



PRITIKA AUTO INDUSTRIES LTD.

(Formerly known as Shivkrupa Machineries and Engineering Services Limited)

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

CIN : L45208PB1980PLC046738 Phone No. : 0172-5008900, 5008901

E-mail : info@pritikaautoindustries.com, compliance@pritikaautoindustries.com

Website : www.pritikaautoindustries.com

Date: 14th December, 2018

To,
BSE Ltd.
Department of Corporate Services
Ground Floor, P J Towers.
Dalal Street,
Mumbai-400001.

Dear Sir/Madam,

Subject: Submission of Notice of Extra-Ordinary General Meeting of the Company.

Ref: BSE Scrip Code: 539359

With reference to the captioned subject mentioned above and pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed a copy of the Notice of Extra-Ordinary General Meeting of the Company scheduled to be held on Wednesday, 09th January, 2019.

Kindly take the same on your records.

Thanking You,

Yours Truly,

For Pritika Auto Industries Limited

Vedant B
Vedant Bhatt
Company Secretary & Compliance Officer

Encl: a/a

PRITIKA AUTO INDUSTRIES LIMITED

EXTRA-ORDINARY GENERAL MEETING NOTICE

CIN: L45208PB1980PLC046738

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(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 Wednesday , the 9th January,2019 at 11.00a.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: To consider and, if thought fit, to pass, the following resolution as a Special Resolution:

Increase in the limit of investment by Foreign Institutional Investors (FIIs) and Non Resident Individuals (NRIs) in the Company's Equity Share Capital

“RESOLVED THAT pursuant to the provisions of the Foreign Exchange Management Act, 1999 (FEMA), the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017 as amended, the Consolidated FDI Policy as amended, and all other applicable Rules, Regulations, Circulars, Notifications, Guidelines, Directions issued by Reserve Bank of India and laws (including any statutory modifications or re-enactment thereof for the time being in force) the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations as amended from time to time and all applicable Rules, Regulations, Circulars and other applicable laws for the time being in force: and subject to all applicable approvals, consents, permissions and sanctions and subject to such conditions as may be prescribed by any of the concerned authorities while granting such approvals, permissions, sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as 'the Board' which term shall include a duly authorized Committee of Directors for the time being exercising the powers conferred by the Board of Directors), consent of the Company be and is hereby accorded to the Board of Directors of the Company to permit Foreign

Institutional Investors (FIIs) including their sub-accounts registered with the Securities and Exchange Board of India (SEBI) and Registered Foreign Portfolio investors (RFPIs) registered under The Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014, as amended, to acquire and hold on their own account and on behalf of each of their SEBI approved sub-accounts, shares of the Company upto an aggregate limit of 49% (Forty Nine per cent) of the paid-up equity share capital for the time being, provided, however, that the equity shareholding of each FII /RFPIs on his own account and on behalf of each of SEBI approved sub-account in the Company shall not exceed such limits as are applicable or may be prescribed, from time to time, under applicable acts, laws, rules and regulations, including any statutory modification (s) or re-enactment (s) thereof for the time being in force."

"RESOLVED FURTHER THAT pursuant to the provisions of the Foreign Exchange Management Act, 1999 (FEMA), the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017 as amended, the Consolidated FDI Policy as amended and all other applicable Rules, Regulations, Circulars, Notifications, Guidelines, Directions issued by Reserve Bank of India and laws (including any statutory modifications or re-enactment thereof for the time being in force) consent of the Company be and is hereby accorded to the Board of Directors of the Company to permit NRIs to acquire and hold in their own account not exceeding the aggregate limit of 49% of the paid up Equity Share Capital of the Company or such limit as are or may be prescribed from time to time under applicable laws, rules and regulations."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things and execute all documents or writings as may be necessary, proper or expedient for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto including delegating all or any of the powers conferred herein to any Committee of Directors or any Director or Officer of the Company."

ITEM NO. 2: 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 V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 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"), 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 1,75,000 (One Lakh Seventy Five Thousand) 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, 2018, to " Generic Pharmasec Limited" (CIN - L24231GJ1992PLC018572) the proposed allottee under Non Promoter 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 V of the SEBI (ICDR) Regulations, 2018, as amended upto date for the purpose of determination of the applicable price of equity shares is Monday the 10th December, 2018 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 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. 3: ISSUE OF WARRANTS 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 V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 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"), 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, upto 5,75,000 (Five Lakhs Seventy Five Thousand) warrants convertible into 5,75,000 (Five Lakhs Seventy Five Thousand) Equity shares of Rs.10/- (Rupees Ten only) each fully paid up, in one or more tranches to (Generic Pharmasec Limited - CIN - L24231GJ1992PLC018572 - Warrants - 3,75,000) and (Trio Mercantile & Trading Limited - CIN - L51909MH2002PLC136975 - Warrants - 2,00,000) the Non Promoters - Public category on a preferential basis 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, 2018, 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 Warrants as per Chapter V of the SEBI (ICDR) Regulations, 2018, as amended upto date for the purpose of determination of the applicable price of Warrants is Monday, the 10th December, 2018 i.e. the 30 days prior to the date of the Extra Ordinary General Meeting and other relevant provisions of the Companies Act, 2013, to consider the proposed issue."

- i. The Offer, Issue and Allotment of the aforesaid warrants shall be made at such time or times as the Board may in its absolute discretion decide.
- ii. The Board may allot 5,75,000 (Five Lakhs Seventy Five Thousand) warrants at a price of Rs. 200.00/- per warrant aggregating to Rs. 11,50,00,000/- (Rupees Eleven Crores Fifty Lakhs only), which will entitle the holder to subscribe to one Equity Share of the face value of Rs.10/- each at a premium of Rs. 190/- (Rupees One Hundred Ninety only) per Equity share of the Company against each warrant".
- iii. The proposed allottees of Warrants shall, on or before the date of allotment, pay an amount equivalent to 25% of the price fixed per warrant in terms of the SEBI (ICDR) Regulations, 2018 and the balance consideration i.e. 75% shall be paid at the time of allotment of Equity shares pursuant to exercise of option against each such warrants by the warrant holder.
- iv. The tenure of the warrants shall not exceed 18 months from the date of their allotment.
- v. The amount paid vide clause (iii) as aforesaid shall stands forfeited, if the option to acquire shares is not exercised within a period of 18 months from the date of the allotment.
- vi. The Warrants shall be convertible into Equity Shares of the Company at the discretion of the holders, without any further approval of the shareholders prior to or at the time of conversion.
- vii. The Warrants by itself does not give to the holder thereof any rights of the shareholders of the company.

- viii. The allotment of warrants is proposed to be completed within a maximum period of 15 days from the date of passing of the resolution at the 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.
- ix. In the event of the company making a bonus issue of shares or making rights issue of shares / convertible debentures or any other securities or any other corporate restructuring or arrangement including merger/ demerger/ acquisitions, in whatever proportion prior to the exercise of the rights attached to the Warrants, the entitlement of the holders shall stand augmented in the same proportion in which the equity share capital of the company increases as a consequence of such bonus / rights issues / corporate restructuring and that the exercise price of the Warrants be adjusted accordingly, subject to such approvals as may be required.
- x. The Equity shares arising out of exercise of right attached to the warrant(s) to be allotted to the Non Promoters pursuant to the proposed Special Resolution shall be subject to lock-in as per the requirements of SEBI (ICDR) Regulations 2018 as amended from time to time.

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 deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient to the issue / offer or allotment or conversion of the aforesaid warrants, listing thereof with stock exchange(s) and to resolve and settle all questions and difficulties that may arise in the proposed issue / offer, allotment and conversion of any of the aforesaid warrants, 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 and is hereby authorized to issue and allot such number of Securities as may be required, including issue and allotment of equity shares upon conversion of any warrants referred to above or as may be necessary in accordance with the terms of the offer, and all such equity shares shall be ranking *paripassu* and *inter-se* with the then existing equity shares of the Company in all respects including dividend.

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 Chairperson 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: APPROVAL OF THE MATERIAL RELATED PARTY TRANSACTION WITH HOLDING AND OTHER SUBSIDIARY COMPANIES

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

“**RESOLVED THAT** pursuant to the provisions of Section 188 of the Companies Act, 2013 (Act) and other applicable provisions, if any, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended from time to time, Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), Company’s policy on Related Party Transactions and in continuation of approval of Audit Committee dated 8th December, 2018 approval of Shareholders be and is hereby accorded for entering into contract(s)/ arrangement(s)/ transaction(s) with the below mentioned related parties falling within the purview of the aforesaid regulations with relation to the availing/providing services viz purchase and sale of Auto components/ parts , castings, scrap, job work etc at arm’s length basis and in Company’s ordinary course of business.

RESOLVED FURTHER THAT consent of the members for the related party transactions between the Company and related parties be and is hereby accorded for the financial year 2018-19 (31.03.2019) and 2019-20 (Upto 31.03.2020) on such terms and conditions in the following prescribed manner:

Name of the Related Party	Nature of Services/transactions	Transaction value (Rs. in crore)
Pritika Industries Ltd.	Purchase of Machined auto components/parts, steel scrap and getting job work	25.00
	Sale of Casting of Auto Components/Parts	55.00
Pritika Engineering Component Pvt. Ltd.	Purchase of Castings of Auto Components/parts	25.00
	Sale of steel scrap	2.00
TOTAL		107.00

RESOLVED FURTEHER THAT the Board of Directors of the Company be and are hereby authorized to undertake all such acts, deeds, matters and things to finalize and execute such documents and writings as may be deemed necessary, proper and desirable in its absolute discretion to give effect to the aforesaid Resolution.”

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

Sd/-
Vedant Bhatt
Company Secretary & Compliance Officer

Place: Mohali

Dated: 8th December, 2018

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 holding shares in physical form are requested to notify the following 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 .
 - i. any change in their address, email id, nominations under the signature of the registered holder(s)
 - ii. Particulars of their bank account, pan no. & e-mail ids in case the same have not been sent earlier;
 - iii. Members who hold shares in physical form in multiple folios in identical names are requested to send the share certificate for consolidation into single folio.
 - iv. Shareholders are advised to dematerialize their physical securities since requests for effecting transfer of physical securities (except in case of transmission or transposition of securities) shall not be permitted from 1st April, 2019.
4. As per the provision of Section 72 of the Companies Act 2013, the facility for making Nomination is available for the members in respect of their shareholding in the Company either in single or with joint names. The members are requested to submit the complete and signed form SH-13 with their Depository Participant (DP) who holds the shares in dematerialized form and those who are holding physical shares shall send the same to the Registrar and Share Transfer Agent - Satellite Corporate Services Private Limited.
5. 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.
6. 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.

7. 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.
8. 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.
9. 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. Wednesday, 9th January, 2019. For any communication, the shareholders may also send requests to the Company's investor email id: compliance@pritikaautoindustries.com

10. 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 Participant(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 2nd January, 2019, 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 Friday the 4th January, 2019 and will end at 5.00 p.m. Tuesday the 8th January, 2019. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 2nd January, 2019 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 2nd January, 2019.
- 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. 2nd January, 2019 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. Sushil K Sikka, (FCS- 4241), Proprietor of M/s. S. K. Sikka & Associates, Company Secretaries (C.P No. 3582) of Chandigarh, 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.
11. 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 No.1

In terms of the Foreign Exchange Management (Transferor Issue of Security by a Person Resident outside India) Regulations, 2017 as amended read with relevant Notifications/circulars / Press Notes/ Press Releases issued by the Department of Industrial Policy and Promotion and the Reserve Bank Of India in connection with foreign investment, the Foreign Institutional Investors (FIIs) class has been re-classified as Registered Foreign Portfolio Investors (RFPIs). Further, FIIs registered with Securities and Exchange Board of India (SEBI) including their sub accounts are subsumed under this new category viz. RFPIs. The aggregate holdings of RFPIs and deemed RFPIs put together shall not exceed 24% and NRIs can in aggregate hold upto 10% of paid-up Equity Capital of the Company. However this limit of 24% for FIIs/RFPIs and 10% for NRIs may be increased upto the sectoral cap applicable to

the Company which is 100% of the Paid up capital, with the approval of the Board of Directors (Board) and the shareholders of the Company by way of a Special Resolution.

The present level of holding of FIIs in the Company is Nil (Foreign Portfolio holding is 0.55%) and NRIs holding is nearly 24% at present, but the same will go up, keeping in view of the business prospects of the Company and the proposed issue of Equity shares to the NRIs by the Company, the shareholding of the FIIs/RFPs in your Company may exceed the cap of 24%. In view of the same and the inherent advantage thereof to the shareholders at large, the Board of Directors have, at their meeting held on 8th December, 2018, decided to increase the limit of FIIs/RFPs' holding from 24% to 49% and limit of NRIs holding from 10% to 49%, subject to the requisite approval of the shareholders.

The Resolution set out at Item No. 1 of the Notice will also enable the FIIs/ RFPs and NRIs to acquire shares of the Company through Stock Exchanges within the revised ceiling under the Portfolio Investment Scheme of the Reserve Bank of India.

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 resolution for your approval as a Special Resolution.

Item No.2

A. In terms of section 102 of the Companies Act, 2013 and Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("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 8th December, 2018.

The Board of Directors in its meeting held on Saturday, the 8th day of December, 2018 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 1,75,000 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, 2018.

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 163(1) of SEBI (ICDR) Regulations, 2018 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 Private 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 V of SEBI (ICDR) Regulations, 2018.

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, 2018, the price per Equity Share shall not be lower than the price determined in accordance with the provisions of Chapter V of the SEBI (ICDR) Regulations, 2018 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. 200/- per Equity Share (inclusive of Rs.190/- per Share as Premium) or the Minimum Price determined as on the relevant date in accordance with Chapter V of the SEBI (ICDR) Regulations, 2018 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, 2018 for the determination of the price per Equity Share to be issued pursuant to the aforesaid Preferential Allotment is fixed as 10th December, 2018, i.e. 30 days prior to the date of the Extra Ordinary General Meeting (9th January, 2018) 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 subscriber	Pre Preferential Issue		New Allotment	% of Holding (considering Equity Shares and warrants issued through this Notice) (**)	
	No. of Shares held	% of Holding	No. of Shares	No. of Shares held	% of Holding
Generic Pharmasec Limited (CIN :-L24231GJ1992PLC018572)	16200	0.09	1,75,000	1,91,200	1.04
Total	16,200	0.09	1,75,000	1,91,200	1.04

(**) Assuming conversion of Warrants into Equity Shares issued through this notice.

- vi. Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed attottee, the percentage of post preferential issue capital that may be held by them:

Generic Pharmasec Limited is a widely held Public Limited Company and its shares are listed on BSE Limited.

vii. 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	84,78,509	48.28	84,78,509	46.31
Sub- Total (A)	84,78,509	48.28	84,78,509	46.31
Non promoters				
Foreign Institutional Investors	0	0	0	0
Bodies Corporate	6,96,574	3.97	14,46,574	7.90
Non Resident Indians / Overseas Corporate bodies / foreign Portfolio Limited	42,52,237	24.21	42,52,237	23.22
Individual - Public / HUF	41,08,046	23.40	41,08,046	22.44
Others - Clearing Members	24,134	0.14	24,134	0.13
Sub-total (B)	90,80,991	51.72	98,30,991	53.69
Total (A+B)	1,75,59,500	100	1,83,09,500	100

(*) *Assuming conversion of Warrants into Equity Shares issued through this notice.*

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 2018 as amended from time to time.

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

As required under the SEBI (ICDR) Regulations, 2018, 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.

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, 2018 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, 2018, 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 Sunil Kumar Gupta & Co., 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 V of the SEBI (ICDR) Regulations, 2018 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. Wednesday, 9th January, 2019.

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 V of the SEBI (ICDR) Regulations, 2018 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. 2 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. 2 of the Notice.

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

ITEM NO. 3

- A. In terms of section 102 of the Companies Act, 2013 and Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“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 8th December, 2018.**

The Board of Directors in its meeting held on Saturday, the 8th December, 2018 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 Warrants on the preferential basis. Based on the above discussions, the Board resolved to issue, offer and allot upto a maximum of 5,75,000 Warrants convertible into 5,75,000 Equity Shares for cash on preferential basis to the Non Promoters – Public Category. The pricing of the warrants to be allotted on preferential basis shall not be lower than the price determined in accordance with the SEBI (ICDR) Regulations, 2018. The price, at

which such warrants shall be converted over a period of 18 months from the date of allotment, shall be Rs.200/- per warrant. The price determined as per the provision of Regulation 164(1) of SEBI (ICDR) Regulations, 2018 works out to Rs. 182.48/- per warrant. The Board of Directors has decided to allot warrants at Rs.200/- per warrant.

The Equity Shares allotted on exercise of option by Warrant holder pursuant to the above Resolution shall rank *pari- passu* in all respects including dividend with the existing Equity Shares of the Company.

Pursuant to provisions of Section 23, 42 and 62 (1) (c) of Companies Act, 2013, any offer or issue of Warrant 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.

The preferential allotment of Securities to investors who are Non-Promoters would be strictly in accordance with Chapter V of the SEBI (ICDR) Regulations, 2018 and the following parameters would be subject to such changes as may be required to conform to the SEBI (ICDR) Regulations, 2018. The Preferential issue would comprise of up to 5,75,000 Warrants with a right exercisable by the Warrant holder to subscribe for one Equity Share per Warrant. The holders of the Warrants shall have the option to exercise the Warrants to subscribe to Equity Shares of the Company within eighteen (18) months of its allotment.

The Equity shares arising out of exercise of right attached to the warrants to be allotted to investors who are Non-Promoters – Public Category, pursuant to the proposed Special Resolution shall be subject to lock-in as per the requirements of SEBI (ICDR) Regulations 2018 as amended from time to time.

B. The details of the issue and other particulars as required in terms of Regulation 163 (1) of SEBI (ICDR) Regulations, 2018 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 Private 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 warrants.

iii. Pricing of Securities to be issued:

The issue of Warrants on preferential basis to the Non 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 V of SEBI (ICDR) Regulations, 2018.

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

In terms of SEBI (ICDR) Regulations, 2018, the price per Warrant shall not be lower than the price determined in accordance with the provisions of Chapter V of the SEBI (ICDR) Regulations, 2018 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 Warrants to be issued shall be Rs. 200/- per Warrant or the Minimum Price determined as on the relevant date in accordance with Chapter V of the SEBI (ICDR) Regulations, 2018 whichever is higher.

Hence the Board of Directors have proposed to issue warrant at a price of Rs.200/- (Rupees Two Hundred) per warrant.

iv. Relevant Date:

The Relevant Date as per the SEBI (ICDR) Regulations, 2018 for the determination of the price per warrant to be issued pursuant to the aforesaid Preferential Allotment is fixed as 10th December, 2018, i.e. 30 days prior to the date of the Extra Ordinary General Meeting (9th January, 2019) on which the approval of the Shareholders, with respect to the proposed Preferential Issue, is sought.

v. Terms of Issue of Warrants to Investors who are Non-Promoters:

- a) The proposed allottee of Warrants shall, on or before the date of allotment, pay an amount equivalent to 25% of the price fixed per warrant in terms of the SEBI, (ICDR) Regulations, 2018.
- b) The holder of each warrant will be entitled to apply for and obtain allotment of one equity share of face value of Rs. 10/- each of the Company against each Warrant at any time after the date of allotment but on or before the expiry of 18 months from the date of allotment, in one or more tranches. At the time of exercise of entitlement, the warrant holder(s) shall pay the balance of the consideration towards the subscription to each equity share. The amount so paid will be adjusted/ set-off against the issue price of the resultant Equity shares.
- c) If the entitlement against the warrants to apply for the equity shares is not exercised within the aforesaid period, the entitlement of the warrant holders to apply for equity shares of the Company along with the rights attached thereto shall expire and any amount paid on such warrants shall stand forfeited.
- d) Upon receipt of the requisite payment as above, the Board (or a Committee thereof) shall allot one equity share per warrant by appropriating Rs. 10/- towards equity share capital.
- e) In the event of the company making a bonus issue of shares or making rights issue of shares / convertible debentures or any other securities or any other corporate restructuring or arrangement including merger/ demerger/ acquisitions, in whatever proportion prior to the exercise of the rights attached to the Warrants, the entitlement of the holders shall stand augmented in the same proportion in which the equity share capital of the company increases as a consequence of such bonus / rights issues / corporate

restructuring and that the exercise price of the Warrants be adjusted accordingly, subject to such approvals as may be required.

- f) The warrant(s) by itself until converted into equity shares, does not give to the holder(s) thereof any rights with respect to that of a shareholder of the Company except as specified above.
- g) The equity shares arising out of conversion of warrants issued as above shall rank pari passu in all respects including with respect to dividend, with the then fully paid up equity shares of the Company, subject however to the provisions of the Memorandum and Articles of Association of the Company.

vi. Particulars of Subscriber to Warrants

The Company proposes to issue Warrants by way of preferential issue to the Non Promoter – Public category for cash as per the details given herein below:

Name of the Proposed subscriber	Pre Preferential Issue		Post Preferential Issue		
	No. of Shares held	% of Holding	New Allotment No. of Warrants issued	No of shares held (assuming full conversion of Warrants into Equity shares) and shares issued through this notice	% of Holding (considering Equity Shares and warrants issued through this Notice) (*)
Generic Pharmasec Limited (CIN - L24231GJ1992PLC018572)	16,200	0.09	3,75,000	3,91,200	2.14
Trio Mercantile & Trading Limited (CIN - L51909MH2002PLC136975)	18,850	0.11	2,00,000	2,18,850	1.19
Grand Total	35,050	0.20	5,75,000	6,10,050	3.33
<i>Note: (*) Assuming conversion of Warrants into Equity Shares issued through this notice.</i>					

vii. Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed attottee, the percentage of post preferential issue capital that may be held by them:

- Generic Pharmasec Limited is a widely held Public Limited Company and its shares are listed on BSE Limited.
- Trio Mercantile & Trading Limited is a widely held Public Limited Company and its shares are listed on BSE Limited.

viii. Shareholding Pattern Pre and Post Preferential Issue:

Table	A		B	
	Pre-Allotment		Post Allotment of Warrants (assuming full conversion) and 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	84,78,509	48.28	84,78,509	46.31
Sub- Total (A)	84,78,509	48.28	84,78,509	46.31
Non promoters				
Foreign Institutional Investors	0	0	0	0
Bodies Corporate	6,96,574	3.97	14,46,574	7.90
Non Resident Indians / Overseas Corporate bodies / foreign Portfolio Limited	42,52,237	24.21	42,52,237	23.22
Individual – Public / HUF	41,08,046	23.40	41,08,046	22.44
Others – Clearing Members	24,134	0.14	24,134	0.13
Sub-total (B)	90,80,991	51.72	98,30,991	53.69
Total (A+B)	1,75,59,500	100	1,83,09,500	100

Notes:-

- The post-allotment shareholding calculated above assumed issue and allotment of 5,75,000 Warrants (assuming full conversion into Equity shares) to the Non Promoter and also assumed issue and allotment of 1,75,000 Equity Shares to the Non Promoter category for cash under Preferential Allotment.
- (*) Assuming full conversion of Warrants into Equity shares.

ix. Change in Management:

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

x. Lock in of Equity Shares

The Warrants and Equity shares arising out of conversion of warrants into Equity shares to be allotted to the Non promoters on a preferential basis as set out in the resolution shall be locked in as per the requirements of SEBI (ICDR) Regulations 2018 as amended from time to time.

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

As required under the SEBI (ICDR) Regulations, 2018, the allotment of Warrants 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.

xii. 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.

xiii. 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, 2018 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, 2018, the above specified securities shall continue to be locked in till the time such amount is paid by allottees.

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

xv. **Others:**

The certificate from M/s Sunil Kumar Gupta & Co., 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 V of the SEBI (ICDR) Regulations, 2018 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. Wednesday, 9th January, 2019.

As it is proposed to issue Warrants 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 V of the SEBI (ICDR) Regulations, 2018 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. 3 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. 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

Our Company is primarily engaged in the business of providing whole sale trading and manufacturing businesses are being operated by the Company through its holding, subsidiary, associates, etc.

Further to Section 188 and any other applicable provisions of the Act and Rules framed thereunder and as per Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) amended from time to time, a transaction with a Related Party considered material, if the transaction/ transactions to be entered into individually or taken together with previous transactions during a financial year, exceeds 10% of the annual consolidated turnover of the Company, as per the last audited financial statements of the Company.

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:

Name of the Related Party	Name of the Director or KMP who is related	Nature of Relationship	Nature of Services/transactions	Monetary value of the contract or arrangement (Rs in Crore)	
				2018-2019	2019-2020
Pritika Industries Ltd. (PIL)	Mr. Raminder Singh Nibber, Mr Harpreet Singh Nibber and Mr Ajay Kumar, directors	Mr. Raminder Singh Nibber, Mr Harpreet Singh Nibber and Mr Ajay Kumar, directors of company are also director and member of PIL. The Company is an Associate of PIL	Purchase of Machined auto component s/parts, steel scrap and getting job work	4.00	21.00
			Sale of Casting of Auto Components/Parts	11.00	44.00
Pritika Engineering Components Pvt. Ltd. (PECPL)	Mr. Raminder Singh Nibber, Mr Harpreet Singh Nibber , directors	Mr. Raminder Singh Nibber and Mr Harpreet Singh Nibber, directors of	Purchase of Castings of Auto Components/parts	4.00	21.00

		company are also director of PECPL. PECPL is wholly owned subsidiary of the company			
			Sale of steel scrap	0.10	1.90

The purchase and sale of Auto components/ parts, castings, scrap, job work etc at arm's length basis and in Company's ordinary course of business. No advances have been paid for the said transactions as of now. However if required in future the advances will be paid as per industry norms, customs and usages. Further all the factors of the contract have been considered.

The aforementioned parties fall under the purview of related party of the Company as per the provisions of the Companies Act, 2013, Listing Regulations and rules made thereunder. Considering business exigencies, during the FY 2018-19, Pritika Autocast Ltd. and Nibber Castings Pvt. Ltd., wholly owned subsidiaries of your Company have been dealing through such transactions with the said related party. After proposed merger of these wholly owned subsidiaries with your company, your company will have to deal with these related parties. The value of the proposed aggregate transactions is likely to exceed the threshold limit during the financial year 2019-20. Hence approval of the members be and is hereby sought for entering into the transaction with the Related Party in the above specified manner.

The Audit committee and the Board of directors of the company have considered these proposed arrangements and limits at their meeting held on 8th December, 2018 and have approved the proposed arrangements with related parties as mentioned herein above and have also decided to seek approval of shareholders by way of ordinary resolution pursuant to section 188 of the Companies Act, 2013 read with the Companies (meeting of Board and its powers) Rules, 2014 and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 as amended from time to time.

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 abstain from voting in respect of the resolution proposed at item no. 3 of the notice, irrespective of whether the entity is a

party to the particular transaction or not. Accordingly, the promoters and promoter group will not participate in the voting.

Mr. Raminder Singh Nibber and Mr. Harpreet Singh Nibber together with their relatives and M/S Pritika Industries Limited hold in aggregate 35,47,171 Equity shares and 49,31,338 Equity shares of the company and being promoters are concerned or interested in the Ordinary resolution to this notice.

Except Mr Raminder Singh Nibber, Mr. Harpreet Singh Nibber and Mr. Ajay Kumar, none of the Directors and Key Managerial persons of the Company and their relatives are concerned or interested, financial or otherwise, in the resolution set out at Item No 4.

The Board recommends an Ordinary Resolution at Item No. 4 for approval by the Members.

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

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

Place: Mohali

Dated: 8th December, 2018

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 Wednesday the 9th January, 2019 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@pritikaautoindustries.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): Registered address :		e-mail id: Folio No./ *Client Id: *DP Id:	
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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 Wednesday the 9th January, 2019 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 the limit of investment by Foreign Institutional Investors (FIIs) and Non Resident Individuals (NRIs) in the Company's Equity Share Capital	Special		
2	Issue of Equity shares on Preferential allotment basis for cash to Non Promoters (Public Category)	Special		

3	Issue of Warrants on Preferential allotment basis for cash to Non Promoters (Public Category)	Special		
4	Related Party Transactions	Ordinary		

Signed this ----- day of _____ 201

Signature of Shareholder

Signature of first Proxy
holder

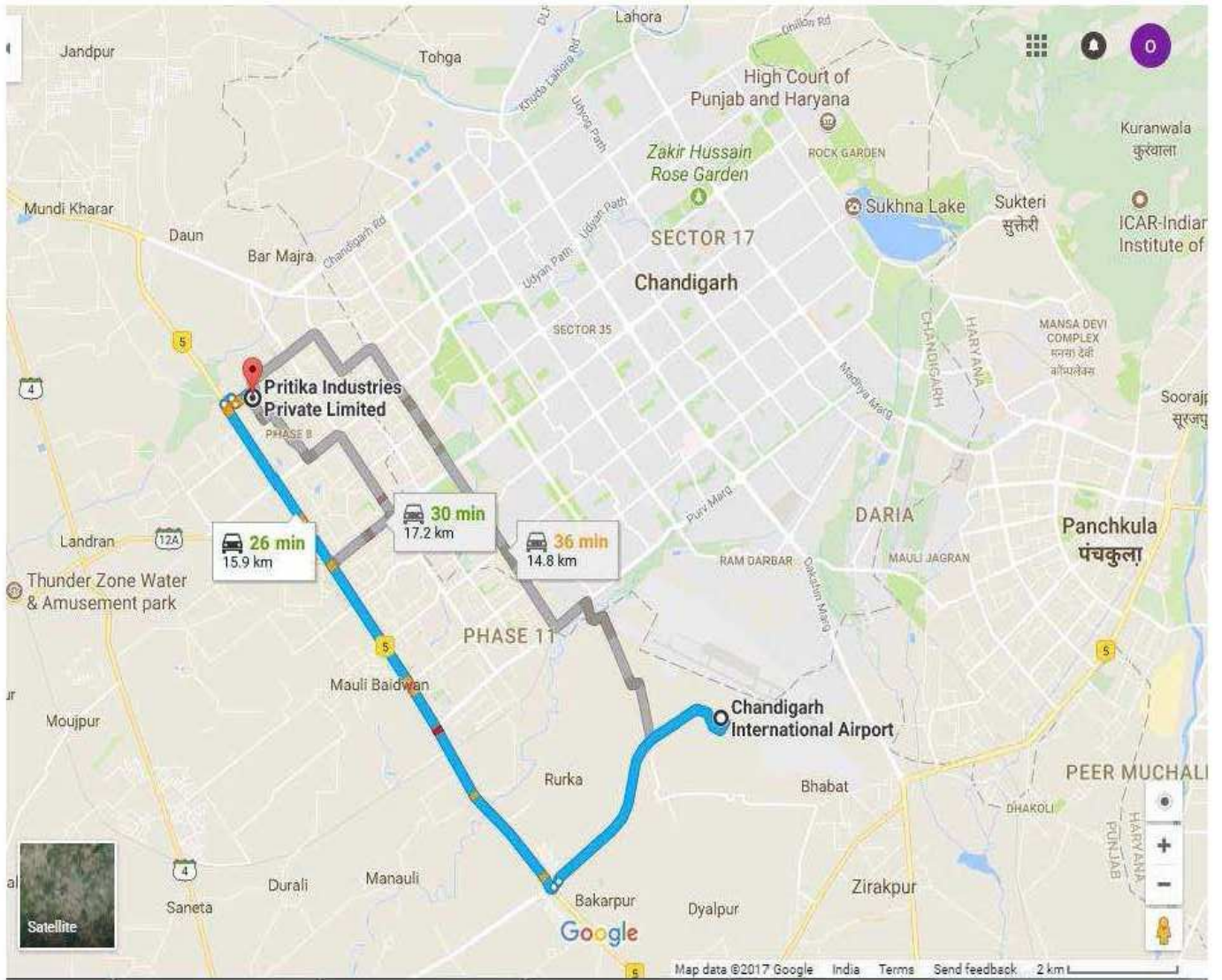
Signature of Second Proxy
Holder

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



BOOK-POST

If undelivered please return to:

Pritika Auto Industries Limited

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