

PRITIKA AUTO INDUSTRIES LTD.

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 : compliance@pritikaautoindustries.com

Website: www.pritikaautoindustries.com

POSTAL BALLOT NOTICE

(Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014

Dear Member(s),

NOTICE is hereby given pursuant to Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013, ('Act') read with Rule 22 of the Companies (Management and Administration) Rules, 2014, (including any statutory modification or re-enactment thereof for the time being in force) ('Rules'), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India ('SS-2'), each as amended, and in accordance with the guidelines prescribed by the Ministry of Corporate Affairs ('MCA') for holding general meetings / conducting postal ballot process through e-voting vide General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020 and 39/2020 dated December 31, 2020, in view of the COVID-19 pandemic (collectively the 'MCA Circulars'), to transact the special business as set out hereunder by passing an Ordinary/Special Resolutions by way of Postal Ballot through remote e-voting.

The explanatory statement pertaining to the said resolutions setting out the material facts concerning each items and the reasons thereof are annexed hereto along with the Postal Ballot Notice for your consideration. The Postal Ballot Notice is also available on the website of the company at www.pritikaautoindustries.com .

In view of the massive outbreak of COVID-19 pandemic requiring social distancing, MCA has in terms of the above MCA Circulars advised the companies to take all decisions requiring members' approval, other than items of ordinary business or business where any person has a right to be heard, by way of postal ballot through remote e-voting mechanism in accordance with the provisions of the Act and Rules made there under, without holding a general meeting that requires physical presence of Members at a common venue. MCA has clarified that the requirements provided in Rule 20 of the Rules as well as the framework provided in the MCA Circulars will be applicable mutatis mutandis for companies that are required to provide e-voting facility under the Act, while they are transacting any business(es) only by postal ballot up to 30th June, 2021.

On account of the threat posed by the COVID-19 pandemic and in terms of the requirements specified in the MCA Circulars, the Company is sending this Notice in electronic form only. Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope is not being sent to the Members for this Postal Ballot. Members are required to communicate their assent or dissent only through the remote – e-voting system.

The Board of Directors of the Company has appointed Mr. Sushil K Sikka (FCS- 4241), CP 3582, Practicing Company Secretary, # 5441, Sector 38 West, Chandigarh-160014 as the Scrutinizer for conducting the postal ballot and e-voting process in a fair and transparent manner.

In compliance with Regulation 44 of the Listing Regulations and pursuant to the provisions of Section 108 and Section 110 of the Act read with the Rules, the MCA Circulars and SS-2, the Company is providing remote e-voting facility to its Members, to enable them to cast their votes electronically.. The Company has engaged the services of **National Securities Depository Limited ('NSDL')** for the purpose of providing remote e-voting facility to its Members. The instructions for remote e-voting are appended to this Notice. The Notice is also available on the website of the Company www.pritikaautoindustries.com.

The e-voting period commences on Monday, the 22nd February, 2021 at 9.00 a.m. and ends on Tuesday, 23rd March, 2021, at 5.00 p.m. Please read carefully and follow the instructions as printed in this Notice for e-voting.

Upon completion of the scrutiny of the votes cast, the Scrutinizer will submit his report to the Chairman or in his absence to any Director authorized by the Board, on or before Thursday, the 25th March, 2021. The results of the voting conducted by Postal Ballot along with the Scrutinizer's Report will be made available on the Company's website at www.pritikaautoindustries.com and on the website of NSDL at www.evoting.nsdl.com and intimated to the BSE Limited and Calcutta Stock Exchange, where the equity shares of the company are listed on or before Thursday, the 25th March, 2021. The result will also be placed on the Notice Board at the Registered Office of the Company.

The Resolution, if passed with the requisite majority through Postal Ballot, shall be deemed to have been passed on the last date specified for voting i.e. Tuesday, the 23rd March, 2021.

SPECIAL BUSINESS

Item no 1: - SUB-DIVISION OF EQUITY SHARES FROM THE FACE VALUE OF RS 10/- PER SHARE TO RS. 2/- PER SHARE

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

“RESOLVED THAT, pursuant to the provisions of Section 61(1)(d) and all other applicable provisions, if any, of the Companies Act, 2013(including any statutory modification(s) or re-enactment thereof, for the time being in force) and Article 10 (c) and other enabling provisions of the Articles of Association of the Company and subject to such approvals, consents, permissions and sanctions as may be necessary from the concerned authorities or bodies, consent of the Members be and is hereby accorded to subdivide each of the Equity Shares of the Company having a face value of Rs. 10/- each in the Authorized, Issued, Subscribed and Paid-up Share Capital of the Company into 5 (Five) Equity Shares having a face value of Rs.2/- each fully paid up and all the equity shares of Rs. 10/-(Rs. ten) each fully paid up of the Company, be sub-divided accordingly, with effect from the Record Date as may be fixed for the purpose.

RESOLVED FURTHER THAT pursuant to the Sub-division of the Equity Shares of the Company, all the issued, subscribed and paid-up Equity Shares of nominal value of Rs. 10/- each of the Company existing on the Record Date to be fixed by the Company in consultation with the Stock Exchange where the shares of the Company are listed shall stand sub-divided into equity shares of nominal value of Rs 2/- each fully paid up.

RESOLVED FURTHER THAT upon sub-division of the Equity shares as aforesaid, 5 Equity Shares of the face value of Rs. 2/- each to be allotted in lieu of existing 1(one) equity share of Rs 10/- each subject to the terms of the Memorandum and Articles of Association of the Company and

shall rank pari passu in all respects with the existing fully paid-up Equity Shares of Rs 10/- each of the Company and shall be entitled to participate in full after the Sub-divided Equity Shares are allotted.

RESOLVED FURTHER THAT upon the sub-division of the Equity Shares as aforesaid, the existing Share Certificate(s) in relation to the existing Equity Shares of the face value of Rs10/- each held in physical form shall be deemed to have been automatically cancelled and be of no effect on and from the Record Date and the Company may without requiring the surrender of the existing Share Certificate(s) directly issue and dispatch the new Share Certificate(s) of the Company, in lieu of such existing issued Share certificate(s) and in the case of the Equity Shares held in the dematerialized form, the number of sub-divided Equity Shares be credited to the respective beneficiary accounts of the shareholders with the Depository Participants, in lieu of the existing credits representing the Equity Shares of the Company before sub-division.

RESOLVED FURTHER THAT the Board of Directors of the Company (“the Board”), (which expression shall also include a committee thereof) be and is hereby authorized to do all such acts, deeds, matters and steps as may be necessary for obtaining such approvals statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to execute all such applications, documents, instruments and writings as may be required in this connection and to delegate all or any of the powers therein vested in the Board to any Director(s) or Officer(s) or Committee thereof to give effect to the aforesaid resolution”.

Item No. 2: - ALTERATION OF THE CAPITAL CLAUSE IN THE MEMORANDUM OF ASSOCIATION OF THE COMPANY

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

“RESOLVED THAT pursuant to the provisions of Section 13, 61 and 64 of the Companies Act, 2013 read with other applicable provisions, if any, of the Companies Act, 2013 (including any amendments there to or re-enactment thereof) and the rules framed there under, the consent of the members of the Company be and is hereby accorded to change the Authorized Share Capital of the Company from existing Rs 36,50,00,000/- (Rupees Thirty Six Crores Fifty Lakhs only) divided into 3,65,00,000 Equity Shares of Rs 10/- each to Rs 36,50,00,000/- (Rupees Thirty Six Crores Fifty Lakhs only) divided into 18,25,00,000 equity shares of Rs 2/- each fully paid, ranking at pari passu in all respect with the existing equity share of the Company.

“RESOLVED FURTHER THAT the Memorandum of Association of the Company be altered in the following manner i.e., existing clause V of the Memorandum of Association be deleted and the same will be substituted with the following new clause as clause V

V. The Authorized Share Capital of the Company is Rs.36,50,00,000/- (Rupees Thirty Six Crores Fifty Lakhs only) divided into 18,25,00,000 (Eighteen Crore Twenty Five Lakh) Equity Shares of Rs.2/- (Rupees Two 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 for the purpose of the giving effect to this resolution, the Board (which expression shall also include a Committee thereof) , be and is hereby authorized to do all

such acts, deeds, matters and things as may be necessary for obtaining such approvals in relation to the above and to execute all such documents, instruments and writings as may be required in this connection and to delegate all or any of the powers therein vested in the Board to any director(s) or officer(s) or Committee thereof to give effect to the aforesaid resolution”.

Item No. 3: - ALTERATION OF ARTICLES OF ASSOCIATION OF THE COMPANY

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

“RESOLVED THAT pursuant to Section 14 and all other applicable provisions if any of the Companies Act, 2013 including any statutory modifications or re-enactments thereof for the time being in force and subject to approvals, permissions and sanctions from the appropriate authority, if any and Rules made thereunder, the Articles of Association of the Company be and is hereby altered by inserting new Article 3(3) after existing Article 3 (2) and substituting the existing Article 44 and 159 thereof with the following new Article 44 and 159 respectively as under:

Article :- 3 (3) :- Every member shall be entitled, if the directors so approve, to several certificates, each for one or more of such shares registered in his name, and the company shall complete and ready for delivery such certificates within one month of the receipt of application of registration of transfer, transmission, sub division, consolidation or renewal of any of its certificate as the case may be. Every certificate shall be under the seal of the company and shall specify the number and distinctive numbers of shares in respect of which it is issued and amount paid thereon and shall be in such form as the directors may prescribe or approve.

Article 44:-

- (1)** The Board may , subject to the right of appeal conferred by section 58 decline to register
 - a. the transfer of a share, not being a fully paid share, to a person of whom they do not approve; or
 - b. any transfer of shares on which the company has a lien
- (2)** The registration of transfer shall not be refused on the ground of the transferor being either alone or jointly with any other person or persons indebted to the company on any account whatsoever.

Article 159:-

- (1)** No dividend shall bear interest against the company.
- (2)** There shall be no forfeiture of unclaimed dividends before the claim becomes barred by law .

“RESOLVED FURTHER THAT for the purpose of the giving effect to this resolution, the Board (which expression shall also include a Committee thereof) , be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary for obtaining such approvals in relation to the above and to execute all such documents, instruments and writings as may be required in this connection and to delegate all or any of the powers therein vested in the Board to any director(s) or officer(s) or Committee thereof to give effect to the aforesaid resolution”.

Item No. 4: - RE-APPOINTMENT OF MS. NEHA AS AN INDEPENDENT DIRECTOR ON THE BOARD

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013, and the rules made there under, including any amendment, modification, variation or re-enactment thereof read with Schedule IV to the Companies Act, 2013, and the applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and amendments thereto, for the time being in force, based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the company and considering the report of her performance evaluation, Ms. Neha (DIN:08109734) who was appointed as an Independent Director of the company for a term of three years upto 23/4/2021 and is eligible for being reappointed as an independent director and in respect of whom a notice in writing pursuant to section 160 of the Act has been received in the prescribed manner, be and is hereby re-appointed as an independent director on the Board of the company for a second term of three consecutive years effective from 24/4/2021 to 23/4/2024 and that she shall not be liable to retire by rotation.

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

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

Sd/-
C.B. Gupta
Company Secretary and Compliance Officer

Place: Mohali

Dated: 11/2/2021

Notes:

1. On account of the threat posed by COVID-19 and in terms of the guidelines provided vide the MCA Circulars, the Company is sending this Notice in electronic form only to those Members, whose names appear in the Register of Members/List of Beneficial Owners as received from the Depositories/ Satellite Corporate Services Pvt. Ltd., the Company's Registrar and Transfer Agent ('RTA') as on **Friday, February 12, 2021 ('Cut-Off Date')** and whose e-mail addresses are registered with the Company/ RTA/Depositories/Depository Participants (in case of electronic shareholding) or who will register their e-mail address in accordance with the process outlined in this Notice. The voting rights of the Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the Cut-Off Date i.e. February 12, 2021.
2. The Company has engaged the services of M/s. National Securities Depository Limited (NSDL) for the purpose of e-voting facility to all its members. Members desiring to exercise their vote by using e-voting facility are requested to carefully follow the instructions in the

notes under section “voting through electronic means” in the notice.

3. Explanatory Statement for the proposed resolutions mentioned above, pursuant to Section 102 of the Companies Act, 2013 read with Section 110 of the Companies Act, 2013 setting out material facts is appended herewith.
4. Electronic copy of all the documents referred to the accompanying Postal Ballot Notice and the explanatory statement shall be available for inspection in the investor section of the website of the Company at www.pritikaautoindustries.com
5. The notice is being sent to all the members, by e-mail who have registered their e-mail ids with the Company's Registrar and share Transfer agents / CDSL/NSDL and whose names appear in the Register of Members/ list of beneficial owners as received from CDSL and NSDL as on the close of working hours on 12th February, 2021 i.e. “the cut-off date”. The notice will be displayed on the website of the Company www.pritikaautoindustries.com and will also be available on the website of NSDL at www.evoting.nsdl.com and on the website of BSE Ltd. at www.bseindia.com
6. The date of dispatch of the notice and the Explanatory Statement will be announced through advertisement in the following newspapers: - (i) The Economic Times in English language and (ii) Rozana Spokesman in Punjabi language.
7. The Company has appointed Mr. Sushil K Sikka (FCS- 4241), of M/s. S K Sikka & Associates, Company Secretaries, Practicing Company Secretary, # 5441, Sector 38 West, Chandigarh-160014, CP 3582, the Scrutinizer for conducting the Postal Ballot through e- voting process in a fair and transparent manner.
8. In compliance with the provisions of Section 108 and Section 110 of the Act read with Rules 20 and 22 of the Rules, Regulation 44 of the Listing Regulations, SS-2 and the MCA Circulars, the Company is pleased to provide remote e-voting facility to its Members, to enable them to cast their votes electronically. The detailed procedure with respect to remote e-voting is mentioned in Note No. 15 of this Notice.
9. The remote e-voting shall commence on **Monday, February 22, 2021 at 9.00 a.m. (IST)** and shall end on **Tuesday, March 23, 2021 at 5.00 p.m. (IST)**. During this period, Members of the Company holding shares in physical or electronic form as on the Cut— Off Date may cast their vote electronically. The remote e-voting module shall be disabled by NSDL for voting thereafter. Assent / Dissent received after 23rd March, 2021 (5.00 p.m.) would be strictly treated as if reply from the Members has not been received.
10. The Cut-off date for reckoning the voting rights of the members of the Company is Friday, 12th February, 2021 (“**Cut-off date**”). Only member(s) holding equity shares as on Cut-off date may cast their vote through e-voting and a person who is not a member as on the Cut-off date shall treat this notice for information purpose only.
11. The Scrutinizer will submit his report to the Chairman or any other person authorized by him, after scrutiny of the votes cast, on the result of the Postal Ballot on or before 5.00 p.m., Thursday, the 25th March, 2021. The Scrutinizer's decision on the validity of the votes cast shall be final. The results of the postal ballot through e-voting will be announced on or before , Thursday, the 25th March, 2021 at the Registered Office of the company situated at Plot No. C-94, Phase-VII Industrial Focal Point, S.A.S. Nagar, Mohali, Punjab, 160055.
12. The results of the voting conducted by Postal Ballot along with the Scrutinizer’s Report will be made available on the Company's website www.pritikaautoindustries.com, and on the website of NSDL at www.evoting.nsdl.com immediately after the result is declared by the

Chairman or any other person authorized by him and the same shall be communicated to the BSE Limited and Calcutta Stock Exchange, where the equity shares of the company are listed. The result will also be placed on the Notice Board at the Registered Office of the Company.

13. The Resolution, if passed with the requisite majority through Postal Ballot, shall be deemed to have been passed on the last date specified for voting i.e. Tuesday, the 23rd March, 2021. .

14. Process for Registration of e-mail addresses:

Members are requested to register their e-mail address and notify changes, if any, in respect of electronic holdings with their concerned Depository Participants and in respect of physical holdings with the Company's Registrar and Share Transfer Agent, Satellite Corporate Services Pvt. Ltd. situated at Office no.106 & 107, Dattani Plaza, East West Compound, Andheri Kurla Road, Safedpul, Sakinaka- Mumbai-400072. Website: www.satellitecorporate.com. Phone no.022-28520461, 022-28520462, e-mail: info@satellitecorporate.com.

15. The procedure to login to e-Voting website consists of two steps as detailed hereunder:

Step 1: Log-in to NSDL e-Voting system

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/>.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details will be as per details given below :
 - a. For Members who hold shares in demat account with NSDL: 8 Character DP ID followed by 8 Digit Client ID (For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****).
 - b. For Members who hold shares in demat account with CDSL: 16 Digit Beneficiary ID (For example if your Beneficiary ID is 12***** then your user ID is 12*****).
 - c. For Members holding shares in Physical Form: EVEN Number followed by Folio Number registered with the company (For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***).
5. Your password details are given below:
 - a. If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b. If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c. How to retrieve your 'initial password'?

- i. If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - ii. If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
 - a. Click on “Forgot User Details/Password?”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b. “Physical User Reset Password?” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c. If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
 - d. Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

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

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

Other Instructions

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 Or call at toll free nos. 18001020990, 1800224430 Or email at evoting@nsdl.co.in

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. 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).

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

Item 1 and 2

The Equity Shares of your Company are listed on BSE Limited (BSE) and The Calcutta Stock Exchange Limited (CSE) and are actively traded on BSE Limited. With a view to facilitate the benefit of more liquidity and broad basing of small investors and to encourage the participation of small investors by making equity shares of the Company affordable, the Board of Directors at its meeting held on 11/2/2021 considered and approved the sub division of one equity share of the Company having face value of Rs 10/- each (Rupees Ten only) into 5 equity shares of Rs 2/- each subject to approval of the members and other statutory and regulatory approvals as may be applicable.

The record date for the aforesaid sub-division of the equity shares will be fixed after approval of the members being obtained.

The provision of Section 61 requires the Company to seek approval of members to the sub division of Equity Share Capital of the Company. Accordingly, your Board of Director recommends the resolution set out in item no 1 of notice for the approval of members as an ordinary resolution.

The Company pursuant to the provisions of section 13,61 and 64 of the Companies Act, 2013 and Rules framed thereunder intend to change the Authorized share capital as mentioned in Memorandum of Association of the Company due to change in face value of existing 1(one) equity share of Rs. 10/- each being sub-divided into 5 equity shares of Rs 2/- each. In view of this the Company intends to broad base its capital for growth, expansion purpose.

Pursuant to the provisions of Section 13 of the Companies Act, 2013, alteration of Authorized share capital under Memorandum of Association of the Company requires approval of the Shareholders of the company by way of Ordinary resolution and hence the Board recommended the Ordinary resolution set out in item No.2 of this notice for approval of the Shareholders.

A copy of existing Memorandum and Article of Association of the Company together with a copy of Memorandum and Article of Association reflecting the proposed amendment is available for inspection by the members of the Company on the website of the Company i.e. www.pritikaautoindustries.com, under investor section on all days from the date of dispatch of notice upto the last date of e-voting through E-voting i.e Tuesday, 23rd March, 2021.

None of the Directors/ Key Managerial Personnel of the Company or their relatives is concerned or interested in the resolutions except to the extent of their shareholding in the Company, if any.

Item No. 3

The Securities (equity shares) of the company are listed on BSE Limited and Calcutta Stock Exchange Ltd. and are actively traded on BSE Ltd. With a view to have more participation from the investors in the scrip and in order to increase the liquidity of the equity shares of the Company, the Board has decided to get the securities of the company listed on National Stock Exchange of India Limited (NSE). To meet the requirement of NSE, the company has to alter its Articles of Association by adding/inserting the Articles as proposed in the resolution.

Pursuant to the provisions of section 14 of the Companies Act, 2013 and Companies (Incorporation) Rules, 2014, any alteration in the Articles is to be approved by the members of the company by Special Resolution, hence the Board recommended the special resolution set out in item No. 3 of this notice for approval of the Shareholders.

A copy of existing Memorandum and Article of Association of the Company together with a copy of Memorandum and Article of Association reflecting the proposed amendment is available for inspection by the members of the Company on the website of the Company i.e. www.pritikaautoindustries.com, under investor section on all days from the date of dispatch of notice upto the last date of e-voting through E-voting i.e. Tuesday, 23rd March, 2021.

None of the Directors/ Key Managerial Personnel of the Company or their relatives is concerned or interested in the resolutions except to the extent of their shareholding in the Company, if any.

Item No. 4

Mrs. Neha was appointed as Director in the in the category of Independent director on the Board for a period of three yeas w.e.f 24/4/2018. Her term as director is going to expire on 23/4/2021. On the recommendation of Nomination & Remuneration Committee and considering the report of her performance evaluation, the directors have recommended to reappoint her as an Independent Director for a second term of three years w.e.f.24/4/2021.

Mrs Neha (DIN:08109734), aged 39 years, is holding Masters Degree in Law (LL.M) and is an advocate doing practice in the High Court of Punjab & Haryana at Chandigarh. As advocate, she has experience of 13 years.

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

In the opinion of the Board, Ms. Neha fulfils the conditions for appointment of Independent Director as specified in the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations, 2015') and is independent of the management. The Board of Directors at its meeting held on 11th February, 2021, on the recommendation of the Nomination and Remuneration Committee and based on the performance evaluation, considers that given her background and experience and contributions made by her during her tenure, the association of Ms. Neha would be beneficial to the Company and it is desirable to re-appoint Ms. Neha as an Independent Director of the Company, not liable to retire by rotation, for a second term of three consecutive years w.e.f. 24/4/2021.

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

The Board of Directors recommends the resolution at Item No. 4 of this Notice for your approval.

None of the Directors, Key Managerial Personnel and relatives thereof except Ms. Neha and her relatives, has any concern or interest, financial or otherwise, in the resolution at Item No. 4 of this Notice

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

**Sd/-
C.B. Gupta
Company Secretary and Compliance Officer**

Place: Mohali
Dated: 11/2/2021