditions contained in the resolution.

Mr. Ajay Kumar aged 47 years, is a young B.E with M.B.A. He has more than 21 years experience in industry. He has been associated with the company since 2017 and is looking after all the functional areas. In view of his involvement and his extensive knowledge of Company's operations and rich experience and expertise in production & marketing, it is proposed to reappoint him Whole Time Director designated as Executive Director and to pay him remuneration as per details in resolution. He will be liable to retire by rotation. Mr. Ajay Kumar is also director in Pritika Industries Ltd.

Mr. Ajay Kumar, being the appointee be deemed concerned or interested in this resolution.

The Board recommends the special resolution set forth at Item No.10 of the Notice for the approval of the members by Special Resolution.

The above be also considered as disclosure under the provisions of the Companies Act, 2013.

THE INFORMATION REQUIRED UNDER SECTION II OF PART II OF SCHEDULE V OF THE COMPANIES ACT, 2013 IN CASE OF SPECIAL RESOLUTIONS AT ITEM No. 8,9,10 ARE AS FOLLOWS

I			General Information																	
1	Nature of industry	The company is engaged in manufacturing and selling of parts and components for Tractor Industry.																		
2	Date of commencement of business	The Company commenced business in April, 1980																		
3	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	NA																		
4	Financial performance based on given indicators	<p>The Financial performance based on given indicators for the year ended 31/3/2021 is as follows:</p> <table border="1"> <thead> <tr> <th></th> <th colspan="2">Amount (Rs. in lacs)</th> </tr> <tr> <th></th> <th>Consolidated</th> <th>Standalone</th> </tr> </thead> <tbody> <tr> <td>Turnover</td> <td>22568.93</td> <td>19687.73</td> </tr> <tr> <td>Net Profit (before tax)</td> <td>855.51</td> <td>797.26</td> </tr> <tr> <td>EPS (in Rs.)</td> <td>3.31</td> <td>3.11</td> </tr> </tbody> </table>					Amount (Rs. in lacs)			Consolidated	Standalone	Turnover	22568.93	19687.73	Net Profit (before tax)	855.51	797.26	EPS (in Rs.)	3.31	3.11
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Net Profit (before tax)	855.51	797.26																		
EPS (in Rs.)	3.31	3.11																		
5	Foreign investments or collaborators, if any	The company does not have any foreign collaborations. Foreign investors mainly comprise of NRIs holding 19.35% and FPIs holding 11.17 % of total shareholding as on 30/6/2021.																		

II				
Information about the appointee				
	Name and Designation of the Director	Mr. Harpreet Singh Nibber Managing Director	Mr. Raminder Singh Nibber Whole-Time Director	Mr. Ajay Kumar Whole-Time Director
2	Background details	Mr. Harpreet Singh Nibber - aged 49 years, is a young B.E. in Mechanical Engineering having more than 26 years of experience in the industry. He has been trained for Production Management & Business Planning Programme at AOTS, OSAKA, Japan and has participated in Management programme for Entrepreneurs by Nadathur S. Raghavan Center for Entrepreneurial Learning (NSRCEL), January, 2009.	Mr. Raminder Singh Nibber – aged 80 years, is a Mechanical Engineer having 59 years' experience in industry. He is active member of various Industrial & Trade Associations. He had been Chairman of CII, Mohali Zone. He is a member of Rotary Club, Chandigarh (Central) and Mohali Industries Association.	Mr. Ajay Kumar- aged 47 years is a Mechanical Engineer with MBA. He has 21 years experience in the industry. He is an approved Internal Auditor for ISO. He has been associated with the company since 2017. He is looking after functional areas of production, marketing and growth strategy of the company.
3	Past remuneration paid	Basic Salary Rs. 8,06,250/- p.m. HRA Rs. 2,15,000/- p.m. The appointee is also entitled to other perks, perquisites and benefits as per details given in the resolution.	Basic Salary Rs. 5,37,500/- p.m. HRA Rs. 1,07,500/- p.m. The appointee is also entitled to other perks, perquisites and benefits as per details given in the resolution.	Basic Salary Rs. 2,95,625 p.m. HRA Rs.1,18,250 p.m. Uniform Allowance Rs. 7,000 p.m. Other Allowances Rs. 8,000 p.m. The appointee is also

				entitled to other perks, perquisites and benefits as per details given in the resolution.
4	Recognition or awards	He has been awarded Excellence in Quality Award at Enterprise 2001 at IETF in Delhi conducted by CII and bagged a display award in "Made in Punjab Show", Toronto, Canada.	He has been awarded Udyog Patra for Self-Made entrepreneur by the Institute of Trade and Industrial Development in July, 2003 and Star of the Asia Award by Economic Growth Society of India in the year 2015. He has also been awarded with excellence in Quality Award by Department of Industries & Commerce, Govt. of Punjab.	He is an approved Internal Auditor for ISO.
5	Job profile and his suitability	As Managing Director of the company, Mr. Harpreet Singh Nibber is responsible for the overall performance of the company. He has been instrumental in giving direction to the entire team of the company and has been responsible for monitoring their performance on regular basis. He is actively involved with the functional areas of production, marketing and growth strategy of the company. He has more than 26 year experience in industry. He is promoter and associated with the company since the year 2017. Keeping in view of his contribution to the Company, his qualification and experience, the Board considers his appointment to be in the best interests of the Company.	As whole time director he will be responsible for overall supervision and control of affairs of the business. He is the Promoter of the company and is associated with the company since 2017. He has 59 years experience in industry. His entrepreneurial spirit coupled with the engineering skills & the thorough understanding about the procurement process makes him highly suitable for the job. He is in good health and his age will not be a limiting factor in execution of his duties and responsibilities.	As whole time director he will be responsible for handling production, quality and marketing. He has about 21 years of experience in various engineering industries and has been associated with Pritika Group for the last 19 years. Keeping in view of his contribution to the Company, his qualification and experience, the Board considers his appointment as whole time director to be in the best interests of the Company.
6	Remuneration proposed	Salary Rs. 8,06,250/- per month and HRA Rs. 215000/- per month and perquisites. For perquisites details, please refer Resolution No. 9 of the notice.	Salary Rs. 5,37,500/- per month, HRA Rs. 107500/- p.m. and perquisites. For perquisites details, please refer Resolution No.8 of the notice.	Salary Rs.2,95,625/- per month, HRA Rs.118250/- per month and perquisites. For perquisites details, please refer Resolution No. 10 of the notice.
7	Comparative remuneration with respect to industry, size of company, profile of the position	Taking into consideration of the size of company, profile of Mr. Harpreet Singh Nibber and the responsibilities shouldered on him, the aforesaid	Taking into consideration of the size of company, profile of Mr. Raminder Singh Nibber and the responsibilities shouldered on him, the aforesaid	Taking into consideration of the size of company, profile of Mr. Ajay Kumar and the responsibilities

	and person	remuneration package is commensurate with the remuneration package paid to the managerial persons in other companies in the industry.	remuneration package is commensurate with the remuneration package paid to the managerial persons in other companies in the industry.	shouldered on him, the aforesaid remuneration package is commensurate with the remuneration package paid to the managerial persons in other companies in the industry.
8	Pecuniary Relationship with the Company and Other Managerial Person or director in the Company	Besides the remuneration proposed, he also holds 10274670 equity shares of the company. He is Son of Mr. Raminder Singh Nibber, Chairman & director of the company.	Besides the remuneration proposed, he also holds 5855910 equity shares of the company. Mr. R.S. Nibber is father of Mr. Harpreet Singh Nibber, Managing Director of the Company .	Besides the remuneration proposed, he also holds 4850 equity shares of the company. Mr. Ajay Kumar is not related to any other Director and Key Managerial Personnel of the Company.

III. Other Information		
1	Reasons of loss or inadequate profits	The Company does not envisage any loss or inadequate profits. Since the company is engaged in a labour intensive sector and is susceptible to raw material fluctuation and challenging business environment, this may affect the profitability of the Company in future. The Company proposes to obtain approval of Members as an abundant caution in case the profits are insufficient to pay the managerial remuneration as above.
2	Steps taken or proposed to be taken for improvement	The business model of Pritika has been centred around automotive and tractor components for OEM manufacturers. The company believes that it is well positioned to capture significant growth opportunities and profitability. The company has taken following steps: -Extensive reach and market share -Strong marketing -Strong distribution and high connectivity -State of art technology and infrastructure -To control cost and wastage -To increase capacity utilization and scale of operation
3	Expected increase in productivity and profits in measurable term`	The Company is very conscious about improvement in productivity and undertakes constant measures to improve it. However, it is extremely difficult in the present scenario to predict profits in measurable terms.

Pritika Auto Industries Limited

Regd off: Plot No. C-94, Phase-VII Industrial Focal Point, S.A.S. Nagar Mohali Punjab - 160055
CIN: L45208PB1980PLC046738

PROXY FORM

Form No. MGT-11

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies
(Management and Administration) Rules, 2014]

Name of the Company: Pritika Auto Industries Limited
CIN: L45208PB1980PLC046738
Registered Office: Plot No. C-94, Phase-VII Industrial Focal Point, S.A.S. Nagar Mohali Punjab - 160055
Website: www.pritikaautoindustries.com **Email:** compliance@pritikaautoindustries.com

I/We, being the member(s) of _____ shares of the above named Company, hereby appoint

1. Name: _____

Address: _____

Email Id _____ Signature: _____ or failing him

2. Name: _____

Address: _____

Email Id _____ Signature: _____

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 41st Annual General Meeting of Pritika Auto Industries Limited to be held on Wednesday, the 29th day of September, 2021 at 10.00 A.M. at Plot No. C-94, Phase-VII Industrial Focal Point, S.A.S. Nagar, Mohali, Punjab - 160055 and at any adjournment thereof in respect of such Resolutions as are indicated below:

Resol. No.	Resolution	Vote (optional, see note no. 3) (please mention no. of shares)	
		For	Against
Ordinary Business			
1.	To consider and adopt the Audited Financial Statements for the year ended 31st March, 2021, together with the Reports of the Board of Directors and the Auditors thereon.		
2.	To consider and adopt the Audited Consolidated Financial Statements for the year ended 31st March, 2021, together with the Report of the Auditors thereon.		
3.	To appoint a director in place of Mr. Ajay Kumar (DIN: 002929113), who retires by rotation and being eligible, seeks reappointment		
Special Business			
4.	To Ratify remuneration paid to Cost Auditor.		
5.	To Re-appoint Mr. Subramaniyam Bala (DIN: 00461697) as an Independent Director of the Company.		
6.	To approve the material related party transactions with Pritika Industries Ltd.		
7.	To approve the material related party transactions with Pritika Engineering Components Pvt. Ltd.		
8.	To re appoint Mr. Raminder Singh Nibber (DIN:00239117) as whole time director and payment of remuneration		
9.	To re appoint Mr. Harpreet Singh Nibber (DIN:00239042) as Managing Director and payment of remuneration		
10.	To re appoint Mr. Ajay Kumar (DIN:02929113) as whole time director and payment of remuneration		

Signed this..... day of..... 2021

Signature of shareholder

Signature of Proxy holder(s)

Affix Rs. 1 Revenue Stamp

Notes:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. Please complete all details including details of member(s) before submission.
3. It is optional to indicate your preference. If you leave the 'for' or 'against' column blank against any or all of the resolutions, your proxy will be entitled to vote in the manner as he/she may deem appropriate.

Pritika Auto Industries Limited

Regd off: Plot No. C-94, Phase-VII Industrial Focal Point, S.A.S. Nagar Mohali Punjab - 160055
CIN: L45208PB1980PLC046738

ATTENDANCE SLIP

To be handed over at the entrance of the Meeting Hall

For Physical Holding	For Electronic Form (Demat) NSDL/CDSL		No. of Shares Held
LF No.	DP ID	CLIENT ID	

I hereby record my presence at the Annual General Meeting of the Company, being held on Wednesday, the 29th September, 2021 at 10:00 A.M. at Plot No. C-94, Phase-VII Industrial Focal Point, S.A.S. Nagar Mohali Punjab - 160055.

**FULL NAME AND ADDRESS OF THE MEMBER/JOINT MEMBER(S) / PROXY
(IN CAPITAL LETTERS):**

--

**IF PROXY, FULL NAME AND ADDRESS OF MEMBER/JOINT MEMBER(S)
(IN BLOCK CAPITAL LETTERS):**

--

**Name of the Member/ Proxy
(in Block Letters)**

Signature of the Member/ Proxy

Note:

1. Please complete the Folio/DP ID-Client ID No. and name, sign the Attendance Slip and hand it over at the Attendance Verification counter at the entrance of the Meeting Hall.

2. Electronic copy of the Annual Report including notice of Annual General Meeting for the financial year ended on 31.03.2021 and Attendance Slip along with Proxy Form is being sent to all the members whose e-mail address is registered with the Company / Depository Participant unless any member has requested for a hard copy of the same. Members receiving electronic copy and attending the AGM can print copy of this Attendance Slip.