

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 and other applicable provisions of the Companies Act, 2013, (hereinafter referred to as “the Act”), read together with the Companies (Management and Administration) Rules, 2014 (“Rules”) (including any statutory modification or re-enactment thereof for the time being in force) to the Members of **Pritika Auto Industries Limited** (hereinafter referred to as “the Company”) that the resolutions appended below are proposed to be passed by way of postal ballot including an option to vote through remote electronic voting (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 Form for your consideration. The Postal Ballot Notice along with Postal Ballot Form is also available on the website of the company at www.pritikaautoindustries.com.

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.

The businesses of the Postal Ballot shall, in addition to physical voting, also be transacted through electronic voting system. Accordingly, the Company in compliance with, Regulation 44 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the provisions of Section 108 of the Act read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, is pleased to provide to the Members (whether holding shares in physical or in dematerialized form) the facility to exercise their right to vote on the matters included in the notice of the Postal Ballot by electronic means i.e. through e-voting services provided by National Securities Depository Limited (NSDL).

The e-voting period commences on Wednesday, the 26th February, 2020 at 9.00 a.m. and ends on Thursday, 26th March, 2020, at 5.00 p.m. Please read carefully and follow the instructions as printed in this Notice for e-voting.

Those Members, who do not have access to e-voting facility can send their assent or dissent in writing on the Postal Ballot Form attached herewith. Members are requested to carefully read the instructions printed on the Postal Ballot Form and return the Postal Ballot Form duly completed and signed in the attached self-addressed, postage pre-paid business reply envelope, so as to reach the Scrutinizer before the close of the working hours 5.00 p.m. on Thursday, the 26th March, 2020, at Mr. Sushil K Sikka, Company Secretary, Scrutinizer c/o Pritika Auto Industries Ltd., Regd. Office: Plot No. C-94, Phase-VII, Industrial Focal Point, S.A.S. Nagar, Mohali, Punjab-160055, Phone: 0172-5008900/01. Please note that any Postal Ballot Form(s) received after 5.00 p.m. on 26th March, 2020 will be treated as not received.

The Scrutinizer will submit his report to the Chairman or in his absence to any Director authorised by the Board, after the completion of the scrutiny of the Postal Ballots (physical and e-voting). The results of the voting by Postal Ballot will be announced by the Chairman of the Company or in his absence, any person authorized by him on or before 5.00 p.m., Saturday, the 28th March, 2020 at the Registered Office of the Company and will be displayed on the notice board at the registered office of the Company. The results of the Postal Ballot will also be posted on the Company's website www.pritikaautoindustries.com, besides communicating to the Stock Exchange i.e. BSE Limited and Calcutta Stock Exchange.

SPECIAL BUSINESS

ITEM NO. 1: APPROVAL OF THE MATERIAL RELATED PARTY TRANSACTIONS WITH PRITIKA INDUSTRIES LTD.

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

“**RESOLVED THAT** pursuant to the provisions of Section 188 of the Companies Act, 2013 (Act) and other applicable provisions, if any, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended from time to time, Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), Company's policy on Related Party Transactions and in continuation of approval of Audit Committee and Board of Directors dated 12th February, 2020, approval of Shareholders be and is hereby accorded for entering into/continue the agreements/contract(s)/ arrangement(s)/ transaction(s) with Pritika Industries Ltd. (CIN: U85100PB1997PLC038216), the related party of the company within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the Listing Regulations 2015, for the Financial years 2020-21 and 2021-22, with relation to i) purchase and sale of Auto components/ parts, castings, scrap; ii) availing/providing services; iii) doing and/or getting done job work; iv) reimbursement of expenses; v) payment of dividend on investment in securities; vi) taking/giving inter-corporate loans/advances; vii) selling/disposing/buying/leasing property of any kind (hereinafter collectively referred to as 'related party transactions') for the Cumulative value of transactions not exceeding Rs. 200.00 crore per year, on the terms and conditions mentioned in the explanatory statement, provided herein, however that the contracts, agreements, arrangements and transactions so carried out shall be at arm's length basis and in Company's ordinary course of business.

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

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

ITEM NO. 2: APPROVAL OF THE MATERIAL RELATED PARTY TRANSACTIONS WITH PRITIKA ENGINEERING COMPONENTS PVT. LTD.

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

“**RESOLVED THAT** pursuant to the provisions of Section 188 of the Companies Act, 2013 (Act) and other applicable provisions, if any, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended from time to time, Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), Company's policy on Related Party Transactions and in continuation of approval of Audit Committee and Board of Directors dated 12th February, 2020 approval of Shareholders be and is hereby accorded for entering into/continue the agreements/contract(s)/ arrangement(s)/ transaction(s) with Pritika Engineering Components Pvt. Ltd. (CIN: U28999PB2018PTC047462), the related party of the company within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the Listing Regulations 2015, for the Financial years 2020-21 and 2021-22, with relation to i) purchase and sale of Auto components/ parts, castings, scrap; ii) availing/providing services; iii) doing and/or getting done job work; iv) reimbursement of expenses; v) taking/giving inter-corporate loans/advances vi) selling/disposing/buying/leasing property of any kind (hereinafter collectively referred to as 'related party transactions') for the Cumulative value of transactions not exceeding Rs. 25.00 crore per year, on the terms and conditions mentioned in the explanatory statement, provided herein, however that the contracts, agreements, arrangements and transactions so carried out shall be at arm's length basis and in Company's ordinary course of business.

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

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

**By Order of the Board of Directors
For Pritika Auto Industries Limited
Sd/-
C B Gupta
Company Secretary**

Place: Mohali

Dated: 12th February, 2020

Notes:

1. In compliance with the provisions of Section 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company offers e-voting option to the Members as an alternative to enable them to cast their votes.
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. A copy of each of the documents referred to in the Notice and 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 last date of receipt of Postal Ballot Form i.e. 26th March, 2020.
5. The notice, together with the documents accompanying the same, is being sent to all the members, by permitted mode (and electronically by e-mail to those members who have registered their e-mail ids with the Company's Registrar and share Transfer agents / CDSL/NSDL) 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 14th February, 2020 i.e. “the cut-off date”. The notice will be displayed on the website of the Company www.pritikaautoindustries.com and on the website of NSDL.
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 and e-voting process in a fair and transparent manner.
8. The Postal Ballot form together with the self-addressed, postage prepaid business reply envelope is enclosed for the use of the members. Members voting in physical form are requested to carefully read the instructions printed on the enclosed Postal Ballot form. Members who have received the Postal Ballot notice by e-mail and who wish to vote through the postal ballot form can download the Postal Ballot Form from the Company's corporate website www.pritikaautoindustries.com or seek duplicate postal ballot form from **M/s. Satellite Corporate Services Pvt. Ltd.**, the Registrar and Share Transfer Agent (info@satellitecorporate.com) or Registered Office of the Company. Members shall fill in the requisite details and send the duly

completed, and signed postal ballot form in the enclosed self addressed postage pre-paid envelope to the Scrutinizer before the close of working hours i.e. 5.00 p.m. on 26th March, 2020. The postage cost will be borne by the Company. However, envelopes containing Postal Ballots, if sent by courier or registered post / speed post at the expense of the Members will also be accepted. Assent / Dissent received after 5.00 p.m. on 26th March, 2020, would be strictly treated as if reply from the Members has not been received.

9. The Cut-off date for reckoning the voting rights of the members of the Company is Friday, 14th February, 2020 (“**Cut-off date**”). Only member(s) holding equity shares as on Cut-off date may cast their vote through Postal Ballot or 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.
10. Incomplete, unsigned, improperly or incorrectly tick marked postal ballot forms will be rejected. There will be only one Postal Ballot form for every registered folio / client ID irrespective of the number of joint Members.

The Postal Ballot form should be completed and signed by the member as per specimen signature registered with the Company and/or furnished by the Depositories. In case, shares are jointly held, this form should be completed and signed by the first named Member and, in his/her absence, by the next named Member. Holder(s) of Power of Attorney (“POA”) on behalf of a Member may vote on the postal ballot mentioning the registration number of the POA with the Company or enclosing a copy of the POA authenticated by a notary. In case of shares held by companies, societies etc., the duly completed postal ballot form should be accompanied by a certified copy of the board resolution/ authorization giving the requisite authority to the person voting on the postal ballot form. The Scrutinizer will submit his report to the Chairman after completion of the scrutiny of the postal ballots including e-votes submitted. The Scrutinizer’s decision on the validity of the votes (including e-votes) shall be final. The results of the postal ballot including e-voting will be announced on or before 5.00 p.m., Saturday, the 28th March, 2020 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.

11. The results, together with the Scrutinizer’s Report, will be displayed at the registered Office of the Company and on the website of Company ([https:// www.pritikaautoindustries.com](https://www.pritikaautoindustries.com)), besides being communicated to the Stock Exchanges, where the securities of the company are listed. In the event, the resolutions are assented to by the requisite majority of Members by means of Postal Ballot, the last date of receipt of Postal Ballot Form shall be deemed to be passing of the said resolutions.
12. Kindly note that the Members can opt only one mode for voting i.e. either by physical ballot or e-voting. If you are opting for e-voting, then do not vote by physical ballot and vice versa. However, in case Member(s) cast their vote both via physical ballot and e-voting, then voting validly done through e-voting shall prevail and voting done by physical ballot shall be treated as invalid.
13. The vote on postal ballot cannot be exercised through proxy.
14. **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.
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 click 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

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).

The remote e-voting period will commence at 9.00 a.m. on Wednesday, the 26th February, 2020 and will end at 5.00 p.m. on Thursday, the 26th March, 2020. During this period Shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 14th February, 2020, 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.

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

ITEM NO. 1 & 2

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

In accordance with the Explanation to Regulation 23(1) of the Listing Regulations, 2015, a transaction with a related party is considered as material, if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds ten percent of the annual consolidated turnover of the company as per the last audited financial statements of the company. The Company had entered into Agreement for related party transactions with Pritika Industries Ltd. and Pritika Engineering Components Pvt. Ltd. w.e.f 1st April, 2019 for a period of one year. The Audit Committee and the Board of Directors of the Company at their meeting held on 12th February, 2020, subject to approval by the members of the company, have approved entering into the related party contracts, agreements, arrangements and transactions w.e.f. 1st April, 2020 for a period of two years as more particularly described in table below. It is envisaged that considering the threshold limits prescribed under the Listing Regulations, 2015 and the policy on material related party transactions as adopted by the Company, the related party transactions with Pritika Industries Ltd. and Pritika Engineering Components Pvt. Ltd. may be classified as material and may require approval of the members.

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

Item No. 1

Sr. No.	Particulars	Details
1	Name of the Related Party	Pritika Industries Ltd. (PIL)
2	Name of the Director or KMP who is related	Mr. Raminder Singh Nibber, Mr Harpreet Singh Nibber and Mr Ajay Kumar, directors
3	Nature of Relationship	Mr. Raminder Singh Nibber, Mr Harpreet Singh Nibber and Mr Ajay Kumar, directors of company are also director and member of PIL. The Company is an Associate of PIL
4	Nature, material terms, monetary value and particulars of contract or arrangements of Services/ transactions	Nature of transactions: i) purchase and sale of Auto components/ parts, castings, scrap ii) availing/providing services iii) doing and/or getting done job work etc iv) reimbursement of expenses v) payment of dividend on investment in securities vi) taking/giving inter-corporate loans/advances vii) selling/disposing/buying/leasing property of any kind Duration: 2 years (1/4/2020 to 31/03/2022) The cumulative value of all transactions with PIL shall not exceed Rs. 200.00 crore per annum. Terms: Consideration for each of the transactions shall be determined mutually between the parties, depending on the process and product involved and shall be at an arm's length basis considering prevalent market conditions.
5	The manner of determining the pricing and other commercial terms, both included as part of contract and not considered as part of contract	The pricing/ commercial terms will be determined based on the transactions with unrelated parties for similar nature of transaction, if any. The prices/commercial terms will be determined on arm's length basis.
6	Any other information relevant or important for the members to take a decision on the proposed transaction.	The company is an Associate of Pritika Industries Ltd.

Sr. No.	Particulars	Details
1	Name of the Related Party	Pritika Engineering Components Pvt. Ltd. (PECPL)
2	Name of the Director or KMP who is related	Mr. Raminder Singh Nibber and Mr Harpreet Singh Nibber, directors
3	Nature of Relationship	Mr. Raminder Singh Nibber and Mr Harpreet Singh Nibber, directors of company are also director of PECPL. PECPL is wholly owned subsidiary of the company
4	Nature, material terms, monetary value and particulars of contract or arrangements of Services/ transactions	Nature of transactions: i) purchase and sale of Auto components/ parts, castings, scrap ii) availing/providing services iii) doing and/or getting done job work etc iv) reimbursement of expenses v) taking/giving inter-corporate loans/advances vi) selling/disposing/buying/leasing property of any kind Duration: 2 years (1/04/2020 to 31/03/2022) The cumulative value of all transactions with PECPL shall not exceed Rs.25.00 crore per annum. Terms: Consideration for each of the transactions shall be determined mutually between the parties, depending on the process and product involved and shall be at an arm's length basis considering prevalent market conditions.

5	The manner of determining the pricing and other commercial terms, both included as part of contract and not considered as part of contract	The pricing/ commercial terms will be determined based on the transactions with unrelated parties for similar nature of transaction, if any. The prices/commercial terms will be determined on arm's length basis.
6	Any other information relevant or important for the members to take a decision on the proposed transaction.	Pritika Engineering Components Pvt. Ltd. is wholly owned subsidiary of the company.

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

Pursuant to Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, all entities falling under the definition "Related Party" shall not vote to approve the resolution proposed at item no. 1 and 2 of the notice, irrespective of whether the entity is a party to the particular transaction or not. Accordingly, the promoters and promoter group will not vote to approve the proposed resolutions.

Mr. Raminder Singh Nibber and Mr. Harpreet Singh Nibber together with their relatives hold in aggregate 35,47,171 Equity shares and M/s Pritika Industries Limited holds 49,41,338 Equity shares of the company and being promoters are concerned or interested in the Ordinary resolutions to this notice.

Except Mr. Raminder Singh Nibber, Mr. Harpreet Singh Nibber and Mr. Ajay Kumar, none of the Directors and Key Managerial persons of the Company and their relatives are concerned or interested, financial or otherwise, in the resolution set out at Item No 1 & 2.

The Board recommends Ordinary Resolutions at Item No. 1 & 2 for approval by the Members.

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

**Place: Mohali
Dated: 12th February, 2020**

**Sd/-
C B Gupta
Company Secretary**

PRITIKA AUTO INDUSTRIES 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.comWebsite: www.pritikaautoindustries.com**POSTAL BALLOT FORM**

Sr. No. :

1. Name & Registered Address of the
Sole/first named Member

2. Name(s) of the Joint Holder(s), if any :

3. Registered Folio No./DP ID & Client ID. :

4. No. of Shares held :

5. I/ We hereby exercise my/ our vote in respect of the following Ordinary Resolutions to be passed through Postal Ballot for the businesses stated in the Notice of Postal Ballot dated 12th February, 2020 of the Company, by sending my/ our assent or dissent to the said resolutions by placing a tick (√) mark at the appropriate box below:

Sr. no.	Description	No. of Shares	Type of the Resolution	(For) I/We assent to the Resolution	(Against) I/We dissent to the Resolution
1.	Approval for entering into/ continue the material related party transactions with Pritika Industries Ltd. on the terms and conditions mentioned in the resolution & explanatory statement.		Ordinary		
2	Approval for entering into/ continue the material related party transactions with Pritika Engineering Components Pvt. Ltd. on the terms and conditions mentioned in the resolution & explanatory statement.		Ordinary		

Place:

Date:

Signature of the Member/Beneficial OwnerLast date for receipt of Postal Ballot Form by the Scrutinizer: 26th March, 2020 by 5:00 p.m. (IST)

EVEN (Electronic Voting Event Number)	User ID	*Default PAN / Password

* Only Members who have not updated their PAN with the Company / Depository Participant shall use default PAN in the PAN Field.

Note:

1. If the voting rights are exercised electronically, there is no need to use this form.
2. Please read the instructions overleaf before exercising your vote. For E-voting instructions, kindly refer the Notice of Postal Ballot.

IMPORTANT INSTRUCTIONS:

1. This ballot form ("Postal Ballot Form") is provided for the benefit of Members who do not have access to E-voting facility, to enable them to send their assent or dissent by post for the resolution(s) included in the Notice.
2. A Member can opt for only one mode of voting i.e. either through Postal Ballot Form or E-voting. If a Member casts votes by both modes, then the voting done through E-voting shall prevail and the Postal Ballot Form shall be treated as invalid.
3. A Member desiring to exercise vote through Postal Ballot Form should complete the Postal Ballot Form and send it to the Scrutinizer in the enclosed self-addressed postage prepaid business reply envelope properly sealed. The postage will be borne and paid by the Company. Envelopes containing Postal Ballot Form, if sent in person or by courier or by registered / speed post at the expense of the Member, will also be accepted.
4. The self-addressed envelope bears the name of the Scrutinizer appointed by the Board of Directors of the Company and the address where the Postal Ballot Form needs to be posted.
5. The Postal Ballot Form should be completed and signed by the Member (as per the specimen signature registered with the Company/Registrar & Share Transfer Agents/Depository Participant). In case of joint holding, the form should be completed and signed by the first named Member and in his/her absence, by the next named Member.
6. Unsigned, incomplete, improperly or incorrectly tick marked postal ballot forms will be rejected. A form will also be rejected if it is received torn, defaced or mutilated to an extent which makes it difficult for the Scrutinizer to identify either the Member or the votes in favour or against or if the signature cannot be verified.
7. Postal Ballot Forms received after 5:00 p.m. (IST) on 26th March, 2020 will be strictly treated as invalid / as if the reply from the Member has not been received.
8. The consent must be accorded by recording the assent in the column "FOR" and dissent in the column "AGAINST" by placing a tick mark (✓) in the appropriate column.
9. Voting rights shall be reckoned on the paid up value of shares registered in the name(s) of the Members as per the Register of Members / Beneficial Owners as per the records maintained by the depositories as on Cut Off date 14th February, 2020.
10. In case the equity shares are held by bodies corporate, trusts, societies, etc. or by persons authorized under power of attorney, the Postal Ballot Form signed in representative capacity must be accompanied by a certified true copy of the resolution of the Board of Directors of the body corporate concerned or by an attested true copy of the power of attorney authorizing such person, as the case may be, along with the specimen signature of the said authorized representative or power of attorney holder. If the same is/are already registered with the Company/Registrar and Share Transfer Agent/Depository Participant, please quote the registration no. beneath the signature. Where the Postal Ballot Form has been signed by a representative of the President of India or by the Governor of a State, a certified true copy of the nomination should accompany the Postal Ballot Form.
11. The Members are requested not to send any other document along with the Postal Ballot Form in the enclosed self addressed envelope as all such envelopes will be delivered to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
12. The Scrutinizer's decision on the validity of postal ballot will be final.