

PRITIKA

Auto Industries Limited



**38TH
ANNUAL
REPORT
2018**

COMPANY

Pritika Auto Industries Limited

CIN: L45208PB1980PLC046738

DIRECTORS

Mr. Harpreet Singh Nibber	-Managing Director
Mr. Raminder Singh Nibber	-Non - Executive Director
Mr. Neeraj Bajaj	-Independent Director
Mr. Ajay Kumar	- Executive Director
Mr. Yudhisthir Lal Madan	- Independent Director
Mrs. Neha (from 24.04.2018)	- Independent Director

COMPANY SECRETARY

Mr. Vedant Bhatt

CHIEF FINANCIAL OFFICER

Mr. Ramesh Chander Saini

REGISTERED OFFICE

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

AUDITORS

M/s. Koshal & Associates
Chartered Accountant

BANKERS

HDFC BANK
STATE BANK
OF INDIA

REGISTRAR TRANSFER AGENTS

Satellite Corporate Services Pvt. Ltd.
Unit No. 49, Bldg. No. 13-A-B, 2nd Floor
Samhita Commercial Co-Op. Soc. Ltd.
Off. Andheri Kurla Lane, MTNL Lane
Sakinaka, Mumbai - 400072.

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NOTICE

NOTICE IS HEREBY GIVEN THAT THE 38TH ANNUAL GENERAL MEETING OF THE MEMBERS OF PRITIKA AUTO INDUSTRIES LIMITED (FORMERLY SHIVKRUPA MACHINERIES AND ENGINEERING SERVICES LTD) WILL BE HELD AT ITS REGISTERED OFFICE SITUATED AT PLOT NO. C-94, PHASE-VII INDUSTRIAL FOCAL POINT, S.A.S. NAGAR, MOHALI, PUNJAB -160055 ON THURSDAY, 27th SEPTEMBER, 2018 AT 11.30 A.M. TO TRANSACT FOLLOWING BUSINESS:

ORDINARY BUSINESS:

ITEM NO. 1 – ADOPTION OF FINANCIAL STATEMENTS:

To consider and adopt the audited financial statements (including the consolidated financial statements) of the Company for the financial year ended March 31, 2018 and the reports of the Board of Directors ('the Board') and auditors thereon.

ITEM NO. 2 – DECLARATION OF DIVIDEND:

To declare a final dividend of 20 paise per equity share for the year ended March 31, 2018.

ITEM NO. 3 - APPOINTMENT OF MR. RAMINDER SINGH NIBBER AS A DIRECTOR LIABLE TO RETIRE BY ROTATION:

To appoint a director in place of Mr. Raminder Singh Nibber (DIN: 00239117), who retires by rotation and, being eligible, seeks reappointment.

ITEM No. 4 - APPOINTMENT OF AUDITORS

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

“RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, as may be applicable, M/s. Sunil Kumar Gupta & Co., Chartered Accountants (Firm Registration No. 003645N), be and is hereby appointed as statutory auditors of the Company, in place of M/s. Koshal & Associates, Chartered Accountants (Firm Registration No. 121233W) who have shown their unwillingness to continue and hold office of Auditors from the conclusion of this 38th Annual General Meeting (AGM). M/s. Sunil Kumar Gupta & Co., Chartered Accountants are appointed as Statutory Auditors for a period of five years i.e. from the conclusion of 38th Annual General Meeting to the conclusion of the 43rd Annual General Meeting to be held for the FY 2022-23 of the company, at such remuneration and out of pocket expenses, as may be decided by the Board of Directors of the Company.”

SPECIAL BUSINESS:

ITEM NO. 5 - RE-CLASSIFICATION OF THE PROMOTERS OF THE COMPANY:

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

“RESOLVED THAT pursuant to the provisions of Regulation 31A and other relevant provisions of SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015 and all other applicable provisions of the Companies Act, 2013, if any, consequent to acquisition of 57.63 % of the total issued capital of the Company as on 31st March, 2017 by Mr. Harpreet Singh Nibber, Mr. Raminder Singh Nibber, Pritika Industries Limited (hereinafter referred to as the “Acquirers”), Mr. Gurkaran Singh Nibber, Ms. Pavit Nibber, and Mrs. Rishi Mangat (hereinafter referred to as the “Persons acting in concert –PAC’s”) pursuant to Regulation 3(1) and 4 of SEBI(Substantial Acquisition of Shares and Takeovers) Regulations, 2011 by way of Preferential allotment and through share purchase Agreement dated January 25, 2017 between Mr Harish

Agrawal and Mr Harpreet Singh Nibber and subject to necessary approvals from Stock Exchange(s) and other appropriate Regulatory authorities, Mr. Harpreet Singh Nibber, Mr. Raminder Singh Nibber, Pritika Industries Limited, Mr. Gurkaran Singh Nibber, Ms. Pavit Nibber, and Mrs. Rishi Mangat, the new promoters replace Mr. Harish Agrawal the 'Erstwhile Promoters' who have ceased to hold any shares in, or exercising any control over the company, nor have any special rights through formal and informal arrangement and is hereby reclassified as non-promoters in public category."

RESOLVED FURTHER THAT approval is also accorded for holding the position of the Key Managerial Personnel in the Company by any of the above new Promoter/s.

RESOLVED FURTHER THAT any of the Directors of the Company be and is hereby authorized to make an application to the BSE Ltd and other stock exchanges where the shares of the Company are listed and also authorized to file necessary returns with Registrar of Companies along with the necessary documents and to do all such acts, deeds, things and acts as may be necessary and expedient to give effect to this resolution."

ITEM NO. 6

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 the 35th Annual General Meeting held on 26/09/2015 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 300 Crores (Rupees Three Hundred Crores only).

RESOLVED FURTHER THAT any one of the Directors and / or Company Secretary of the Company jointly or severally is hereby authorised 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."

ITEM NO. 7

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 the 35th Annual General Meeting held on 26/09/2015 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 favour of any Bank or Financial Institutions or Lender(s) to secure repayment of any Working Capital Limits, Terms Loan, 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 rate exchange 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 300 Crores (Rupees Three Hundred Crores only).

RESOLVED FURTHER THAT any one of the Directors and / or Company Secretary of the Company jointly or severally is hereby authorised 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”.

ITEM NO. 8

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 the 35th Annual General Meeting held on 26/09/2015 and pursuant to Section 186 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 give loan(s) to any person or other body corporate and/or to give any guarantee(s)/provide any security(ies) in connection with loan(s) to any other body corporate or person and/or to acquire by way of subscription, purchase or otherwise the securities of any other body-corporate, in one or more tranches, notwithstanding that the aggregate of the loans, guarantees or securities so far given or to be given to and/or securities so far acquired or to be acquired in all bodies corporate may exceed the limits prescribed under the said section, but subject to a maximum limit of Rs. 300.00 Crores (Rs. Three Hundred Crore only).

RESOLVED FURTHER that the Board be and is hereby authorized to negotiate and finalise the terms and conditions of the said investments, loans, guarantees and provision of security on behalf of the Company as it may deem fit in the interest of the Company, to take all such actions and to settle all matters arising out of and incidental thereto, and to sign and execute all deeds, applications, documents and writings that may be required to be signed, on behalf of the Company and also to delegate all or any of the above powers to the Committee of Directors or the Managing Director or the Principal Officer of the Company , in connection with such investments, loans, guarantees and provision of security and generally to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to this Resolution.”

ITEM NO. 9

To consider and, if thought fit, to pass with or without modification, if any, the following resolution as an Ordinary Resolution

“RESOLVED THAT pursuant to the provisions of Sections 149, 152, 161 and other applicable provisions, if any, of the Companies Act, 2013, and the rules made there under, including any amendment, modification, variation or re-enactment thereof read with Schedule IV to the Companies Act, 2013, for the time being in force, Ms. Neha (holding DIN 08109734), who was appointed as an Additional Director of the Company w.e.f 24/04/2018 in the category of Independent director and in respect of whom the Company has received a notice in writing from a Member proposing her candidature under Section 160 of the Companies Act, 2013 for the office of Independent Director, be and is hereby appointed as an Independent Director of the Company, to hold office as such for a period of 3 (three) consecutive years, with effect from 24/04/2018 and that she shall not be liable to retire by rotation.”

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

**Sd/-
Mr. Raminder Singh Nibber
Chairman**

**Date: 11/08/2018
Place: Mohali**

Notes:

- 1) A member entitled to attend and vote at the meeting is entitled to appoint proxy / proxies to attend and vote instead of himself and the proxy need not be a member of the Company.
- 2) A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company.
- 3) Corporate Members intending to send their authorised representatives to attend the AGM, pursuant to Section 113 of the Companies Act, 2013, are requested to send to the Company, a certified copy of relevant Board Resolution together with the respective specimen signatures of those representative(s) authorised under the said resolution to attend and vote on their behalf at the meeting.
- 4) The dividend of Rs.0.20 per share has been recommended by the Board of Directors for the year ended 31st March 2018, which is subject to the approval of the shareholders at the ensuing Annual General Meeting. The Company has fixed Thursday, 20th September, 2018 as the Record Date for determining entitlement of members to final dividend for the financial year ended March 31, 2018.
- 5) 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.
- 6) The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 will be available for inspection by the members at the Annual General Meeting of the Company.
- 7) 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 Annual General Meeting of the Company.
- 8) The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is sent herewith.
- 9) Members/Proxies should bring the Attendance Slip duly filled in for attending the Meeting and also their copy of the Annual Report.
- 10) The Register of Members and Share Transfer Register in respect of equity shares of the Company will remain closed from 20th day September 2018 to 27th day September, 2018 (both days inclusive).
- 11) As a measure of economy, copies of the Annual Reports and Accounts will not be distributed at the Meeting. Members are therefore, requested to bring their copies to the Meeting.
- 12) 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.
- 13) Members/Proxies are requested to produce the attendance slip duly signed, sent along with the Annual Report and Accounts, for admission to the meeting hall.
- 14) Members who are holding shares in identical order or names in more than one folio are requested to write to the Company to enable the Company to consolidate their holdings in one folio.
- 15) 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.
- 16) Members are requested to kindly notify changes including email address, if any, in their address to the R & T Agent of the Company, Satellite Corporate Services Pvt. Ltd. situated at Unit No. 49, Bldg. No. 13-A-B, 2nd Floor Samhita Commercial Co-Op. Soc. Ltd. Off. Andheri Kurla Lane, MTNL Lane Sakinaka, Mumbai - 400072. Website: www.satellitecorporate.com.

- 17) 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.
- 18) 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.
- 19) 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. 5/12/2018. Members holding shares in physical form are advised to get them dematerialized.
- 20) Electronic copy of the Notice of the 38th Annual General Meeting of the Company *inter alia* indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the 38th Annual General Meeting of the Company *inter alia* indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.
- 21) Members may also note that the Notice of the 38th Annual General Meeting and the Annual Report for 2018 will also be available on the Company's website www.pritikaautoindustries.com for their download. The physical copies of the aforesaid documents as enumerated in the said Annual Report will also be available at the Company's Registered Office at Mohali for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the Shareholders may also send requests to the Company's investor email id: compliance@pritikaautoindustries.com.

22) Details of Directors seeking Appointment/Reappointment at the Annual General Meeting:

Name of Director	Mr. Raminder Singh Nibber	Ms. Neha
Date of Birth/ Age	04/08/1941	08/03/1982
Date of Appointment	30/05/2017	24/04/2018
Expertise in specific functional area	Manufacturing, administration and technical matters	Legal /court matters
Qualification	Mechanical Engineer	LL.M
Shareholding in the Company	11,71,182	-
Relationship with other Directors, Manager, and other KMP of the Company.	Father of Shri Harpreet Singh Nibber	None
No. of Board Meetings attended during the year 2017-18	09	N/A
Directorship in other public limited Companies	02	Nil
Chairman/Member of the Committee in other public limited Companies	01	-
a) Audit Committee	-	-
b) Stakeholder Relationship Committee	01	-
c) Nomination & Remuneration Committee		

23) Voting through electronic means :

Pursuant to Section 108 of the Companies Act, 2013, read with the relevant Rules of the Act, the Company is pleased to provide the facility to Members to exercise their right to vote by electronic means.

The Members desiring to vote through electronic mode may refer to the detailed procedure on e- voting given hereinafter.

A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company / Depository Participants(s)]:

- (I) Open email and open PDF file viz; “Pritika Auto Industries Limited e-Voting.pdf” with your Client ID or Folio No. as password.

The said PDF file contains your user ID and password / PIN for e-voting. Please note that the password is an initial password.

- (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com>

- (iii) Click on Shareholder – Login

- (iv) Put user ID and password as initial password / PIN noted in step (i) above.

Click Login.

- (v) Password change menu appears.

Change the password / PIN with new password of your choice with minimum 8 digits / characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (vi) Home page of e-voting opens. Click on e-voting: Active Voting Cycles.

- (vii) Select “EVEN” of Pritika Auto Industries Limited.

- (viii) Now you are ready for e-voting as Cast Vote page opens.

- (ix) Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.

- (x) Upon confirmation, the message “Vote cast successfully” will be displayed.

- (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.

- (xii) Institutional Shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF / JPG Format) of the relevant Board Resolution / Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to jayminleads@gmail.com with a copy marked to evoting@nsdl.co.in

B. In case a Member receives physical copy of the Notice of AGM and Attendance Slip [for members whose email IDs are not registered with the Company / Depository Participants(s)] or requesting physical copy:

(i) Initial password is provided at the bottom of the Attendance Slip for the AGM: EVEN (E-voting Event Number) USER ID PASSWORD/PIN.

(ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) Above, to cast vote.

(2) Voting at AGM: The members who have not cast their vote by remote e-voting can exercise their voting rights at the AGM. The Company will make arrangements of ballot papers in this regards at the AGM Venue.

OTHER INSTRUCTIONS

In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e voting user manual for Shareholders available at the Downloads section of www.evoting.nsdl.com

If you are already registered with NSDL for e-voting then you can use your existing user ID and password /PIN for casting your vote.

You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

The Members, whose names appear in the Register of Members / list of Beneficial Owners as on 20th day of September, 2018, are entitled to vote on the Resolutions set forth in this Notice.

The remote e-voting period will commence at 9.00 a.m. on 24th September, 2018 and will end at 5.00 p.m. on 26th September, 2018. During this period Shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 20th September, 2018, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Shareholder, the Shareholder shall not be allowed to change it subsequently.

The voting rights of Shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 20th September, 2018.

Any person, who acquires shares of the Company and becomes member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 20th September, 2018 may obtain the login ID and password by sending an email to compliance@pratikaautoindustries.com or evoting@nsdl.co.in by mentioning their Folio No. /DP ID and Client ID No. However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forget your password, you can reset your password by using "Forget User Details/Password" option available on www.evoting.nsdl.com.

A member may participate in the meeting even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the meeting.

A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on cut-off date only shall be entitled to avail the facility of remote e- voting or voting at the meeting through ballot papers.

Mr. Sushil K Sikka, Practicing Company Secretary has been appointed as the Scrutinizer to scrutinize the e- voting process in a fair and transparent manner.

The Scrutinizer shall, immediately after the conclusion of voting at general meeting, count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company. Scrutinizer shall within 2 days of conclusion of the meeting submit a consolidated scrutinizer report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing.