



NOTICE

NOTICE IS HEREBY GIVEN THAT THE 8th ANNUAL GENERAL MEETING OF THE MEMBERS OF PRITIKA ENGINEERING COMPONENTS LIMITED (“THE COMPANY”) WILL BE HELD ON TUESDAY, 16th SEPTEMBER, 2025 AT 11.30 A.M. AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT PLOT NO. C-94, PHASE-VII, INDUSTRIAL FOCAL POINT, S.A.S NAGAR, MOHALI, PUNJAB – 160055 TO TRANSACT FOLLOWING BUSINESS:

ORDINARY BUSINESS:

ITEM NO. 1 – ADOPTION OF FINANCIAL STATEMENTS

To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2025 and the reports of the Board of Directors and auditors thereon.

ITEM NO. 2 – ADOPTION OF CONSOLIDATED FINANCIAL STATEMENTS

To receive, consider and adopt the Consolidated Audited Financial Statements of the Company for the financial year ended March 31, 2025 and the reports of the auditors thereon.

ITEM NO. 3 - APPOINTMENT OF MR. NARINDER KUMAR TYAGI (DIN: 00483827) DIRECTOR RETIRING BY ROTATION

To appoint a director in place of Mr. Narinder Kumar Tyagi (DIN: 00483827) who retires by rotation and being eligible, offers himself for re-appointment.

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

“**RESOLVED THAT** pursuant to the provisions of section 152 and other applicable provisions of Companies Act, 2013, Mr. Narinder Kumar Tyagi (DIN: 00483827) who retires by rotation and being eligible offers himself for reappointment, is appointed as director of the company, liable to retire by rotation.”

SPECIAL BUSINESS:

ITEM NO. 4- APPOINTMENT OF SECRETARIAL AUDITOR

*To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:*

“**RESOLVED THAT** pursuant to the provision of Regulation 24A and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Section 204 and other applicable provisions of the Companies Act, 2013, if any, and applicable rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), M/s S K Sikka & Associates, Company Secretaries, Chandigarh be and is hereby appointed as Secretarial Auditor of the Company to hold office for a term of five years from the conclusion of 8th Annual General Meeting until the conclusion of 13th Annual General Meeting of the Company to be held for the Financial Year 2029-30, to conduct the secretarial audit for the financial years from 2025-26 to 2029-30, at a remuneration as may be decided by Mr. Harpreet Singh Nibber, Managing Director of the company in consultation with the Secretarial Auditor.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, Mr. Harpreet Singh Nibber, Chairman & Managing Director and/or Company Secretary of the Company be and are hereby



severally authorized, on behalf of the Company, to do all acts, deeds, matters and things as deem necessary, and to sign, submit and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary E-form with the Registrar of Companies.”

ITEM NO. 5- APPROVAL FOR THE REMUNERATION PAYABLE TO M/S VERMA KHUSHWINDER & CO., COST ACCOUNTANTS (FRN: 000469), COST AUDITORS OF THE COMPANY FOR THE FINANCIAL YEAR 2025-26

*To consider and, if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:*

“RESOLVED THAT pursuant to Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, and the Companies (Cost Records and Audit) Rules, 2014 (including any statutory modification(s), amendment(s) and/or re-enactment(s) thereof for the time being in force), and other applicable acts, rules and regulations, if any and pursuant to the recommendation of Audit Committee, payment of remuneration of Rs. 50,000/- (Rupees Fifty Thousand Only) plus applicable taxes and reimbursement of out of pocket expenses, if any, to M/s Verma Khushwinder & Co., Cost Accountants, (Firm Registration No: 000469), who were appointed by the Board of Directors in their meeting held on 23.06.2025, as the Cost Auditors to conduct the audit of the cost records of the Company for the Financial Year 2025-26, be and is hereby approved.

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

ITEM NO. 6- RE-APPOINTMENT OF MR. BISHWANATH CHOUDHARY (DIN: 02313294) FOR SECOND CONSECUTIVE TERM AS A NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY

*To consider and if thought fit, to pass with or without modification(s), the following resolution, as a **Special Resolution**:*

“RESOLVED THAT pursuant to the provisions of Section 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), and Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 25(2A) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company in their respective meeting held on 23.06.2025, Mr. Bishwanath Choudhary (DIN: 02313294), who was appointed as an Independent Director of the Company for the first term upto 19.07.2025 and who being eligible for re-appointment as an Independent Director and has submitted a declaration that he meets the criteria of Independence as provided in Section 149(6) of the Act as well as Regulation 16(1)(b) of SEBI(LODR) Regulations, 2015 along with his consent and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of five consecutive years effective from 20.07.2025 to 19.07.2030.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 197 and other applicable provisions, if any of the Companies Act, 2013 read with rules made there under (including any statutory amendment(s) or modification(s) thereto or substitution(s) or re-enactment(s) made thereof for the time being in force), Mr. Bishwanath Choudhary (DIN: 02313294) be paid such fees as the Board of Directors or the Nomination and Remuneration Committee may approve from time to time which shall however be subject to the limits prescribed in the Act from time to time.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, Mr. Harpreet Singh Nibber, Chairman & Managing Director and/or Company Secretary of the Company be and are hereby

severally authorized, on behalf of the Company, to do all acts, deeds, matters and things as deem necessary, and to sign , execute and submit all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary E-form with the Registrar of Companies.”

ITEM No. 7- RE-APPOINTMENT OF MRS. NEHA (DIN: 08109734) FOR SECOND CONSECUTIVE TERM AS A NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY

*To consider and if thought fit, to pass with or without modification(s), the following resolution, as a **Special Resolution**:*

“RESOLVED THAT pursuant to the provisions of Section 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), and Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 25(2A) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company in their respective meeting held on 23.06.2025, Mrs. Neha (DIN: 08109734), who was appointed as an Independent Director of the Company for the first term upto 19.07.2025 and who being eligible for re-appointment as an Independent Director and has submitted a declaration that she meets the criteria of Independence as provided in Section 149(6) of the Act as well as Regulation 16(1)(b) of SEBI(LODR) Regulations, 2015 along with her consent and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act proposing her candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of five consecutive years effective from 20.07.2025 to 19.07.2030.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 197 and other applicable provisions, in any of the Companies Act, 2013 read with rules made there under (including any statutory amendment(s) or modification(s) thereto or substitution(s) or re-enactment(s) made thereof for the time being in force), Mrs. Neha (DIN: 08109734) be paid such fees as the Board of Directors or the Nomination and Remuneration Committee may approve from time to time which shall however be subject to the limits prescribed in the Act from time to time.

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

ITEM No. 8- RE-APPOINTMENT OF MR. HARPREET SINGH NIBBER (DIN: 00239042) AS CHAIRMAN AND MANAGING DIRECTOR OF THE COMPANY AND PAYMENT OF REMUNERATION

*To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:*

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications, amendments, enactment or re-enactment thereof for the time being in force) and pursuant to recommendation of Nomination and Remuneration Committee and approval of Board of Directors, approval of the members of the Company be and is hereby accorded for the reappointment of Mr. Harpreet Singh Nibber, Director (DIN: 00239042), as Chairman and Managing Director of the Company for a period of Five years commencing from 20.07.2025 till 19.07.2030 on the remuneration, terms and conditions as mentioned hereunder.

RESOLVED FURTHER THAT Mr. Harpreet Singh Nibber (DIN: 00239042) will be paid following remuneration, perks and perquisites for the period of three years commencing from 20.07.2025 till 19.07.2028.

Remuneration:

1. **Basic Salary:** Rs. 3,00,000/- per month with such annual increment in salary as may be decided by the Board or any Committee thereof, in its absolute discretion from time to time subject to a ceiling of 20% per annum.
2. **Commission:** Mr. Harpreet Singh Nibber shall be entitled for payment of Commission at the rate of 2 % of the Net Profit of the Company as calculated in accordance with the provision of section 198 of the Companies Act, 2013.
3. **Perquisites:** In addition to the Salary as set out above, the Managing Director shall be entitled to the following perquisites and allowances:
 - i) Car with driver for use on company's business and telephone facilities at residence. Personal long distance calls on telephone and use of car for private purpose shall be billed by the Company to the appointee.
 - ii) Reimbursement of actual entertainment, travelling, boarding and lodging expenses incurred by him in connection with the Company's business.
 - iii) Medical/hospitalization expenses as per actual, for self and family. Family defined as spouse and two dependent children.
 - iv) Business Class Air Fare for self and family twice in a year to any destination and stay in Five Star Hotel. Family defined as spouse and two dependent children.
 - v) Club Fees: Fees and expenses at clubs subject to a maximum of two clubs. This will not include life membership fees.
 - vi) Life/health insurance for self and family

The appointee will be entitled for the following perquisites which shall not be included in the computation of the ceiling of Managerial Remuneration:

- i) Contribution to provident fund, superannuation fund or annuity fund to the extent these either taken singly or put together are not taxable under Income Tax Act, 1961.
- ii) Gratuity payable at a rate not exceeding half a month's salary for each completed year of service, and
- iii) Encashment of leave at the end of the tenure.

For the purpose of calculating the above perquisites, valuation shall be done as per Income Tax Act and Rules made there under, wherever applicable and in the absence of any such rule, perquisites shall be valued at actual cost.

Minimum Remuneration: Notwithstanding anything to the contrary herein contained, where in any financial year during the currency of the tenure of Mr. Harpreet Singh Nibber, the Company has no profits or its profits are inadequate, the Company will continue to pay remuneration by way of salary, perquisites and allowances as specified above.

RESOLVED FURTHER THAT in the event of any statutory amendment/ modification of Schedule V, the Board of Directors or a Committee thereof be and is hereby authorized to alter, vary or increase the remuneration of the appointee within such prescribed limits of Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT Mr. Harpreet Singh Nibber is also appointed as Chief Executive Officer of the company and will not be liable to retire by rotation.

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

ITEM No. 9- TO APPROVE PAYMENT OF REMUNERATION TO MR. AJAY KUMAR (NON-EXECUTIVE DIRECTOR) FOR THE FINANCIAL YEAR 2025-26, WHICH MAY EXCEED FIFTY PER CENT OF THE TOTAL REMUNERATION PAYABLE TO ALL THE NON-EXECUTIVE DIRECTORS OF THE COMPANY

*To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:*

“RESOLVED THAT pursuant to the provisions of Regulation 17(6) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, as amended, approval of the members of the Company be and is hereby accorded for payment of remuneration to Mr. Ajay Kumar (DIN: 02929113), Non-Executive Director, for the Financial Year 2025-26, which may exceed fifty per cent of the total remuneration that may be payable to all Non-Executive Directors of the Company for the Financial Year 2025-26.

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

ITEM NO. 10 - ALTERATION OF THE OBJECT CLAUSE IN THE MEMORANDUM OF ASSOCIATION OF THE COMPANY

*To consider and, if thought fit, to pass with or without modification(s), the following resolution as **Special Resolution**:*

“RESOLVED THAT pursuant to the provisions of Section 13 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 alter the object clause of Memorandum of Association of the Company by inserting the following clauses to Clause 3 (b) in the “matters which are necessary for furtherance of the objects specified in clause 3(a)” :

36. *To invest and deal with the moneys of the Company not immediately required in such manner as may from time to time be determined by the Board of Directors.*
37. *To acquire, hold and deal in investment, shares, derivatives and index products, debentures, bonds, certificates, obligations or securities of any Government, local authorities by original subscription, participation in syndicates, lender, purchase exchange or otherwise and to subscribe for the same or to guarantee the subscription thereof and to open demat and trading account with depository participants for the purpose, as may be decided by the Board of Directors.*
38. *To lend money to such persons, firms or companies and on such terms and conditions as may seem expedient, and in particular to the members of the staff, customers, group companies and other having dealings with the Company, whether covered by security or otherwise and to guarantee the performance of contracts, give guarantee and provide security for repayment of debts and loans availed, by any such person, firm or company, provided that the Company shall not carry on banking business within the meaning of the Banking Regulation Act, 1949.*

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, Mr. Harpreet Singh Nibber, Chairman & Managing Director and/or Company Secretary of the Company be and are hereby severally authorized, on behalf of the Company, to do all acts, deeds, matters and things as deem necessary, and to sign, execute and submit all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary e-forms with the Registrar of Companies.”

ITEM NO. 11 - TO INCREASE THE BORROWING LIMITS OF THE COMPANY UNDER SECTION 180 (1) (C) OF THE COMPANIES ACT, 2013

*To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:*

“**RESOLVED THAT** in supersession to the resolution passed by the shareholders at their Extra-ordinary General Meeting held on 25.11.2021 and pursuant to Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, and also subject to other approvals as may be required, the approval and consent of the Shareholders be and is hereby accorded to the Board of Directors of the Company to borrow monies for the purpose of the business of the Company, notwithstanding that the monies to be so borrowed by the Company (apart from the temporary loans obtained from the Company’s bankers in the ordinary course of business) may exceed the aggregate of the paid-up capital and free reserves of the Company, that is to say, reserves not set apart for any specific purpose for the time being, provided that the total amount including the money/s already borrowed by the Company shall not exceed INR 200 Crores (Rupees Two Hundred Crores only).

RESOLVED FURTHER THAT any one of the Directors and / or Company Secretary of the Company jointly or severally are hereby authorized to take such steps and do all such acts, deeds and things as is considered necessary, expedient, usual, proper or incidental in relation to the said matter and take such actions and give such directions as they may consider necessary or desirable to give effect to this resolution and also to make any alterations or amendments thereto from time to time as may be required by the respective bank or financial institution and to sign , execute and submit all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary e-forms with the Registrar of Companies.”

ITEM NO. 12 - TO INCREASE THE EXISTING LIMITS FOR CREATING MORTGAGE/HYPOTHECATION/ CHARGE ON ALL OR ANY OF THE MOVABLE AND/ OR IMMOVABLE PROPERTIES/ASSETS OF THE COMPANY UNDER SECTION 180(1)(A) OF THE COMPANIES ACT, 2013

*To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:*

“**RESOLVED THAT** in supersession to the resolution passed by the shareholders at their Extra-ordinary General Meeting held on 25.11.2021 and pursuant to Section 180(1) (a) and other applicable provisions, if any, of the Companies Act, 2013, and also subject to other approvals as may be required, the approval and consent of the Shareholders be and is hereby accorded to the Board of Directors of the Company for all and any mortgages and charges created or to be created on all the immovable and movable properties of the Company wherever situated (whether present or future); or on the whole of the undertaking/s of the Company and/or taking over the management of the business and undertaking/s of the Company in certain events (whether such power is contained in the documents creating the mortgage/ charge or otherwise) to or in favor of any Bank or Financial Institutions or other Lender(s) to secure repayment of any Working Capital Limits, Terms Loan, fund based and non-fund based facilities, Subscription to Debenture or other monies lent or advanced by them from time to time together with interest at the agreed rates, compound interest, additional interest, commitment charges, premium on pre-payment or on redemption, costs, charges expenses and all other monies including any increase as a result of devaluation/ revaluation fluctuation in the exchange rate of foreign currencies involved payable by the company in terms of the respective loan agreements/ heads of agreements/ letters of sanction / memorandum of terms and conditions entered into/to be entered into by the Company, within overall limits of INR 200 Crores (Rupees Two Hundred Crores only).

RESOLVED FURTHER THAT any one of the Directors and /or Company Secretary of the Company jointly or severally are hereby authorized to take such steps and do all such acts, deeds and things as is considered necessary, expedient, usual, proper or incidental in relation to the said matter and take such actions and give such directions as they may consider necessary or desirable to give effect to this resolution and also to make

any alterations or amendments thereto from time to time as may be required by the respective bank or financial institution and to sign , execute and submit all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary e-forms with the Registrar of Companies.”

For and on behalf of the Board of Directors

Date: 11.08.2025
Place: Mohali

Sd/-
Harpreet Singh Nibber
Chairman and Managing Director
DIN: 00239042

NOTES:

1. The Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 and rules made thereunder, relating to the Special business to be transacted at the Meeting is annexed hereto.
2. A Member entitled to attend and vote at the meeting is also entitled to appoint a proxy to attend, and on a poll, to vote instead of himself/ herself and such proxy need not be a member of the company.
3. Proxies, if any, in order to be effective, must be received at the Company's Registered Office not later than 48 (Forty Eight) hours before the time fixed for holding the meeting. Proxies submitted on behalf of the Companies, etc., must be supported by appropriate resolution/authority, as applicable. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided not less than three days of notice in writing is given to the Company.
4. A person can act as a proxy on behalf of members not more than fifty members holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent 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.
5. Corporate Members are requested to send a duly certified true copy of the Board Resolution authorizing their representative to attend and vote at the Meeting on the email id of the Company compliance.pecl@pritikagroup.com
6. Members/Proxies are requested to bring attendance slip to the meeting.
7. Relevant documents referred to in the accompanying Notice and the Statement, are open for inspection by the members at the registered office of the Company at C-94, Phase 7, Industrial Focal Point, S.A.S Nagar, Mohali 160055 during the normal business hours (9.00 am to 5.00 pm) (IST) on all working days, except Saturdays and Sundays, up to the date of the Meeting.
8. Members who hold shares in dematerialized form are requested to write their Client ID and DP ID and those who hold in physical form are requested to write their folio number in the attendance slip.
9. In case of Joint Holders attending the meeting, the Member whose name appears as the First holder in the order of names as per the Register of Members of the Company will be entitled to vote.
10. Nomination facility for shares is available for Members.
11. Members who would like to receive notices, letters, annual reports, documents and any other correspondence by electronic mode are requested to register their email address with the Company.
12. The Company is providing facility for voting by electronic means and the business may be transacted through e-voting.
13. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 and Circular No. 02/2021 dated January 13, 2021 and MCA General Circular No. 10/2022 dated 28th December, 2022 and Circular No. 09/2023 dated 25th September, 2023 and General Circular No. 09/2024 dated 19th September, 2024 (collectively referred to as "MCA Circulars"), the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system will be provided by NSDL.
14. The Members, whose names appear in the Register of members / list of Beneficial Owners as on Tuesday, 09th September, 2025 ("cut-off date") are entitled to vote on the Resolutions set forth in this Notice.

15. Members who have cast their vote by remote e-voting prior to the Meeting may also attend the Meeting but shall not be entitled to cast their vote again.
16. The Company has appointed Mr. Sushil K Sikka, Practicing Company Secretary (Membership No. 4241 and C.P. No. 3582) proprietor of M/s. S. K. Sikka & Associates, Company Secretaries, as the Scrutinizer to scrutinize the entire e-voting process, in a fair and transparent manner.

He has communicated his willingness for appointment as scrutinizer and will be available for same purpose.

17. The results declared along with the Scrutinizer's Report shall be placed on the Company's website and on the website of NSDL within two working days of the passing of the resolutions at the AGM of the Company on 16th September, 2025 and will be communicated to the Stock Exchange, where the shares of the Company are listed.
18. A route map to reach the venue of the Meeting to be attached along with this Notice in accordance with Clause No. 1.2.4 of the Secretarial Standard-2 on "General Meetings".
19. The members attending the meeting shall carry any one Identity proof so as to get entry in the Venue.
20. In line with the MCA General Circular No. 20/2020 dated 5/5/2020 and 02/2021 dated 13/1/2021, 02/2022 dated 5/5/2022 and SEBI Circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12/5/2020, SEBI/HO/CFD/CMD 2/CIR/P/2021/11 dated 15/1/2021 and SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13/5/2022, SEBI/HO/CFS/PoD-2/P/CIR/2023/4 dated 5/1/2023 and SEBI/HO/CFD/CFD-PoD-2/P/ CIR/2023/167 dated 7/10/2023 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024, notice of the AGM along with Annual Report 2024-25 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice with Annual Report 2025 will also be available on the Company's website: <https://www.pritikaengineering.com/annual-reports-pritika-engg.html> and Website of NSE at www.nseindia.com, and on the website of NSDL at <https://www.evoting.nsdl.com>. Even after e-communication, members are entitled to receive copy of Notice of AGM along with Annual Report 2024-25 in physical form, upon making a request for the same, by post free of cost. The Shareholders may send requests to the Company's investor email id: compliance.pecl@pritikagroup.com for the same.
21. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the members at the AGM. All documents referred to in the Notice will also be available for inspection at the registered office of the Company at C-94, Phase 7, Industrial Focal Point, S.A.S Nagar, Mohali 160055 during the normal business hours (9.00 am to 5.00 pm) (IST), without any fee by the members on all working days from the date of circulation of this Notice up to the date of AGM, i.e. 16th September, 2025.
22. The Register of Members and Share Transfer Register in respect of equity shares of the Company will remain closed from **10th day of September, 2025 to 16th day of September, 2025** (both days inclusive) for the purpose of AGM.
23. Members holding shares in electronic form are hereby informed that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrars cannot act on any request received directly from the Members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the Members
24. The members whose bank particulars are not updated with their Depositories are requested to update their details.
25. In furtherance of Green Initiative in Corporate Governance by Ministry of Corporate Affairs, the Shareholders are requested to register their email id with the Company or with the Registrar and Transfer Agents.

26. Members whose shareholding is in the electronic mode are requested to direct change of address notifications and updation of Savings Bank Account details to their respective Depository Participants.
27. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. The Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their Demat accounts. The members holding shares in physical form are requested to submit their PAN and Bank Details (copy of PAN Card and original cancelled cheque leaf/attested copy of bank pass book showing name of account holder) to the RTA.

SEBI by amendment to Regulation 40 of SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015 has mandated transfer of securities in dematerialized form only w.e.f. 01.04.2019. In view of this and to eliminate all risks associated with physical shares, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. However, SEBI vide its circular no. SEBI/HO/MIRSD/MIRSD-PoD/P/CIR/2025/97 dated 2nd July, 2025 has authorized the investors for re-lodgement of transfer deeds, which were lodged prior to the deadline of 01st April, 2019 and rejected/returned/not attended due to deficiency in the documents/process/or otherwise, for a period of six months from 07th July, 2025 till 06th January, 2026.

28. Pursuant to Master Circular dated 7th May, 2024 and Circular dated 10th June, 2024 issued by SEBI, it shall be mandatory for the holders of physical securities to furnish PAN, contact details (Postal address with PIN and Mobile number), Bank A/c details and specimen signature for their corresponding folio numbers. Members of such folios where in any one of the above mentioned document/details are not updated shall be eligible:
- a) To lodge grievance or avail any service request from the RTA ONLY after furnishing PAN and KYC details.
 - b) For any payment including dividend, interest or redemption payment in respect of such folios ONLY through electronic mode with effect from 1st April, 2024. Members are requested to register/update the details in prescribed Form ISR-1 and other relevant forms, duly filled along with self-attested supporting documents and other relevant forms, with M/s MUFG Intime India Private Limited (Formerly Link Intime India Private Limited), Registrar and Share Transfer Agent of the Company at mumbai@in.mpms.mufig.com Members may download the prescribed forms from the Company's website at <https://www.pritikaengineering.com/downloads-pritika-engg.html>.
29. Members seeking any information or clarification on the Annual Report are requested to write to the company at least ten days in advance from the date of Annual General Meeting, so as to enable the company to compile the information and provide replies at the meeting.
30. SEBI vide Circular Nos. SEBI/HO/OIAE/OIAE_IAD-1/P/ CIR/2023/131 dated July 31, 2023, and SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/135 dated August 04, 2023, read with Master Circular No. SEBI/HO/ OIAE/OIAE_ IAD-1/P/CIR/2023/145 dated July 31, 2023 (updated as on August 11, 2023), has established a common Online Dispute Resolution Portal ("ODR Portal") for resolution of disputes arising in the Indian Securities Market.

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

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

32. **Intimation of details of the agreement, if any under the SEBI (LODR) Regulations, 2015:** Members are informed that in terms of the provisions of the SEBI (LODR) Regulations, 2015, the Company is required to intimate the Stock Exchanges the details of the agreements entered into by the shareholders, promoter(s), members of the promoter(s) group, related parties, directors, key managerial personnel, employees of the Company or of its holding, subsidiary or associate company, among themselves or with the Company or with a third party, solely or jointly, which, either directly or indirectly or potentially or whose purpose and effect is to, impact the management or control of the Company or impose any restriction or create any liability upon the Company, including disclosure of any rescission, amendment or alteration of such agreements thereto, whether or not the Company is a party to such agreements. Accordingly, it is hereby advised to the members to inform the Company about such agreement to which the Company is not a party, within two (2) working days of entering into such agreements or signing an agreement to enter into such agreements. The Company will inform the details of such agreements to the Stock Exchanges on it becoming aware of it within the prescribed timelines.

[Explanation: For the purpose of this clause, the term “directly or indirectly” includes agreements creating an obligation on the parties to such agreements to ensure that the listed entity shall or shall not act in a particular manner.]

33. **Additional information on director recommended for appointment/reappointment as required under Regulation 36 of the Listing Regulations**

Mr. Narinder Kumar Tyagi

Mr. Narinder Kumar Tyagi, (DIN: 00483827) aged 62 years is a qualified Chartered Accountant with 34 years' experience in the listed and unlisted companies. He has varied experience in the field of Accounts, Finance, Taxation and Commercial matters. He is also working as CFO of the Company.

Mr. Narinder Kumar Tyagi is Director-Finance and CFO of Pritika Auto Industries Limited (holding Company), a listed entity and Director in Meeta Castings Limited (subsidiary of the Company). He does not hold directorship or membership of the Committees of Board in any other listed company except as above. He has not resigned from any listed entity in the past three years.

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

He is holding two equity shares of the company.

Mr. Bishwanath Choudhary

Mr. Bishwanath Choudhary (DIN: 02313294) aged 69 years is a fellow member of the Institute of Company Secretaries of India and the Institute of Cost Accountants of India, with MBA in finance. He brings 44 years of experience in finance and corporate matters within the steel and infrastructure industries.

Mr. Bishwanath Choudhary is also an Independent Director of M/s Century Extrusions Limited and an additional director in the category of independent director in Pritika Auto Industries Limited. He has not resigned from any listed entity in the past three years.

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

He is not holding any equity share of the Company.

Mrs. Neha

Mrs. Neha (DIN: 08109734) aged 43 years holds Master's Degree in Law (LL.M) and an advocate doing practice in the High Court of Punjab & Haryana at Chandigarh. She has experience of 16 years in advocacy.

She is also Independent Director on the Board of Pritika Industries Limited and Director in Meeta

Castings Limited (subsidiary of the Company).

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

She is not holding any equity share of the Company.

Mr. Harpreet Singh Nibber

Mr. Harpreet Singh Nibber aged 53 years, is a B.E in Mechanical Engineering with more than 29 years' experience in industry. He has been associated with the company since its incorporation and is looking after all the functional areas of the Company. He is one of the promoters of the company. The continuance of Mr. Harpreet Singh Nibber on the board of Directors of the Company is essential considering his long standing experience and contribution in the progress of the company and as such he is pivotal to the establishment of the company.

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

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

He is holding 6 equity shares of the Company.

34. VOTING THROUGH ELECTRONIC MEANS

- I. Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and Regulation 44 of the 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 Annual General Meeting (AGM) 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 AGM) ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).**
- II. The Company has approached NSDL for providing e-voting services through our e-voting platform. In this regard, your Demat Account/Folio Number has been enrolled by the Company for your participation in e-voting on resolution placed by the Company on e-Voting system.
- III. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper. Poll will be conducted under the supervision of the Scrutinizer appointed for e-voting and poll. Scrutinizer decision on validity of vote will be final.
- IV. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- V. The **remote e-voting period commences on Saturday, 13th September, 2025 at 9:00 a.m. and ends on Monday, 15th September, 2025 at 5:00 p.m.** During this period, members of the Company, holding shares either in physical form or in dematerialized form, as on the **cut-off date of 09th September, 2025** may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- VI. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the **cut-off date of 09th September, 2025**. Any person, who acquires shares of the Company and become member of the Company after email of the notice and holding shares as of

the **cut-off date** i.e., **09th September, 2025**, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or compliance.pecl@pritiagroup.com

VII. The process and manner for remote e-voting are as under:

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

The remote e-voting period begins on Saturday, 13th September, 2025 at 9:00 a.m. and ends on Monday, the 15th September, 2025 at 5:00 p.m. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e., 09th September, 2025, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date being 09th September, 2025.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting

	<p>system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>3. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <div style="text-align: center;">  App Store  Google Play </div> <div style="display: flex; justify-content: space-around; margin-top: 10px;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 1 Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. 2 After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly. 3 If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4 Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers

Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.
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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000.
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911.

B) Login Method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
- A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

- Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "[Forgot User Details/Password?](#)" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) [Physical User Reset Password?](#)" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After 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.

How to cast your vote electronically on NSDL e-Voting system?

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

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to sikkasushil@gmail.com with a copy marked to evoting@nsdl.com . Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 and 022 - 2499 7000 or send a request to Ms.Pallavi Mhatre at evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to compliance.pecl@pritiagroup.com
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to compliance.pecl@pritiagroup.com . If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively, shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 ('THE ACT'), GIVEN HEREUNDER SETS OUT ALL THE MATERIAL FACTS RELATING TO THE SPECIAL BUSINESS MENTIONED AT ITEM NO. 4 TO 12 OF THE ACCOMPANYING NOTICE DATED AUGUST 11, 2025

Item No. 4

Appointment of Secretarial Auditor

Pursuant to the provisions of Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and provisions of Section 204 of the Act and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 ("Rules"), the Audit Committee and the Board of Directors of the Company at their meetings held on 23.06.2025 subject to approval of the members at the Annual General Meeting, have appointed M/s S. K. Sikka & Associates, Company Secretaries, Chandigarh as the Secretarial Auditor of the Company for a term of five years from the conclusion of 8th Annual General Meeting until the conclusion of 13th Annual General Meeting of the Company to be held for the Financial Year 2029-30.

Mr. Sushil K Sikka, Prop. S K Sikka & Associates, Chandigarh a Practicing Company Secretary, is a seasoned professional. Mr. Sushil Kumar Sikka is a Post Graduate in Commerce and Fellow Member of the Institute of Company Secretaries of India having post qualification experience of 34 years. He has worked in public limited companies, wholly owned subsidiary/joint sector companies of State Corporations and one of the Joint Venture companies having foreign financial collaboration. Presently, practicing as Company Secretary in the name of S.K. Sikka & Associates, Chandigarh since January, 2001 and consultant in number of Government, Private as well as Public Limited Companies.

M/s S K Sikka & Associates, Company Secretaries, Chandigarh holds a valid Peer Review Certificate No. 1057/2021 issued by Peer Review Board of the Institute of Company Secretaries of India.

The Board has authorized Mr. Harpreet Singh Nibber, Managing Director to decide the fee, scope of work and other terms and conditions after discussion with Mr. Sushil K Sikka.

The Board of Directors recommends the resolution at Item No. 4 of this notice for your approval by Ordinary Resolution in the interest of the company.

None of the Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

Item No. 5

To approve the remuneration payable to M/s Verma Khushwinder & Co., Cost Accountants (FRN: 000469), Cost Auditors of the Company for the Financial Year 2025-26

The Board of Directors, on recommendations of the Audit Committee in their respective meeting held on 23.06.2025, had appointed M/s Verma Khushwinder & Co., Cost Accountants, (Firm Registration No: 000469), as the Cost Auditors of the Company, for the FY 2025-26, for conducting the audit of the cost records maintained by the Company for the products as mandated by the Central Government at a remuneration of Rs. 50,000/- plus applicable taxes and reimbursement of out of pocket expenses.

In accordance with the provisions of Section 148 of the Act read with the Companies (Cost Records and Audit) Rules, 2014, the remuneration proposed to be paid to the Cost Auditor is required to be approved by the shareholders of the Company. Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out in the Notice of 8th AGM for ratification of the remuneration payable to the Cost Auditors.

The Board of Directors recommends the resolution at Item No. 5 of this notice for your approval by Ordinary Resolution in the interest of the company.

None of the Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

Item No. 6

Re-appointment of Mr. Bishwanath Choudhary (DIN: 02313294) for second consecutive term as a Non-Executive Independent Director of the Company

On recommendation of Nomination and Remuneration Committee, the Board of Directors in their meeting held on 23.06.2025, pursuant to the provisions of Sections 149, 150, 152, and other applicable provisions, if any, of the Companies Act, 2013, and the rules made there under, read with Schedule IV of the Companies Act, 2013, subject to approval of Members, has re-appointed Mr. Bishwanath Choudhary (DIN: 02313294), in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director as a Non-Executive Independent Director of the Company, not liable to retire by rotation, for second consecutive term of five years, with effect from July 20, 2025 to July 19, 2030.

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

Mr. Bishwanath Choudhary (DIN: 02313294) aged 69 years is a fellow member of the Institute of Company Secretaries of India and the Institute of Cost Accountants of India, with an MBA in finance. He brings 44 years of experience in finance and corporate matters within the steel and infrastructure industries. He is also an additional director in the category of Independent Director of Pritika Auto Industries Limited and independent director of Century Extrusions Limited.

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

The Board of Directors recommends the resolution at Item No. 6 of this Notice for your approval by Special Resolution in the interest of the company.

Item No. 7

Re-appointment of Mrs. Neha (DIN: 08109734) for second consecutive term as a Non-Executive Independent Director of the Company

On recommendation of Nomination and Remuneration Committee, the Board of Directors in their meeting held on 23.06.2025 and pursuant to the provisions of Sections 149, 150, 152, and other applicable provisions, if any, of the Companies Act, 2013, and the rules made there under, read with Schedule IV of the Companies Act, 2013, subject to approval of Members, has re-appointed Mrs. Neha (DIN: 08109734) in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing her candidature for the office of Director, as a Non-Executive Independent Director of the Company, not liable to retire by rotation, for second consecutive term of five years, with effect from July 20, 2025 to July 19, 2030.

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

Mrs. Neha (DIN: 08109734) aged 43 years holds Master's Degree in Law (LL.M) and is an advocate doing practice in the High Court of Punjab & Haryana at Chandigarh. She has experience of 16 years in advocacy. She is also an Independent Director on the Board of Pritika Industries Limited and Director in Meeta Castings Limited (subsidiary of the Company).

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

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

Item No. 8

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

Mr. Harpreet Singh Nibber (DIN: 00239042), was appointed as Managing Director of the Company on the payment of remuneration and terms & conditions as approved by the members of the company by passing Special Resolution in the Extra-ordinary General Meeting held on 20.07.2022 for a period of three years w.e.f. 20.07.2022.

On the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company subject to approval by the shareholders of the company by Special Resolution, has reappointed him as Chairman and Managing Director for a period of five years w.e.f. 20.07.2025 on the remuneration, terms & conditions contained in the resolution.

The Board has approved to pay him remuneration and other perquisites pursuant to the provisions of Section II of Schedule V of Companies Act, 2013 for a period of three years i.e. from 20.07.2025 to 19.07.2028.

Mr. Harpreet Singh Nibber aged 53 years, is a B.E in Mechanical Engineering with more than 29 years' experience in industry. He has been associated with the company since its incorporation and is looking after all the functional areas. He is one of the promoters of the company. The continuance of Mr. Harpreet Singh Nibber on the board of Directors of the Company is essential considering his long standing experience and contribution in the progress of the company and as such he is pivotal to the establishment of the company. He will not be liable to retire by rotation. Mr. Harpreet Singh Nibber is also director in Pritika Industries Ltd. (Promoter of the Holding Company), and Meeta Castings Ltd. (subsidiary of the Company) and Managing Director of Pritika Auto Industries Ltd.

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

The Board of Directors recommends the resolution at Item No. 8 of this notice for your approval by Special Resolution in the interest of the company.

Item no. 9

To approve payment of remuneration to Mr. Ajay Kumar (Non-Executive Director) for the financial year 2025-26, which may exceed fifty per cent of the total remuneration payable to all the non -executive directors of the company

The remuneration payable to Mr. Ajay Kumar, Non-Executive Director for the financial year 2025-26 may exceed fifty percent of the total remuneration that may be payable to all Non-Executive Directors of the Company.

Pursuant to Regulation 17(6)(ca) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), every listed entity is required to obtain approval of members of the Company by way of Special Resolution for payment of remuneration to a Non-Executive Director which is in excess of fifty percent of the total remuneration payable to all Non-Executive Directors of the Company during a year.

Mr. Ajay Kumar has vast experience in the automobile industry. With his in-depth knowledge in areas of technology, general management and corporate governance, he provides strategic guidance to the Company and steers the Board functioning in the Company's best interests.

Taking into account the experience and contribution made in the progress of the Company by Mr. Ajay Kumar, the Board recommends the Resolution as set out under item no.9 in the notice of this meeting for approval of the Members by means of a Special Resolution.

Mr. Ajay Kumar and his relatives to the extent of their shareholding, if any, in the Company, may be deemed to be concerned or interested in the resolution to the extent of remuneration that he may receive.

Save and except the above, none of the other Directors, Key Managerial Personnel of the Company and/ or their relatives is concerned or interested, financially or otherwise, in the said Resolution.

Item No. 10

Alteration of the object clause in the Memorandum of Association of the company

The Board of Directors of the Company, at its meeting held on 11th August, 2025, approved to alter the Object Clause of the Memorandum of Association of the Company by inserting three new sub-clauses under Clause 3(B) – The Objects Incidental or Ancillary to the Attainment of the Main Objects, to enable the Company to advance and give guarantee or provide security in connection with loans availed by group companies and to empower the Company to invest its surplus funds in various instruments and avenues including securities, shares, bullion, and specie, and to sell or vary such investments from time to time.

In order to support the business needs of group companies, including subsidiaries, associates and other related entities, it is proposed to include three new objects in the Memorandum of Association that would allow the Company to provide corporate guarantees, securities, or any form of credit support for the financial facilities availed by group entities and is intended to provide greater flexibility to the Company in the efficient management of its surplus funds, which may arise from time to time. This amendment will help the Company to act in alignment with the broader objectives of group synergy and growth strategy and the investment of surplus funds in permissible avenues is a prudent financial practice and aligns with the broader financial and strategic objectives of the Company.

Pursuant to the provisions of Section 13 of the Companies Act, 2013, any alteration in the Object Clause of the Memorandum of Association requires the approval of the shareholders by passing a special resolution.

A copy of the existing Memorandum of Association along with the proposed draft of the amended Memorandum is available for inspection by the members at the registered office of the Company during business hours on all working days up to the date of the Annual General Meeting.

The Board of Directors recommends the resolution at Item No. 10 of this notice for your approval by special Resolution in the interest of the company.

None of the Directors and Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution, except to the extent of their shareholding, if any, in the Company.

Item No. 11

To increase the borrowing limits of the company under section 180 (1) (c) of the companies act, 2013

Pursuant to the provisions of section 180(1)(c) of the Companies Act, 2013, the Board of Directors shall not, except with the approval of the Company in general meeting by way of Special Resolution, borrow money, where the money to be borrowed, together with the money already borrowed by the company will exceed aggregate of its paid-up share capital and free reserves, apart from temporary loans obtained from the company's bankers in the ordinary course of business. The shareholders at their meeting held on 25.11.2021 had approved the borrowing limits of the Company up to INR 100 crores (Rupees One Hundred Crores Only). In view of further business expansion, growing operations and the need for higher credit requirement, it is now proposed to obtain the permission of the members to increase the borrowing limits up to INR 200 Crores (Rupees Two Hundred Crores only).

The Board of Directors recommends the Special Resolution for your approval as set out under Item No. 11.

None of the Directors and Key Managerial Personnel of the Company or their relatives is in any way concerned or interested in this resolution except to the extent of their shareholding in the company.

Item No. 12

To increase the existing limits for creating Mortgage/Hypothecation/Charge on all or any of the movable and/ or immovable properties/assets of the Company under Section 180(1)(a) of the Companies Act, 2013

Pursuant to the provisions of section 180(1)(a) of the Companies Act, 2013 the Company requires consent of the shareholders to be obtained by passing special resolution for the purpose of mortgaging / creating charges on the properties of the Company to secure the loans availed by the Company. The shareholders at their meeting held on 25.11.2021 had approved the creation of charges on assets of the Company up to INR 100 crores (Rupees One Hundred Crores Only). In view of increased borrowing requirements of the company, the company has to create mortgage/charge to secure the said borrowing requirements.

By this proposal the approval of the shareholders is sought for mortgaging/creating charge on the assets of the Company to secure the loans availed by the Company up to a limit of INR 200 Crores (Rupees Two Hundred Crores only).

The Board of Directors recommends the Special Resolution for your approval as set out under Item No. 12.

None of the Directors and Key Managerial Personnel of the Company or their relatives is in any way concerned or interested in this resolution except to the extent of their shareholding in the company.

THE INFORMATION REQUIRED UNDER SECTION II OF PART II OF SCHEDULE V OF THE COMPANIES ACT, 2013 IN CASE OF SPECIAL RESOLUTION PASSED AT ITEM NO. 8 IS AS FOLLOWS:

I	General Information									
1	Nature of industry	The company is engaged in manufacturing and selling of parts and components for Tractor Industry.								
2	Date of commencement of business	The Company commenced business in February, 2018								
3	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	NA								
4	Financial performance based on given indicators	<p>The Financial performance of the Company based on given indicators for the year ended 31/03/2025 is as follows:</p> <table><tr><td></td><td>Amount (Rs. in lacs)</td></tr><tr><td>Turnover</td><td>10483.33</td></tr><tr><td>Net Profit (before tax)</td><td>705.37</td></tr><tr><td>EPS (in Rs.)</td><td>2.10</td></tr></table>		Amount (Rs. in lacs)	Turnover	10483.33	Net Profit (before tax)	705.37	EPS (in Rs.)	2.10
	Amount (Rs. in lacs)									
Turnover	10483.33									
Net Profit (before tax)	705.37									
EPS (in Rs.)	2.10									
5	Foreign investments or collaborators, if any	The company does not have any foreign collaboration. Foreign investors (Shareholders) mainly comprise of NRIs holding 0.17% and FPIs holding 1.82% of total shareholding as on 31/03/2025.								
II Information about the appointee										
1	Name and Designation of the Director	Mr. Harpreet Singh Nibber Chairman & Managing Director								
2	Background details	<p>Mr. Harpreet Singh Nibber - aged 53 years, is a young B.E. in Mechanical Engineering having more than 29 years of experience in the industry. He has been trained for Production Management & Business Planning Programme at AOTS, OSAKA, Japan and has participated in Management programme for Entrepreneurs by Nadathur S. Raghavan Center for Entrepreneurial Learning (NSRCEL), January, 2009.</p> <p>He is also Managing Director & Chairman of Pritika Auto Industries Limited and Director in Meeta Castings Limited and Pritika Industries Limited.</p>								
3	Past remuneration paid	Salary Rs. 2,00,000 per month								
4	Recognition or awards	He has been awarded Excellence in Quality Award at Enterprise 2001 at IETF in Delhi conducted by CII and bagged a display award in “Made in Punjab Show”, Toronto, Canada.								
5	Job profile and his suitability	As Chairman & Managing Director of the company, Mr. Harpreet Singh Nibber is responsible for the overall performance of the company. He has been instrumental in giving direction to the entire team of the company and								

		<p>has been responsible for monitoring their performance on regular basis. He is actively involved with the functional areas of production, marketing and growth strategy of the company. He has more than 29 years' experience in industry. He is promoter and associated with the company since its incorporation.</p> <p>Keeping in view of his contribution to the Company, his qualification and experience, the Board considers his re-appointment to be in the best interests of the Company.</p>
6	Remuneration proposed	Salary: Rs. 3,00,000/- per month. Commission: 2% of net profit of the Company calculated in accordance with the provisions of Section 198 of Companies Act, 2013 and perquisites. For perquisites details, please refer resolution no. 8 of the notice.
7	Comparative remuneration with respect to industry, size of company, profile of the position and person	Taking into consideration of the size of company, profile of Mr. Harpreet Singh Nibber and the responsibilities shouldered on him, the aforesaid remuneration package is commensurate with the remuneration package paid to the managerial persons in other companies in the industry.
8	Pecuniary Relationship with the Company and Other Managerial Person or director in the Company	<p>Besides the remuneration proposed, he also holds 6 equity shares of the company.</p> <p>Mr. Harpreet Singh Nibber is not related to any other Director and Key Managerial Personnel of the Company.</p>
III	Other Information	
1	Reasons of loss or inadequate profits	The Company does not envisage any loss or inadequate profits. Since the company is engaged in a labour intensive sector and is susceptible to raw material fluctuation and challenging business environment, this may affect the profitability of the Company in future. The Company proposes to obtain approval of Members as an abundant caution in case the profits are insufficient to pay the managerial remuneration as above.
2	Steps taken or proposed to be taken for improvement	<p>The business model of Pritika has been centered around automotive and tractor components for OEM manufacturers. The company believes that it is well positioned to capture significant growth opportunities and profitability. The company has taken following steps:</p> <ul style="list-style-type: none"> -Extensive reach and market share -Strong marketing -Strong distribution and high connectivity -State of art technology and infrastructure

		-To control cost and wastage -To increase capacity utilization and scale of operation
3	Expected increase in productivity and profits in measurable term`	The Company is very conscious about improvement in productivity and undertakes constant measures to improve it. However, it is extremely difficult in the present scenario to predict profits in measurable terms.

Date: 11.08.2025
Place: Mohali

For and on behalf of the Board of Directors

Sd/-

Harpreet Singh Nibber
Chairman and Managing Director
DIN: 00239042