

PRITIKA AUTO INDUSTRIES LIMITED

(Formerly known as Shivkrupa Machineries And Engineering Services Limited)

CIN: L45208PB1980PLC046738

Registered Office: - Plot No.C-94, Phase -VII, Industrial Focal Point, S.A.S. Nagar,
Mohali - Punjab -160 055 -India

Phone No: - -91 - 0172 -5008900 /01 Email Id: compliance@pritikaautoindustries.com

Website: www.pritikaautoindustries.com

EXTRA ORDINARY GENERAL MEETING NOTICE

NOTICE is hereby given that the Extra Ordinary General Meeting of the Members of Pritika Auto Industries Limited will be held on Friday, the 8th December, 2017 at 11.00 a.m. at the Registered Office of the company situated at Plot No.C-94, Phase - VII, Industrial Focal Point, S.A.S. Nagar, Mohali - Punjab -160 055 -India to transact the following businesses:

SPECIAL BUSINESS

ITEM NO. 1: INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY

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

"RESOLVED THAT pursuant to provisions of Section 61 and other applicable provisions of the Companies Act, 2013 and Rules made thereunder, or any statutory modification(s), amendment or re-enactment thereof and subject to such approvals, permissions, and sanctions, if any, as may be necessary from any concerned authorities, the Authorized Share Capital of the Company be increased from Rs.15,00,00,000/- (Rupees Fifteen Crores only) divided into 1,50,00,000 (One Crore Fifty Lakhs) Equity Shares of Rs. 10/- (Rupee Ten) each to Rs. 20,00,00,000/- (Rupees Twenty Crores only) divided into 2,00,00,000 (Two Crore) Equity Shares of Rs.10/- (Rupee Ten only) each."

ITEM NO. 2: ALTERATION OF MEMORANDUM OF ASSOCIATION OF THE COMPANY.

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

"RESOLVED THAT pursuant to Section 13 and all other applicable provisions of the Companies Act, 2013 and Rules made thereunder, the existing Clause V of the Memorandum of Association of the Company be and is hereby amended by deletion of the existing Clause V by substitution thereof by the following Clause:

V. The Authorized Share Capital of the Company is Rs.20,00,00,000/- (Rupees Twenty Crores only) divided into 2,00,00,000 (Two Crore) Equity Shares of Rs.10/- (Rupee Ten only) each with power to increase or reduce such capital for the time being in force in this behalf and with power to divide the shares in the capital for the time being into equity share capital or preference share capital, and to attach thereto respectively any preferential, qualified or special right, privileges or condition. If and whenever the capital of the company is divided into shares, of different classes the right of any such class may be varied, modified, effected, extended, abrogated or surrendered as provided in the Articles of Association of the company and the legislative provisions for the time being in force.

"RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable and expedient for giving effect to this resolution and/or otherwise considered by them in the best interest of the Company."

ITEM NO. 3: ISSUE OF EQUITY SHARES ON PREFERENTIAL ALLOTMENT BASIS TO THE PROMOTERS FOR CASH

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

"RESOLVED THAT pursuant to the provisions of Sections 23, 42 and 62(1)(c) of the Companies Act, 2013 (the "Act") and other applicable provisions, if any, of the Act and Rules made thereunder and all other applicable laws (including any statutory modification(s) or re-enactment thereof for the time being in force) and in accordance with the provisions of the Memorandum and Articles of Association of the Company, Listing Agreements entered into by the Company with the Stock Exchanges where the Equity Shares of the Company are listed, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any other rules/regulations/ guidelines, notifications, circulars and clarifications issued thereon from time to time by the Government of India, the Securities and Exchange Board of India ("SEBI"),

including Chapter VII of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 as amended from time to time (the "SEBI (ICDR) Regulations"), the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended from time to time (the "SEBI Takeover Regulations") and subject to necessary approvals, permissions, sanctions and consents as may be required, as may be applicable or any regulatory and other appropriate authorities (including but not limited to the Securities and Exchange Board of India ("SEBI"), the Government of India, etc.), if any and all such other approvals, which may be agreed to by the Board of Directors (hereinafter referred to as the "Board", which term shall be deemed to include any committee which the Board has constituted or may constitute to exercise its powers, including the powers conferred by this resolution), the consent, authority and approval of the Members of the Company be and is hereby accorded to the Board to create, offer, issue and allot, in one or more tranches, upto 3,50,000 (Three Lakhs Fifty Thousand) fully paid-up Equity Shares of Rs.10/- each of the Company, to the Promoters namely Pritika Industries Limited for cash at a price which shall not be lesser than the minimum specified price as per the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, as mentioned in the Explanatory Statement annexed hereunto to this Notice, by way of Preferential Allotment in such manner and on such other terms and conditions, as the Board may, in its absolute discretion, think fit."

RESOLVED FURTHER THAT:

The relevant date for the purpose of issue of Equity Shares as per Chapter VII of the SEBI (ICDR) Regulations, 2009, as amended upto date for the purpose of determination of the applicable price of equity shares is Wednesday, the 8th November, 2017 i.e. the 30 days prior to the date of the Extra Ordinary General Meeting to be held and other relevant provisions of the Companies Act, 2013, to consider the proposed issue."

- i. The Offer, Issue and Allotment of the aforesaid Equity Shares shall be made at such time or times as the Board may in its absolute discretion decide.
- ii. The allotment of Equity Shares is proposed to be completed within a maximum period of 15 days from the date of Extra Ordinary General Meeting. In case the allotment on preferential basis is pending on account of pendency of any approval for such allotment by any regulatory authority including Stock Exchange where the shares of the Company are listed or the Central Government then the allotment shall be completed within 15 days from the date of receipt of such approval as the case may be.

RESOLVED FURTHER THAT the Board be and is hereby authorized to issue and allot such number of Shares as may be required or as may be necessary in accordance with the terms of the offer, and all such equity shares shall be ranking *pari passu* and *inter-se* with the then existing equity shares of the Company in all respects including dividend.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution and matters flowing from, connected with and incidental to any of the matters mentioned in the aforesaid resolution, the Board be and is hereby authorized on behalf of the Company to take all actions and to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient to the issue or allotment, listing thereof with stock exchange and to resolve and settle all questions and difficulties that may arise in the proposed issue, allotment, utilization of the issue proceeds and to do all acts, deeds and things in connection therewith and incidental thereto as the Board may in its absolute discretion deem fit, without being required to seek any further consent or approval of the shareholders or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution."

RESOLVED FURTHER THAT the Board be authorized to delegate all or any of the powers conferred by this resolution on it, to any Committee or Sub-Committee of Directors or the Chairman or any other Director(s) or Officer(s) of the Company to give effect to the aforesaid resolution, with the power to such Committee/sub-Committee of the Board to further delegate all or any of its powers/duties to any of its members."

ITEM NO. 4: ISSUE OF EQUITY SHARES ON PREFERENTIAL ALLOTMENT BASIS TO THE PROMOTERS ON CONVERSION OF LOAN INTO EQUITY SHARES

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

"**RESOLVED THAT** pursuant to the provisions of Sections 23, 42 and 62(1)(c) of the Companies Act, 2013 (the "Act") and other applicable provisions, if any, of the Act and Rules made thereunder and all other applicable laws (including any statutory modification(s) or re-enactment thereof for the time being in force) and in accordance with the provisions of the Memorandum and Articles of Association of the Company, Listing Agreements entered into by the Company with the Stock Exchanges where the Equity Shares of the Company are listed, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any other rules/regulations/ guidelines, notifications, circulars and clarifications issued thereon from time to time by the Government of India, the Securities and Exchange Board of India ("SEBI"), including Chapter VII of the SEBI (Issue of Capital and Disclosure

Requirements) Regulations, 2009 as amended from time to time (the "SEBI (ICDR) Regulations"), the SEBI(Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended from time to time (the "SEBI Takeover Regulations") and subject to necessary approvals, permissions, sanctions and consents as may be required or any regulatory and other appropriate authorities (including but not limited to the Securities and Exchange Board of India ("SEBI"), the Government of India, etc.), if any and all such other approvals, which may be agreed to by the Board of Directors (hereinafter referred to as the "Board", which term shall be deemed to include any committee which the Board has constituted or may constitute to exercise its powers, including the powers conferred by this resolution) the consent, authority and approval of the Members of the Company be and is hereby accorded to the Board to create, offer, issue and allot, in one or more tranches, upto 3,25,000 (Three Lacs Twenty Five Thousand) fully paid-up Equity Shares of Rs.10/- each of the Company, to the Promoters namely Mr. Harpreet Singh Nibber (2,15,000 Equity Shares) and Mr. Raminder Singh Nibber (1,10,000 Equity shares) by way of Preferential allotment basis, on conversion of outstanding Unsecured Loan into Equity shares (i.e. in lieu of conversion of Loan into Equity shares) at a price which shall not be lesser than the minimum specified price as per the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, as mentioned in the Explanatory Statement annexed hereunto to this Notice, in such manner and on such other terms and conditions, as the Board may, in its absolute discretion, think fit."

RESOLVED FURTHER THAT:

The relevant date for the purpose of issue of Equity Shares as per Chapter VII of the SEBI (ICDR) Regulations, 2009, as amended upto date for the purpose of determination of the applicable price of equity shares is Wednesday the 8th November, 2017 i.e. the 30 days prior to the date of the Extra Ordinary General Meeting to be held and other relevant provisions of the Companies Act, 2013, to consider the proposed issue."

- i. The Offer, Issue and Allotment of the aforesaid Equity Shares shall be made at such time or times as the Board may in its absolute discretion decide.
- ii. The allotment of Equity Shares is proposed to be completed within a maximum period of 15 days from the date of Extra Ordinary General Meeting. In case the allotment on preferential basis is pending on account of pendency of any approval for such allotment by any regulatory authority including Securities and Exchange Board of India (SEBI), Stock Exchange where the shares of the Company are listed or the Central Government then the allotment shall be completed within 15 days from the date of receipt of such approval as the case may be.

RESOLVED FURTHER THAT the Board be and is hereby authorized to issue and allot such number of Shares as may be required or as may be necessary in accordance with the terms of the offer, and all such equity shares shall be ranking *pari passu* and *inter-se* with the then existing equity shares of the Company in all respects including dividend.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution and matters flowing from, connected with and incidental to any of the matters mentioned in the aforesaid resolution, the Board be and is hereby authorized on behalf of the Company to take all actions and to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient to the issue or allotment, listing thereof with stock exchange and to resolve and settle all questions and difficulties that may arise in the proposed issue, allotment and to do all acts, deeds and things in connection therewith and incidental thereto as the Board may in its absolute discretion deem fit, without being required to seek any further consent or approval of the shareholders or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution."

RESOLVED FURTHER THAT the Board be and is authorized to delegate all or any of the powers conferred by this resolution on it, to any Committee or Sub-Committee of Directors or the Chairman or any other Director(s) or Officer(s) of the Company to give effect to the aforesaid resolution, with the power to such Committee/sub-Committee of the Board to further delegate all or any of its powers/duties to any of its members."

ITEM NO. 5: ISSUE OF EQUITY SHARES ON PREFERENTIAL ALLOTMENT BASIS TO THE NON PROMOTERS (PUBLIC CATEGORY) FOR CASH

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

"**RESOLVED THAT** pursuant to the provisions of Sections 23, 42 and 62(1)(c) of the Companies Act, 2013 (the "Act") and other applicable provisions, if any, of the Act and Rules made thereunder and all other applicable laws (including any statutory modification(s) or re-enactment thereof for the time being in force) and in accordance with the provisions of the Memorandum and Articles of Association of the Company, Listing Agreements entered into by the Company with the Stock Exchanges where the Equity Shares of the Company are listed, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any other rules/regulations/ guidelines, notifications, circulars and clarifications issued thereon from time to time by the Government of India, the Securities and Exchange Board of India ("SEBI"), including Chapter VII of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 as amended from time to time (the "SEBI

(ICDR) Regulations"), the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended from time to time (the "SEBI Takeover Regulations"), Foreign Exchange Management (Transfer or issue of Security by a person Resident outside India) Regulations, 2017 and subject to necessary approvals, permissions, sanctions and consents as may be required, as may be applicable or any regulatory and other appropriate authorities (including but not limited to the Securities and Exchange Board of India ("SEBI"), Foreign Exchange Management Regulations, 2017, the Government of India, etc.), if any and all such other approvals, which may be agreed to by the Board of Directors (hereinafter referred to as the "Board", which term shall be deemed to include any committee which the Board has constituted or may constitute to exercise its powers, including the powers conferred by this resolution), the consent, authority and approval of the Members of the Company be and is hereby accorded to the Board to create, offer, issue and allot, in one or more tranches, upto 37,00,000 (Thirty Seven Lakhs) fully paid-up Equity Shares of Rs.10/- each of the Company, for cash at a price which shall not be lesser than the minimum specified price as per the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, under Non Promoters category (Public) as mentioned in the Explanatory Statement annexed hereunto to this Notice, by way of Preferential Allotment in such manner and on such other terms and conditions, as the Board may, in its absolute discretion, think fit."

RESOLVED FURTHER THAT:

The relevant date for the purpose of issue of Equity Shares as per Chapter VII of the SEBI (ICDR) Regulations, 2009, as amended upto date for the purpose of determination of the applicable price of equity shares is Wednesday the 8th November, 2017 i.e. the 30 days prior to the date of the Extra Ordinary General Meeting to be held and other relevant provisions of the Companies Act, 2013, to consider the proposed issue."

- i. The Offer, Issue and Allotment of the aforesaid Equity Shares shall be made at such time or times as the Board may in its absolute discretion decide.
- ii. The allotment of Equity Shares is proposed to be completed within a maximum period of 15 days from the date of Extra Ordinary General Meeting. In case the allotment on preferential basis is pending on account of pendency of any approval for such allotment by any regulatory authority including Stock Exchange where the shares of the Company are listed or the Central Government then the allotment shall be completed within 15 days from the date of receipt of such approval as the case may be.

RESOLVED FURTHER THAT the Board be and is hereby authorized to issue and allot such number of Shares as may be required or as may be necessary in accordance with the terms of the offer, and all such equity shares shall be ranking *pari passu* and *inter-se* with the then existing equity shares of the Company in all respects including dividend.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution and matters flowing from, connected with and incidental to any of the matters mentioned in the aforesaid resolution, the Board be and is hereby authorized on behalf of the Company to take all actions and to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient to the issue or allotment, listing thereof with stock exchange and to resolve and settle all questions and difficulties that may arise in the proposed issue, allotment, utilization of the issue proceeds and to do all acts, deeds and things in connection therewith and incidental thereto as the Board may in its absolute discretion deem fit, without being required to seek any further consent or approval of the shareholders or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

RESOLVED FURTHER THAT the Board be authorized to delegate all or any of the powers conferred by this resolution on it, to any Committee or Sub-Committee of Directors or the Chairman or any other Director(s) or Officer(s) of the Company to give effect to the aforesaid resolution, with the power to such Committee/sub-Committee of the Board to further delegate all or any of its powers/duties to any of its members.”

**By Order of the Board of Directors
For Pritika Auto Industries Limited,**

**Sd/-
Vedant Bhatt
Company Secretary & Compliance Officer**

Place: Mohali

Dated: 10th November, 2017

Notes:

1. A member entitled to attend and vote at the meeting, is entitled to appoint one or more proxies to attend and vote instead of himself /herself and a proxy need not be a member. 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. Proxies to be effective must be received by the company not less than 48 hours before the commencement of the meeting.
2. Corporate members intending to send their Authorized Representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
3. The Members are requested to notify any change in their address, email id, nominations under the signature of the registered holder(s) to the Company's Registrars and Share Transfer Agent Satellite Corporate Services Private Limited, Unit: - **Pritika Auto Industries Limited**, B-302, Sony Apartment, Opp. St. Jude High School, 90 Feet Road, Jarimari, Sakinaka, Mumbai-400072 and to the Depository Participants in respect of shares held in electronic form.
4. Members/proxies should bring their copies of the Notice, admission slip duly filled in along with a valid identity proof such as the PAN card, passport, AADHAR card or driving license for attending the meeting.
5. The relevant Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, which sets out details relating to Special Businesses at the meeting, is annexed hereto and forming part of this Notice.
6. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. 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. Members holding shares in physical form can submit their PAN details to the Registrars and Share Transfer Agent.
7. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules made thereunder, electronic copy of the Notice of the Extra Ordinary General Meeting of the Company inter alia indicating the process and manner of e-Voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copy of the Notice of the Extra Ordinary General Meeting of the

Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.

8. Members may note that the Notice of the Extra Ordinary General Meeting will also be available on the Company's website www.pritikaautoindustries.com for their download. A copy of each of the documents referred to in the accompanying Explanatory Statement is open for inspection at the Registered Office of the Company during office hours on all working days, except Saturday and Sunday and other holidays, between 11:00 a.m. and 1:00 p.m. up to the date of EOGM i.e. Friday, 8th December, 2017. For any communication, the shareholders may also send requests to the Company's investor email id: compliance@pritikaautoindustries.com.

9. **Voting through electronic means**

In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015 ('Amended Rules 2015') and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Extra Ordinary General Meeting (EOGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the EOGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).

A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company / Depository Participants(s)]:

- (i) Open email and open PDF file viz; "**Pritika Auto Industries Limited e-Voting.pdf**" with your Client ID or Folio No. as password.

The said PDF file contains your user ID and password / PIN for e-voting. Please note that the password is an initial password.

- (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com>

- (iii) Click on Shareholder - Login

- (iv) Put user ID and password as initial password / PIN noted in step (i) above. Click Login.

- (v) Password change menu appears.

Change the password / PIN with new password of your choice with minimum 8 digits / characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(vi) Home page of e-voting opens. Click on e-voting: Active Voting Cycles.

(vii) Select "EVEN" of **Pritika Auto Industries Limited**.

(viii) Now you are ready for e-voting as Cast Vote page opens.

(ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.

(x) Upon confirmation, the message "Vote cast successfully" will be displayed.

(xi) Once you have voted on the resolution, you will not be allowed to modify your vote.

(xii) 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. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to dipika.biyani@gmail.com with a copy marked to evoting@nsdl.co.in.

B. In case a Member receives physical copy of the Notice of EOGM and Attendance Slip [for members whose email IDs are not registered with the Company / Depository Participants(s)] or requesting physical copy:

(i) Initial password is provided at the bottom of the Attendance Slip for the EOGM: EVEN (E-voting Event Number) USER ID PASSWORD/PIN.

(ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) Above, to cast vote.

(2) **Voting at EOGM:** The members who have not cast their vote by remote e-voting can exercise their voting rights at the EOGM. The Company will make arrangements of ballot papers in this regards at the EOGM Venue.

OTHER INSTRUCTIONS

- I. 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 Downloads section of www.evoting.nsdl.com
- II. If you are already registered with NSDL for e-voting then you can use your existing user ID and password /PIN for casting your vote.
- III. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

- IV. **The Members, whose names appear in the Register of Members / list of Beneficial Owners as on 1st December, 2017, are entitled to vote on the Resolutions set forth in this Notice.**
- V. The remote e-voting period will commence at 9.00 a.m. on 5th December, 2017 and will end at 5.00 p.m. 7th December, 2017. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 1st December, 2017 may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- VI. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 1st December, 2017.
- VII. Any person, who acquires shares of the Company and becomes member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 1st December, 2017 may obtain the login ID and password by sending an email to compliance@pratikaautoindustries.com or evoting@nsdl.co.in by mentioning their Folio No. /DP ID and Client ID No. However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forget your password, you can reset your password by using "Forget User Details/Password" option available on www.evoting.nsdl.com
- VIII. A member may participate in the meeting even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the meeting.
- IX. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on cut-off date only shall be entitled to avail the facility of remote e-voting or voting at the meeting through ballot papers.
- X. Mr. Jaymin Modi, (ACS- 44248), (CP 16948) Proprietor of M/S. Jaymin Modi & Co, Bhayander, (East), Thane, Practicing Company Secretary has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- XI. The Scrutinizer shall, immediately after the conclusion of voting at general meeting, count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company. Scrutinizer shall within 3 days of conclusion of the meeting submit a consolidated scrutinizer report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing.
- XII. The results along with the Scrutinizers Report shall be placed on the website of the Company and on the website of NSDL and shall be communicated to BSE Limited.
10. This Notice has been updated with the instructions for voting through electronic means as per the Amended Rules 2015.

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

Item 1 and 2

The Company, in order to meet its growth objectives and to strengthen its financial position, is required to generate long term resources by issuing Equity Shares. The Board of Directors at item No. 3, to 5 proposes to issue and allot Equity Shares by way of preferential allotment. Hence it is therefore deemed appropriate to increase the Authorised Equity Share Capital of the Company to accommodate the issue of Equity Shares as envisaged at item no. 3 to 5 and for that purpose, the Capital Clause No. V (a) of the Memorandum of Association of the Company is required to be suitably altered as set out at Item No.1 and 2 of the accompanying Notice.

The provisions of the Companies Act, 2013 require the Company to seek the approval of the Members for Increase of the Authorised Share Capital and for the Consequent Amendment to the capital clause of the Memorandum of Association of the Company.

The Current Authorised share capital of the Company is Rs. 15,00,00,000/- (Rupees Fifteen Crores only) divided into 1,50,00,000 Equity shares of Rs.10/- each. The Issued Subscribed and Paid up Capital of the Company is Rs. 13,54,20,000/- (Rupees Thirteen Crores Fifty Four Lacs Twenty Thousand only) divided into 1,35,42,000 Equity Shares of Rs. 10/- each.

Further, considering the proposed issue of Fully-paid Equity Shares and in order to accommodate the issue of Equity shares, the Board of Directors considers that, the existing Authorised Share Capital of the Company is proposed to be increased from Rs. 15,00,00,000/- (Rupees Fifteen Crore only) divided into 1,50,00,000 Equity shares of Rs.10/- each to Rs. 20,00,00,000/- (Rupees Twenty Crores only) divided into 2,00,00,000 (Two Crore) Equity Shares of Rs.10/- (Rupee Ten only) each.

Further, the increased Authorised Share Capital will have to be reflected in the Memorandum of Association of the Company.

The Board of Directors accordingly recommends the resolutions set out at Item No. 1 and 2 of the accompanying Notice for the approval of the Members.

None of the Directors and Managers of the Company and Key Managerial Personnel and their relatives is concerned in any way or interested in the resolution.

Your Directors commend the resolutions at item nos.1 and 2 for your approval as an Ordinary Resolutions.

ITEM NO. 3

- A. In terms of section 102 of the Companies Act, 2013 and Chapter VII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (“ICDR Regulations”) and any other applicable law, the Explanatory Statement set out all the material facts relating to the special business mentioned in the accompanying notice dated 10th November, 2017.**

The Board of Directors in its meeting held on Friday, the 10th November, 2017 discussed the future plans of the Company and its existing requirement for funds. In view of the foregoing, the Board considered the best way to raise the funds required to finance the operations of the Company is by way of issuance of shares on the preferential basis. Based on the above discussions, the Board resolved to issue, offer and allot upto a maximum of 3,50,000 Equity Shares for cash on preferential basis to the Promoters. The pricing of the Equity Shares to be allotted on preferential basis shall not be lower than the price determined in accordance with the SEBI (ICDR) Regulations, 2009.

Pursuant to provisions of Section 62 of Companies Act, 2013, any offer or issue of shares of the Company to persons other than the existing holders of the equity shares of a Company requires prior approval of the Shareholders in general meeting by way of a Special Resolution. The Listing Agreement executed by the Company with the Stock Exchange also provide that the Company shall, in the first instance, offer all securities for subscription on proportionate basis to the Shareholders unless the Shareholders in a general meeting decide otherwise.

- B. The details of the issue and other particulars as required in terms of Regulation 73 (1) of SEBI (ICDR) Regulations, 2009 in relation to the resolution for the proposed preferential issue are given as under:**

i. The Objects of the Preferential Issue:

The funds to be raised from the proposed issue of Equity Shares will be utilized for a combination of part funding of the expenditure for expansion, support growth plans of the Company and its wholly owned subsidiaries i.e. Pritika Autocast Limited (PACL) and Nibber Castings Limited (NCPL), long-term working capital and general corporate purposes.

ii. The intention of the promoters / directors / key management persons to subscribe to the Preferential Issue:

The Company has received a letter of intent from the Promoter indicating its intention to subscribe to the proposed preferential issue. Except for the Promoter who will subscribe to the Equity Shares as part of the proposed preferential issue,

none of the Directors or Key Managerial Personnel intends to subscribe to the proposed preferential issue

iii. Pricing of Securities to be issued:

The issue of Equity Shares on preferential basis to the Promoters of the Company will be in such manner and on such price, terms and conditions as may be determined by the Board in accordance with the provisions of Chapter VII of SEBI (ICDR) Regulations, 2009.

The Company is listed on both BSE Limited and The Calcutta Stock Exchange Limited. For the purpose of computation of the price per Equity Share, the BSE Limited that has higher trading volume for the said period has been considered.

In terms of SEBI (ICDR) Regulations, 2009, the price per Equity Share shall not be lower than the price determined in accordance with the provisions of Chapter VII of the SEBI (ICDR) Regulations, 2009 which shall be higher of the following:

- a. Average of the weekly high and low of the Volume Weighted Average prices of the Equity Shares of the Company quoted on the Stock Exchange, during the Twenty Six weeks preceding the Relevant Date; or
- b. Average of the weekly high and low of the Volume Weighted Average prices of the Equity Shares of the Company quoted on the Stock Exchange, during the Two weeks preceding the Relevant Date

The price of equity shares to be issued shall be Rs. 74.10/- per Equity Share (inclusive of Rs.64.10/- per Share as Premium) or the Minimum Price determined as on the relevant date in accordance with Chapter VII of the SEBI (ICDR) Regulations, 2009 whichever is higher.

The Equity Shares allotted pursuant to the above Resolution shall rank *pari-passu* in all respects with the existing Equity Shares of the Company.

iv. Relevant Date:

The Relevant Date as per the SEBI (ICDR) Regulations, 2009 for the determination of the price per Equity Share to be issued pursuant to the aforesaid Preferential Allotment is fixed as 8th November, 2017, i.e. 30 days prior to the date of the Extra Ordinary General Meeting (8th December,2017) on which the approval of the Shareholders, with respect to the proposed Preferential Issue, is sought.

v. Particulars of Subscribers to Equity Shares

The Company proposes to issue Equity Shares by way of preferential issue to the Promoter for cash as per the details given herein below:

Name of the Proposed subscribers	Pre Preferential Issue		New Allotment	Post Preferential Issue % of Holding (considering Equity Shares issued through this Notice)	
	No. of Shares held	% of Holding	No. of Shares	No. of Shares held	% of Holding
Category Promoter					
Pritika Industries Limited (*)	45,60,253	33.67	3,50,000	49,10,253	27.40
Total	45,60,253	33.67	3,50,000	49,10,253	27.40

- (*) The natural persons who are the ultimate beneficial owners of the shares proposed to be allotted to M/s Pritika Industries Limited are:- **the shareholders** - Mr. Raminder Singh Nibber Mr. Harpreet Singh Nibber Mr. Gurkaran Singh Nibber Ms. Pavit Nibber Mr. Ramesh Chander Saini Mr. Ajay Kumar Mr. Gaganpreet Singh and Mr. Avtar Singh and **the directors** - Mr. Raminder Singh Nibber, Mr. Harpreet Singh Nibber and Mr. Ajay Kumar.
- Pritika Industries Limited is the existing Promoter group company.

vi. Shareholding Pattern Pre and Post Preferential Issue:

Table	A		B	
	Total No. of Shares	% of Total Voting Rights	Total No. of shares	% of Total Voting Rights
Category of Shareholders	Pre-Allotment		Post Allotment of Equity shares issued pursuant to this notice.	
Promoters/Promoters' Group	78,03,231	57.62	84,78,231	47.32
Sub- Total (A)	78,03,231	57.62	84,78,231	47.32
Non promoters				

Foreign Institutional Investors	0	0	0	0
Bodies Corporate	6,16,349	4.55	6,16,349	3.44
Non Resident Indians / Overseas Corporate bodies	7,05,011	5.21	40,34,011	22.51
Individual – Public	43,76,067	32.32	47,47,067	26.50
Others – Clearing Members	41,342	0.30	41,342	0.23
Sub-total (B)	57,38,769	42.38	94,38,769	52.68
Total (A+B)	1,35,42,000	100	1,79,17,000	100

Note:- The post-allotment shareholding calculated above assumes issue and allotment of 6,75,000 (Six Lacs Seventy five Thousand) Equity Shares to the Promoter(for cash and other than cash) under Preferential Allotment and also assumes issue and allotment of 37,00,000 (Thirty Seven lakhs) Equity Shares pursuant to the proposed Public (Non Promoter category).

vii. Change in Management:

There shall be no change in the management or control of the Company pursuant to the issue of the Equity Shares.

viii. Lock in of Equity Shares

The Equity shares to be allotted to the promoters on a preferential basis as set out in the resolution shall be locked in as per the requirements of SEBI (ICDR) Regulations 2009 as amended from time to time.

ix. Proposed time within which the allotment shall be completed:-

As required under the SEBI (ICDR) Regulations, 2009, the allotment of Equity Shares is proposed to be completed within a maximum period of 15 days from the date of Extra Ordinary General Meeting. In case the allotment on preferential basis is pending on account of pendency of any approval for such allotment by any regulatory authority including Stock Exchange where the shares of the Company are listed or the Central Government then the allotment shall be completed within 15 days from the date of receipt of such approval as the case may be.

x. No. of persons to whom allotment on Preferential Basis has already been made during the year, in terms of Number of Securities as well as Price:

The Company has not made any preferential allotments during the current financial year except as envisaged in the said notice of EOGM. However the

Board of Directors have allotted 88,49,500 Equity shares on preferential basis during the financial year 2016-17 to Promoters (8) and Non Promoters (16) for cash and consideration other than cash at a price of Rs.37.40/- per share.

xi. The Company hereby undertakes that:

- a) It would re-compute the price of the Securities specified above in terms of the provisions of the SEBI (ICDR) Regulations, 2009 where it is required to do so.
- b) If the amount payable on account of re-computation of price is not paid within the time stipulated in the SEBI (ICDR) Regulations, 2009, the above specified securities shall continue to be locked in till the time such amount is paid by allottees.

xii. The Company, its Promoters and the Directors of the company are not in the list of willful defaulters.

xiii. Others:

The certificate from M/s Koshal & Associates, Chartered Accountants, the statutory Auditor of the company to the effect that the present preferential issue is being made in accordance with the requirements contained in Chapter VII of the SEBI (ICDR) Regulations, 2009 shall be open for inspection at the Registered Office of the Company during office hours on all working days, except Saturday and Sunday and other holidays, between 11:00 a.m. and 1:00 p.m. up to the date of EOGM i.e. Friday, 8th December, 2017

As it is proposed to issue Equity shares on preferential basis, special resolution is required to be approved by members pursuant to the provisions of Section 62 of the Companies Act, 2013 and Chapter VII of the SEBI (ICDR) Regulations, 2009 and other applicable provisions (if any).

The Board of Directors of the Company believes that the proposed Preferential Issue is in the best interest of the Company and its Members. The Board, therefore, recommends the Resolution(s) at Item Nos. 3 of the accompanying Notice for the approval of Members.

None of the Directors except Mr. Raminder Singh Nibber, Mr. Harpreet Singh Nibber AND Mr. Ajay Kumar being directors of Pritika Industries Limited and Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the proposed Special Resolution as set out at Item No. 3 of the Notice, except to the extent of their Shareholding, if any, in the Company.

Your Directors commend the resolution for your approval as a Special Resolution.

ITEM NO. 4

- B. In terms of section 102 of the Companies Act, 2013 and Chapter VII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (“ICDR Regulations”) and any other applicable law, the Explanatory Statement set out all the material facts relating to the special business mentioned in the accompanying notice dated 10th November, 2017.**

The Board of Directors in its meeting held on Friday, the 10th November, 2017 discussed the future plans of the Company and its existing requirement for funds. In view of the foregoing, the Board considered the best way to raise the funds required to finance the operations of the Company is by way of issuance of shares on the preferential basis. Based on the above discussions, the Board resolved to issue, offer and allot upto a maximum of 3,25,000 Equity Shares on conversion of Unsecured Loan into Equity shares on preferential basis to the Promoters. As on the date of the Board Meeting i.e.10th November, 2017 the outstanding amount of Unsecured Loan of Mr. Raminder Singh Nibber and Mr. Harpreet Singh Nibber was Rs. 81.51 lakhs and Rs.159.32 lakhs respectively. Mr. Raminder Singh Nibber and Mr. Harpreet Singh Nibber have vide their letters dated 10th November, 2017 requested the Board of Directors of the Company to adjust the unsecured Loans towards their entitlement for the proposed preferential issue. The pricing of the Equity Shares to be allotted on preferential basis shall not be lower than the price determined in accordance with the SEBI (ICDR) Regulations, 2009.

Pursuant to provisions of Section 62 of Companies Act, 2013, any offer or issue of shares of the Company to persons other than the existing holders of the equity shares of a Company requires prior approval of the Shareholders in general meeting by way of a Special Resolution. The Listing Agreement executed by the Company with the Stock Exchange also provide that the Company shall, in the first instance, offer all securities for subscription on proportionate basis to the Shareholders unless the Shareholders in a general meeting decide otherwise.

- B. The details of the issue and other particulars as required in terms of Regulation 73 (1) of SEBI (ICDR) Regulations, 2009 in relation to the resolution for the proposed preferential issue are given as under:**

i. The Objects of the Preferential Issue:

Keeping in view the growing business requirements of the company, the Promoters namely Mr. Raminder Singh Nibber and Mr. Harpreet Singh Nibber have infused funds by way of Unsecured Loan from time to time. The Unsecured Loan was given to the company for the immediate fund requirements of the company. The company has received funds (cash inflow) by way of Unsecured Loan and is outstanding in

the books of accounts of the company. The funds raised through Unsecured Loan have been utilized for a combination of part funding of the expenditure for expansion, support growth plans of the Company and its wholly owned subsidiaries i.e. Pritika Autocast Limited (PACL) and Nibber Castings Limited (NCPL), long-term working capital and general corporate purposes. The objects of the preferential issue are the enhancement of the Equity base by conversion of part of the Unsecured Loan into Equity. The Equity shares will be issued on conversion of Unsecured Loan. There will be no cash inflow by way of conversion of loan into Equity shares as the Company has already received Unsecured Loan.

ii. The intention of the promoters / directors / key management persons to subscribe to the Preferential Issue:

The Company has received letters of intent from the Promoters indicating their intention to subscribe to the proposed preferential issue. Except for the Promoter who will subscribe to the Equity Shares as part of the proposed preferential issue, none of the Directors or Key Managerial Personnel intends to subscribe to the proposed preferential issue

iii. Pricing of Securities to be issued:

The issue of Equity Shares on preferential basis to the Promoters of the Company will be in such manner and on such price, terms and conditions as may be determined by the Board in accordance with the provisions of Chapter VII of SEBI (ICDR) Regulations, 2009.

The Company is listed on both BSE Limited and The Calcutta Stock Exchange Limited. For the purpose of computation of the price per Equity Share, the BSE Limited that has higher trading volume for the said period has been considered.

In terms of SEBI (ICDR) Regulations, 2009, the price per Equity Share shall not be lower than the price determined in accordance with the provisions of Chapter VII of the SEBI (ICDR) Regulations, 2009 which shall be higher of the following:

- a. Average of the weekly high and low of the Volume Weighted Average prices of the Equity Shares of the Company quoted on the Stock Exchange, during the Twenty Six weeks preceding the Relevant Date; or
- b. Average of the weekly high and low of the Volume Weighted Average prices of the Equity Shares of the Company quoted on the Stock Exchange, during the Two weeks preceding the Relevant Date

The price of equity shares to be issued shall be Rs. 74.10/- per Equity Share (inclusive of Rs.64.10/- per Share as Premium) or the Minimum Price determined as on the relevant date in accordance with Chapter VII of the SEBI (ICDR) Regulations, 2009 whichever is higher.

The Equity Shares allotted pursuant to the above Resolution shall rank *pari-passu* in all respects with the existing Equity Shares of the Company.

iv. Relevant Date:

The Relevant Date as per the SEBI (ICDR) Regulations, 2009 for the determination of the price per Equity Share to be issued pursuant to the aforesaid Preferential Allotment is fixed as 8th November, 2017, i.e. 30 days prior to the date of the Extra Ordinary General Meeting (8th December,2017) on which the approval of the Shareholders, with respect to the proposed Preferential Issue, is sought.

v. Particulars of Subscribers to Equity Shares

The Company proposes to issue Equity Shares by way of preferential issue to the Promoter for conversion of Unsecured Loan into Equity shares as per the details given herein below:

Name of the Proposed subscribers	Pre Preferential Issue		New Allotment	Post Preferential Issue % of Holding (considering Equity Shares issued through this Notice)	
	No. of Shares held	% of Holding		No. of Shares held	% of Holding
Category Promoters			No. of Shares	No. of Shares held	% of Holding
Harpreet Singh Nibber	18,39,934	13.59	2,15,000	20,54,934	11.47
Raminder Singh Nibber	10,61,182	7.84	1,10,000	11,71,182	6.54
Total	29,01,116	21.43	3,25,000	32,26,116	18.01

vi. Shareholding Pattern Pre and Post Preferential Issue:

Table	A		B	
Category of Shareholders	Pre-Allotment		Post Allotment of Equity shares issued pursuant to this notice.	
	Total No. of Shares	% of Total Voting Rights	Total No. of shares	% of Total Voting Rights
Promoters/Promoters' Group	78,03,231	57.62	84,78,231	47.32
Sub- Total (A)	78,03,231	57.62	84,78,231	47.32
Non promoters				
Foreign Institutional Investors	0	0	0	0
Bodies Corporate	6,16,349	4.55	6,16,349	3.44
Non Resident Indians / Overseas Corporate bodies	7,05,011	5.21	40,34,011	22.51
Individual – Public	43,76,067	32.32	47,47,067	26.50
Others – Clearing Members	41,342	0.30	41,342	0.23
Sub-total (B)	57,38,769	42.38	94,38,769	52.68
Total (A+B)	1,35,42,000	100	1,79,17,000	100

Note:- The post-allotment shareholding calculated above assumes issue and allotment of 6,75,000 (Six Lacs Seventy five Thousand) Equity Shares to the Promoter(for cash and other than cash) under Preferential Allotment and also assumes issue and allotment of 37,00,000 (Thirty Seven lakhs) Equity Shares pursuant to the proposed Public (Non Promoter category).

vii. Change in Management:

There shall be no change in the management or control of the Company pursuant to the issue of the Equity Shares.

viii. Lock in of Equity Shares

The Equity shares to be allotted to the promoters on a preferential basis as set out in the resolution shall be locked in as per the requirements of SEBI (ICDR) Regulations 2009 as amended from time to time.

ix. Proposed time within which the allotment shall be completed:-

As required under the SEBI (ICDR) Regulations, 2009, the allotment of Equity Shares is proposed to be completed within a maximum period of 15 days from the date of Extra Ordinary General Meeting. In case the allotment on preferential basis is pending on account of pendency of any approval for such allotment by any regulatory authority including Stock Exchange where the shares of the Company are listed or the Central Government then the allotment shall be completed within 15 days from the date of receipt of such approval as the case may be.

x. No. of persons to whom allotment on Preferential Basis has already been made during the year, in terms of Number of Securities as well as Price:

The Company has not made any preferential allotments during the current financial year except as envisaged in the said notice of EOGM. However the Board of Directors have allotted 88,49,500 Equity shares on preferential basis during the financial year 2016-17 to Promoters (8) and Non Promoters (16) for cash and consideration other than cash at a price of Rs.37.40/- per share.

xi. The Company hereby undertakes that:

- a) It would re-compute the price of the Securities specified above in terms of the provisions of the SEBI (ICDR) Regulations, 2009 where it is required to do so.
- b) If the amount payable on account of re-computation of price is not paid within the time stipulated in the SEBI (ICDR) Regulations, 2009, the above specified securities shall continue to be locked in till the time such amount is paid by allottees.

xii. The Company, its Promoters and the Directors of the company are not in the list of willful defaulters.

xiii. Others:

The certificate from M/s Koshal & Associates, Chartered Accountants, the statutory Auditor of the company to the effect that the present preferential issue is being made in accordance with the requirements contained in Chapter VII of the SEBI (ICDR) Regulations, 2009 shall be open for inspection at the Registered Office of the Company during office hours on all working days, except Saturday and Sunday and other holidays, between 11:00 a.m. and 1:00 p.m. up to the date of EOGM i.e. Friday, 8th December, 2017.

As it is proposed to issue Equity shares on preferential basis, special resolution is required to be approved by members pursuant to the provisions of Section 62 of the Companies Act, 2013 and Chapter VII of the SEBI (ICDR) Regulations, 2009 and other applicable provisions (if any).

The Board of Directors of the Company believes that the proposed Preferential Issue is in the best interest of the Company and its Members. The Board, therefore, recommends the Resolution(s) at Item No.4 of the accompanying Notice for the approval of Members.

None of the Directors except Mr. Raminder Singh Nibber and Mr. Harpreet Singh Nibber and Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the proposed Special Resolution as set out at Item No. 4 of the Notice, except to the extent of their Shareholding, if any, in the Company.

Your Directors commend the resolution for your approval as a Special Resolution.

Item No.5

A. In terms of section 102 of the Companies Act, 2013 and Chapter VII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 ("ICDR Regulations") and any other applicable law, the Explanatory Statement set out all the material facts relating to the special business mentioned in the accompanying notice dated 10th November, 2017.

The Board of Directors in its meeting held on Friday, the 10th day of November, 2017 discussed the future plans of the Company and its existing requirement for funds. In view of the foregoing, the Board considered the best way to raise the funds required to finance the operations of the Company is by way of issuance of shares on the preferential basis. Based on the above discussions, the Board resolved to issue, offer and allot upto a maximum of 37,00,000 Equity Shares for cash on preferential basis to the Non Promoters(Public Category). The pricing of the Equity Shares to be allotted on preferential basis shall not be lower than the price determined in accordance with the SEBI (ICDR) Regulations, 2009.

Pursuant to provisions of Section 62 of Companies Act, 2013, any offer or issue of shares of the Company to persons other than the existing holders of the equity shares of a Company requires prior approval of the Shareholders in general meeting by way of a Special Resolution. The Listing Agreement executed by the Company with the Stock Exchange also provide that the Company shall, in the first instance, offer all securities for subscription on proportionate basis to the Shareholders unless the Shareholders in a general meeting decide otherwise.

B. The details of the issue and other particulars as required in terms of Regulation 73 (1) of SEBI (ICDR) Regulations, 2009 in relation to the resolution for the proposed preferential issue are given as under:

i. The Objects of the Preferential Issue:

The funds to be raised from the proposed issue of Equity Shares will be utilized for a combination of part funding of the expenditure for expansion, support growth plans of the Company and its wholly owned subsidiaries i.e. Pritika Autocast Limited and Nibber Castings Limited, long-term working capital and general corporate purposes.

ii. The intention of the promoters / directors / key management persons to subscribe to the Preferential Issue:

None of the promoters / directors / key managerial person intends to subscribe to the Preferential Issue of Equity Shares.

iii. Pricing of Securities to be issued:

The issue of Equity Shares on preferential basis to the Non promoters (Public Category) of the Company will be in such manner and on such price, terms and conditions as may be determined by the Board in accordance with the provisions of Chapter VII of SEBI (ICDR) Regulations, 2009.

The Company is listed on both BSE Limited and the Calcutta Stock Exchange Limited. For the purpose of computation of the price per Equity Share, the BSE Limited that has higher trading volume for the said period has been considered.

In terms of SEBI (ICDR) Regulations, 2009, the price per Equity Share shall not be lower than the price determined in accordance with the provisions of Chapter VII of the SEBI (ICDR) Regulations, 2009 which shall be higher of the following:

- a. Average of the weekly high and low of the Volume Weighted Average prices of the Equity Shares of the Company quoted on the Stock Exchange, during the Twenty Six weeks preceding the Relevant Date; or
- b. Average of the weekly high and low of the Volume Weighted Average prices of the Equity Shares of the Company quoted on the Stock Exchange, during the Two weeks preceding the Relevant Date

The price of equity shares to be issued shall be Rs.74.10/- per Equity Share (inclusive of Rs.64.10/- per Share as Premium) or the Minimum Price

determined as on the relevant date in accordance with Chapter VII of the SEBI (ICDR) Regulations, 2009 whichever is higher.

The Equity Shares allotted pursuant to the above Resolution shall rank *pari-passu* in all respects with the existing Equity Shares of the Company.

iv. Relevant Date:

The Relevant Date as per the SEBI (ICDR) Regulations, 2009 for the determination of the price per Equity Share to be issued pursuant to the aforesaid Preferential Allotment is fixed as 8th November, 2017, i.e. 30 days prior to the date of the Extra Ordinary General Meeting (8th December, 2017) on which the approval of the Shareholders, with respect to the proposed Preferential Issue, is sought.

v. Particulars of Subscribers to Equity Shares

The Company proposes to issue Equity Shares by way of preferential issue to the Non promoters (public category) for cash as per the details given herein below:

Name of the Proposed subscribers	Pre Preferential Issue		New Allotment	Post Preferential Issue % of Holding (considering Equity Shares issued through this Notice)	
	No. of Shares held	% of Holding	No. of Shares	No. of Shares held	% of Holding
Category Non Promoter					
Virendra Dhakan	0	0	67,500	67,500	0.37
Virendra Modi	0	0	20,500	20,500	0.11
Ajit S Ailani	0	0	1,35,000	1,35,000	0.75
Chetan Virinder Mehra	61,500	0.45	67,500	1,29,000	0.71
Lalit Sadhwani	0	0	7,00,000	7,00,000	3.90
Rajesh Sadhwani jt. With Sneha Sadhwani	0	0	16,25,000	16,25,000	9.10
Ashok Sadhwani	94,000	0.70	7,13,500	8,07,500	4.52
Prakhar Mangla	0	0	21,000	21,000	0.12
Ghanshyamdas Daulal Agarwal	0	0	50,000	50,000	0.28

Ishneet Kaur	0	0	1,25,000	1,25,000	0.69
Upneet Kaur	0	0	1,25,000	1,25,000	0.69
Parvinder Singh Sahni	0	0	50,000	50,000	0.28
Total	1,55,500	1.15	37,00,000	38,55,500	21.52

vi. Under subscription, if any

Any of the Equity Shares issued as above, that may remain unsubscribed for any reason whatsoever, may be offered and allotted by the Board of Directors in its absolute discretion to any other investors as mentioned hereinabove, on the same terms and conditions.

vii. Shareholding Pattern Pre and Post Preferential Issue:

Table	A		B	
	Pre-Allotment		Post Allotment of Equity shares issued pursuant to this notice.	
Category of Shareholders	Total No. of Shares	% of Total Voting Rights	Total No. of shares	% of Total Voting Rights
Promoters/Promoters' Group	78,03,231	57.62	84,78,231	47.32
Sub- Total (A)	78,03,231	57.62	84,78,231	47.32
Non promoters				
Foreign Institutional Investors	0	0	0	0
Bodies Corporate	6,16,349	4.55	6,16,349	3.44
Non Resident Indians / Overseas Corporate bodies	7,05,011	5.21	40,34,011	22.51
Individual - Public	43,76,067	32.32	47,47,067	26.50
Others - Clearing Members	41,342	0.30	41,342	0.23
Sub-total (B)	57,38,769	42.38	94,38,769	52.68
Total (A+B)	1,35,42,000	100	1,79,17,000	100

Note:- The post-allotment shareholding calculated above assumes issue and allotment of 6,75,000 (Six Lacs Seventy five Thousand) Equity Shares to the Promoter(for cash and other than cash) under Preferential Allotment and also assumes issue and allotment of 37,00,000 (Thirty Seven lakhs) Equity Shares pursuant to the proposed Public (Non Promoter category).

viii. Change in Management:

The issue of Equity shares pursuant to the said resolution shall not result in any change in the management or control of the Company.

ix. Lock in of Equity Shares

The Equity shares to be allotted to the non promoters (public category) on a preferential basis as set out in the resolution shall be locked in as per the requirements of SEBI (ICDR) Regulations 2009 as amended from time to time.

x. Proposed time within which the allotment shall be completed:-

As required under the SEBI (ICDR) Regulations, 2009, the allotment of Equity Shares is proposed to be completed within a maximum period of 15 days from the date of Extra Ordinary General Meeting. In case the allotment on preferential basis is pending on account of pendency of any approval for such allotment by any regulatory authority including Stock Exchange where the shares of the Company are listed or the Central Government then the allotment shall be completed within 15 days from the date of receipt of such approval as the case may be.

xi. No. of persons to whom allotment on Preferential Basis has already been made during the year, in terms of Number of Securities as well as Price:

The Company has not made any preferential allotments during the current financial year except as envisaged in the said notice of EOGM. However the Board of Directors have allotted 88,49,500 Equity shares on preferential basis during the financial year 2016-17 to Promoters (8) and Non Promoters (16) for cash and consideration other than cash at a price of Rs.37.40/- per share.

xii. The Company hereby undertakes that:

- a) It would re-compute the price of the Securities specified above in terms of the provisions of the SEBI (ICDR) Regulations, 2009 where it is required to do so.
- b) If the amount payable on account of re-computation of price is not paid within the time stipulated in the SEBI (ICDR) Regulations, 2009, the above specified securities shall continue to be locked in till the time such amount is paid by allottees.

xiii. The Company, its Promoters and the Directors of the company are not in the list of willful defaulters.

xiv. Others:

The certificate from M/s Koshal & Associates, Chartered Accountants, the statutory Auditor of the company to the effect that the present preferential issue is being made in accordance with the requirements contained in Chapter VII of the SEBI (ICDR) Regulations, 2009 shall be open for inspection at the Registered Office of the Company during office hours on all working days, except Saturday and Sunday and other holidays, between 11:00 a.m. and 1:00 p.m. up to the date of EOGM i.e. Friday, 8th December, 2017.

As it is proposed to issue Equity shares on preferential basis, special resolution is required to be approved by members pursuant to the provisions of Section 62 of the Companies Act, 2013 and Chapter VII of the SEBI (ICDR) Regulations, 2009 and other applicable provisions (if any).

The Board of Directors of the Company believes that the proposed Preferential Issue is in the best interest of the Company and its Members. The Board, therefore, recommends the Resolution(s) at Item Nos. 5 of the accompanying Notice for the approval of Members.

None of the Directors and Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the proposed Special Resolution as set out at Item No. 5 of the Notice.

Your Directors commend the resolution for your approval as a Special Resolution.

**By Order of the Board of Directors
For Pritika Auto Industries Limited,**

**Sd/-
Vedant Bhatt
Company Secretary & Compliance Officer**

Place: Mohali

Dated: 10th November, 2017

PRITIKA AUTO INDUSTRIES LIMITED
(Formerly known as Shivkrupa Machineries And Engineering Services Limited)

CIN: L45208PB1980PLC046738

Registered Office: - Plot No.C-94, Phase -VII, Industrial Focal Point, S.A.S. Nagar,
Mohali – Punjab -160 055 -India

Phone No: - -91 - 0172 -5008900 /01 Email Id: compliance@pritikaautoindustries.com

Website: www.pritikaautoindustries.com

Attendance Slip

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL
Joint shareholders may obtain additional slip at the venue of the meeting

DP Id*	
Client Id*	

Folio No.	
No. of Shares	

NAME AND ADDRESS OF THE SHAREHOLDER :

I hereby record my presence at the Extra Ordinary General Meeting of the Company held on Friday the 8th December, 2017 at 11.00 a.m. at Plot No.C-94, Phase -VII, Industrial Focal Point, S.A.S. Nagar, Mohali – Punjab -160 055 -India

1. Only Member/Proxy holder can attend the Meeting.
2. Member/Proxy holder should bring his/her copy of the Annual Report for reference at the Meeting.

Signature of Shareholder/Proxy

(*) Applicable only in case of investors holding shares in Electronic Form.

PRITIKA AUTO INDUSTRIES LIMITED

(Formerly known as Shivkrupa Machineries And Engineering Services Limited)

CIN: L45208PB1980PLC046738

Registered Office: - Plot No.C-94, Phase -VII, Industrial Focal Point, S.A.S. Nagar,
Mohali - Punjab -160 055 -India

Phone No: - -91 - 0172 -5008900 /01 Email Id: compliance@pratikaautoindustries.com

Website: www.pritikaautoindustries.com

Proxy Form

(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 Member(s):		e-mail id:	
Registered address :		Folio No./ *Client Id:	
		*DP Id:	

I/We, being the member(s) holding _____ shares of Pritika Auto Industries Limited, hereby appoint:

- 1) _____ of _____ having e-mail id _____ or failing him
- 2) _____ of _____ having e-mail id _____ or failing him
- 3) _____ of _____ having e-mail id _____ or failing him

and whose signature(s) are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra Ordinary General Meeting of the Company to be held on Friday the 8th December, 2017 at 11.00 a.m. at Plot No.C-94, Phase -VII, Industrial Focal Point, S.A.S. Nagar, Mohali - Punjab -160 055 -India and at any adjournment thereof in respect of such resolutions as are indicated below:

**I wish my above proxy to vote in the manner as indicated in the box below :

Item no.	Resolutions	Type of Resolution	For	Against
1	Increase in Authorised Share capital	Ordinary		
2	Alteration of Memorandum of Association	Ordinary		
3	Issue of Equity shares or Preferential allotment basis to the Promoters for cash	Special		
4	Issue of Equity shares or Preferential allotment basis to the Promoters for consideration other than cash	Special		
5	Issue of Equity shares or Preferential allotment basis for cash to Non Promoters (Public Category)	Special		

Signed this ----- day of _____ 2017

Signature of Shareholder

Signature of first Proxy holder

Signature of Second Proxy Holder

Signature of third Proxy Holder

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) A proxy need not be a member of the Company.
- (3) A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting results. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
- ** (4) This is only optional. Please put a 'X' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.
- (5) Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
- (6) In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.

ROUTE MAP TOWARDS THE VENUE

