



PRITIKA AUTO INDUSTRIES LTD

Regd. Office: Plot No. C-94, Phase VII, Industrial Focal Point, S.A.S. Nagar (MOHALI)-160 055
CIN : L45208PB1980PLC046738 Tel. : 0172-5008900, 5008901

NOTICE

NOTICE IS HEREBY GIVEN THAT THE 44TH ANNUAL GENERAL MEETING OF THE MEMBERS OF PRITIKA AUTO INDUSTRIES LIMITED WILL BE HELD THROUGH VIDEO CONFERENCING (VC) AND OTHER AUDIO VISUAL MEANS (OAVM) ON WEDNESDAY, 17TH JULY, 2024 AT 11.30 A.M. TO TRANSACT FOLLOWING BUSINESS.

ORDINARY BUSINESS:

ITEM NO. 1 – ADOPTION OF FINANCIAL STATEMENTS

To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2024 and the reports of the Board of Directors and auditors thereon.

ITEM NO. 2 – ADOPTION OF CONSOLIDATED FINANCIAL STATEMENTS

To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2024 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 Mr. Ajay Kumar (DIN: 02929113) as director, 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 modification(s), 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. 1,15,000/-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 2025, 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- APPOINTMENT OF MR. NARINDER KUMAR TYAGI (DIN: 00483827) ADDITIONAL DIRECTOR, AS DIRECTOR OF THE COMPANY.

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

“**RESOLVED THAT** pursuant to the provisions of Sections 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modifications, amendments, enactment or re-enactment thereof for the time being in force), Mr. Narinder Kumar Tyagi (DIN00483827), Chief Financial Officer of the company, who was appointed as an Additional Director by the Board of Directors on 23/04/2024 and holds office as such upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature under section 160 of the Companies Act, 2013 for the office of Director of the company and whose appointment has been recommended by the Nomination and Remuneration Committee and Board of Directors of the company, be and is hereby appointed as Director of the Company, liable to retire by rotation.

ITEM No. 6- APPOINTMENT OF MR. NARINDER KUMAR TYAGI AS WHOLE TIME DIRECTOR OF THE COMPANY AND PAYMENT OF REMUNERATION

To consider and if thought fit, to pass the following resolution, with or without modifications, as 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 appointment of Mr. Narinder Kumar Tyagi, (DIN: 00483827), Chief Financial Officer and director of the company, as Whole time director of the Company designated as Director Finance & Chief Financial Officer for a period of three years w.e.f. 17/7/2024 on the remuneration, terms and conditions as mentioned hereunder:

Remuneration:

1. Basic Salary: Rs. 1,74,850/- 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 and allowances:

a. House Rent Allowance: Rs. 69,940/- 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. 7,500/- p.m.

c. Other Allowances Rs.8,963/- 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 and telephone facilities for use on company's business.
- 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. Narinder Kumar Tyagi, 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. Narinder Kumar Tyagi will be liable to retire by rotation.

RESOLVED FURTHER THAT Mr. Harpreet Singh Nibber, Managing Director and/or Mr. C B Gupta, Company Secretary of the Company be and is hereby severally authorised to take such steps as may be necessary for obtaining necessary approvals, if any, 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. 7- APPOINTMENT OF MRS. KRITIKA GOYAL AS AN INDEPENDENT DIRECTOR OF THE COMPANY

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152, 161 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 applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof) for the time being in force, Mrs. Kritika Goyal holding DIN: 10594051, who was appointed as an Additional Director of the company w.e.f. 23/04/2024 in the category of Independent Director and in respect of whom the company has received a notice in writing under section 160 of the Companies Act, 2013 from a member proposing her candidature for the office of Independent Director, be and is hereby appointed as Non Executive Independent Director on the Board of the Company w.e.f 23/04/2024 for a period of three years and that she shall not be liable to retire by rotation.

RESOLVED FURTHER THAT pursuant to the provisions of section 149, 197 read with Schedule V and other applicable provisions of the Act and rules made there under, Mrs. Kritika Goyal 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.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, Mr. Harpreet Singh Nibber, Managing Director and/or Mr. C B Gupta, Company Secretary of the Company be and are hereby severally authorised, on behalf of the Company, to do all acts, deeds, matters and things as deem necessary, and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary E-form as return of appointment with the Registrar of Companies.”

ITEM NO. 8- RE-APPOINTMENT OF MR. HARPREET SINGH NIBBER (DIN 00239042) AS CHAIRMAN AND 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 Chairman and Managing Director of the Company for a period of 3 years commencing from 01/04/2025 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 and allowances:
 - 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.
3. Commission: Mr. Harpreet Singh Nibber shall be entitled for payment of Commission at the rate of 2 % of the Net Profit of the Company as calculated in accordance with the provision of section 198 of the Companies Act, 2013.

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 twice in a year to any destination and stay in Five Star Hotel. 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 any director 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, if any, 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. 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 01/04/2025 on the remuneration, terms and conditions as mentioned hereunder:

Remuneration:

1. Basic Salary: Rs.3,15,625 /- 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 and allowances:
 - a. House Rent Allowance Rs.1,26,250/- 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. 7,500/- p.m.

c. Other Allowances Rs.9,500/- 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.

iii) Paid Holidays Tour to any destination once in a year including Air Fare and stay in five star hotel with spouse and two dependent children.

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 any Director 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- 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 pursuant to approval of Audit Committee and Board of Directors dated 15th June, 2024, 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 Five Financial year i.e. financial year 2025-26 to 2029-30, with relation to i) purchase/sales/availing/providing services; ii) reimbursement of expenses; iii) payment of dividend on investment in securities; iv) taking/giving inter-corporate loans/advances; v) 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.20.00 crore per year, 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 authorized 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. 11- APPROVAL OF THE MATERIAL RELATED PARTY TRANSACTIONS WITH PRITIKA ENGINEERING COMPONENTS 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 pursuant to approval of Audit Committee and Board of Directors dated 15th June, 2024, approval of Shareholders be and is hereby accorded for entering into /continue the agreements /contract(s)/ arrangement(s) /transaction(s) with Pritika Engineering Components Ltd. (CIN:L28999PB2018PLC047462), 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 Five Financial years i.e. from Financial Year 2025-26 to 2029-30,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 and vii) payment of dividend on investment in securities; (hereinafter collectively referred to as 'related party transactions')for the Cumulative value of transactions not exceeding Rs. 200.00 crore per year, on the terms and conditions mentioned in the explanatory statement, provided here in, 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 authorized 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. 12- APPROVAL OF THE MATERIAL RELATED PARTY TRANSACTIONS WITH MEETA CASTINGS 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 pursuant to approval of Audit Committee and Board of Directors dated 15th June, 2024, approval of Shareholders be and is hereby accorded for entering into/continue the agreements/contract(s)/ arrangement(s)/transaction(s) with Meeta Castings Limited (CIN:U27100PB2022PLC055438), 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 Five Financial years i.e. from Financial year 2025-26 to 2029-30, 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 and vii) payment of dividend on investment in securities; (hereinafter collectively referred to as 'related party transactions') for the Cumulative value of transactions not exceeding Rs. 100.00 crore per year, 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 authorized 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.”

For and on behalf of the Board of Directors

Sd/-

**Harpreet Singh Nibber
Chairman & Managing Director
DIN: 00239042**

Date: 15th June, 2024

Place: Mohali

Notes:

- 1) Explanatory statement pursuant to sub-section (1) of Section (102) is annexed to the Notice.
- 2) In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021 and MCA General Circular No. 10/2022 dated 28th December, 2022 and the latest being 9/2023 dated 25th September, 2023, and all other relevant circulars issued from time to time, physical attendance of the Members to the AGM venue is not required and general meeting be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
- 3) Pursuant to the Circular No. 14/2020 dated April 08, 2020, and MCA General Circular No. 10/2022 dated 28th December, 2022 issued by the Ministry of Corporate Affairs, read with Securities and Exchange Board of India Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13th May 2022 and SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 5th January, 2023, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorized representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
- 4) The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
- 5) The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
- 6) 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), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 and Circular No. 02/2021 dated January 13, 2021 and MCA General Circular No. 10/2022 dated 28th December, 2022 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the 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 as well as venue voting on the date of the AGM will be provided by NSDL.
- 7) 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 <https://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.
- 8) AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021 and MCA General Circular No. 10/2022 dated 28th December, 2022 and Circular No. 9/2023 dated 25th September, 2023.

9) 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>.

10) 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.

11) The members whose bank particulars are not updated with their Depositories are requested to update their details.

12) 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. July 17, 2024.

13) The Register of Members and Share Transfer Register in respect of equity shares of the Company will remain closed from 15th day of July 2024 to 17th day of July, 2024 (both days inclusive).

14) 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.

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) In line with the MCA General Circular No. 20/2020 dated 5/5/2020 and 02/2021 dated 13/1/2021, 02/2022 dated 5/5/2022 and SEBI Circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12/5/2020, SEBI/HO/CFD/CMD 2/CIR/P/2021/11 dated 15/1/2021 and SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13/5/2022, SEBI/HO/CFS/PoD-2/P/CIR/2023/4 dated 5/1/2023 and SEBI/HO/CFD/CFD-PoD-2/P/ CIR/2023/167 dated 7/10/2023 Notice of the AGM along with the Annual Report 2023-24 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 2023-24 will also be available on the Company's website www.pritikaautoindustries.com/annual-reports.html 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 2023-24 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.

21) SEBI vide Circular Nos. SEBI/HO/OIAE/OIAE_IAD-1/P/ CIR/2023/131 dated July 31, 2023, and SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/135 dated August 04, 2023, read with Master Circular No. SEBI/HO/ OIAE/OIAE_IAD-1/P/CIR/2023/145 dated July 31, 2023 (updated as on August 11, 2023), has established a common Online Dispute Resolution Portal ("ODR Portal") for resolution of disputes arising in the Indian Securities Market.

Pursuant to above-mentioned circulars, post exhausting the option to resolve their grievances with the RTA/ Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal (<https://smartodr.in/login>) and the same can also be accessed through the Company's website <https://www.pritikaautoindustries.com/smart-odr.html>.

22) As per the provisions of Section 72 of the Act, the facility for making a nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nominations are requested to register the same by submitting Form No. SH- 13. If a Member desires to cancel the earlier nomination and record a fresh nomination, he may submit the same in Form No. SH-14. Members who are either not desiring to register for Nomination or would want to opt-out, are requested to fill out and submit Form No. ISR-3. The said forms can be downloaded from the Company's website at <https://www.pritikaautoindustries.com/downloads.html>. Members are requested to submit the said form to their DP in case the shares are held in electronic form and to the RTA in case the share are held in physical form, quoting their folio no.

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

Mr. Narinder Kumar Tyagi

Mr. Narinder Kumar Tyagi aged 61 years is a qualified Chartered Accountant with 33 years experience in the listed and unlisted companies. He has varied experience in the field of Accounts, Finance, Taxation and Commercial matters. He is also working as CFO of the Company.

Disclosure of relationship between directors inter-se: Mr. Narinder Kumar Tyagi is not related to any director or any other Key Managerial Personnel of the Company.

Mr. Narinder Kumar Tyagi is also Director and CFO of Pritika Engineering Components Ltd. (subsidiary of the company) and Director in Meeta Castings Limited (step subsidiary of the Company).

He has not resigned from any listed entity in the past three years.

He is holding 38,941 equity shares of the Company.

Mrs. Kritika Goyal

Mrs. Kritika Goyal (DIN: 10594051) aged 28 years is Qualified Company Secretary with LLB. She is working as Company Secretary with Ducturus Advisory Services Pvt. Ltd. She has more than two years experience in Corporate Sector. She has experience in dealing with Corporate Compliances and procedures.

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

Mrs. Kritika Goyal is Company Secretary in Ducturus Advisory Services Pvt. Ltd (a Private Company). She has not resigned from any listed entity in the past three years.

She is not holding any equity shares of the Company.

Mr. Harpreet Singh Nibber

Mr. Harpreet Singh Nibber aged 52 years, is a B.E in Mechanical Engineering with more than 28 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.

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

Mr. Harpreet Singh Nibber is also Managing Director in Pritika Engineering Components Limited (a Listed Company) subsidiary of the company, Director in Pritika Industries Limited (Promoter of the company) and Director in Meeta Castings Limited (step down subsidiary of the Company) and is also holding membership of committees of the board. He has not resigned from any listed entity in the past three years.

He is holding 7,65,65,476 equity shares of the Company.

Mr. Ajay Kumar

Mr. Ajay Kumar aged 50 years, is a young B.E. with M.B.A. He has about 29 years experience in industry. He is associated with the group for the last 24 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 is Non Executive Director in Pritika Engineering Components Limited (a listed Company) subsidiary of the company. He is an Additional Director in Meeta Castings Limited (step subsidiary of the company). He is director in Pritika Industries Ltd. (promoter of the company). He also holds membership of committees of the board. He has not resigned from any listed entity in the past three years.

He is holding 18,512 equity shares of the Company.

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

The remote e-voting period begins on Saturday, the 13th July, 2024 at 9:00 A.M. and ends on Tuesday, the 16th July, 2024 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. 10th July, 2024, 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 10th July, 2024.

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"><li data-bbox="553 737 1485 1073">1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.<li data-bbox="553 1104 1485 1209">2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com Select "Register Online for IDeAS Portal" or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp<li data-bbox="553 1241 1485 1556">3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.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 hold 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 company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining meeting & voting during the meeting.<li data-bbox="553 1566 1485 1623">4. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.

	<p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; margin-top: 20px;"> <div style="text-align: center;">  </div> <div style="text-align: center;">  </div> </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on 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 able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<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. upon logging in, you will be able to see e-Voting option. 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 company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</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 022 - 4886 7000 and 022 - 2499 7000
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 toll free no. 1800 22 55 33

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 and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting 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 and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting.”.
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. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
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 or call on.: 022 - 4886 7000 and 022 - 2499 7000 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 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.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM" placed under "Join meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.

3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at compliance@pratikaautoindustries.com. The same will be replied by the company suitably.
6. The equity shareholders who would like to express their views or ask questions during the Meeting may register themselves as speakers by sending their request from their registered e-mail address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number at compliance@pratikaautoindustries.com by Saturday, July 13, 2024 (5:00 p.m. IST). A Member who has registered as a speaker will only be allowed to express views/ask questions during the Meeting. The Chairperson reserves the right to restrict the number of questions and number of speakers, as appropriate for smooth conduct of the Meeting.

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. 10th July, 2024, may obtain the login ID and password by sending a request at compliance@pratikaautoindustries.com or evoting@nsdl.co.in or info@satellitecorporate.com.

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 i.e. 10th July, 2024, shall be entitled to avail the facility of remote e-voting as well as voting at the AGM.

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 alongwith 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 within two working days of the conclusion of the Annual General Meeting.

For and on behalf of the Board of Directors

Sd/-

Harpreet Singh Nibber
Chairman & Managing Director
DIN: 00239042

Date: 15th June, 2024
Place: Mohali

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 2025, 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. 1,15,000/-, 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 & 6

Appointment of Mr. Narinder Kumar Tyagi (DIN: 00483827) Additional Director, as director and as Whole Time director of the Company and payment of remuneration

To meet the composition of the Board of Directors in accordance with the Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 after demise of Mr. Raminder Singh Nibber, Director of the company, the Board of Directors on recommendation of Nomination and Remuneration Committee and pursuant to the provisions of section 161 and other applicable provisions of the Companies Act, 2013 has appointed Mr. Narinder Kumar Tyagi, CFO of the company as an Additional Director of the company.

Pursuant to the provisions of section 161 of the Companies Act, 2013 Mr. Narinder Kumar Tyagi will hold office till the date of the AGM and is eligible for appointment as Director of the company. The company has received a notice in writing under section 160 of the Companies Act, 2013 from a member of the company proposing his candidature for the office of Director of the Company.

On the recommendation of the Nomination & Remuneration Committee and subject to approval of the members of the company the board has appointed Mr. Narinder Kumar Tyagi, Chief Financial Officer of the Company as Whole time Director of the company designated as Director Finance and Chief Financial Officer for a period of three years w.e.f. 17/07/2024 on the terms, conditions and remuneration as set out in the proposed resolution.

Mr. Narinder Kumar Tyagi is not disqualified from being appointed as director in terms of section 164 of the Act and has given his consent to act as Director of the company. In the opinion of the Board Mr. Narinder Kumar Tyagi fulfills the conditions specified in the Companies Act, 2013 and Listing Regulations for appointment as Whole Time Director.

Mr. Narinder Kumar Tyagi aged 61 years is a qualified Chartered Accountant with 33 years experience in the listed and unlisted companies. He has varied experience in the field of Accounts, Finance, Taxation and Commercial matters. He is working as CFO of the Company.

Except Mr. Narinder Kumar Tyagi who is also working as CFO (Key Managerial Personnel), the appointee, none of the Directors and other Key Managerial Personnel of the Company or their relatives are in any way, concerned or interested, financially or otherwise, in the proposed resolution

The Board of Directors recommends the resolution at Item No. 5&6 of this Notice for your approval by Ordinary Resolution and Special Resolution, respectively in the interest of the company.

Item No. 7

Appointment of Mrs. Kritika Goyal as an Independent Director of the company

Based on recommendation of Nomination and Remuneration Committee, to fill the vacancy created after completion of second term of Mrs. Neha, Independent Director, the Board of Directors pursuant to the provisions of Sections 149, 152, 161 and other applicable provisions, if any, of the Companies Act, 2013, and the rules made there under, read with Schedule IV to the Companies Act, 2013 has appointed Mrs. Kritika Goyal as an Additional Director in the category of Independent Director of the company to hold the office for a period of three years w.e.f. 23/04/2024, not liable to retire by rotation, subject to the approval of the members of the company at the ensuing Annual General Meeting.

As an Additional Director Mrs. Kritika Goyal will hold office till the date of the AGM and is eligible for being appointed as an Independent Director. The company has received a notice in writing under section 160 of the Companies Act, 2013 from a member proposing her candidature for the office of Independent Director on the Board of the Company.

The company has also received a declaration from Mrs. Kritika Goyal confirming that she meets the criteria of independence as prescribed under the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Mrs. Kritika Goyal is also not disqualified from being appointed as director in terms of section 164 of the Act and has given her consent to act as Director of the company. In the opinion of the Board Mrs. Kritika Goyal fulfills the conditions specified in the Companies Act, 2013 and Listing Regulations for appointment as Independent Director and she is independent of the management.

Mrs. Kritika Goyal (DIN: 10594051) aged 28 years is Qualified Company Secretary with LLB. She is working as Company Secretary with Ducturus Advisory Services Pvt. Ltd. She has more than two years experience in Corporate Sector. She has experience in dealing with Corporate Compliances and procedures.

Except Mrs. Kritika Goyal, the appointee, none of the Directors, Key Managerial Personnel of the Company or their relatives are in any way, concerned or interested, financially or otherwise, in the proposed resolution.

The Board of Directors recommends the resolution at Item No. 7 of this Notice for your approval by Special Resolution in the interest of the company.

Item No. 8

Re-Appointment of Mr. Harpreet Singh Nibber (DIN 00239042) as Chairman and Managing Director of the Company and payment of Remuneration

Mr. Harpreet Singh Nibber (DIN: 00239042), was appointed as Managing Director of the Company on the payment of remuneration and terms & conditions as approved by the members of the company by passing Special Resolution in the Annual General Meeting held on 29/09/2021 for a period of three years w.e.f. 01/04/2022. His term will expire on 31/3/2025.

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 Chairman and Managing Director for a period of three years w.e.f. 01/04/2025 on the remuneration, terms & conditions contained in the resolution.

Mr. Harpreet Singh Nibber aged 52 years, isa B.E in Mechanical Engineering with more than 28 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., and Meeta Castings Ltd. and Managing Director of Pritika Engineering Components Ltd.

Except Mr. Harpreet Singh Nibber, the appointee, none of the Directors, Key Managerial Personnel of the Company or their relatives are in any way, concerned or interested, financially or otherwise, in the proposed resolution. Relatives of Mr. Harpreet Singh Nibber may also be deemed to be interested in the resolution.

The Board recommends the special resolution set for that 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

Re-Appointment of Mr. Ajay Kumar, Director (DIN 02929113) as Whole Time Director of the Company and payment of Remuneration

Mr. Ajay Kumar, Director (DIN 02929113) was appointed as Whole Time Director of the Company on the payment of remuneration and terms & conditions as approved by the members of the company by passing Special Resolution in the Annual General Meeting held on 29/09/2021 for a period of three years w.e.f 01/04/2022. His term will expire on 31/3/2025.

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 for a period of three years w.e.f. 01/04/2025 on the remuneration, terms & conditions contained in the resolution.

Mr. Ajay Kumar aged 50 years, is a young B.E with M.B.A. He has about 29 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, Pritika Engineering Components Ltd. and Meeta Castings Ltd.

Except Mr. Ajay Kumar, the appointee, none of the Directors, Key Managerial Personnel of the Company or their relatives are in any way, concerned or interested, financially or otherwise, in the proposed resolution.

The Board recommends the special resolution set for that 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. 10,11& 12

Pritika Industries Ltd., Pritika Engineering Components Ltd. and Meeta Castings 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., Pritika Engineering Components Ltd. and Meeta Castings 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 Ltd. and Meeta Castings Ltd. for a period of one year w.e.f. 1st April, 2024.

The Audit Committee and the Board of Directors of the Company at their meeting held on 15th June, 2024, subject to approval by the members of the company, have approved entering into the related party contracts, agreements, arrangements and transactions for a period of five years i.e. from Financial year

2025-26 to Financial year 2029-30 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., Pritika Engineering Components Ltd. and Meeta Castings Ltd. maybe 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.10

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. Harpreet Singh Nibber and Mr. Ajay Kumar, directors
3	Nature of Relationship	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/sale/availing/providing services ii) reimbursement of expenses iii)payment of dividend on investment in securities iv) taking/ giving inter-corporate loans/advances v) selling/disposing/buying/leasing property of any kind Duration: Fiveyears (01/04/2025to31/03/2030) The cumulative value of all transactions with PIL shall not exceed Rs. 20.00 crore per year. 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. 11

Sr. No.	Particulars	Details
1	Name of the Related Party	Pritika Engineering Components Ltd. (PECL)
2	Name of the Director or KMP who is related	Mr. Harpreet Singh Nibber, Mr. Ajay Kumar and Mr. Narinder Kumar Tyagi, directors
3	Nature of Relationship	Mr. Harpreet Singh Nibber, Mr. Ajay Kumar and Mr. Narinder Kumar Tyagi, directors of company are also director of PECL. PECL is material 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 vii) payment of dividend on investment in securities Duration: Five years (01/04/2025 to 31/03/2030) The cumulative value of all transactions with PECL shall not exceed Rs. 200.00 crore per year. 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 Ltd. is material subsidiary of the company.

Item No. 12

Sr. No.	Particulars	Details
1	Name of the Related Party	Meeta Castings Ltd. (MCL)
2	Name of the Director or KMP who is related	Mr. Harpreet Singh Nibber, Mr. Narinder Kumar Tyagi and Mr. Ajay Kumar, directors
3	Nature of Relationship	Mr. Harpreet Singh Nibber, Mr. Narinder Kumar Tyagi and Mr. Ajay Kumar directors of company are also director of MCL. MCL is Step down 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 vii) payment of dividend on investment in securities Duration: Five years (01/04/2025 to 31/03/2030) The cumulative value of all transactions with MCL shall not exceed Rs. 100.00 crore per year. 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.	Meeta Castings Limited step down 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 advance 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. 10,11 and 12of 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. Harpreet Singh Nibber together with their relatives hold in aggregate 7,93,69,450 Equity shares and M/s Pritika Industries Limited holds 2,54,99,057 Equity shares of the company and being promoters are concerned or interested in the above resolutions to this notice.

Except Mr. Harpreet Singh Nibber, Mr. Ajay Kumar and Mr. Narinder Kumar Tyagi, 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 10, 11 and 12.

The Board has recommended Ordinary Resolutions at Item no. 10, 11 and 12 for approval by the Members.

For and on behalf of the Board of Directors

Sd/-

**Harpreet Singh Nibber
Chairman & Managing Director
DIN: 00239042**

Date: 15th June, 2024

Place: Mohali

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. 6,8,9 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	The Financial performance based on given indicators for the year ended 31/03/2024 is as follows: Amount (Rs. in lacs) <table style="margin-left: auto; margin-right: auto;"> <tr> <td></td> <td style="text-align: center;">Consolidated</td> <td style="text-align: center;">Standalone</td> </tr> <tr> <td>Turnover</td> <td style="text-align: center;">34209.34</td> <td style="text-align: center;">34071.63</td> </tr> <tr> <td>Net Profit (before tax)</td> <td style="text-align: center;">2259.24</td> <td style="text-align: center;">1809.64</td> </tr> <tr> <td>EPS (in Rs.)</td> <td style="text-align: center;">1.18</td> <td style="text-align: center;">1.26</td> </tr> </table>		Consolidated	Standalone	Turnover	34209.34	34071.63	Net Profit (before tax)	2259.24	1809.64	EPS (in Rs.)	1.18	1.26
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Turnover	34209.34	34071.63												
Net Profit (before tax)	2259.24	1809.64												
EPS (in Rs.)	1.18	1.26												
5	Foreign investments or collaborators, if any	The company does not have any foreign collaborations. Foreign investors (Shareholders) mainly comprise of NRIs holding 4.91% and FPIs holding 4.12% of total shareholding as on 31/03/2024.												

II	<u>Information about the appointee</u>			
1	Name and Designation of the Director	Mr. Harpreet Singh Nibber Chairman & Managing Director	Mr. Narinder Kumar Tyagi Whole-Time Director	Mr. Ajay Kumar Whole-Time Director
2	Background details	Mr. Harpreet Singh Nibber - aged 52 years, is a young B.E. in Mechanical Engineering having more than 28 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. Narinder Kumar Tyagi aged 61 years is a qualified Chartered Accountant with 33 years experience in the listed and unlisted companies. He has varied experience in the field of Accounts, Finance, Taxation and Commercial matters. He is working as CFO of the Company.	Mr. Ajay Kumar- aged 50 years is a Mechanical Engineer with MBA. He has about 29 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. 1,74,850/- p.m. HRA Rs. 69,940/- p.m. Uniform Allowance: Rs. 7,500/- p.m. Other Allowances: Rs. 8,963/- p.m	Basic Salary Rs. 3,15,625 p.m HRA Rs.1,26,250 p.m. Uniform Allowance Rs. 7,500 p.m. Other Allowances Rs. 9,500 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 passed NISM Series V-A: Mutual Fund Distributors Certification Examination from National Institute of Securities Market (2011) and also is Direct Broker as per regulation 9(F)(iii) of IRDA(Insurance Brokers) Regulations 2002 by National Insurance Academy.	He is an approved Internal Auditor for ISO.
5	Job profile and his suitability	<p>As Chairman & 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 28 year experience in industry. He is promoter and associated with the company since the year 2017.</p> <p>Keeping in view of his contribution to the Company, his qualification and experience, the Board considers his re-appointment to be in the best interests of the Company.</p>	<p>He is Chief Financial Officer of the Company. He is a qualified Chartered Accountant with 33 years experience in the listed and unlisted companies. He has varied experience in the field of Accounts, Finance, Taxation and Commercial matters. He is associated with the company for the last more than five years.</p> <p>As whole time director he will be responsible for Accounting, Financial, Taxation and Commercial affairs of the Company.</p> <p>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.</p>	<p>As whole time director he will be responsible for handling production, quality and marketing.</p> <p>He has about 29 years of experience in various engineering industries and has been associated with Pritika Group for the last 24 years.</p> <p>Keeping in view of his contribution to the Company, his qualification and experience, the Board considers his re-appointment as whole time director to be in the best interests of the Company.</p>
6	Remuneration proposed	Salary Rs. 8,06,250/- per month. HRA Rs. 215000/- per month. Commission: 2% of net profit of the Company calculated in accordance with the provisions of Section 198 of Companies Act, 2013 and Perquisites. For perquisites details, please refer Resolution No. 8 of the notice.	Salary Rs. 1,74,850/- per month. HRA Rs.69,940/- per month.Allowances Rs. 16,463/- p.m. and Perquisites. For perquisites details, please refer Resolution No. 6 of the notice.	Salary Rs. 3,15,625/- per month. HRA Rs.126250/- per month. Allowances Rs. 17,000 p.m. and Perquisites. For perquisites details, please refer Resolution No. 9 of the notice.
7	Comparative remuneration with respect to	Taking into consideration of the size of company, profile of Mr. Harpreet Singh Nibber and the	Taking into consideration of the size of company, profile of Mr. Narinder Kumar	Taking into consideration of the size of company, profile of Mr. Ajay Kumar and

	industry, size of company, profile of the position and person	responsibilities shouldered on him, the aforesaid remuneration package is commensurate with the remuneration package paid to the managerial persons in other companies in the industry.	Tyagi and the responsibilities shouldered on him, the aforesaid remuneration package is commensurate with the remuneration package paid to the managerial persons in other companies in the industry.	the responsibilities 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 7,65,65,476 equity shares of the company. Mr. Harpreet Singh Nibber is not related to any other Director and Key Managerial Personnel of the Company.	Besides the remuneration proposed, he also holds 38,941 equity shares of the company. Mr. Narinder Kumar Tyagi is also CFO (Key Managerial Personnel) of the Company. He is not related to any director or any other Key Managerial Personnel of the Company.	Besides the remuneration proposed, he also holds 18,512 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.