



PRITIKA ENGINEERING COMPONENTS LIMITED

Regd. Office: Plot No. C-94, Phase VII, Industrial Focal Point, S.A.S. Nagar (MOHALI)–160 055

CIN :L28999PB2018PLC047462 Tel. : 0172-5008900, 5008901

02nd February, 2024

Listing Compliance Department
National Stock Exchange of India Limited
Exchange Plaza, Bandra- Kurla Complex
Bandra (E), Mumbai 400051

NSE Symbol: PRITIKA

Dear Sir/Ma'am,

Subject: Notice for Extra-Ordinary General Meeting-Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Please find enclosed herewith copy of the Notice to members dated January 30, 2024, for holding Extra Ordinary General Meeting of the Company on Tuesday, February 27, 2024 at 11.30 AM at the Registered Office of the Company situated at Plot No. C-94, Phase-VII Industrial Focal Point, S.A.S Nagar Mohali- 160055, Punjab. The Notice of the Extra-Ordinary General Meeting has been dispatched to the shareholders of the Company today i.e. Friday, February 02, 2024.

The Company has engaged the services of National Securities Depository Limited (NSDL) for providing the remote e-voting facility to enable members to cast their votes electronically. The cut off date for e-voting for the purpose of Extra Ordinary General Meeting will be Tuesday, February 20, 2024. The remote e-voting period begins on Friday, February 23, 2024 at 9:00 A.M. and ends on Monday, the February 26, 2024 at 5:00 P.M.

This is for your information and records.

Thanking you,
Yours Faithfully,
For Pritika Engineering Components Limited

C B Gupta
Company Secretary & Compliance Officer



Works : Village Simbli, Phagwara – Hoshiarpur Road, Tehsil & District Hoshiarpur, Punjab-146001

E-mail : info@pritikagroup.com, compliance.pecl@pritikagroup.com

Website : www.pritikaengineering.com

NOTICE

NOTICE IS HEREBY GIVEN THAT THE EXTRA-ORDINARY GENERAL MEETING OF THE MEMBERS OF PRITIKA ENGINEERING COMPONENTS LIMITED WILL BE HELD ON TUESDAY, FEBRUARY 27, 2024 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- 160055, PUNJAB TO TRANSACT THE FOLLOWING BUSINESSES:

SPECIAL BUSINESS:

1. To alter the Articles of Association 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 Section 14 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and subject to the necessary approvals, consents, permission and sanctions required, if any, from appropriate authorities, the consent of the Members of the Company be and is hereby accorded to alter and substitute the existing clause II(1) of the Articles of Association of the Company in the following manner:

CLAUSE II. Share Capital and variation of rights

- Subject to the provisions of the Act and these Articles, the Board of the Directors of the Company may issue, allot or otherwise dispose of the securities of the Company to such persons on such terms and conditions and such time as they think fit and with full power to give any person the option to call or be allotted securities of the company for any class either at premium or at par and for such time and for such consideration as the board of directors think fit, provided the option or right to call of shares shall not be given to any person except with the sanction of the company in General meeting.*

Provided that the term securities shall have same meanings as defined under the Companies Act, 2013 or rules framed thereunder as amended from time to time.

RESOLVED FURTHER THAT Mr. Harpreet Singh Nibber (DIN: 00239042), Managing Director of the Company or Mr. Raminder Singh Nibber (DIN: 00239117), Director of the Company or Mr. Chander Bhan Gupta, Company Secretary of the Company be and is hereby severally authorized to do all such act (s), deed(s) and things including all forms, documents, filing with Ministry of Corporate Affairs/ Registrar of Companies, Stock Exchanges, Depositories or any other agency as may be necessary and incidental to give effect to the aforesaid Resolution

2. To Issue Fully Convertible Warrants On A Preferential Issue Basis

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 23(1)(b), 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, as amended (the “Act”), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in terms of the provisions of the Foreign Exchange Management Act, 1999, as amended or restated (“FEMA”), and rules, circulars, notifications, regulations and guidelines issued under FEMA, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the “SEBI ICDR Regulations”) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “SEBI Listing Regulations”), the Securities and Exchange Board of India (Substantial Acquisitions of Shares and Takeovers) Regulations, 2011 (the “SEBI Takeover Regulations”) each as amended from time to time, the listing agreements entered into by the Company with NSE Limited (the “Stock Exchange”) where the securities of the Company are listed, and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time to time by the Ministry of Corporate Affairs (“MCA”), the Reserve Bank of India (“RBI”), the Securities and Exchange Board of India (“SEBI”) and/or any other competent authorities (hereinafter referred to as "Applicable Regulatory Authorities") from time to time to the extent applicable and the enabling provisions of the Memorandum of Association and Articles of Association of the Company and such approvals, consents, permissions and sanctions as may be

necessary or required from the lenders or any other authority, if any and subject to such conditions as may be imposed or prescribed while granting such approvals, consents, permissions and sanctions, if any, and which may be agreed by the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to include any committee(s) constituted / to be constituted by the Board or committee constituted/ to be constituted of management to exercise its powers including the powers conferred by this Resolution), the consent of the Members of the Company be and is hereby accorded to the Board to create, issue, offer and allot, in one or more tranches, upto 8,00,000 (Eight Lakh only) fully convertible warrants (“warrants”) at an Issue Price of Rs. 76.40/- per warrant, each convertible into, or exchangeable, at an option of Proposed Allottees, within a maximum period of 18 months from the date of allotment of warrants into equivalent number of fully paid up equity share of the Company of face value of Rs.10/- (Rupee Ten Only) each at a price of Rs. 76.40/- (Rupees Seventy Six and Forty Paise only) each i.e. at a premium of Rs. 66.40/- per share payable in cash (“Warrant Issue Price”), aggregating up to Rs. 6,11,20,000/- (Rupees Six Crore Eleven Lakh and Twenty Thousand Only), to the below mentioned proposed allottees (“Proposed Allottees”), on preferential issue basis in accordance with the provisions of Chapter V of the SEBI ICDR Regulations, in such manner and on such terms and conditions as are stipulated in the explanatory statement attached hereto and as may be determined by the Board in its absolute discretion in accordance with the SEBI ICDR Regulations and other applicable laws to the following persons.

List of Proposed allottees:

Sr.No.	Name of Proposed Allottee	Maximum number of Warrants	Category
1.	Pritika Auto Industries Limited	6,00,000	Promoter
2.	Divya Aggarwal	2,00,000	Public

“RESOLVED FURTHER THAT in terms of the provisions of Chapter V of the SEBI ICDR Regulations, the Relevant Date for determining the floor price for the preferential issue of the warrants is Thursday, January 25, 2024, being the date 30 days prior to the date on which the meeting of shareholders i.e. Extra Ordinary General Meeting is held to consider the special resolution of the preferential issue.

“RESOLVED FURTHER THAT without prejudice to the generality of the above resolution, the issue of the warrants and equity shares to be allotted on exercise of the option attached to the warrants under the preferential issue shall be subject to the following terms and conditions apart from others as prescribed under applicable laws:

- The warrants shall be allotted in dematerialized form within a period of fifteen days from the date of passing of the special resolution by the Members, provided that where the allotment of warrants is subject to receipt of any approval or permission from any regulatory authority or Government of India, the allotment shall be completed within a period of fifteen days from the date of receipt of last of such approvals or permissions.
- The equity shares to be allotted on exercise of warrants shall be in dematerialized form only and subject to the provisions of the Memorandum and Article of Association of the Company and shall rank pari-passu in all respects including dividend, with the existing equity shares of the Company.
- An amount equivalent to at least 25% of the warrant issue price i.e. Rs.76.40/- (Rupees Seventy Six and Forty Paise Only) per warrant shall be payable upfront along with the application and the balance 75% shall be payable by the Proposed Allottees on the exercise of option of conversion of the warrant(s). The amount paid against warrants shall be adjusted/ set-off against the issue price for the resultant equity shares.
- The issue of warrants as well as equity shares arising from the conversion of the warrants shall be governed by the regulations issued by the SEBI or any other statutory authority as the case may be or any modifications thereof.
- The pre-preferential allotment shareholding of the proposed allottees, if any, in the Company and warrants allotted in terms of this resolution and the resultant equity shares arising on exercise of option attached to such warrants shall be subject to lock-in as specified in the provisions of Chapter V of the ICDR Regulations.
- The price determined above and the number of equity shares to be allotted on exercise of the option attached to the warrants shall be subject to appropriate adjustments as permitted under the rules, regulations and laws, as applicable from time to time.
- The equity shares allotted pursuant to conversion of such warrants shall be subject to a lock-in as stipulated under chapter V of the SEBI ICDR Regulations from time to time.
- The option attached to the warrants may be exercised by the proposed allottees, in one or more tranches, at any time on or before the expiry of eighteen months from the date of allotment of the warrants by issuing a written notice to the Company specifying the number of warrants proposed to be exercised along with the balance of the warrant issue price in cash. The company shall accordingly, without any further approval from the members, allot the corresponding number of equity shares in dematerialized form.
- In the event, the proposed allottee does not exercise the conversion option within eighteen months from the date of allotment of the warrants, the warrants shall lapse, and the consideration paid in respect of such warrants shall stand forfeited by the Company, in terms of applicable SEBI ICDR Regulations.
- The warrants so allotted under this resolution shall not be sold, hypothecated, or encumbered in any manner during the period of lock-in as provided under the SEBI ICDR Regulations except to the extent and in the manner permitted there under.

k) The warrants by itself until converted into equity shares, does not give any voting rights in the Company to the proposed allottees. However, the warrant holders shall be entitled to any corporate action such as issuance of bonus shares, right issue, split or consolidation of shares etc. announced by the Company between the date of warrants allotment and their conversion into equity shares.

l) In the event that the Company completes any form of capital restructuring prior to the conversion of the warrants, then, the number of equity shares that each warrant converts into and the price payable for such equity shares, shall be adjusted accordingly in a manner that, to the extent permitted by applicable laws, proposed allottees: (a) receives such number of equity shares that proposed allottees would have been entitled to receive; and (b) pays such consideration for such equity shares to the Company which Proposed Allottees would have been required to pay, had the warrants been exercised immediately prior to the completion of such capital restructuring.

m) The equity shares arising from the exercise of the warrants will be listed on the stock exchanges subject to the receipt of necessary regulatory permissions and approvals as the case may be.

n) The warrant by itself does not give to the holder(s) thereof any rights of the shareholders of the Company except mentioned herein above.

“RESOLVED FURTHER THAT the monies received by the Company from the proposed allottee, for subscription of the warrants and exercise of option of conversion of the warrants into equity shares pursuant to the preferential issue shall be kept by the Company in a separate bank account opened by the Company for this purpose and shall be utilized by the Company in accordance with the provisions of the SEBI Regulations and the Act.

“RESOLVED FURTHER THAT the Board be and is hereby authorized to accept any modification(s) in the terms of issue of warrants, subject to the provisions of the Act and the SEBI ICDR Regulations, without being required to seek any further consent or approval of the Members and that the Board be and is hereby authorized to issue and allot such number of Equity Shares of the Company as may be required to be issued and allotted upon exercise of the option by the warrant holder(s).

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, Mr. Harpreet Singh Nibber (DIN: 00239042), Managing Director of the Company or Mr. Raminder Singh Nibber (DIN: 00239117), Director of the Company or Mr. Chander Bhan Gupta, Company Secretary of the Company be and is hereby severally authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient, including without limitation, issuing clarifications, resolving all questions of doubt effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the members and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the warrants and equity shares upon conversion and listing of equity shares with the stock exchanges as appropriate and utilization of proceeds of the issue, filing of requisite documents with the Registrar of Companies, Depositories and/ or such other authorities as may be necessary and take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.

“RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to Committee of Directors/ any Director(s)/Company Secretary / any Officer(s) of the Company to give effect to the aforesaid resolution.

“RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter(s) referred to or contemplated in any of the foregoing resolution be and are hereby approved, ratified and confirmed in all respects."

3. Issue of Equity Shares upon conversion of Outstanding Unsecured loan to Promoter/ Promoter Group and Issue of Equity Shares to Non-Promoters on Preferential basis.

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

“RESOLVED THAT pursuant to provisions of Sections 42, 62 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification or re-enactment thereof for the time being in force) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended (**“SEBI (ICDR) Regulations, 2018”**), the Securities and Exchange Board of India (Substantial Acquisitions of Shares and Takeovers) Regulations, 2011, as amended (**“Takeover Regulations”**), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and the rules, regulations, notifications and circulars issued thereunder and other applicable law including any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereon from time to time by the Government of India, the Securities and

Exchange Board of India (“SEBI”), Reserve Bank of India (“RBI”), the Ministry of Corporate Affairs, the respective stock exchanges where the equity shares of the Company are listed (“Stock Exchanges”), and or any other competent regulatory authority and in accordance with the uniform listing agreements entered into with the Stock Exchanges and in accordance with the enabling provisions of the Memorandum of Association and Articles of Association of the Company and subject to such approvals, consents, permissions and sanctions as may be necessary or required from regulatory or other appropriate authorities, including but not limited to the Stock Exchanges and SEBI and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of them while granting such approval, consents, permissions and sanctions and which terms may be agreed to by the Board of Directors of the Company (hereinafter referred to as “the Board” which expression shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this Resolution), the consent of the members of the company be and is hereby accorded to create, issue, offer and allot as the board may in its absolute discretion thinks fit, upto 32,00,000 Equity Shares by way of Preferential Allotment as mentioned below:

- a. Upto 15,00,000 Equity Shares of Face Value of Rs. 10/- (Rupees Ten only) to Promoter/ Promoter group, towards conversion of outstanding unsecured loan into Equity Shares to the extent of Rs. 11,46,00,000/- at an Issue Price of Rs. 76.40/- each on preferential allotment basis in compliance with Chapter V of SEBI (ICDR) Regulations, 2018 and subsequent amendments thereto & on such terms and conditions and in such manner as the Board may in its absolute discretion deem fit, to the following persons/entities as mentioned below:

Sr. No.	Name of Proposed Allottee	No. of Equity Shares proposed to be allotted	Category
	Promoter/ Promoter Group		
1.	Pritika Auto Industries Limited	15,00,000	Promoter
	Total	15,00,000	

- b. Upto 17,00,000 Equity Shares of Face Value of Rs. 10/- (Rupees Ten only) each at a Issue price of Rs. 76.40/- (Including the premium of Rs. 66.40/-) each aggregating upto Rs. 12,98,80,000/- to Public, on preferential allotment basis in compliance with Chapter V of SEBI (ICDR) Regulations, 2018 and subsequent amendments thereto & on such terms and conditions and in such manner as the Board may in its absolute discretion deem fit, to the following persons/entities as mentioned below:

Sr. No.	Name of Proposed Allottees	No. of Equity Shares proposed to be allotted	Category
(A)	Non-Promoters		
1.	Intellectual Partners	1,20,000	Public
2.	Sakshi Goel	36,000	Public
3.	Shipra Gupta	50,000	Public
4.	Kavita Bansal	20,000	Public
5.	KS Ventures Inc	70,000	Public
6.	Jyoti Kapoor	36,000	Public
7.	Wealthologists Private Limited	70,000	Public
8.	Tina Gupta	50,000	Public
9.	Vikas Kumar Pansari	50,000	Public
10.	Narendra Kumar Lodha	30,000	Public
11.	Arun Kumar Gupta	60,000	Public
12.	Pankaj Gupta	30,000	Public
13.	Indu Kaur	30,000	Public
14.	Vibha Garg	50,000	Public
15.	Rohit Singhal	1,20,000	Public
16.	Vinay Kumar Gupta	30,000	Public
17.	Lok Sewak Leasing & Investment Private Limited	22,000	Public
18.	Ishwar Dutt Aggarwal	20,000	Public
19.	Kanika	20,000	Public
20.	Ganesh Dass Gupta	50,000	Public
21.	Neha Garg	70,000	Public
22.	Priyanka Mudgal	50,000	Public
23.	Manju Garg	1,00,000	Public
24.	Suresh Kumar Bansal	50,000	Public

25.	Ankit Singla	50,000	Public
26.	Tapan Singh Rao	30,000	Public
27.	Anand Mundhra	30,000	Public
28.	Vishalkumar Dilipbhai Darji	20,000	Public
29.	Sachin Kumar HUF	16,000	Public
30.	Anupam	20,000	Public
31.	Trilochan Sharma	50,000	Public
32.	Rakesh Kumar Garg	50,000	Public
33.	Healthy Biosciences Limited	1,00,000	Public
34.	Jasjot Singh	1,00,000	Public
	Grand Total	17,00,000	

RESOLVED FURTHER THAT:

- The outstanding unsecured loans extended by the proposed allottee shall be adjusted towards the subscription/ allotment of equity shares, meaning thereby an amount required to be paid towards the consideration for the equity shares shall be set off from the outstanding unsecured loans at the time of subscription/ allotment of the equity shares.
- The Relevant Date for the purpose of pricing of issue of Equity Shares in accordance with the Regulation 161 of SEBI (ICDR) Regulations, 2018 (as amended) be fixed as 25th January, 2024 to consider the proposed preferential issue of Equity Shares.
- The Equity Shares as may be offered, issued, and allotted in accordance with the terms of this resolution, shall be in dematerialised form.
- The Equity Shares to be allotted shall rank pari passu in all respects with the existing Equity Shares of the Company, including dividend.
- The Equity Shares shall be issued and allotted by the Company to the Proposed Allottees within a period of 15 days from the date of passing of this special resolution provided that where any approval or permission by any regulatory authority or the Central Government or the Stock Exchanges is pending, the allotment shall be completed within a period of 15 days from the date of such approval or permission, as the case may be in compliance with Regulation 170 of the SEBI (ICDR) Regulations, 2018.

RESOLVED FURTHER THAT the Pre-Preferential Shareholding of the Proposed Allottees, if any and Equity Shares to be offered, issued and allotted to the Proposed Allottees shall be subject to lock in for such periods as prescribed in Regulation 167 of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.

RESOLVED FURTHER THAT the Equity Shares to be so created, offered, issued and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company.

RESOLVED FURTHER THAT subject to the SEBI (ICDR) Regulations, 2018 and other applicable laws the Board be and is hereby authorised to decide and approve the other terms and conditions of the issue of the above-mentioned Equity Shares and to vary, modify or alter the terms and conditions and size of the issue, as it may deem expedient, without being required to seek any further consent or approval of the Company in a General Meeting.

RESOLVED FURTHER THAT the Board be and is hereby authorized to accept any modifications in the proposal as may be required by the agencies involved in such issues but subject to such conditions as the Reserve Bank of India (RBI) / Securities and Exchange Board of India (SEBI) and/ or such other appropriate authority may impose at the time of their approval as agreed by the Board.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized on behalf of the Company to take all such actions and do all such deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient and to settle any question, difficulties or doubts that may arise in this regard including but not limited to the offering, issue and allotment of Equity Shares of the Company as it may in its absolute discretion deem fit and proper.

RESOLVED FURTHER THAT Mr. Harpreet Singh Nibber (DIN: 00239042), Managing Director of the Company or Mr. Raminder Singh Nibber (DIN: 00239117), Director of the Company or Mr. Chander Bhan Gupta, Company Secretary of the Company be and is hereby severally authorized to do all such act (s), deed(s) and things including all forms, documents, filing with Ministry of Corporate Affairs/ Registrar of Companies, Stock Exchanges, Depositories or any other agency as may be necessary and incidental to give effect to the aforesaid Resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred by this resolution to any Director or Directors or to any Committee of Directors or to any Officer or Officers of

the Company to give effect to this resolution including execution of any documents on behalf of the Company and to represent the Company before any governmental or regulatory authorities and to appoint any professional advisors, consultants, advocates and advisors to give effect to this resolution and further to take all others steps which may be incidental, consequential, relevant or ancillary in this connection.”

By Order of the Board of Directors

Sd/-

Harpreet Singh Nibber

Managing Director

DIN: 00239042

Date: January 30, 2024

Place: Mohali

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 (“the Act”)

The following Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

Item No. 1

In accordance with the provisions of the Companies Act, 2013, the preferential issue of securities of the company must be authorized by the Article of Association of the Company. The existing Article II(1) of the Article of Association authorize the Board of the Directors of the Company to allot shares of the company of any class to any person as it deem fit. In order to facilitate the issue of warrants convertible into equity shares it is proposed to alter by way of substitution article No. II(1) of existing Article of Association with new Article II(1). A draft copy of the altered Articles of Association will be available for inspection to the members at registered office on working days during 11.00 A.M to 4.00 P.M. till the date of ensuing general meeting. Pursuant to applicable provisions of the Companies Act, 2013, none of the directors & Key Managerial Personal and their relatives is either directly or indirectly concerned or interested, financially or otherwise in the proposed resolution except in capacity of shareholder.

The Board of Directors recommends the resolution set forth in item No. 1 as a special resolution for approval of the members of the Company.

Item No. 2 and 3

The Board of Directors of the Company (“Board”) at its meeting held on January 30, 2024, subject to the approval of the members by way of passing a Special Resolution and subject to other necessary approval(s), as may be required, have decided/approved the proposal for raising of fund by issuance of

1. upto 8,00,000 (Eight Lakh only) fully convertible warrants (“Warrants”), each convertible into, or exchangeable into equivalent number of fully paid up equity shares of the Company of face value of Rs.10/- (Rupees Ten Only) each at a price of Rs. 76.40/- (Rupees Seventy Six and Forty Paise Only) each payable in cash (“Warrant Issue Price”) which may be exercised in one or more tranches during the period commencing from the date of allotment of the warrants until expiry of 18 (eighteen) months, aggregating upto a consideration not exceeding an amount of Rs. 6,11,20,000/- (Rupees Six Crore Eleven Lakh Twenty Thousand Only) to Promoter/ Promoter Group and Non-Promoter on preferential issue basis in accordance with the provisions of Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“SEBI ICDR Regulations”).

Pursuant to the above transaction, there would be no change in the management or control or would not result in transfer of ownership of the Company to Specified (collectively called the "Investors").

2. Upto 32,00,000 Equity Shares to Promoter/ Promoter Group and Non-Promoters on Preferential Allotment basis. Out of which upto 15,00,000 Equity shares of Face Value of Rs. 10/- (Rupees Ten only) to Promoter/ Promoter group, towards conversion of outstanding unsecured loan into Equity Shares to the extent of Rs. 11,46,00,000/- at an Issue Price of Rs. 76.40/- each (including premium of Rs. 66.40/-) on preferential allotment basis and upto 17,00,000 Equity Shares of Face Value of Rs. 10/- (Rupees Ten only) each at a Issue price of Rs. 76.40/- (Including the premium of Rs. 66.40/-) each aggregating upto Rs. 12,98,80,000/- to Public, on preferential allotment basis in compliance with Chapter V of SEBI (ICDR) Regulations, 2018. and subsequent amendments thereto & on such terms and conditions and in such manner as the Board may in its absolute discretion deem fit

In terms of Section 62(1)(c) read with Sections 42 of the Companies Act, 2013 and rules made thereunder (“Act”), and in accordance with the provisions of Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“ICDR Regulations”) as amended, and on the terms and conditions and formalities as stipulated in the Act and the ICDR Regulations, the Preferential Issue requires approval of the shareholders of the Company by way of a Special Resolution.

Accordingly, consent of the members is being sought in terms of Section 42 & 62 of the Companies Act 2013 and Chapter V of the SEBI (ICDR) Regulations, 2018.

The details of the issue and other particulars as required in terms of Regulation 163 of the Chapter V of the SEBI (ICDR) Regulations, 2018, Rule 13 of Companies (Share Capital and Debentures) Rules, 2014 and Rule 14 of Companies (Prospectus and allotment of securities) Rules, 2014 in relation to the above said Special Resolution are given as under.

1. **List of Allottees for Preferential Allotment of Fully Convertible Warrants**

Sr. No.	Name of Proposed Allottees	Maximum No. of Warrants proposed to be allotted	Category
(A)	Promoter/ Promoter Group		
1.	Pritika Auto Industries Limited	6,00,000	Promoter
	Sub- Total Promoter/ Promoter Group (A)	6,00,000	
(B)	Non-Promoters		
2.	Divya Aggarwal	2,00,000	Public
	Sub- Total Promoter/ Promoter Group (B)	2,00,000	
	Grand Total (C)= (A)+(B)	8,00,000	

2. **List of Allottees for Preferential Allotment of Equity Shares:**

Sr. No.	Name of Proposed Allottees	Maximum No. of Equity Shares proposed to be allotted	Category
(A)	Promoter/ Promoter Group		
1.	Pritika Auto Industries Limited	15,00,000*	Promoter
	Sub- Total Promoter/ Promoter Group (A)	15,00,000*	
(B)	Non-Promoters		
2.	Intellectual Partners	1,20,000	Public
3.	Sakshi Goel	36,000	Public
4.	Shipra Gupta	50,000	Public
5.	Kavita Bansal	20,000	Public
6.	KS Ventures Inc	70,000	Public
7.	Jyoti Kapoor	36,000	Public
8.	Wealthologists Private Limited	70,000	Public
9.	Tina Gupta	50,000	Public
10.	Vikas Kumar Pansari	50,000	Public
11.	Narendra Kumar Lodha	30,000	Public
12.	Arun Kumar Gupta	60,000	Public
13.	Pankaj Gupta	30,000	Public
14.	Indu Kaur	30,000	Public
15.	Vibha Garg	50,000	Public
16.	Rohit Singhal	1,20,000	Public
17.	Vinay Kumar Gupta	30,000	Public
18.	Lok Sewak Leasing & Investment Private Limited	22,000	Public
19.	Ishwar Dutt Aggarwal	20,000	Public
20.	Kanika	20,000	Public
21.	Ganesh Dass Gupta	50,000	Public
22.	Neha Garg	70,000	Public
23.	Priyanka Mudgal	50,000	Public
24.	Manju Garg	1,00,000	Public
25.	Suresh Kumar Bansal	50,000	Public

26.	Ankit Singla	50,000	Public
27.	Tapan Singh Rao	30,000	Public
28.	Anand Mundhra	30,000	Public
29.	Vishalkumar Dilipbhai Darji	20,000	Public
30.	Sachin Kumar HUF	16,000	Public
31.	Anupam	20,000	Public
32.	Trilochan Sharma	50,000	Public
33.	Rakesh Kumar Garg	50,000	Public
34.	Healthy Biosciences Limited	1,00,000	Public
35.	Jasjot Singh	1,00,000	Public
	Sub- Total Non-Promoters (B)	17,00,000	
	Grand Total (C)= (A)+(B)	32,00,000	

* 15,00,000 Equity Shares will be allotted towards conversion of outstanding unsecured loan into Equity Shares to the extent of Rs. 11,46,00,000/- .

3. Objects of the preferential issue:

- The Proposed issue of upto 8,00,000 (Eight Lakh only) fully convertible warrants (“Warrants”), each convertible into, or exchangeable into equivalent number of fully paid up equity shares of the Company of face value of Rs.10/- (Rupees Ten Only) each at a price of Rs. 76.40/- (Rupees Seventy Six and Forty Paise Only) each payable in cash (“Warrant Issue Price”) which may be exercised in one or more tranches during the period commencing from the date of allotment of the warrants until expiry of 18 (eighteen) months on Preferential allotment basis is being made with the object to support expansion of business activities, meeting working capital requirements and general corporate purposes of the Company.
- There are Unsecured Loans from Pritika Auto Industries Limited belonging to Promoter/ Promoter Group of the Company (Proposed Allottee). The Company proposes to issue 15,00,000 Equity Shares out of the Proposed issue of 32,00,000 Equity Shares to Pritika Auto Industries Limited in order to restructure the said Unsecured Loans held in the name of Pritika Auto Industries Limited to the extent of Rs. 11,46,00,000/-. The Proposed Allottee have requested the Board of the Directors of the Company to convert outstanding Unsecured Loans amount due to the Company into Equity Shares to the extent of Rs. 11,46,00,000/-. The Board of Directors of the Company has accepted the request and decided to convert Unsecured Loans amounting to Rs. 11,46,00,000/- into Equity Shares which is in best interest of the Company and it will also strengthen the financial position of the Company by reducing liabilities and it will also result in increase of net worth of the Company. The proposed issue of upto 17,00,000 Equity Shares out of the Proposed issue of 32,00,000 Equity Shares to Non-Promoters on Preferential allotment basis is being made with the object to support expansion of business activities, meeting working capital requirements and general corporate purposes of the Company.

4. Maximum number of specified securities to be issued and price of the securities:

The resolution set out in the accompanying notice authorizes the Board to issue upto 8,00,000 Fully Convertible Warrants and upto 32,00,000 Equity Shares of Rs. 10/- each at a price of Rs. 76.40/- each (including premium of Rs. 66.40/- each) on preferential basis out of which upto 15,00,000 Equity Shares are issued in order to convert the Unsecured Loans into Equity Shares held in the name of Pritika Auto Industries Limited, the promoter

5. Relevant date with reference to which the price has been arrived at:

The Relevant Date in terms of Regulation 161 of SEBI (ICDR) Regulations, 2018 for determining the price of Equity Shares with reference to the proposed allotment is 25th January, 2024 being the date 30 days prior to 27th February, 2024 (i.e., the date on which the Extra Ordinary General Meeting of the Company is being convened in terms of the Companies Act, 2013 to consider the proposed preferential issue).

6. The class or classes of persons to whom the allotment is proposed to be made:

The proposed preferential allotment of Fully Convertible Warrants into Equity Shares is made to Individuals and Bodies Corporate belonging to Promoter/ Promoter Group and Non-Promoters category.

The proposed preferential allotment of Equity Shares is made to Individuals, Hindu Undivided Family (HUF) and Bodies Corporate belonging to Promoter/ Promoter Group and Non-Promoters category.

7. Intention of promoters, directors or key managerial personnel or senior management of the issuer to subscribe to the offer:

Except Pritika Auto Industries Limited belonging to Promoter/ Promoter Group of the Company, none of the directors, promoters or key managerial personnel or senior management of the Company have shown their intention to subscribe to proposed Preferential Issue of Equity Shares.

8. The change in control if any in the company that would occur consequent to the preferential offer;

The proposed Preferential Allotment of Equity Shares will not result in any change in the management and control of the Company.

9. Time frame within which the preferential allotment shall be completed:

As required under the Regulation 170 of SEBI (ICDR) Regulations 2018, the Company shall complete the allotment of Equity Shares within a period of 15 days from the date of passing of this Special Resolution by the shareholders in Extra Ordinary General Meeting, provided that where any approval or permission by any regulatory authority or the Central Government or the Stock Exchanges is pending, the allotment shall be completed within a period of 15 days from the date of such approval or permission.

10. Shareholding pattern before and after Preferential Issue would be as follows:

Please refer **Annexure - A** to this notice for details.

11. Consequential Changes in the Voting Rights:

Voting rights will change according to the change in the shareholding pattern mentioned in **Annexure-A**.

12. Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of post preferential issues that may be held by them and change in control if any in the issuer consequent to the preferential issues:

The warrants are proposed to be allotted to Promoters and Non-Promoter/Public persons. No change in control or management of the Company is contemplated consequent to the proposed preferential issue of warrants and resultant Equity Shares being allotted. The pre and post issue holding of the proposed allottees of Warrants are as under:

Sr. No.	Proposed Allottees	Category	Ultimate Beneficial Owner	Pre-Preferential Issue*		No. of Fully Convertible Warrants proposed to be allotted	Post-Preferential Issue	
				No of Warrants held	% of share holding		No of Warrants held	% of share holding
1.	Pritika Auto Industries Limited	Promoter	Harpreet Singh Nibber	Nil	Nil	6,00,000	6,00,000	3.49
2.	Divya Aggarwal	Public	Self	Nil	Nil	2,00,000	2,00,000	1.16

The Equity Shares are proposed to be allotted to Promoter/Promoter Group and Non-Promoter persons. No change in control or management of the Company is contemplated consequent to the proposed preferential issue of Equity Shares. The pre and post issue holding of the proposed allottees of Equity Shares are as under:

Sr. No.	Proposed Allottees	Category	Ultimate Beneficial Owner	Pre-Preferential Issue*		No. of Equity Shares proposed to be allotted	Post-Preferential Issue	
				No of shares held	% of share holding		No of shares held	% of share holding
1.	Pritika Auto Industries Limited	Promoter	Harpreet Singh Nibber	98,34,508	74.60	1500000**	1,13,34,508	65.97
2.	Intellectual Partners	Public	Nisha Jain, Priyanka Havelia	Nil	Nil	1,20,000	1,20,000	0.70
3.	Sakshi Goel	Public	Self	Nil	Nil	36,000	36,000	0.21
4.	Shipra Gupta	Public	Self	Nil	Nil	50,000	50,000	0.29
5.	Kavita Bansal	Public	Self	Nil	Nil	20,000	20,000	0.12
6.	KS Ventures Inc	Public	Saket Gupta	Nil	Nil	70,000	70,000	0.41
7.	Jyoti Kapoor	Public	Self	Nil	Nil	36,000	36,000	0.21
8.	Wealthologists Private Limited	Public	Anushka Singhal, Arun Chaudhary and Rahul Singhal	Nil	Nil	70,000	70,000	0.41
9.	Tina Gupta	Public	Self	Nil	Nil	50,000	50,000	0.29
10.	Vikas Kumar Pansari	Public	Self	Nil	Nil	50,000	50,000	0.29
11.	Narendra Kumar Lodha	Public	Self	Nil	Nil	30,000	30,000	0.17
12.	Arun Kumar Gupta	Public	Self	Nil	Nil	60,000	60,000	0.35
13.	Pankaj Gupta	Public	Self	Nil	Nil	30,000	30,000	0.17
14.	Indu Kaur	Public	Self	Nil	Nil	30,000	30,000	0.17
15.	Vibha Garg	Public	Self	Nil	Nil	50,000	50,000	0.29

16.	Rohit Singhal	Public	Self	Nil	Nil	1,20,000	1,20,000	0.70
17.	Vinay Kumar Gupta	Public	Self	Nil	Nil	30,000	30,000	0.17
18.	Lok Sewak Leasing & Investment Private Limited	Public	Himanshu Goel	Nil	Nil	22,000	22,000	0.13
19.	Ishwar Dutt Aggarwal	Public	Self	Nil	Nil	20,000	20,000	0.12
20.	Kanika	Public	Self	Nil	Nil	20,000	20,000	0.12
21.	Ganesh Dass Gupta	Public	Self	Nil	Nil	50,000	50,000	0.29
22.	Neha Garg	Public	Self	Nil	Nil	70,000	70,000	0.41
23.	Priyanka Mudgal	Public	Self	Nil	Nil	50,000	50,000	0.29
24.	Manju Garg	Public	Self	Nil	Nil	1,00,000	1,00,000	0.58
25.	Suresh Kumar Bansal	Public	Self	Nil	Nil	50,000	50,000	0.29
26.	Ankit Singla	Public	Self	Nil	Nil	50,000	50,000	0.29
27.	Tapan Singh Rao	Public	Self	Nil	Nil	30,000	30,000	0.17
28.	Anand Mundhra	Public	Self	Nil	Nil	30,000	30,000	0.17
29.	Vishalkumar Dilipbhai Darji	Public	Self	Nil	Nil	20,000	20,000	0.12
30.	Sachin Kumar HUF	Public	Sachin Kumar	Nil	Nil	16,000	16,000	0.09
31.	Anupam	Public	Self	Nil	Nil	20,000	20,000	0.12
32.	Trilochan Sharma	Public	Self	Nil	Nil	50,000	50,000	0.29
33.	Rakesh Kumar Garg	Public	Self	1,00,000	0.76	50,000	1,50,000	0.87
34.	Healthy Biosciences Limited	Public	Rajiv Agarwal	Nil	Nil	1,00,000	1,00,000	0.58

35.	Jasjot Singh	Public	Self	Nil	Nil	1,00,000	1,00,000	0.58
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* As on 31st December, 2023

** 15,00,000 Equity Shares will be allotted towards conversion of outstanding unsecured loan into Equity Shares to the extent of Rs. 11,46,00,000/- .

13. The Current and Proposed status of the allottees post the preferential issue namely, promoter or non-promoter:

Status of proposed allottees of Warrants:

Sr. No.	Name of the Proposed Allottees	Current status of the allottees namely promoter or non-promoter	Proposed status of the allottees post the preferential issue namely promoter or non-promoter
1.	Pritika Auto Industries Limited	Promoter	Promoter
2.	Divya Aggarwal	Public	Public

Status of proposed allottees of Equity Shares:

Sr. No.	Name of the Proposed Allottees	Current status of the allottees namely promoter or non-promoter	Proposed status of the allottees post the preferential issue namely promoter or non-promoter
1.	Pritika Auto Industries Limited	Promoter	Promoter
2.	Intellectual Partners	Public	Public
3.	Sakshi Goel	Public	Public
4.	Shipra Gupta	Public	Public
5.	Kavita Bansal	Public	Public
6.	KS Ventures Inc	Public	Public
7.	Jyoti Kapoor	Public	Public
8.	Wealthologists Private Limited	Public	Public
9.	Tina Gupta	Public	Public
10.	Vikas Kumar Pansari	Public	Public
11.	Narendra Kumar Lodha	Public	Public
12.	Arun Kumar Gupta	Public	Public
13.	Pankaj Gupta	Public	Public
14.	Indu Kaur	Public	Public
15.	Vibha Garg	Public	Public
16.	Rohit Singhal	Public	Public
17.	Vinay Kumar Gupta	Public	Public
18.	Lok Sewak Leasing & Investment Private Limited	Public	Public
19.	Ishwar Dutt Aggarwal	Public	Public
20.	Kanika	Public	Public
21.	Ganesh Dass Gupta	Public	Public
22.	Neha Garg	Public	Public
23.	Priyanka Mudgal	Public	Public
24.	Manju Garg	Public	Public
25.	Suresh Kumar Bansal	Public	Public
26.	Ankit Singla	Public	Public
27.	Tapan Singh Rao	Public	Public
28.	Anand Mundhra	Public	Public
29.	Vishalkumar Dilipbhai Darji	Public	Public
30.	Sachin Kumar HUF	Public	Public
31.	Anupam	Public	Public
32.	Trilochan Sharma	Public	Public
33.	Rakesh Kumar Garg	Public	Public

34.	Healthy Biosciences Limited	Public	Public
35.	Jasjot Singh	Public	Public

14. The number of persons to whom allotment through preferential issue have already been made during the year in terms of number of securities as well as price:

23,00,000 Equity Shares of Face Value of Rs. 10/- (Rupees Ten only) each were allotted at a premium of Rs. 29.50/- each aggregating to Rs. 9,08,50,000/- to two allottees Promoter/ Promoter group and Non-Promoters, on preferential allotment basis.

15. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the Registered Valuer

Pritika Auto Industries Ltd. has requested the Board of the Directors of the Company to convert outstanding Unsecured Loans amount due to the Company into Equity Shares to the extent of Rs. 11,46,00,000/-. The Board of Directors of the Company in the best interest of company has decided to convert Unsecured Loans into Equity Shares which will also strengthen the financial position of the Company by reducing liabilities and it will also result in increase of net worth of the Company. The Valuation Report obtained from the Independent Registered Valuer is placed on the "Investors" tab on the website of the Company at the following link: <https://www.pritikaengineering.com/valuation-report-independent-registered-30jan2024.pdf>.

16. Undertakings:

- The Issuer Company undertakes that they shall recompute the price of the specified securities in terms of the provision of SEBI (ICDR) Regulations, 2018, as amended where it is required to do so.
- The Issuer Company undertakes that if the amount payable on account of the re-computation of price is not paid within the time stipulated in terms of the provision of SEBI (ICDR) Regulations, 2018, the specified securities shall continue to be locked-in till the time such amount is paid by the allottees.

17. Pricing:

A] As required under Regulation 166A of the SEBI (ICDR) Regulations, 2021, the Valuation of Equity Shares has been done by ValuGenius Advisors LLP, IBBI Registered Valuer- Securities and Financial Assets being an Independent Registered Valuer using Internationally accepted valuation practices vide Valuation Report dated 30th January, 2024. Accordingly, the Fair Value of Equity Shares is Rs. 76.28/- each. The Valuation Report so obtained from the Independent Registered Valuer is placed on the "Investors" tab on the website of the Company at the following link: <https://www.pritikaengineering.com/valuation-report-independent-registered-30jan2024.pdf>.

B] The Equity Shares of the Company are listed on SME- National Stock Exchange of India Limited ("NSE") (referred to as "Stock Exchange") for a period of more than 90 trading days as on Relevant date. The Equity Shares of the Company are frequently traded within the meaning of explanation provided in Regulation 164(5) of Chapter V of the SEBI (ICDR) Regulations, 2018. In terms of Regulation 164 (1) of Chapter V of SEBI (ICDR) Regulations, 2018, the minimum price at which equity shares shall be issued shall not be less than higher of the following:

(a) Rs. 74.97/- each- the 90 Trading days volume weighted average price of the equity shares of the Company quoted on the Stock Exchange preceding the Relevant Date; or

(b) Rs. 76.28/- each- the 10 Trading days volume weighted average price of the equity shares of the Company quoted on the Stock Exchange preceding the Relevant Date.

Pursuant to above, the minimum issue price determined in accordance with Regulations 164(1) read with Regulation 161 of Chapter V of the SEBI (ICDR) Regulations, 2018 is Rs. 76.28/- each.

C] Method of determination of price as per the Articles of Association of the Company - Not applicable as the Articles of Association of the Company does not provide for a method on the determination of a floor price/ minimum price of the shares issued on preferential basis.

Accordingly, based on the Valuation provided by the Independent Registered Valuer as per Regulation 166A of the SEBI (ICDR) Regulations, 2018 in sub point A above and Valuation calculated as per Regulation 164 (1) of Chapter V of the SEBI (ICDR) Regulations, 2018 in sub point B above, the minimum issue price of the Equity Shares and Convertible warrants on Preferential basis is Rs. 76.28/- each (Face Value of Rs. 10/- each + Premium of Rs. 66.28/- each) being the higher price of A or B.

Hence, based on the above, the Board of the Directors of the Company has decided the issue price of Equity Shares and Fully Convertible Warrants on Preferential basis shall be at a price of Rs. 76.40/- each (Face Value Rs. 10/- each + Premium Rs. 66.40/- each).

18. Name and the address of Valuer who performed valuation- The Valuation of Equity Shares has been done by ValuGenius Advisors LLP, IBBI Registered Valuer- Securities and Financial Assets being an Independent Registered Valuer (IBBI Registration No. IBBI/RV/06/2020/13593) having its Office at 401, Purva Plaza, Opp. Adani Electricity, Shimpoli Road, Borivali West, Mumbai 400 092.

19. Practicing Company Secretary' Certificate:

A copy of the certificate from Mr. Sushil Kumar Sikka (Membership No. F4241), of M/s. S. K. Sikka & Associates, Practicing Company Secretary certifying that the Preferential Issue is being made in accordance with the requirements of Chapter V of SEBI (ICDR) Regulations, 2018 shall be placed before the shareholders at their proposed Extra Ordinary General Meeting and the same shall be available for inspection by the members at the Registered Office of the Company between 11:00 AM and 5:00 PM on all working days between Monday to Friday from the date of dispatch/ email of the EGM Notice till 27th February, 2024. This certificate is also placed on the "Investors" tab on the website of the Company at the following link: <https://www.pritikaengineering.com/pcs-certificate-compliance-of-sebi-icdr-reg30jan2024.pdf>

20. Lock-in period

The aforesaid allotment of Equity Shares on a preferential basis shall be locked in as per Regulation 167 of Chapter V of the SEBI (ICDR) Regulations, 2018, as amended. The entire pre-preferential allotment shareholding of the allottees, if any shall be locked-in as per Regulation 167 (6) of Chapter V of the SEBI (ICDR) Regulations, 2018.

21. Material Terms of Issue of Equity Shares

- i. Issue and allotment of 8,00,000 Fully Convertible Warrants to Promoter/ Promoter Group and Non-Promoters on Preferential Basis
- ii. Issue and allotment of 15,00,000 Equity Shares of Face Value of Rs. 10/- (Rupees Ten only) to Promoter/ Promoter group on preferential allotment basis, towards conversion of outstanding unsecured loan into Equity Shares to the extent of Rs. 11,46,00,000/- at an Issue Price of Rs. 76.40/- each.
- iii. Issue and allotment of 17,00,000 Equity Shares at a price of Rs. 76.40/- per share (Face Value of Rs. 10/- per share and Premium Rs. 66.40/- per share) to Non- Promoters on preferential allotment basis.
- iv. The Equity Shares allotted in terms of this resolution shall rank pari-passu with the existing equity shares of the Company in all respects.

22. Disclosure pursuant to the provisions of Schedule VI of SEBI (ICDR) Regulations 2018:

It is hereby declared that neither the Proposed Allottees, the beneficial owners of Proposed Allottees, nor the Company, its promoters and directors are wilful defaulters or fraudulent borrowers as defined under SEBI (ICDR) Regulations, 2018 and neither the Proposed Allottees, the beneficial owners of Proposed Allottees, nor the Company, its directors and promoters are fugitive economic offender as defined under SEBI (ICDR) Regulations, 2018 and hence providing disclosures specified in Schedule VI of SEBI (ICDR) Regulations 2018 does not arise.

23. Particulars of the offer, Kinds of Securities Offered, Price of the Securities Offered including date of passing of Board resolution: Issue and Allotment of upto 8,00,000 Fully Convertible Warrants to Promoter/Promoter Group and Non-Promoters on Preferential allotment basis. Issue and allotment of 15,00,000 Equity Shares of Face Value of Rs. 10/- (Rupee Ten only) each to Promoter/ Promoter group, towards conversion of outstanding unsecured loan into Equity Shares to the extent of Rs. 11,46,00,000/-at an Issue Price of Rs. 76.40/- per share and Issue and allotment of 17,00,000 Equity Shares at a price of Rs. 76.40/- per share (Face Value of Rs. 10/- per share and Premium Rs. 66.40/- per share) to Non-Promoters on preferential allotment basis.

Date of passing Board Resolution for aforesaid Preferential Issue is 30th January, 2024.

24. Amount which the company intends to raise by way of such securities:

- i. The Company Intends to raise upto Rs. 6,11,20,000/- by way of Preferential Issue of upto 8,00,000 Warrants at an Issue Price of Rs. 76.40/- each on preferential allotment basis
- ii. The Company intends allot upto 15,00,000 Equity Shares of Face Value of Rs. 10/- (Rupees Ten only) each to Promoter/ Promoter group, towards conversion of outstanding unsecured loans into Equity Shares to the extent of Rs. 11,46,00,000/- at an Issue Price of Rs. 76.40/- each on preferential allotment basis.
- iii. The Company intends to raise Rs. 12,98,80,000/- by way of Preferential Issue of upto 17,00,000 Equity Shares at an Issue Price of Rs. 76.40/- each on preferential allotment basis.

25. Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects:

Pritika Auto Industries Limited belonging to Promoter/ Promoter Group of the Company intends to subscribe to the Offer aggregating to upto 21,00,000 Equity Shares (Out of which upto 6,00,000 through Fully convertible warrants).

26. Principle terms of assets charged as securities: Not Applicable

27. Interest of the Promoters/ Directors:

Mr. Harpreet Singh Nibber, the Promoter and Managing Director of the Company is the Ultimate Beneficial Owner of Pritika Auto Industries Limited (*Proposed Allottee for Preferential Issue*) and therefore he and his relatives may be deemed to be concerned or interested in the Resolution under Item No. 2 and 3.

Mr. Raminder Singh Nibber, the Promoter and Director of the Company is father of Mr. Harpreet Singh Nibber who is the Ultimate Beneficial Owner of Pritika Auto Industries Limited (*Proposed Allottee for Preferential Issue*) and therefore he and his relatives may be deemed to be concerned or interested in the Resolution under Item No. 2 and 3.

Save and except the above none of the other Director(s), Key Managerial Personnel and their relatives is, in any way, directly or indirectly concerned or interested, financially or otherwise, in the above referred resolutions except to the extent of their shareholding, if any.

Accordingly, the Board of Directors of your Company recommend the Resolution set out in Item No. 2 and 3 of this Notice for the approval of the Members by way of passing a Special Resolution.

By Order of the Board of Directors

Sd/-

Harpreet Singh Nibber

Managing Director

DIN: 00239042

Date: January 30, 2024

Place: Mohali

NOTES:

1. 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.
2. 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.
3. 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.
4. 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
5. Members/Proxies are requested to bring attendance slip to the meeting.
6. 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 on all working days, except Saturdays and Sundays, during business hours up to the date of the Meeting.
7. 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.
8. 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.
9. Nomination facility for shares is available for Members
10. 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.
11. The Company is providing facility for voting by electronic means and the business may be transacted through e-voting.
12. In compliance with the provisions of Section 108 and other applicable provisions of the Act, if any, the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of SEBI (LODR) Regulations, 2015, the Members are provided with the facility to cast their vote electronically on all resolutions set forth in this Notice from a place other than the venue of the meeting ("remote e-voting").
13. The Members, whose names appear in the Register of members / list of Beneficial Owners as on Tuesday, February 20, 2024 ("cut-off date") are entitled to vote on the Resolutions set forth in this Notice.
14. Electronic copy of the Notice for the EGM along with the Attendance Slip and Proxy form are being sent to all the Members whose e-mail ids are registered with the Company/Depository Participant(s). The Notice is also available on the Company's website – <https://www.pritikaengineering.com/investors.html> for download and at the websites of the National Stock Exchange of India Limited where the Company's shares are listed. The EGM Notice is also disseminated on the website of National Securities Depository Limited (NSDL).
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 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.

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 days of the passing of the resolutions at the EGM of the Company on 27th February, 2024 and 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" is attached.
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 Notice of the EGM 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 will also be available on the Company's website www.pritikaengineering.com/investors.html 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 EGM 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.

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 Extra Ordinary General Meeting (EGM) 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 EGM) ("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 EGM 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 evoting 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 EGM may also attend the EGM but shall not be entitled to cast their vote again.
- V. The **remote e-voting period commences on Friday, 23rd February, 2024 at 9:00 a.m. and ends on Monday, 26th February, 2024 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 February 20, 2024** 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 February 20, 2024**. 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., **February 20, 2024**, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or compliance.pecl@pritikagroup.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 Friday, 23rd February, 2024 at 9:00 a.m. and ends on Monday, 26th February, 2024 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., February 20, 2024 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 February 20, 2024.

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.	- 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 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. - Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. NSDL Mobile App is available on  App Store  Google Play  
Individual Shareholders holding securities in demat mode with CDSL	- 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 user your existing my easi username & password. - 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 is 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 a 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.

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 and 022 - 2499 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 22 55 33

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?

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. 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.

4. 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.co.in 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.co.in. 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.co.in

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@pritikagroup.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@pritikagroup.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.co.in 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.

Annexure - A - Pre and Post Preferential Issue Shareholding Pattern of the Company

Sr No	Category of Shareholder(s)	Pre-Issue As on 31.12.2023		Post – Issue (Post exercise of Warrants into Equity Shares)*	
		No. of Shares held	% of share holding	No. of shares held	% of share holding
A	Promoters & Promoter Group Holding				
1	Indian				
a)	Individual	3	0.00%	3	0.00%
b)	Bodies Corporate	98,34,508	74.60%	1,19,34,508	69.46%
	Sub-Total (A)(1)	98,34,511	74.60%	1,19,34,511	69.46%
2	Foreign				
a)	Individual	0	0.00%	0	0.00%
b)	Bodies Corporate	0	0.00%	0	0.00%
	Sub- Total (A)(2)	0	0.00%	0	0.00%
	Total Promoters & Promoter Group Holding (A)	98,34,511	74.60%	1,19,34,511	69.46%
B	Non-Promoters Holding				
1	Institutional Investors	0	0.00%	0	0.00%
a)	Mutual Funds	0	0.00%	0	0.00%
b)	Alternate Investment Funds	0	0.00%	0	0.00%
c)	Foreign Portfolio Investors / foreign body corporate	0	0.00%	0	0.00%
d)	Financial Institutions/ Banks	0	0.00%	0	0.00%
e)	Insurance Companies	0	0.00%	0	0.00%
	Sub-Total (B)(1)	0	0.00%	0	0.00%
2	Central Government/ State Government	0	0.00%	0	0.00%
	Sub-Total (B)(2)	0	0.00%	0	0.00%
3	Non-Institutions				
a)	Individuals				
i)	Individual shareholders holding nominal share capital upto Rs. 2 lakhs	23,90,003	18.13%	24,90,003	14.49%
ii)	Individual shareholders holding nominal share capital in excess of Rs. 2 lakhs	6,42,001	4.87%	20,44,001	11.90%
b)	NBFCs registered with RBI	0	0.00%	0	0.00%
c)	Any other, specify				
	Foreign National	0	0.00%	0	0.00%
	Hindu Undivided Family	1,22,000	0.93%	1,38,000	0.80%
	Non-Resident Indians	50,000	0.38%	50,000	0.29 %
	Body Corporate	1,40,000	1.06%	4,02,000	2.34%
	Body Corp-Ltd Liability Partnership	4,000	0.03%	4,000	0.02%
	Firm	0	0.00%	1,20,000	0.70%
	Sub-Total (B)(3)	33,48,004	25.40%	52,48,004	30.54%
	Total Public Shareholding (B)	33,48,004	25.40%	52,48,004	30.54%
	Total (A)+(B)	1,31,82,515	100.00%	1,71,82,515	100.00%

C	Shares held by custodians for ADR and GDR	0	0.00%	0	0.00%
	Total (A)+(B)+(C)	1,31,82,515	100.00%	1,71,82,515	100.00%

* Notes

1. Post shareholding includes 32,00,000 Equity Shares out of which upto 15,00,000 Equity shares are issued to Pritika Auto Industries Limited towards conversion of unsecured loan to Equity on Preferential Issue basis and upto 17,00,000 Equity shares are issued on Preferential Issue basis to Public(Non-Promoter) and upto 8,00,000 Warrants which are fully convertible into equity shares(6,00,000 warrants to Promoter and 2,00,000 warrants to Public)
2. The post-issue shareholding as shown above is calculated assuming full exercise of current warrants and consequent allotment of the equity shares of the Company. There will be no change in control in the Company consequent to the completion of the preferential issue to the Investors.

Form No. MGT – 11**Proxy form**

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

**Extra Ordinary General Meeting of the Members of Pritika Engineering Components Limited to be held on
Tuesday, 27th February, 2024 at 11.30 am at the Registered Office of the Company**

CIN : L28999PB2018PLC047462
Name of the Company : Pritika Engineering Components Limited
Registered office : Plot No. C-94, Phase-VII Industrial Focal Point, S.A.S Nagar, Mohali- 160055,
Punjab

Name of the member (s):
Registered address:
E-mail Id:
Folio No/Client Id:
DP ID:

I/We, being the member (s) of _____ shares of the above named company, hereby appoint:

1. Name: **Mr./Ms.** E-mail Id:
Address:

Signature: _____, or failing him

2. Name: **Mr./Ms.** E-mail Id:
Address:

Signature: _____, or failing him

3. Name: **Mr./Ms.** E-mail Id:
Address:

Signature: _____

as my/our proxy to attend and vote for me/us and on my/our behalf at the Extra Ordinary General Meeting of the Company, to be held on Tuesday, the 27th day of February, 2024 at 11:30 AM at the registered office at Plot No. C-94, Phase-VII Industrial Focal Point, S.A.S Nagar, Mohali- 160055, Punjab, and any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolutions	Options	
Special Business: Special Resolutions		For	Against
1.	To alter the Articles of Association of the company		
2.	To Issue Fully Convertible Warrants On A Preferential Issue Basis.		
3.	Issue of Equity Shares upon conversion of Outstanding Unsecured loan to Promoter/ Promoter Group and Issue of Equity Shares to Non-Promoters on Preferential basis.		

Signed this _____ day of _____, 2024

Signature of Member: _____

Signature of Proxy: _____

Note:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. It is optional to indicate your preference. If you leave the for or against
3. column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he/she may deem appropriate.

Affix
Revenue
Stamp

ATTENDANCE SLIP
(To be presented at the entrance)

**Extra Ordinary General Meeting of the Members of Pritika Engineering Components Limited to be held on
Tuesday, 27th February, 2024 at 11.30 am at the Registered Office of the Company at Plot No. C-94, Phase-VII
Industrial Focal Point, S.A.S Nagar, Mohali- 160055, Punjab**

Folio No. / DPID No.: _____

Client ID: _____

No. of shares held: _____

I/ We record my/ our presence at the Extra-Ordinary General Meeting of the Company to be held on Tuesday, 27th February, 2024 at 11.30 am at the Registered Office of the Company at Plot No. C-94, Phase-VII Industrial Focal Point, S.A.S Nagar, Mohali- 160055, Punjab

Name of the Member: _____ Signature: _____

Name of the Proxy-holder: _____ Signature: _____

Note:

1. Only Member / Proxy-Holder can attend the Meeting.
2. You are requested to sign and handover this slip at the entrance of the meeting venue.
3. Members are requested to bring their copy of notice for reference at the Meeting

ROUTE MAP

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

